

NOTICE

NOTICE is hereby given that the NINETY-FOURTH ANNUAL GENERAL MEETING of the Company will be held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") as scheduled below to transact the following business:-

DAY : Friday
DATE : 4th September, 2020
TIME : 2.30 P.M. (IST)

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 including the Audited Balance Sheet as at 31st March, 2020 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 declare dividend on Equity Shares of the Company for the financial year ended 31st March, 2020.
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.

SPECIAL BUSINESS:

4. APPOINTMENT OF INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV, Articles of Association of the Company and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Sucheta N. Shah (DIN: 00322403), who was appointed by the Board of Directors on the recommendation of Nomination and Remuneration Committee as an Additional Director (Non-Executive and Independent Director) of the Company on 12th February, 2020, who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of three (3) consecutive years from 12th February, 2020 to 11th February, 2023, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

5. PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS

To consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Section 197, 198 and all other applicable provisions of the Companies Act, 2013 (the Act) including any statutory modification(s), amendment(s) or re-enactment thereof, SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, the Articles of Association of the Company and in supersession of earlier Special Resolution passed by the Members at the Annual General Meeting held on 10th July, 2017, 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 2020-21 to 2022-23 as may be decided by the Board from time to time, provided that the total commission payable to all the Non-Executive Directors for each 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 ₹ 65 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 the Non-Executive Directors."

6. CREATION OF SECURITY

To consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

"RESOLVED THAT in furtherance of the special resolution passed by way of Postal Ballot on 7th August, 2014 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter called "the Board" which term shall include a Committee of Directors constituted / to be constituted with the power to delegate such authority to any person or persons authorised by the Board) to mortgage and/or charge in addition to mortgages / charges created / to be created by the Company, in such form and manner and with such ranking, whether exclusive, pari-passu, second or subservient charge(s) or otherwise and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties of the Company, both present and future and / or the whole or substantially the whole or any part of the Undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Banks, Financial Institutions, Non-Banking Financial Companies (NBFC), and other Lender(s), Agent(s) and Security Trustees, Debenture Trustees, Trustee(s), etc. for securing the borrowings availed / to be availed by way of loan(s) in Rupee and / or Foreign currency and / or securities in the nature of debts instruments issued / to be issued by the Company, from time to time, for due repayment of sums of money together with interest, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s) / Security Trustees, Debenture Trustees, Trustee(s), etc., premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation, revaluation, fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document(s), deed(s) entered into or to be entered into between the Company and the Lender(s), Agents(s) and Trustee(s) etc. in respect of such borrowings.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorized to finalise, settle and execute all such documents,



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deeds, writings, papers, and / or agreements including delegation of all or any of the powers as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable.”

7. RATIFICATION OF REMUNERATION TO COST AUDITOR

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, 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) and as recommended by the Audit Committee and approved by the Board of Directors of the Company, the remuneration payable to Mr. Vikas Vinayak Deodhar, Cost Accountant, Membership No.3813 as Cost Auditor to conduct the audit of cost records of the Company for the financial year 2020-21 of ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand only) as also the payment of 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.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things and matters as may be necessary, proper or expedient for giving effect to the above resolution.”

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
Tel No. : 022-22618091 / 92, 40748181
Fax No. : 022-22656863
email : info@indianhumepipe.com
Website : www.indianhumepipe.com
CIN No. : L51500MH1926PLC001255

Date : 29th June, 2020

NOTES:-

1. In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/ 2020 dated 5th May, 2020, read with General Circular No. 14/ 2020 dated 8th April, 2020 and General Circular No. 17/ 2020 dated 13th April, 2020 (collectively referred to as “said Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Shareholders at a common venue.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 (“Act”) read with the said Circulars and SEBI Circular dated 12th May, 2020, the Company has decided to

convene its ensuing 94th AGM through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) (VC/ OAVM) without the physical presence of Members at a common venue and the Shareholders can attend and participate in the ensuing AGM through VC/ OAVM.

2. **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** However, since this AGM is being held through VC/ OAVM, whereby physical attendance of Shareholders has been dispensed with and in line with the said Circulars read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 (“said SEBI Circular”) issued by the Securities and Exchange Board of India (“SEBI”), THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE SHAREHOLDER IS NOT MADE AVAILABLE FOR THIS 94th ANNUAL GENERAL MEETING (AGM) and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Participation of Members through VC will be reckoned and counted for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013.
4. Institutional / Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to jhr@jhrasso.com with a copy marked to evoting@nsdl.co.in.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 25th August, 2020 to Friday 4th September, 2020 (both days inclusive) for the purpose of holding 94th Annual General Meeting.
6. The Dividend of ₹ 2/- per equity share of ₹ 2/- each (100%) on share paid-up share capital of 4,84,47,170 Equity Shares for the financial year ended 31st March, 2020 (if declared by the shareholders at the ensuing Annual General Meeting) subject to tax deduction at a source will be paid on or after Tuesday, 8th September 2020 to those Members whose names appear in the Register of Members of the Company as on the Book Closure date.

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/NECS 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 to avail benefit of this service / facility.

7. Members may note that the Income Tax Act, 1961, (“the IT Act”) as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company on or after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required

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to deduct tax at source (TDS) at the time of making the payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act. For **Resident shareholders**, taxes shall be deducted at source under Section 194 of the IT Act as follows, Members having valid PAN @7.5% or as notified by the Government of India. Members not having valid PAN @20% or as notified by the Government of India. However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2020-21 does not exceed ₹ 5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document/certificate as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document/certificate as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document/certificate as mentioned above. For **Non-resident shareholders**, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following : • Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member • Copy of Tax Residency Certificate (TRC) for the FY 2020-21 obtained from the revenue authorities of the country of tax residence, duly attested by member • Self-declaration in Form 10F • Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty • Self-declaration of beneficial ownership by the non-resident shareholder • Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member. In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) The aforementioned documents are required to be sent by email to ihptaxexemption@linkintime.co.in during the period commencing from August 10, 2020 and ending on August 25, 2020. We request you to visit www.indianhumepipe.com for more instructions and information in this regard. No communication would be accepted from Members after 24th August, 2020 regarding tax withholding matter.

8. To support the "GREEN INITIATIVE" of the Government & SEBI and enable the Company to send Annual Reports, Notices, documents, communications and dividend payment intimation to the Members through 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 "Investors - downloadforms" 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 register/update their Email Ids and Bank details with their Depository Participants.

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to M/s. Link Intime India Pvt. Ltd., Registrar & Share Transfer Agent of the Company in case the shares are held by them in physical form.
10. 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 obtain 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.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or M/s. Link Intime India Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
12. 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.
13. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**
 - i. The Company has engaged the services of NSDL as the authorised agency for conducting the 94th AGM through VC/OAVM and providing e-voting facility.
 - ii. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
 - iii. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in notes to the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
 - iv. The facility for joining the 94th AGM through VC / OAVM shall open 15 minutes before the time scheduled to start the 94th AGM and will be available to the Members on first come first served basis and will remain open upto 15 minutes after the schedule time of the meeting. The Members are required to follow procedure mentioned in the Notice of 94th AGM.
 - v. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in / 022-24994360 or Mr. Sagar Ghosalkar, Assistant Manager – NSDL at sagar.ghosalkar@nsdl.co.in / 022-24994553 or Ms. Soni Singh, Assistant Manager - NSDL at sonis@nsdl.co.in / 022-24994552.
 - vi. Members who would like to express their views/ask questions as a speaker at the 94th AGM may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at ihp94agm@indianhumepipe.com



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between Saturday, 29th August, 2020 (9.00 a.m. IST) to Tuesday, 1st September, 2020, (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves its right to restrict the number of speakers depending on the availability of time for the AGM.

- vii. Members who wish to seek information on accounts and Annual Report 2019-20 may send their questions/queries in advance to the Company mentioning their name, DP-ID and Client-ID/ Folio-No, PAN, Mobile Number at ihp94agm@indianhumepipe.com upto 1st September, 2020 (5.00 p.m. IST). The questions / queries will be suitably replied by the Company. Further, the members can also ask questions concurrently during the AGM time using chat box facility provided by NSDL.
- viii. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
14. Members wishing to claim dividends, which remain unclaimed for financial year 2012-13 and onwards are requested to contact M/s. Link Intime India Pvt. Ltd., Registrar & Share Transfer Agent of the Company at C -101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai – 400083, Telephone No: 022-49186270 email id rnt.helpdesk@linkintime.co.in. Members are requested to note that dividends not claimed for seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF)

The unpaid/unclaimed 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
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 (Interim)	21-02-2017	15-03-2024
2016-17	10-07-2017 (Final)	12-07-2017	14-08-2024
2017-18	20-07-2018	24-07-2018	24-08-2025
2018-19	26-07-2019	31-07-2019	30-09-2026

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the underlying 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.

Accordingly, the Company had transferred 45,433 shares to the demat account of IEPF during the Financial year 2019-20. The members are requested to claim their shares and unclaimed dividend from IEPF authority as per procedure set out in the IEPF Rules.

The Shareholders who have not claimed their dividend for seven consecutive years from Financial Year 2012-13 onwards are requested to claim the dividend on or before 25th August, 2020. The details of unclaimed dividend of the concerned Shareholders is posted on the website of the Company at www.indianhumepipe.com

in “Investors-Unpaid dividend”. 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.

15. Members may note that the Notice and Annual Report 2019-20 will be available on the Company’s website www.indianhumepipe.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL https://www.evoting.nsdl.com.
16. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business under item Nos.4 to 7 above, to be transacted at the meeting and the relevant details of the Directors seeking re-appointment is annexed hereto and forms part of this Notice.
17. Appointment/Re-appointment of Directors: Details of Directors seeking appointment/re-appointment at the 94th Annual General Meeting of the Company, as required in terms of Regulation 26(4), 36(3) of SEBI (Listing Obligation and Disclosure Regulation) 2015 and Secretarial Standard No. 2 on General Meetings is provided in the notes to the Notice of AGM and Explanatory Statement of the Notice.
18. As per 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 a Director retiring by rotation at ensuing Annual General Meeting of the Company.
- Ms. Anima B. Kapadia (68) is B.A. L.L.B from University of Mumbai. She is associated with the Company as Non-Executive Director since 2001. She is Solicitor & Advocate and Sole Proprietor of M/s. Daphtary Ferreira & Divan, Mumbai which firm was established in 1893. M/s. Daphtary Ferreira & Divan is one of the Solicitors to the Company. She is also a Director on the Boards of M/s. Lucid Colloids Limited, Mumbai and B. A. & Bros. (ESTN) Limited, Kolkata and Avik Investment & Trading Pvt. Ltd. She is a Chairperson of the Stakeholders Relationship Committee and Member of the Nomination & Remuneration Committee of the Company. She is also Member of the Audit Committee of M/s Lucid Colloids Limited. Ms. Anima Kapadia holds 1660 Shares of the Company. She is not related to any Directors of the Company.
19. There are Four Independent Directors on the Board of the Company viz., Mr. Rajendra M. Gandhi, Mr. Rameshwar D. Sarda, Mr. Vijay Kumar Jatia and Ms. Sucheta N. Shah. The Company has received declarations from all the above Independent Directors stating that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013. The Board of Directors of the 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 per Section 149(6) of the Companies Act, 2013 and the rules thereunder and also meet the requirement of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for being appointed as Independent Directors on the Board of the Company and are also independent of the management.

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20. In terms of section 101 and 136 of the Companies Act, 2013 read with the rules thereunder and SEBI (LODR), 2015 and relaxation given by MCA and SEBI, the copy of Annual Report for 2019-20 including Audited Financial Statements, Board's report etc. and this Notice of 94th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting is being sent by email to all those members whose email ids are registered with their respective depository participants/with the Company in respect of shares held in physical form.
21. SEBI has mandated the transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) effective from 1st April, 2019. Accordingly, request for physical transfer of securities of listed entities shall not be processed from 1st April, 2019 onwards. In view of such amendment and in order to eliminate the risk associated with the physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialise their holdings.
22. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities market. Accordingly, members holding shares in electronic form are requested to submit their self assisted copy of PAN to their respective Depository Participants. Members holding shares in physical form should submit their self assisted copy of PAN to the Company or to RTA.
23. 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.
24. Since the AGM will be held through VC / OAVM, the Route Map, proxy form and attendance slip are not annexed to the Notice.
25. Instructions for e-voting and joining the AGM are as follows :

VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. The remote e-voting period commences on Monday, 31st August 2020 (9:00 a.m. IST) and ends on Thursday, 3rd September, 2020 (5:00 p.m. IST).

During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 28th August, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

- i. 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 remote e-voting process and voting at AGM, in a fair and transparent manner and they have communicated his willingness to be appointed and will be available for the same purpose.

- ii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- iii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on Friday, 28th August, 2020, the cut-off date.
- iv. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of Friday, 28th August, 2020, the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- v. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholders/ Members" section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. ideas, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical Your User ID is:	Your User ID is:
A) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****



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Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical Your User ID is:	Your User ID is:
B) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12**
C) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if EVEN is 123456 and folio number is 001*** then user ID is 123456001***

4. Your password details are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox from evoting@nsdl.co.in. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned below in this notice.
5. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.

6. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company, which is **113261**.
4. Now you are ready for e-voting as the Voting page opens
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to jhr@jhrasso.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in / pallavid@nsdl.co.in, Tel: 91 22 2499 4545/ 1800-222-990

NOTICE

Process for registration of email id for obtaining Annual Report and user id/password for e-voting and updation of bank account mandate for receipt of dividend:

Physical Holding	Send a request to the Registrar and Transfer Agents of the Company, Ms. Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in providing 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) for registering email address. Following additional details need to be provided in case of updating Bank Account Details: a) Name and Branch of the Bank in which you wish to receive the dividend, b) the Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions d) 9 digit MICR Code Number, and e) 11 digit IFSC Code f) a scanned copy of the cancelled cheque bearing the name of the first shareholder
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Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP
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4. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of 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 authorised by him in writing, who shall countersign the same.
5. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.indianhumepipe.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

ITEM NO.4

Based on the recommendations of the Nomination and Remuneration Committee and the relevant provisions of the Companies Act, 2013, Rules thereunder, the Articles of Association of the Company and SEBI (LODR), 2015, the Board of Directors has appointed Ms. Sucheta N. Shah (DIN: 00322403), as an Independent Director of the Company for a period of 3 years from 12th February, 2020 to 11th February, 2023. Pursuant to Section 161 of the Companies Act, 2013, Ms. Sucheta N. Shah holds office upto the date ensuring Annual General Meeting of the Company. A notice has been received from a Member, as required under Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Sucheta N. Shah for office of the Director.

Ms. Sucheta N. Shah has given a declaration of independence to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Ms. Sucheta N. Shah fulfils the conditions specified in the Act and the rules thereunder for appointment as an Independent Director and that she is independent of the Management. In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 the appointment of Ms. Shah as Independent Director is now being placed before the Members for their approval. The Company has received confirmation from Ms. Shah, in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013:

Ms. Sucheta N. Shah does not hold any shares in the Company and is not related to any Directors, Managers or Key Managerial Personnel of the Company.

She is the Promoter Director of Atlas Integrated Finance Ltd. Member – NSE & BSE. It is into Wealth Management and also cover the entire gamut of financial services. She is also Director of Atlas Wealth Management Private Limited,

She is the Chairperson of the Maharashtra State FICCI MSME sector.

She is an Independent Director on the Board of Tata Housing Development Company Ltd, Jayant Agro-Organics Ltd., and IHSEDU Agrochem Private Limited. She is a Member of Stakeholders Relationship Committee of the Company w.e.f. 16th March, 2020. She is a Member of Audit Committee and Nomination and Remuneration Committee of Tata Housing Development Company Ltd., Chairperson of Stakeholders Relationship Committee of Jayant Agro-Organics Ltd., and Member of Audit Committee of IHSEDU Agrochem Private Limited.

She has been associated with FICCI Ladies Organisation (FLO) since 2003. She was the Chairperson of the FLO Mumbai Chapter for the year 2011-12 when she launched the project, SWAYAM- a support cell for Women Entrepreneurs and later took it up to the National level.

A copy of the letter of appointment setting out the terms and conditions is available for inspection of the Shareholders through electronic mode. Shareholders may write to the Company at investors@indianhumepipe.com in this regard, by mentioning "Request for Inspection" in the subject of the email.

Except Ms. Sucheta N. Shah, no other Director or Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the above Ordinary Resolution at Item No.4 for your approval.



NOTICE

ITEM NO.5

In pursuance of the special resolution passed under Section 197, 198 and other applicable provisions of Companies Act, 2013 by the Members at the Annual General Meeting held on 10th July, 2017, 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 ₹ 56 Lakhs in aggregate whichever is less for each financial year, for a period of 3 years from the financial year 2017-18 to 2019-20. 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.

The commission for the financial year 2019-20 amounting to ₹ 54 Lakhs will be paid to the Non-Executive Directors of the Company as decided by the Board.

In view of 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 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 ₹ 65 Lakhs in aggregate, whichever is less, for each financial year, for further period of 3 (Three) years commencing from the financial year 2020-21 to 2022-23 in terms of the Special Resolution at item No.5

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 and their relatives are interested in the Special Resolution set out at Item No.5 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.5.

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.5.

The Board recommends the above Special Resolution at Item No.5 for the approval of Members.

ITEM NO.6

Section 180 (1) (a) of the Companies Act, 2013 provides that the Board of Directors of a public company shall not, except with the consent of the company by special resolution in the General Meeting sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking

of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

The Company is required to create charges/mortgages in respect of working capital facilities and other loans, facilities availed/to be availed from the Company's Bankers and/or other Banks, Lenders etc. from time to time.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in the above resolution except to the extent of their shareholding in the Company.

The Board recommends the above Special Resolution at Item No.6 for the approval of Members.

ITEM NO.7

The Board of Directors on the recommendation of the Audit Committee has approved the appointment of Mr. Vikas Vinayak Deodhar, Cost Accountant, Membership No.3813 as Cost Auditor of the Company and payment of remuneration to conduct the audit of the cost records of the Company pertaining to products under HSN code 73059010 (MS Pipe) and Joint-Rings, 73069011 (BWSC) and 73053110 (PCCP) for the financial year 2020-21. In terms of the provisions of Section 148 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 of ₹ 1,20,000/- plus GST and reimbursement of out of pocket expenses payable to the Cost Auditor for the financial year 2020-21 as set out in the resolution at Item No.7 of the Notice.

The eligibility and consent letter is available for inspection of the Shareholders through electronic mode. Shareholders may write to the Company at investors@indianhumepipe.com in that regard, by mentioning "Request for Inspection" in the subject of the email.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are in anyway concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice.

The Board recommends the above Ordinary Resolution at Item No.7 for your approval.

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 : 29th June, 2020

NOTICE

PROFILE OF DIRECTOR BEING RE-APPOINTED

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be appointed are given below:

Name of the Director	Ms. Anima B. Kapadia
Nature of Resolution	Re-appointment
Age	68 Years
Director Identification Number	00095831
Qualifications	B.A., L.L.B
Nature of expertise in specific functional areas:	Ms. Anima B. Kapadia (68) is associated with the Company as Director since 2001. She is an eminent and learned Solicitor & Advocate and sole proprietor of M/s. Daphtary Ferreira & Divan, Mumbai, which firm was established in 1893, one of the Solicitors of the Company. Wide experience in Law.
Directorships held in Companies (including Foreign Companies and Private Companies)	1. The Indian Hume Pipe Company Limited 2. Lucid Colloids Limited 3. B. A. & Bros. (ESTN) Limited 4. Avik Investment & Trading Pvt Ltd
Disclosure of Relationship between directors inter se:	Not related to any Director/Key Managerial Personnel of the Company.
Chairman / Member of Committees	1. Lucid Colloids Limited – Member of the Audit Committee & Nomination and Remuneration Committee 2. The Indian Hume Pipe Company Limited - Chairperson of the Stakeholders Relationship Committee and Member of the Nomination & Remuneration Committee
Number of Equity Shares held in the Company	1660 Shares

PROFILE OF DIRECTOR BEING APPOINTED

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be appointed are given below:

Name of the Director	Ms. Sucheta N. Shah
Nature of Resolution	Appointment
Age	53 Years
Director Identification Number	00322403
Qualifications	B.Com, M.B.A (Finance)
Nature of expertise in specific functional areas:	She has done her Masters in Management (Finance) from S. P Jain Institute of Management, Mumbai in with specialization in Finance and her B.Com from Sydenham College of Commerce and Economics. Wide experience in Business Management and Finance.
Directorships held in Companies (including Foreign Companies and Private Companies)	1. Jayant Agro-Organics Limited 2. Atlas Integrated Finance Limited 3. Atlas Wealth Management Private Limited 4. IHSEDU Agrochem Private Limited 5. Tata Housing Development Company Limited 6. The Indian Hume Pipe Company Limited
Disclosure of Relationship between directors inter se:	Not related to any Director/Key Managerial Personnel of the Company.
Chairman / Member of Committees	1. Tata Housing Development Company Limited - Member of Audit Committee & Nomination and Remuneration Committee 2. Jayant Agro-Organics Limited - Chairperson of Stakeholders Relationship Committee 3. The Indian Hume Pipe Company Limited Member of Stakeholders Relationship Committee w.e.f. 16 th March, 2020 4. IHSEDU Agrochem Private Limited - Member of Audit Committee
Number of Equity Shares held in the Company	NIL



NOTICE

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.

- 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 98.56% 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.