

**The Indian Hume Pipe Company Limited**  
**Format of Quarterly Compliance Report on Corporate Governance**

**Quarter ending 31<sup>st</sup> March, 2015**

Particulars	Clause of Listing Agreement	Compliance status (Yes/No/N.A.)	Remarks
1	2	3	4
<b>II. Board of Directors</b>	49 II	Yes	
(A) Composition of Board	49 (II A)	Yes	The Composition of the Board is in conformity with Clause 49 of the Listing Agreement and section 149 of the Companies Act, 2013
<b>(B) Independent Directors</b>	49 (II B)	Yes	All the requirements related to Independent Directors have been complied with
(C) Non-executive Directors' compensation & disclosures	49 (II C)	Yes	In terms of Special Resolution passed by the members of the Company at the AGM held on 25 <sup>th</sup> July, 2012, Non-Executive Directors are entitled to commission of 1% of net profits or an amount not exceeding Rs.24 Lacs in aggregate, whichever is less per financial year for a period of 3 years commencing from the financial year 2012-13 to 2014-15. This is in addition to the sitting fees for attending Board / Committee Meetings.
(D) Other provisions as to Board and Committees	49 (II D)	Yes	The Company is holding Board Meetings within the maximum time gap of one hundred and twenty days between any two meetings. During the current financial year i.e. 2014-15 following Board Meetings were held 1. 27 <sup>th</sup> May, 2014 2. 25 <sup>th</sup> July, 2014 3. 12 <sup>th</sup> November, 2014 4. 3 <sup>rd</sup> February, 2015 None of the Director of the Company is holding Chairmanship of more than 5 Committees and Membership of more than 10 Committees.
(E) Code of Conduct	49 (II E)	Yes	-
(F) Whistle Blower Policy	49 (II F)	Yes	-
<b>III. Audit Committee</b>	49 (III)	Yes	Total strength of the committee is four out of which three are Independent Directors including Chairman
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	All the members of the Audit Committee are financially literate and one of them has financial management expertise.
(B) Meeting of Audit Committee	49 (III B)	Yes	During the current financial year i.e. 2014-15 following Audit Committee Meetings were held i) 27 <sup>th</sup> May, 2014 ii) 25 <sup>th</sup> July, 2014 iii) 12 <sup>th</sup> November, 2014 iv) 3 <sup>rd</sup> February, 2015
(C) Powers of Audit Committee	49 (III C)	Yes	-
(D) Role of Audit Committee	49 (III D)	Yes	-
(E) Review of Information by Audit Committee	49 (III E)	Yes	-

<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	Total strength of the Committee is – 4 of which 3 are Independent Directors including Chairman
<b>V. Subsidiary Companies</b>	49 (V)	N.A.	The Company do not have any Subsidiary as on 31-03-2015.
<b>VI. Risk Management</b>	49 (VI)	Yes	-
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	The Company has adopted R.P. T. Policy in its Board Meeting held on 12 <sup>th</sup> November, 2014. All the requirements with regard to Related Party Transactions under the Companies Act, 2013/Listing Agreement are being complied with. The policy has been placed on the website of the Company.
<b>VIII. Disclosures</b>	49 (VIII)	Yes	-
(A)Related party transactions	49 (VIII A)	Yes	There were no material Related Party Transactions during the quarter.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Disclosures of Accounting Treatment have been made in the Audited Annual Accounts for 2013-14.
(C ) Remuneration of Directors	49 (VIII C)	Yes	Disclosure as applicable have been made in the Annual Report for the year ended 31 <sup>st</sup> March, 2014
(D)Management	49 (VIII D)	Yes	Management Discussion and Analysis Report was forming part of Directors' Report for the year ended 31 <sup>st</sup> March, 2014.
(E)Shareholders	49 (VIII E)	Yes	In respect of appointment/ reappointment of Directors, their profile and details of other Directorships for 2013-14 were circulated to all members of the Company along with its Annual Report for the Year ended 31 <sup>st</sup> March, 2014
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	N.A.	The Company has not raised any Funds through any issue.
<b>IX.CEO/CFO Certification</b>	49 (IX)	Yes	CEO & CFO annual certification was placed before the Board Meeting held on 27 <sup>th</sup> May, 2014 in respect of financial statements for the year ended 31-03-2014.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Report on Corporate Governance for 2013-14 was circulated to all Members of the Company along with its Annual Report for the year ended 31 <sup>st</sup> March, 2014.
<b>XI. Compliance</b>	49 (XI)	Yes	Certificate from the Statutory Auditors obtained for compliance of conditions of corporate governance and forms part of Annual Report for the year 2013-14

For The Indian Hume Pipe Company Limited,

S . M. Mandke  
Company Secretary

Dated 8<sup>th</sup> April, 2015