



The Indian Hume Pipe Co. Ltd.

Registered Office : Construction House, 5, Walchand Hirachand Road, Ballard Estate, Mumbai - 400 001. INDIA
Tel. : +91-22-22618081, +91-22-40748181 • Fax : +91-22-22656863 • E-mail : info@indianhumepipe.com • Visit us at : www.indianhumepipe.com
CIN : L51500MH1926PLC001255

HP/SEC/A39-2023

27th March, 2023

1. BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Round Bldg.,
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400001
2. National Stock Exchange of India Ltd.
Exchange Plaza,
5th Floor, Plot No. C/1, G-Block,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400051

Dear Sirs,

Sub: Re-appointment of Independent Director of the Company

Ref: Regulation 30 and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Para A of Part A of Schedule III to the Listing Regulations, we wish to inform you that based on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Members of the Company by way of Postal Ballot has re-appointed Ms. Sucheta N. Shah (DIN:00322403) as Non-Executive Independent Woman Director of the Company for the second consecutive term from 12th February, 2023 till the date of holding of 101st AGM of the Company to be held in the year 2027.

The required information along with brief profile under Regulation 30 of the Listing Regulations read with SEBI circular No. CIR/CFD/ CMD/4/2015 dated September 9, 2015 is given in the enclosed Annexure-A.

Please take the same on record.

Thanking you,

Yours faithfully,
For The Indian Hume Pipe Company Limited,



Encl: As above.

S. M. Mandke
Vice President - Company Secretary
FCS-2723

ANNEXURE-A

[Regulation 30 read with Para A of Part A of Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Re-appointment of Ms. Sucheta N. Shah, (DIN:00322403) as Non-Executive Independent Woman Director on the Board of The Indian Hume Pipe Company Limited for 2nd consecutive term.

Sr. No	Details of events that need to be provided	Information of such event(s)
1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	The first term of appointment of Ms. Sucheta N. Shah as Non-Executive Independent Woman Director is upto 11 th February, 2023. Further Members of the Company by way of Postal Ballot has re-appointed Ms. Sucheta N. Shah for the second consecutive term.
2.	Date of Appointment/ cessation (as applicable) & term of appointment;	On the basis of the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, Members of the Company has re-appointed Ms. Sucheta N. Shah, 56 years as Non-Executive Independent Woman Director on the Board of the Company for the second consecutive term from 12 th February, 2023 till the date of holding of 101 st AGM of the Company to be held in the year 2027.
3.	Brief profile (in case of appointment);	<p>Ms. Sucheta N. Shah has done Masters in Management (Finance) from S P Jain Institute of Management, Mumbai in with specialization in Finance and B.Com from Sydenham College of Commerce and Economics. She is the Promoter Director of Atlas Integrated Finance Limited. They are into Wealth Management and also cover the entire gamut of financial services since last 25 years.</p> <p>She is currently an Independent Woman Director on the Board of :</p> <ul style="list-style-type: none">• The Indian Hume Pipe Co. Limited – (Listed)• Infopark Properties Limited (A subsidiary of Tata Realty)• Jayant Agro- Organics Limited – (Listed)• ISHEDU AGROCHEM Private Limited• Automark Motors Private Limited• Landmark Cars Limited – (Listed) <p>She was on the Board of Tata Housing Development Company Limited as an Independent Director from 31/03/2015 till 28/09/2021. She is also on the Advisory Board of EthicsIndia Ltd of the Legasis Group.</p>



Sr. No	Details of events that need to be provided	Information of such event(s)
		<p>She was the Chairperson of the FICCI Ladies Organisation (FLO) Mumbai Chapter for the year 2011-12 when she launched the project, SWAYAM- a support cell for Woman Entrepreneurs and took it to the National level'. She was The Founder Director of Grameen Initiative For Woman from a Section 8 Company. The main objective is upliftment of Woman in our society (2008-2019). She was a Director with Patan Co-operative Bank for 10 years from 1999-2009 and managed their debt investments. She was managing Merchant Banking operations at Chaturvedi & Shah, Chartered Accountants (1990-1995).</p>
4.	Disclosure of relationships between Directors (in case of appointment of a director).	Ms. Sucheta N. Shah is not related to any Directors of the Company.
5.	Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated June 20, 2018 issued by the BSE and NSE, respectively.	Ms. Sucheta N. Shah is not debarred from holding office of a Director by virtue of any SEBI Order or any other such authority.





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CIN : L51500MH1926PLC001255

HP/SEC/

27th March, 2023

1. BSE Ltd.

Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai - 400 001

2. National Stock Exchange of India Ltd.

Exchange Plaza, 5th floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East),
Mumbai - 400 051

Dear Sirs,

Sub : Disclosure of Voting Results of Postal Ballot Notice dated 9th February, 2023 and Scrutiniser's Report dated 27th March, 2023 of M/s JHR & Associates, Company Secretaries.
Ref : Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

This is further to our letter dated 23rd February, 2023 enclosing the copy of Postal Ballot Notice seeking approval of the members for re-appointment of Ms. Sucheta N. Shah (DIN: 00322403) as an Independent Woman Director of the Company, for the second consecutive term from 12th February, 2023 till the date of holding of 101st AGM of the Company to be held in the year 2027.

We further inform that pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company conducted the Postal Ballot as set out in the notice of Postal Ballot dated 9th February, 2023.

Remote e-voting process concluded at 5.00 p.m. (IST) on Saturday, 25th March, 2023, post which the scrutinizer submitted his report on the results of the postal ballot. Based on the report of the scrutinizer, we hereby inform that the members of the Company have duly passed the special resolution approving re-appointment of Ms. Sucheta N. Shah (DIN: 00322403) as an Independent Woman Director of the Company.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details of the voting results and Scrutinizer's Report in this behalf for your record.

The voting results and the Scrutinizer's Report is also available on the Company's website www.indianhumpipe.com, on Stock Exchange's website at www.bseindia.com and www.nseindia.com and website of National Securities Depository Limited www.evoting.nsdl.com.

Thanking you,

Yours faithfully,
For The Indian Hume Pipe Company limited,



S. M. Mandke
Vice President - Company Secretary
FCS 2723

Encl : As above

A) DETAILS OF THE VOTING RESULT BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44(3) OF LISTING REGULATIONS:

Sr. No.	Particulars	Details
1	Date of the Notice of Postal Ballot	9 th February, 2023
2	Total Number of shareholders as on record date	25,976
3	Special Resolution	Re-appointment of Ms. Sucheta N. Shah (DIN: 00322403) as an Independent Woman Director of the Company, for the second consecutive term from 12 th February, 2023 till the date of holding of 101 st AGM of the Company to be held in the year 2027.
4	Mode of voting	Remote e-voting

B) RESULTS OF THE POSTAL BALLOT

Sr. No.	Agenda	Resolution Required	Mode of Voting	Remarks
1	Re-appointment of Ms. Sucheta N. Shah (DIN: 00322403) as an Independent Woman Director of the Company, for the second consecutive term from 12 th February, 2023 till the date of holding of 101 st AGM of the Company to be held in the year 2027.	Special	Remote E-voting	Passed with requisite majority



The Indian Hume Pipe Company Limited								
Resolution Required : (Special)			1 - Re-appointment of Ms. Sucheta N. Shah as an Independent Woman Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	33874770	33874770	100.0000	33874770	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33874770	100.0000	33874770	0	100.0000	0.0000
Public Institutions	E-Voting	805537	717047	89.0148	717047	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		717047	89.0148	717047	0	100.0000	0.0000
Public Non Institutions	E-Voting	13766863	137461	0.9985	136329	1132	99.1765	0.8235
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		137461	0.9985	136329	1132	99.1765	0.8235
Total		48447170	34729278	71.6848	34728146	1132	99.9967	0.0033



SCRUTINISER'S REPORT ON POSTAL BALLOT

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

The Chairman
The Indian Hume Pipe Company Limited
Construction House, 2nd Floor, 5 Walchand Hirachand Road,
Ballard Estate, Mumbai - 400001.

Dear Sir,

I, J. H. Ranade, Partner of JHR & Associates, Practicing Company Secretaries, Thane, was appointed by the Board of Directors of The Indian Hume Pipe Company Limited (CIN: L51500MH1926PLC001255) ('the Company') at their meeting held on 9th February 2023 as the Scrutinizer for conducting the Postal Ballot voting process.

My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and make the Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolution contained in the notice of Postal Ballot. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolution contained in the notice.

The Company had provided Remote e-voting facility. The detailed procedure and instructions to use such facility were part of the notice of Postal Ballot.

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

- i. The Equity shareholders of the Company as on the "cut-off" date i.e Friday, 17th February, 2023 were entitled to vote on the resolution as set out in the notice.
- ii. The voting period commenced on Friday, 24th February 2023 at 9.00 a.m. (IST) and ended on Saturday, 25th March, 2023 at 5.00 p.m. (IST).



- iii. On 23rd February, 2023, the Company had completed the dispatch of electronic postal ballot notice to its 23,826 out of 25,976 equity shareholders of the Company whose email addresses are registered with Depositories / Company and whose name(s) appeared on the Register of Members / list of beneficiaries as on, 17th February 2023.
- iv. Out of the total electronic postal ballot notices sent to the shareholders, 874 were returned undelivered / bounced.
- v. The voting on the resolution as set out in the notice was allowed in electronic mode only.
- vi. On Sunday, 26th March, 2023 after the end of Remote e-voting period, a detailed voting summary report was generated from the portal of National Securities Depository Limited ('NSDL') in the presence of two witnesses, Mr. Sohan Ranade and Ms. Tejaswi Jogal who are not in the employment of the Company and who have also signed below in the confirmation.



Mr. Sohan Ranade



Ms. Tejaswi Jogal

- vii. Based on the report of Remote e-voting generated from the portal of NSDL, the result of the Postal Ballot is as under: -

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Item No. 1: Special Business - Special Resolution

Re-appointment of Ms. Sucheta N. Shah as an Independent Woman Director of the Company.

Voted in favour of the resolution:

Type of Voting	Number of Ballots	Number of Votes	Percentage
Remote E-voting	130	3,47,28,146	99.9967

Voted against the resolution:

Type of Voting	Number of Ballots	Number of Votes	Percentage
Remote E-voting	10	1,132	0.0033

Invalid / Abstained / Less voted:

Type of voting	Number of Ballots	Number of Votes
Remote E-voting	0	0

The resolution was passed with requisite majority.

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Notes:

*Percentage beyond 4 decimal points ignored under Rounding off.

The relevant records will be handed over to the Company Secretary in due course of time.

JHR & Associates
Company Secretaries



Ranade

J. H. Ranade
Partner

(FCS: 4317, CP:2520)

UDIN: F004317D003324084

Date: 27th March 2023

Place: Thane

Countersigned by

M. S. M. Mandke

Mr. S. M. Mandke

Vice President - Company Secretary

(Authorised by the Board of The Indian Hume Pipe Co. Ltd.)





The Indian Hume Pipe Co. Ltd.

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CIN : L51500MH1926PLC001255

HP/SEC/

11th November, 2021

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

BSE Scrip Code: 504741

Symbol – INDIANHUME; Series EQ

Sub : Disclosure of Voting Results of Postal Ballot Notice dated 8th October, 2021 and Scrutiniser's Report dated 11th November, 2021 of M/s JHR & Associates, Company Secretaries.

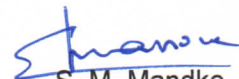
We are enclosing Voting Results of Postal Ballot conducted through Postal Ballot Notice dated 8th October, 2021 and format of disclosure of voting as per Scrutinizer's Report dated 11th November, 2021 of the Scrutinizer, Mr. J. H. Ranade, Partner of M/s. JHR & Associates, Company Secretaries on remote e-voting on Postal Ballot notice dated 8th October, 2021.

This is for your information and records.

Thanking you,

For The Indian Hume Pipe Company Limited




S. M. Mandke
Company Secretary
FCS-2723

Encl.: As above.

The Indian Hume Pipe Company Limited

Resolution Required : (Special)			1 - Consider and approve entering in to material related party contracts / arrangements / transactions with related party/parties from the financial year 2021-22 and subsequent/succeeding financial years upto the limit of Rs.200 Crores (Rupees Two Hundred Crores Only), per annum.					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	33874770	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	1149296	986277	85.8158	0	986277		
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		986277	85.8158	0	986277	0.0000	100.0000
Public Non Institutions	E-Voting	13423104	1815841	13.5277	1810596	5245	99.7112	0.2888
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1815841	13.5277	1810596	5245	99.7112	0.2888
Total		48447170	2802118	5.7839	1810596	991522	64.6153	35.3847



The Indian Hume Pipe Company Limited								
Resolution Required : (Special)			2 - Consider and approve the proposed Related Party Transaction(s) to be entered into for creation of pledge on such number of equity shares of the Company held by IHP Finvest Ltd., (Holding Company) as a collateral security for substitution and release of 2nd charge of Equitable mortgage on the Company's land at Vadgaon (Budruk), Pune (Vadgaon land) held by the Consortium of Banks (Lenders of the Company) led by State Bank of India for securing working capital facilities advanced to the Company and subsequent release/ revocation of pledge on such equity shares created from time to time.					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	33874770	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	1149296	986277	85.8158	986277	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		986277	85.8158	986277	0	100.0000	0.0000
Public Non Institutions	E-Voting	13423104	1812692	13.5043	1809127	3565	99.8033	0.1967
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1812692	13.5043	1809127	3565	99.8033	0.1967
Total		48447170	2798969	5.7774	2795404	3565	99.8726	0.1274



SCRUTINISER'S REPORT ON POSTAL BALLOT

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

The Chairman
The Indian Hume Pipe Company Limited
Construction House, 2nd Floor, 5 Walchand Hirachand Road,
Ballard Estate, Mumbai - 400001.

Dear Sir,

I, J. H. Ranade, Partner of JHR & Associates Practicing Company Secretaries Thane, was appointed by the Board of Directors of The Indian Hume Pipe Company Limited (CIN: L51500MH1926PLC001255) ('the Company') at their meeting held on Friday, 8th October, 2021 as the Scrutinizer for conducting the Postal Ballot voting process.

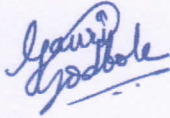
My responsibility as the Scrutinizer is restricted to ascertaining the voting processes and make the Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions contained in the notice of Postal Ballot. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to voting on the resolutions contained in the notice.

The Company had provided the facility of Remote e-voting to all the shareholders who were entitled to vote to enable them to cast their vote electronically. The detailed procedure and instructions to use such facility were part of the notice of Postal Ballot.

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

- i. The Equity shareholders of the Company as on the "cut-off" date i.e. Thursday, 7th October, 2021 were entitled to vote on the resolutions as set out in the notice.

- ii. The voting period commenced on Tuesday, 12th October, 2021 at 9:00 a.m. (IST) and ended on Wednesday, 10th November 2021 at 5:00 p.m. (IST) both days inclusive.
- iii. On Monday, 11th October, 2021, the Company had completed the dispatch of electronic notice of postal ballot to its 22,976 equity shareholders whose name(s) appeared on the Register of Members / list of beneficiaries as on, Thursday, 7th October, 2021 and out of which 2124 were returned undelivered / bounced.
- iv. The Company could not send the electronic notice of postal ballot to 22,976 members for want of email their email addressess.
- iv. The voting on the resolutions as set out in the notice was allowed in electronic mode
- v. On Wednesday, 10th November 2021, after the end of Remote e-voting period, a detailed voting summary report was generated from the portal of National Securities Depository Limited ('NSDL') in the presence of two witnesses, Ms. Gauri Godbole and Mr. Sohan Ranade who are not in the employment of the Company who have signed below in the confirmation.



Mr. Gauri Godbole



Mr. Sohan J. Ranade

- v. Based on the report of Remote e-voting generated from the portal of NSDL, the result of the Postal Ballot is as under: -

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Item No. 1: Special Business - Ordinary Resolution

Consider and approve entering in to material related party contracts / arrangements / transactions with related party/parties from the financial year 2021-22 and subsequent/succeeding financial years upto the limit of Rs.200 Crores (Rupees Two Hundred Crores Only), per annum

Voted in favour of the resolution:

Type of Voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	208	18,10,596	64.6153

Voted against the resolution:

Type of Voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	28	9,91,522	35.3847

Invalid / Abstained votes:

Type of voting	Number of Members	Total number of votes
Remote E-voting	0	0

The resolution was passed with requisite majority.

Item No. 2: Special Business - Ordinary Resolution

Consider and approve the proposed Related Party Transaction(s) to be entered into for creation of pledge on such number of equity shares of the Company held by IHP Finvest Ltd., (Holding Company) as a collateral security for substitution and release of 2nd charge of Equitable mortgage on the Company's land at Vadgaon (Budruk), Pune (Vadgaon land) held by the Consortium of Banks (Lenders of the Company) led by State Bank of India for securing working capital facilities advanced to the Company and subsequent release/ revocation of pledge on such equity shares created from time to time.

Voted in favour of the resolution:

Type of Voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	215	27,95,404	99.8726

Voted against the resolution:

Type of Voting	Number of Members voted	Total number of votes cast by them	% of total number of valid votes cast*
Remote E-voting	21	3,565	0.1274

Invalid / Abstained votes:

Type of voting	Number of Members	Total number of votes
Remote E-voting	0	0

The resolution was passed with requisite majority.

*Percentage beyond 4 decimal points ignored under Rounding off.

301, Sai-Krupa Co-operative Housing Society,
B-Cabin, Shivaji Nagar, Opp. Anandashram Society,
Sane Guruji Path, Naupada, Thane (W) 400 602
Contact us at 022-2544 2434, +91 89764 42434
info@jhrasso.com | jhranade24@gmail.com

JHR
JHR & Associates
Company Secretaries

The relevant records will be handed over to the Company Secretary in due course of time.

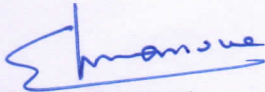
JHR & Associates
Company Secretaries
JAYANT
HARI
RANADE
Digitally signed by JAYANT HARI
RANADE
DN: cn=B, ou=Paragmal,
postalCode=400602, st=Maharashtra,
2.5.4.29=c848353560950465455863e
d8481704cc2959793609a2679116448
c84,
serialNumber=1481255031948d014f6b
d98a21eef052ae4051c0806071f41bca4
82722502, cn=JAYANT HARI RANADE
Date: 2021.11.11 12:41:09 +05'30'
J. H. Ranade
Partner
(FCS: 4317, CP:2520)

Date: 11th November 2021

Place: Thane

UDIN: F004317C001403462

Countersigned by



Mr. S. M. Mandke
Company Secretary

(Authorised by the Board of The Indian Hume Pipe Co. Ltd.)

