



THE INDIAN HUME PIPE COMPANY LIMITED

CIN : L51500MH1926PLC001255

Regd. Office: Construction House, 5, Walchand Hirachand Road, Ballard Estate, Mumbai - 400 001.

Tel:+91-22-22618091,+91-22-40748181 Fax: +91-22-22656863 E-mail: investorsgrievances@indianhumepipe.com

Website : www.indianhumepipe.com

Postal Ballot Notice

Pursuant to Section 110 of the Companies Act, 2013 read with
Rule 22 of the Companies (Management and Administration) Rules, 2014

TO

THE MEMBERS OF THE COMPANY,

NOTICE IS HEREBY GIVEN that the resolution set out hereunder for issue of Bonus Shares is proposed to be passed by means of a Postal Ballot and Electronic Voting (e-voting).

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts and reasons thereto, relating to the resolution is annexed.

The Board of Directors of your Company at its meeting held on Wednesday, 26th October 2016 has appointed Mr. J. H. Ranade, Company Secretary in whole-time Practice, Membership No.4317 holding Certificate of Practice No.2520 of M/s. J. H. Ranade & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and e-voting process.

Members have the option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their votes by Postal Ballot are requested to read carefully the instructions printed on the Postal Ballot Form and return the same completed and signed, in the enclosed self-addressed Business Reply Envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on Monday, 5th December, 2016. Members desiring to opt for e-voting are requested to read carefully the instructions given in the Notes forming part of the Notice. The Company has made an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting for the Members who wish to cast their vote electronically.

Based on the Scrutinizer's Report to the Chairman of the Company, the results of the Postal Ballot and e-voting will be declared on Tuesday, 6th December, 2016 at the registered office of the Company. Such results along with Scrutinizer's Report will be available on the Company's website www.indianhumepipe.com under the section ABOUT US>INVESTORS>Scrutinizer's Report and will be forwarded to the Stock Exchanges where the Company's shares are listed and the NSDL.

SPECIAL BUSINESS

Issue of Bonus Shares by way of Capitalisation of Free Reserves

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

“RESOLVED THAT in accordance with the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder, Secretarial Standards including any statutory modification or re-enactment thereof for the time being in force, the enabling provisions of Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“the Regulations”), other applicable Regulations of Securities and Exchange Board of India including any amendment(s) or modification(s) of the Regulations and subject to such approvals, consents, permissions and sanctions including that of Reserve Bank of India, BSE Ltd. and National Stock Exchange of India Ltd. and any other concerned authorities, consent be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall be deemed to include any Committee thereof) for capitalizing a sum not exceeding ₹ 4,84,47,170/- (Rupees Four Crores Eighty Four Lacs Forty Seven Thousand One Hundred Seventy) from Free Reserves of the Company to the Share Capital Account, for the purpose of issue of 2,42,23,585 (Two Crores Forty Two Lacs Twenty Three Thousand Five Hundred Eighty Five) Bonus Shares of ₹ 2/- (Rupees Two) each, credited as fully paid-up Equity Shares of ₹ 2/- (Rupees Two) each (“Bonus Shares”) to the Members of the Company in the proportion of One Bonus Share of ₹ 2/- (Rupees Two) each for every One Equity Share of ₹ 2/- (Rupees Two) each held by them as on Tuesday, 13th December, 2016, the Record Date as determined by the Board of Directors of the Company for this purpose and that the Bonus Shares so issued, shall for all purposes, be treated as an increase in the paid-up capital in the Share Capital of the Company held by each such Member, and not as income;

RESOLVED FURTHER THAT the new equity shares to be issued and allotted as Bonus Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the existing fully paid equity shares of the Company, including entitlement to dividend in full to be declared after the date of allotment of these equity shares as the Board may determine;

RESOLVED FURTHER THAT no letter of allotment shall be issued for the Bonus Shares and in the case of Members who hold equity shares in dematerialized form, the Bonus Shares shall be credited to the beneficiary accounts of the Members, held with their respective Depository Participants within the stipulated time and in the case of Members who hold equity shares in physical form, the share certificate(s) in respect thereof shall be delivered within such time as laid down in the Companies Act, 2013 and the Rules thereunder;

RESOLVED FURTHER THAT the issue and allotment of the said Bonus Shares to the extent they relate to Non-Resident Indians (NRIs), Persons of Indian Origin (PIO) / Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs), Foreign Institutional Investors (FIIs) and other foreign investors of the Company will be subject to the approval of the Reserve Bank of India (RBI) and such other Regulatory Authorities, as may be necessary;

RESOLVED FURTHER THAT in case of shares held by beneficial owners in dematerialized form, allotment of Bonus Shares shall be made by way of direct credit to their respective Demat Account;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as may be required and as it may, in its sole and absolute discretion, deem necessary, expedient or incidental in regard to issue of Bonus Shares, filing of any documents with the Securities and Exchange Board of India, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs / Registrar of Companies, Maharashtra and/or concerned authorities, applying and seeking necessary listing approvals from the Stock Exchanges, and to give directions as may be necessary or expedient, settle any question, difficulty or doubt that may arise with regard to the issue and allotment of Bonus Shares as aforesaid or any other matter incidental or consequential thereto and its decision shall be final and binding on all Members and other interested persons.”

By Order of the Board of Directors
For The Indian Hume Pipe Company Limited

Mumbai
Date : 26th October, 2016

S. M. Mandke
Company Secretary
Membership No.F 2723

NOTES:

- (i) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating material facts and reasons for the proposed resolution is annexed hereto.
- (ii) Resolution passed by the Members through Postal Ballot is deemed to have been passed as if it has been passed at a general meeting by the Members.
- (iii) The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on 28th October, 2016. The Postal Ballot Notice is being sent in electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Members.
- (iv) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on 28th October, 2016 (Cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purpose only.
- (v) Members can opt for only one mode of voting i.e. either Postal Ballot or e-voting. In case any Member votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.
- (vi) The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Monday, 5th December, 2016.
- (vii) A member cannot exercise his vote by proxy on Postal Ballot.
- (viii) Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope

to the Scrutinizer, so that it reaches the Scrutinizer not later than by 5.00 p.m. on Monday, 5th December, 2016. The postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any Postal Ballot is received after 5.00 p.m. on Monday, 5th December, 2016, it will be considered that no reply from the Member has been received.

- (ix) All the material documents referred to in the Explanatory Statement will be available for inspection at the Company's registered office during office hours on all working days from the date of dispatch of the Notice till Monday, 5th December, 2016.
- (x) Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the link www.evoting.nsdl.com or from the Company's website www.indianhumepipe.com and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before 5.00 p.m. on Monday, 5th December, 2016.
- (xi) In case of Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to the Company at its registered office or download the Postal Ballot Form from the Company's website, www.indianhumepipe.com or from the website of NSDL, www.evoting.nsdl.com
- (xii) In compliance with Section 108 and 110 of the Companies Act, 2013 and Rules framed thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by NSDL.

The procedure with respect to e-voting is provided below:

I. In case of Members who receive the Postal Ballot Notice in electronic mode:

- a. Open the e-mail and the PDF file viz. "**IHP e-voting.pdf**" with your Client ID No. or Registered Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com> and click on '**Shareholder-Login**'.
- c. Insert user ID and password as initial password stated in (a) above. Click on '**Login**'.
- d. Password change menu appears. Change the password with a new password of your choice with minimum 8 digits/characters or combination thereof. Please do not share your password with any other person and take utmost care to keep your password confidential.
- e. Home page of e-voting opens. Click on '**e-voting:Active Evoting Cycles**' and select the Electronic Voting Event Number (EVEN) of The Indian Hume Pipe Company Limited.
- f. Now you are ready for e-voting as '**Cast Vote**' page opens.
- g. Cast your vote by selecting appropriate option and click on '**Submit**'. Thereafter click on '**Confirm**' when prompted; upon confirmation, your vote is cast and you will not be allowed to change your vote.
- h. Thereafter the message '**Vote cast successfully**' will be displayed.
- i. Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (in PDF/JPG format) of the relevant Board Resolution/appropriate authorization to the Scrutinizer through e-mail at ihpscrutinizer@indianhumepipe.com with a copy marked to evoting@nsdl.co.in

II. In case of Members who receive the Postal Ballot Notice by post:

- a. User ID and initial password is provided in the Postal Ballot Form.
- b. Please follow the steps from Sl. Nos. (b) to (i) mentioned in (I) above, to cast your vote.

III. Members already registered with NSDL for e-voting can use their existing user ID and password for Login.

Thereafter please follow the steps from Sl. Nos. (e) to (i) mentioned in (I) above, to cast your vote.

IV. In case of any query/grievance, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website www.evoting.nsdl.com or contact the following:

Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Limited, Trade World "A" Wing, 4th & 5th Floors, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 at telephone no. 022 2499 4360 or toll free no. 1800222990 or at e-mail ID pallavid@nsdl.co.in.

V. The period for e-voting starts at 9:00 a.m. on Sunday, 6th November, 2016 and ends at 5:00 p.m. on Monday, 5th December, 2016, e-voting will be blocked by NSDL at 5:00 p.m. on Monday, 5th December, 2016.

VI. There will be one e-vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.

EXPLANATORY STATEMENT

Annexed to the Notice dated 26th October, 2016.

Item No.1

The Company had issued Bonus Shares last time during the year 2005-06. Presently, the Authorised Share Capital and Paid-up Share Capital of the Company is ₹ 10,00,00,000/- (Rupees Ten Crores) divided into 5,00,00,000 (Five Crores) equity Shares of ₹ 2/- (Rupees Two) each and ₹ 4,84,47,170/- (Rupees Four Crores Eighty Four Lacs Forty Seven Thousand One Hundred Seventy) divided into 2,42,23,585 (Two Crores Forty Two Lacs Twenty Three Thousand Five Hundred Eighty Five) equity Shares of ₹ 2/- (Rupees Two) each respectively. The Free Reserves as of 31st March, 2016 is ₹ 30,180.89 Lacs.

The Company has adequate Free Reserves. With a view to increase market liquidity as well as rewarding the Shareholders on the occasion of the Company's 90th Anniversary, the Board of Directors, at its meeting held on Wednesday, 26th October, 2016, has recommended capitalization of reserves up to a sum of ₹ 4,84,47,170/- (Rupees Four Crores Eighty Four Lacs Forty Seven Thousand One Hundred Seventy) by issue of 2,42,23,585 (Two Crores Forty Two Lacs Twenty Three Thousand Five Hundred Eighty Five) Bonus Shares in the ratio of One fully paid equity share of ₹ 2/- (Rupees Two) each for One fully paid equity share of ₹ 2/- (Rupees Two) each held by the Members as on the Record Date, subject to the approval of Shareholders.

As a result of issue of Bonus Shares, the Paid-up Share Capital will be increased to ₹ 9,68,94,340/- (Rupees Nine Crores Sixty Eight Lacs Ninety Four Thousand Three Hundred Forty) divided into 4,84,47,170 (Rupees Four Crores Eighty Four Lacs Forty Seven Thousand One Hundred Seventy) equity shares of ₹ 2/- (Rupees Two) each.

The fully Paid-up Bonus Shares shall be issued to the Members whose names shall appear in the Register of Members of the Company in respect of Shares held in physical form, and / or whose names shall appear in the Register of Beneficial Owners as per details to be furnished by the Depositories in respect of Shares held in the dematerialized form, as on the Record Date of 13th December, 2016, in the proportion of One fully paid equity share of ₹ 2/- (Rupees Two) each for One fully paid equity share of ₹ 2/- (Rupees Two) each held by the Members as on the Record Date, subject to the approval of Shareholders.

A copy of the Memorandum and Articles of Association of the Company will be available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on working days upto 5th December, 2016.

The Directors and Key Managerial Personnel and their relatives are interested in this Resolution to the extent of their respective holdings of Shares in the Company.

The Board of Directors recommends the resolution for your approval.

By Order of the Board of Directors
For The Indian Hume Pipe Company Limited

Mumbai
Date : 26th October, 2016

S. M. Mandke
Company Secretary
Membership No.F 2723