

NOTICE

NOTICE is hereby given that the NINETY-FIRST ANNUAL GENERAL MEETING of the Company will be held as scheduled below :-

DAY : Monday
DATE : 10th July, 2017
TIME : 3.00 P. M.
PLACE : Walchand Hirachand Hall, Indian Merchants' Chamber Building, 4th floor, Indian Merchants' Chamber Marg, Churchgate, Mumbai – 400 020

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 including the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To confirm the payment of Interim Dividend and to declare Final Dividend on equity shares for the financial year ended 31st March, 2017.
3. To appoint a Director in place of Ms. Anima B. Kapadia (DIN 00095831), who retires by rotation and being eligible offers herself for re-appointment.
4. Appointment of Statutory Auditors of the Company

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai, bearing ICAI Firm Registration No.117366W/W-100018, be and are hereby appointed as the Statutory Auditors of the Company, to do Statutory Audit of the Company's Accounts including its Branch Offices / Project Sites / Offices, in place of the retiring auditors M/s K. S. Aiyar & Co., Chartered Accountants, Mumbai Firm Registration No. 100186W to hold office from the conclusion of 91st Annual General Meeting (AGM) till the conclusion of 96th Annual General Meeting (subject to ratification of the appointment by the Members at every AGM held after this AGM, if so required under the Act) on a remuneration as may be fixed by the Board of Directors of the Company and that they be paid, in addition to the remuneration, Service Tax / GST and reimbursement of out of pocket and/or travelling expenses they may incur in carrying out their duties as such Auditors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

5. Appointment of Branch Auditors

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Board be and is hereby authorised to appoint Branch Auditors in any States/Union Territories of India for auditing accounts

of branches of the Company whether existing or which may be opened/acquired hereafter for the financial year 2017-18, and to fix their remuneration on such terms and conditions, as they may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable and expedient to give effect to this resolution.”

6. Increase in Authorised Share Capital and alteration to the Capital Clause of the Memorandum of Association

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provision of Section 61 read with Section 64 and all other applicable provisions, if any, of the Companies Act, 2013, the Authorised Share Capital of the Company be increased from ₹ 10,00,00,000/- divided into 5,00,00,000 Equity Shares of ₹ 2/- each to ₹ 20,00,00,000/- divided into 10,00,00,000 Equity Shares of ₹ 2/- each and that Clause V of the Memorandum of Association of the Company be altered accordingly.

RESOLVED FURTHER THAT consequent to the increase in the Authorized Share Capital, Clause V of the Memorandum of Association of the Company is hereby altered to read as under :

“V. The Authorised Share Capital of the Company is ₹ 20,00,00,000/- (Rupees Twenty Crores) divided into 10,00,00,000 (Ten Crores) Equity shares of ₹ 2/- each, with power to increase, reduce, divide, consolidate the shares in the capital for the time being into several classes and face values and to attach thereto respectively such preferential, deferred, or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things including delegation of all or any of its powers herein conferred to any Director / any other Officer(s) / Key Managerial Personnel(s) and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

7. Alteration to Articles of Association

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, Article No.5 of the Articles of Association of the Company be substituted by the following Article:



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Article No. 5

'The Authorised Share Capital of the Company is ₹ 20,00,00,000/- (Rupees Twenty Crores) divided into 10,00,00,000 (Ten Crores) Equity Shares of ₹ 2/- each'.

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things including delegation of all or any of its powers herein conferred to any Director / any other Officer(s) / Key Managerial Personnel(s) of the Company and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

8. Place of keeping of Register of Members

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), the Register of Members together with Index of Members prepared in accordance with the provisions of Section 88 of the Act, in respect of the Shares issued by the Company from time to time, be kept with M/s. Link Intime India Pvt. Ltd., Registrar and Transfer Agent of the Company (SEBI Registration No. INR000004058) at their new address at C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai 400 083 or at such other place within Mumbai."

9. Payment of Commission to Non-Executive Directores

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 197, 198 and other applicable provisions of the Companies Act, 2013, (the Act) including any statutory modification(s), amendment(s) or re-enactment thereof, the Articles of Association of the Company and subject to all applicable approval(s) as may be required and in supersession of earlier Special Resolution passed by the Members at the Annual General Meeting held on 4th August, 2015 for payment of commission for the financial year 2017-18, the consent of the Members be and is hereby accorded for payment of commission to all the Non-Executive Directors of the Company for a further period of 3 (Three) years commencing from the financial year 2017-18 to 2019-20 as may be decided by the Board from time to time, provided that the total commission payable to all the Non-Executive Directors per financial year shall not exceed the limit laid down under the Companies Act, 2013 for that financial year as computed in the manner specified under Section 198 of the Act or an amount not exceeding ₹ 56/- Lakhs in aggregate, whichever is less, with authority to the Board to determine the manner and proportion in which the amount to be distributed among Non-Executive Directors."

10. Ratification of remuneration of Cost Auditor

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any amendments thereto or any statutory modification(s) or re-enactment thereof, for the time being in force) Mr. Vikas Vinayak Deodhar, Cost Accountant, Membership No.3813 who was appointed by the Board of Directors of the Company to conduct the audit of cost records of

the Company for the financial year 2017-18, on a remuneration of ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand only), plus Service Tax/GST as applicable and reimbursement of out of pocket expenses and/or travelling expenses incurred by him in connection with the aforesaid cost audit be and is hereby ratified and confirmed."

11. Delivery of documents on the Members through a particular mode if required by the Member.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed thereunder, consent of the Company be and is hereby accorded to charge a fee from a Member in advance, a sum equivalent to the estimated expenses of delivery of the documents through a particular mode if a request has been received from the Member by the Company for delivery of any document through a particular mode, provided such request alongwith the such fee has been duly realised by the Company at least one week in advance of the dispatch of the document(s) by the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees to be paid in advance for delivery of the document(s)."

By Order of the Board of Directors,
For The Indian Hume Pipe Co. Ltd.

S. M. Mandke
Company Secretary

Registered Office:

Construction House, 2nd floor,
5, Walchand Hirachand Road,
Ballard Estate, Mumbai - 400 001

Date : 18th May, 2017

NOTES:-

(1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.

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THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HEREWITH.

- (2) **MEMBERS/PROXIES SHOULD BRING THE ATTENDANCE SLIP DULY FILLED IN FOR ATTENDING THE MEETING ALONGWITH COPY OF ANNUAL REPORT FOR 2016-17.**
- (3) Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a duly certified copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- (4) In case of joint holders attending the Meeting, the joint holder who is higher in the order of names will be entitled to vote at the Meeting, if not already voted through remote e-voting.
- (5) A Route Map showing the directions to reach the venue of the Annual General Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards – 2 on 'General Meeting'.
- (6) The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 30th June, 2017 to Monday, 10th July, 2017 (both days inclusive) for the purpose of holding 91st Annual General Meeting.
- (7) The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business under item Nos.5 to 11 above, to be transacted at the meeting is annexed hereto and forms part of this Notice.
- (8) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
- The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
- (9) The Interim Dividend of ₹ 1/- per equity share of ₹ 2/- each on enhanced share capital of 4,84,47,170 Equity Shares for the financial year ended 31-03-2017 was declared by the Board of Directors at their meeting held on 8th February, 2017 and the same was paid to all the shareholders on 21st February, 2017. The Final Dividend for the financial year ended 31st March, 2017 of ₹ 2.40 per equity share of ₹ 2/- each on enhanced share capital of 4,84,47,170 Equity Shares (if declared by the shareholders at the ensuing Annual General Meeting) will be paid on or after 13th July, 2017 to those Members whose name appears in the Register of Members of the Company as on the Book Closure date. The total Dividend, post bonus issue including interim dividend for the financial year 2016-17 is ₹ 1,647.20 Lakhs i.e. ₹ 3.40 per equity share of ₹ 2/- each.
- (10) Shareholders who hold Shares in dematerialised form may please note that as advised by the Securities and Exchange Board of India, the Company will mandatorily print the Shareholder(s) Bank Account details as furnished by the respective Depositories to the Company on the dividend warrants.

In order to avoid the risk of loss/interception of dividend warrants in postal transit and/or fraudulent encashment of dividend warrants, the

shareholders are advised to avail of ECS facility, whereby the dividend amount will be directly credited to their respective Bank Accounts electronically. This will also ensure speedier credit of dividend. You may write to the Company's Registrar & Share Transfer Agent or your Depository Participants directly to avail benefit of this service / facility.

- (11) In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, M/s. Link Intime India Pvt. Ltd or may download from the Company's website www.indianhumepipe.com.
- (12) Electronic copy of the Notice of the 91st Annual General Meeting of the Company including copy of the Annual Report for 2016-17 inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email addresses are registered with the Depository Participant(s) or if in physical form where email addresses registered with the Company for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Annual Report 2016-17 are being sent in the permitted mode.
- (13) Appointment of Director:

As per the provisions of Section 152 of the Companies Act, 2013, Ms. Anima B. Kapadia, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment.

A brief profile is given below in respect of Director retiring by rotation at the ensuing Annual General Meeting of the Company.

Ms. Anima B. Kapadia (65) is associated with the Company as Director since 2001. She is an eminent and learned Solicitor & Advocate and sole proprietor of Solicitor Firm, M/s. Daphtary Ferreira & Divan, Mumbai, one of the Solicitors of the Company. She is a Member of the Nomination and Remuneration Committee & Chairperson of the Stakeholders Relationship Committee of the Company. She was a member of the Committee of Directors, since dissolved. The Committee was formed for the purpose of recent Bonus issue. She is also a Director on the Boards of M/s. Lucid Colloids Limited, Mumbai and B. A. & Bros. (ESTN) Limited, Kolkata. She is also Member of the Audit Committee and Nomination and Remuneration Committee of M/s Lucid Colloids Limited.

Ms. Anima Kapadia holds 1,660 Shares of the Company.

- (14) There are six Independent Directors on the Board of the Company viz., Mr. Ajit Gulabchand, Mr. Rajendra M. Gandhi, Mr. Rameshwar D. Sarada, Mr. N. Balakrishnan, Mr. Vijay Kumar Jatia and Mr. P. D. Kelkar. All the Independent Directors had been appointed vide members resolution in terms of provisions of the Companies Act, 2013.

The Company has received declarations from all the above Independent Directors stating that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors of your Company, after reviewing the declarations submitted by the above Independent Directors is of the opinion that the said Directors meet the criteria of independence as



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per Section 149(6) of the Companies Act, 2013 and the rules made thereunder and also meet the requirement of Listing Regulations for being appointed as Independent Directors on the Board of the Company and are also independent of the management.

- (15) Members may also note that the Notice of the 91st Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website www.indianhumepipe.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on any working day upto the date of the AGM.
- (16) Even after registering for e-communication, members are entitled to receive such communication in physical form free of cost upon making a request for the same. For any communication, the members may also send requests to the Company's email id: investorsgrievances@indianhumepipe.com
- (17) Members wishing to claim dividends, which remain unclaimed are requested to contact with M/s. Link Intime India Pvt. Ltd., Registrar & Share Transfer Agent of the Company. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF).

We therefore request the members who have not yet encashed their dividend warrants for the financial year 2009-10 and onwards to contact the Company's Registrar and Transfer Agent, M/s. Link Intime India Pvt. Ltd. claiming dividends declared by the Company for the said financial years.

It may be noted that unpaid dividend for the following financial years is due for transfer to IEPF on the following respective due dates :

Financial year	Date of declaration of Dividend	Date of Payment of Dividend	Due date of transfer to IEPF
2009-10	29-07-2010	01-08-2010	01-09-2017
2010-11	27-07-2011	01-08-2011	01-09-2018
2011-12	25-07-2012	30-07-2012	31-08-2019
2012-13	25-07-2013	30-07-2013	31-08-2020
2013-14	25-07-2014	30-07-2014	31-08-2021
2014-15	04-08-2015	06-08-2015	08-09-2022
2015-16	11-03-2016	28-03-2016	15-04-2023
2016-17	08-02-2017	21-02-2017	15-03-2024

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to the Demat Account of the IEPF Authority.

The Company has sent notices to the members whose Dividends are lying unpaid/unclaimed for seven consecutive years or more. Members are requested to claim the same on or before 31st May, 2017 or such other extended date. In case the dividends are not claimed by the said date, necessary steps will be initiated by the Company to transfer these shares held by the members to IEPF Authority without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF.

In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF Authority

by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

- (18) **To support the "GREEN INITIATIVE" of the Government and enable the Company to send Annual Reports, Notices, documents, communications and dividend payment intimation to the Members Email Ids in electronic form and to facilitate receiving of dividend to the Bank account of the Members through ECS/NECS, the members holding shares in physical form are requested to register/update their Email Ids and Bank details by downloading the Shareholder Information Form from the Company's website www.indianhumepipe.com in "Financials – Corporate Governance" and submit the same to Registrar & Share Transfer Agent, M/s. Link Intime India Pvt. Ltd. The Shareholders holding shares in demat mode are requested to approach their Depository Participants for registering their Email Ids and Bank details.**
- (19) Members are requested to immediately notify change in their registered address, E-mail Ids, if any, to the Secretarial Department of the Company or Registrar & Share Transfer Agent of the Company, M/s. Link Intime India Pvt. Ltd., for shares held in physical mode. For shares held by the Members in demat mode they are requested to immediately notify change in their registered address, E-mail Ids, Bank details etc. if any, to their respective Depository Participant(s).
- (20) Non-Resident Indian Members are requested to write to M/s. Link Intime India Pvt. Ltd., immediately for change in their residential status on return to India for permanent settlement.
- (21) Voting through electronic means

In compliance with provision of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and sub-regulation (1) & (2) of Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote at the 91st AGM by electronic means and the business may be transacted through e-voting service provided by National Securities Depository Limited (NSDL):

The Instructions for e-voting are as under:

- A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
- Open email and open PDF file viz "IHP E-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - Launch internet browser by typing the following URL:<https://evoting.nsdl.com/>
 - Click on Shareholder - Login
 - Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - Password change menu appears. Change the Password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof.

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Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of The Indian Hume Pipe Company Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholder (i.e. other than individuals, HUF, NRI etc) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail to ihpscrutinizer@indianhumpipe.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company / Depository Participant(s) or requesting physical copy):

- (i) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM:

EVEN Remote (E-Voting Event Number)	USER ID	PASSWORD/ PIN

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above to cast vote.
- (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholder and e-voting user manual for shareholder available at the Download section of www.evoting.nsdl.com or call on toll free no.:1800-222-990.
- (iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (v) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (vi) The e-voting period commences on Thursday, 6th July, 2017 (9.00 a.m.) and ends on Sunday, 9th July, 2017 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Friday, 30th June, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting

thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- (vii) The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of Friday, 30th June, 2017.
- (viii) Any person, who acquire shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 30th June, 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or issuer / RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Friday, 30th June, 2017 only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.

Mr. J. H. Ranade Membership No.F 4317 & Certificate of Practice No.2520 or failing him Mr. Sohan J. Ranade Membership No.A 33416 & Certificate of Practice No.12520 or failing him Ms. Tejaswi A. Zope Membership No.A 29608 & Certificate of Practice No.14839 (any one of them), Partners of JHR & Associates, Company Secretaries in practice has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same. The Chairman or a person



Annexure to the Notice

authorised by him in writing shall declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.indianhumepipe.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be uploaded on the BSE Listing Portal and on the NSE NEAPS Portal.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. Monday, 10th July, 2017.

Annexure to the Notice

Item No.4

M/s K. S. Aiyar & Co., Chartered Accountants, Mumbai bearing Firm Registration No.100186W were appointed as the Statutory Auditors of the Company at the Eighty Ninth Annual General Meeting (AGM) of the Company held on 4th August, 2015 for a term of 2 years to hold office till the conclusion of this AGM. M/s K. S. Aiyar & Co. have been the Statutory Auditors of the Company since inception of the Company.

In terms of the provisions of the Companies Act 2013 the Company is required to rotate the Auditors.

Accordingly the Board of Directors on the recommendation of the Audit Committee, at its meeting held on 18th May, 2017 has proposed the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai bearing ICAI Firm Registration No.117366W/W-100018 as Statutory Auditors of the Company from the conclusion of the ensuing 91st Annual General Meeting (AGM) till the conclusion of the 96th Annual General Meeting of the Company held thereafter, subject to ratification of the appointment by the members at every AGM held after the ensuing AGM, if so required under the Act.

As required under Section 139 of the Companies Act, 2013, the Company has obtained a written consent and certificate from M/s. Deloitte Haskins & Sells LLP, Chartered Accountants to the effect that their appointment, if made, would be in accordance with Section 139 of the Companies Act, 2013 and Rules made thereunder, as may be applicable.

The Board recommends the Ordinary Resolution at Item No.4 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, in the Resolution set out at Item No.4 of the Notice.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

Item No.5 :

The Company has branches in India and may also open new branches in future. It may be necessary to appoint branch auditors for carrying out the audit of the accounts of such branches in any States/Union Territories of India. The Members are requested to authorise the Board of Directors of the Company to appoint branch auditors in consultation with the Company's Statutory Auditors and fix their remuneration.

(22) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours on all working days between 11.00 a.m. and 1.00 p.m. except Sunday and Holidays, up to and including the date of the AGM of the Company.

The Board recommends the Resolution at item No. 5 for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution set out at Item No.5.

Item No.6 & 7

The Company had recently issued Bonus Shares in the proportion of One Bonus Share of ₹ 2/- each for every One equity share of ₹ 2/- each held by the Members. Consequently, with effect from 14th December, 2016, the Issued, Subscribed and Paid-up Share Capital of the Company increased to ₹ 9,68,94,340/- divided into 4,84,47,170 equity shares of ₹ 2/- each.

Hence it is proposed to increase the Authorised Share Capital of ₹ 10,00,00,000/- (Rupees Ten Crores) to ₹ 20,00,00,000/- (Rupees Twenty Crores) by addition of 5,00,00,000 Equity Shares of ₹ 2/- each.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except Sunday and holidays up to the date of the Annual General Meeting.

Accordingly, the Resolutions at Item Nos.6 to 7 seek the approval of the members to increase the Authorised Share Capital and consequential amendments to the Memorandum and the Articles of Association of the Company.

The Board recommends the Resolutions set out at Item No.6 and 7 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolutions set out at Item No.6 and 7 of the Notice.

Item No.8 :

The Board of Directors at their meeting held on 30th January, 2003 had appointed M/s. Link Intime India Pvt Ltd (SEBI Registration No.INR000004058) as the Registrar and Transfer Agent (RTA) of the Company. The RTA vide their letter dated 23rd February, 2017 intimated that they have shifted to the new Office with effect from 27th February, 2017 at C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai 400 083 Tel No: +91 22 49186270 Fax: +91 22 49186060. The Investor contact details are : Share Registry, Email Id: rnt.helpdesk@linkintime.co.in, Tel No: +91 22 49186270.

The Board recommends the above Special Resolution at Item No.8 for your approval.

Annexure to the Notice

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No.8 of the Notice.

Item No.9 :

The Non-Executive Directors are paid remuneration by way of commission on net profits of the Company not exceeding the limit laid down under the Companies Act, 2013 or ₹ 32/- Lakhs in aggregate whichever is less per financial year, for a period of 3 years from the financial year 2015-16 to 2017-18, in pursuance of the special resolution under Section 197, 198 and other applicable provisions of Companies Act, 2013 passed by the Members at the Annual General Meeting held on 4th August, 2015. In addition to the commission on net profits, the Non-Executive Directors are paid sitting fees for each meeting of the Board or Committees of the Board and meeting(s) of Independent Directors thereof attended by them.

In pursuance of the Members authorisation a commission of ₹ 4,00,000/- was paid equally to each Non-Executive Director of the Company aggregating to ₹ 32/- Lakhs for the financial year 2015-16. The commission for the financial year 2016-17 amounting to ₹ 4,00,000/- aggregating to ₹ 32/- Lakhs will be paid equally to all the Non-Executive Directors of the Company. The Members had earlier approved payment of commission to the Non-Executive Directors within the limit prescribed under the Companies Act, 2013 or ₹ 32/- Lakhs in aggregate, whichever is less including for the financial year 2017-18 at the AGM held on 4th August, 2015.

In view of sizeable increase in the Company's operations, current competitive business environment and shouldering of higher responsibilities by Non-Executive Directors under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, entailing their increased time commitments for the Company, it is therefore desirable to increase in the amount of commission to the Non-Executive Directors of the Company under Section 197, 198 and other applicable provisions if any, of the Companies Act, 2013, the limit laid down under the Companies Act, 2013 or an amount not exceeding ₹ 56/- Lakhs in aggregate, whichever is less, per financial year, for further period of 3 (Three) years commencing from the financial year 2017-18 to 2019-20 in terms of the Special Resolution at item No.9. The payment of commission would be in addition to the sitting fees paid / payable for each meeting of the Board or Committees of the Board and meeting(s) of Independent Directors thereof attended by them as also reimbursement of traveling, lodging and conveyance expenses etc. for attending meetings.

All the Directors of the Company are interested in the Special Resolution set out at Item No.9 of the accompanying Notice, since it relates to their respective remuneration.

Ms. Jyoti R. Doshi, Non-Executive Director is relative of Mr. Rajas R. Doshi, Chairman & Managing Director and Mr. Mayur R. Doshi, Executive Director of the Company and hence all of them are concerned and interested, financially or otherwise, in the Special Resolution set out at Item No.9.

None of the other Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.9.

Item No.10 :

The Board of Directors on the recommendation of the Audit Committee approved the appointment of Mr. Vikas Vinayak Deodhar, Cost Accountant, Membership No.3813 to conduct the audit of the cost records of the Company for the financial year 2017-18.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the members of the Company.

Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2017-18 as set out in the resolution at Item No.10 of the Notice.

The Board recommends the above Ordinary Resolution at Item No.10 for your approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No.10 of the Notice.

Item No.11 :

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its Annual General Meeting.

Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Board accordingly recommend the Ordinary Resolution at Item No.11 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.11 of the accompanying Notice.

By Order of the Board of Directors,
For The Indian Hume Pipe Co. Ltd.

S. M. Mandke
Company Secretary

Registered Office:

Construction House, 2nd floor,
5, Walchand Hirachand Road,
Ballard Estate, Mumbai - 400 001

Date : 18th May, 2017



IMPORTANT COMMUNICATION TO MEMBERS

1. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notices / documents including Annual Reports etc. can be sent by e-mail to its members.

To support the “GREEN INITIATIVE” of the Government and enable the Company to send in electronic form Annual Reports, Notices, documents, communications and dividend payment intimation to the Members’ Email Ids and to facilitate receiving of dividend to the Bank account of the Members through ECS / NECS, the members holding shares in physical form are requested to register / update their email ids and Bank details by downloading the Shareholder Information Form from the Company’s website www.indianhumepipe.com in “Financials – Corporate Governance” and submit the same to Registrar & Share Transfer Agent, M/s. Link Intime India Pvt. Ltd. The Shareholders holding shares in demat mode are requested to approach their Depository Participants for registering email ids and Bank details.

Continuing the “GREEN INITIATIVE” this Annual Report is printed on recycled papers except the cover and back page.

2. Members holding shares in Physical mode are requested to demat their shares in order to reap the advantages of holding their shares in electronic form like no risk of loss of share certificate, transfer form, speedier share transfer, no stamp duty on transfer of shares etc.

Members are aware that the Company’s Shares are compulsorily traded in electronic form only. Presently 97.63% of shares are in demat mode.

Therefore Members holding shares in physical form are requested and encouraged to consider converting their holding in dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Share Department of the Company or M/s. Link Intime India Pvt. Ltd., Registrar Transfer Agent for assistance in this regard.

**ROUTE MAP OF THE VENUE OF 91ST ANNUAL GENERAL MEETING OF THE COMPANY
TO BE HELD ON MONDAY, 10TH JULY, 2017 AT 3.00 P.M.**

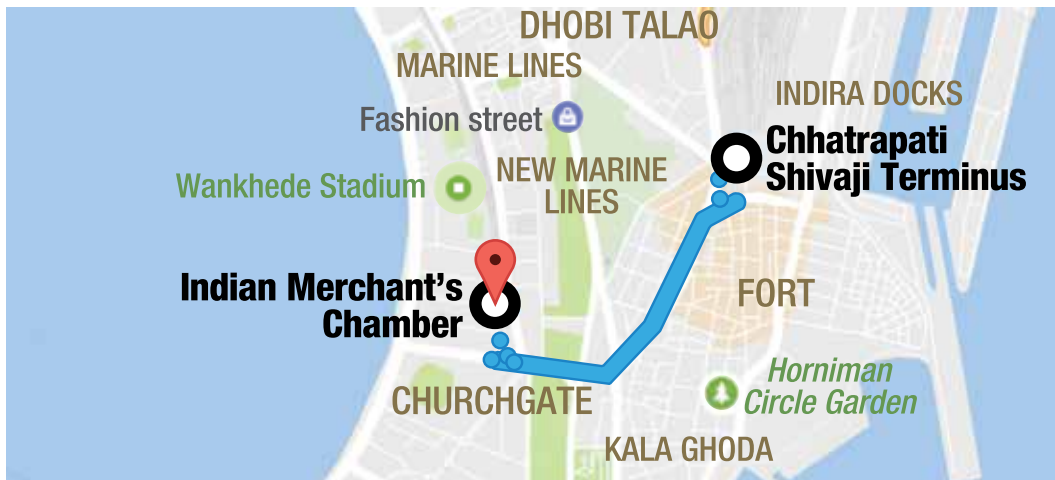
Venue Address

**Walchand Hirachand Hall, Indian Merchants' Chamber,
Indian Merchants' Chamber Marg, Churchgate, Mumbai 400 020,**

ROUTE MAP - BY BUS / TAXI / WALKING FROM CHURCHGATE TO THE VENUE OF AGM



ROUTE MAP - BY BUS / TAXI / WALKING FROM CST TO THE VENUE OF AGM





THE INDIAN HUME PIPE COMPANY LIMITED

(CIN:L51500MH1926PLC001255)

Regd. Office: Construction House, 2nd Floor, 5, Walchand Hirachand Road, Ballard Estate, Mumbai – 400 001.

E-mail: info@indianhumepipe.com Website: www.indianhumepipe.com, Tel.:+91-22-40748181/22618091 Fax:+ 91-22-22656863.

ATTENDANCE SLIP (To be presented at the entrance)

Registered Folio-No./ DP ID/Client ID	
Name and Address of the member(s)	
Joint Holder 1 Joint Holder 2	

I / We hereby record my/our presence at the 91st Annual General Meeting of the Company held on Monday, 10th July, 2017 at 3.00 p.m. at Walchand Hirachand Hall, Indian Merchants' Chamber Building, 4th Floor, Indian Merchants' Chamber Marg, Churchgate, Mumbai - 400 020.

Member's Folio/DP ID-Client ID No. Member's / Proxy's name in Block Letters Member's/Proxy's signature

Note:

1. Please complete the Folio / DP ID – Client ID No. and name, sign this Attendance Slip and handover at the Attendance Verification Counter at the meeting venue.
2. Electronic copy of the Annual Report for Financial Year 2016-17 and the Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is sent to all the members whose email address is registered with the Depository Participant(s) unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for Financial Year 2016-17 and the Notice of the Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email address is not registered or who have requested for a hard copy.



THE INDIAN HUME PIPE COMPANY LIMITED

REMOTE ELECTRONIC VOTING PARTICULARS

EVEN (Remote E-Voting Event Number)	USER ID	Password / PIN

The Remote e-voting facility will be available during the following voting period:

Commencement of Remote e-voting	From Thursday, 6th July, 2017 (9.00 a.m.)
End of Remote e-voting	Up to Sunday, 9th July, 2017 (5.00 p.m.)

Note: During the Remote e-voting period, members of the Company holding shares as on the cut-off date of 30th June, 2017 may cast their vote electronically. Any person, who acquires shares of the Company and become a member of the Company after dispatching of the Notice and holding shares as of the cut-off date i.e. 30th June, 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or contact NSDL at following toll free no.:1800-222-990 or contact the Company at investorsgrievances@indianhumepipe.com or M/s. Link Intime India Pvt. Ltd., Registrar & Share Transfer Agent at rnt.helpdesk@linkintime.co.in..

Please read the instructions given at Note No.21 of the Notice of the 91st Annual General Meeting carefully before voting electronically.