



# The Indian Hume Pipe Co. Ltd.

Registered Office : Construction House, 5, Walchand Hirachand Road, Ballard Estate, Mumbai - 400 001. INDIA  
Tel. : +91-22-22618091, +91-22-40748181 • Fax : +91-22-22656863 • E-mail : info@indianhumpipe.com • Visit us at : www.indianhumpipe.com  
CIN : L51500MH1926PLC001255

HP/SEOC 56

5<sup>th</sup> April, 2018

1. BSE Limited  
Corporate Relationship Department  
1<sup>st</sup> 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,

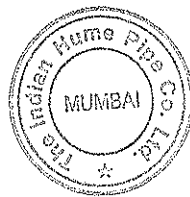
Sub: Compliance with Regulation 27(2) of SEBI Listing Regulation, 2015

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 we have a pleasure in enclosing herewith the quarterly Compliance report on Corporate Governance of the Company for the quarter ended 31<sup>st</sup> March, 2018 and end of the financial year i.e. 31-03-2018.


Kindly take the same on your record.

Thanking you,

Yours faithfully,  
For The Indian Hume Pipe Company Limited,



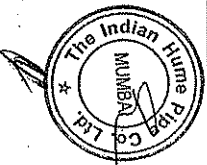
Encl: As above.

  
S. M. Mandke  
Company Secretary

**The Indian Hume Pipe Company Limited**  
**Corporate Governance Report for the quarter ended 31<sup>st</sup> March, 2018**

<b>1. Composition of Board of Directors</b>									
Title (Mr. / Ms)	Name of the Director	PAN# & DIN	Category (Chairperson /Executive/ Non-Executive /Independent/ Nominee) *	Date of Appointment in the current term /session	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25 (1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Mr.	Rajas R. Doshi	AAGPD1299L 00050594	Chairperson - Executive	01-07-2013	--	3	5	1	
Mr.	Ajit Gulabchand	AAVPG4880D 00010827	Independent	25-07-2014	44 months	2	3	Nill	
Ms.	Jyoti R. Doshi	AAEPD8402F 000995732	Non-Executive	04-08-2015	--	1	Nill	Nill	
Mr.	Rajendra M. Gandhi	AAXPQ4776A 000995753	Independent	25-07-2014	44 months	1	Nill	1	
Mr.	Rameshwar D. Sarda	AFFPS9346K 00095766	Independent	25-07-2014	44 months	1	1	Nill	
Mr.	N. Balakrishnan	AAAGPB9701K 00095804	Independent	16-03-2015	36 months	1	1	Nill	
Ms.	Anima B. Kapadia	AEZPK6241A 00095831	Non-Executive	25-07-2014	--	1	1	1	
Mr.	Vijay Kumar Jatia	AACPJ2614H 000996977	Independent	25-07-2014	44 months	2	2	Nill	
Mr.	P. D. Kelkar	AANPK7702J 00255935	Independent	04-08-2015	31 months	1	2	Nill	
Mr.	Mayur R. Doshi	AAJPD2774M 00250358	Executive	01-04-2016	--	1	1	Nill	

\*PAN number of any director would not be displayed on the website of Stock Exchange  
 &Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen  
 \* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



## The Indian Hume Pipe Company Limited

Corporate Governance Report for the quarter ended 31<sup>st</sup> March, 2018

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) s
1. Audit Committee	Mr. Rajendra M. Gandhi Mr. Rameshwar D. Sarda Mr. Vijay Kumar Jatia Mr. P. D. Kelkar	Independent – Chairman of the Committee Independent Independent Independent
2. Nomination & Remuneration Committee	Mr. N. Balakrishnan Ms. Anima B. Kapadia Mr. Vijay Kumar Jatia Mr. Rajendra M. Gandhi Mr. Rajas R. Doshi	Independent – Chairman of the Committee Non-Executive – Non-Independent Independent Independent Executive – Non-Independent
3. Risk Management Committee (if applicable)	Mr. Rajas R. Doshi Mr. Mayur R. Doshi Mr. P. D. Kelkar Mr. P. R. Bhat Mr. M. S. Rajadhyaeksha	Executive - Non-Independent - Chairman of the Committee Executive - Non-Independent Independent Non-Board Member – Vice President Non-Board Member – CFO
4. Stakeholders Relationship Committee	Ms. Anima B. Kapadia Mr. Rajas R. Doshi Mr. Ajit Gulabchand Mr. N. Balakrishnan Mr. P. D. Kelkar	Non-Executive – Non-Independent - Chairman of Committee Executive - Non-Independent Independent Independent Independent
5. Corporate Social Responsibility (CSR) Committee	Mr. Rajas R. Doshi Ms. Jyoti R. Doshi Mr. Rameshwar D. Sarda	Executive – Non-Independent– Chairman of the Committee Non-Executive – Non-Independent Independent
*Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen		
III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
7 <sup>th</sup> December, 2017	8 <sup>th</sup> February, 2018	62 days (between 07-12-2017 to 08-02-2018)

Although applicable to Top-100 listed entities, the Company has constituted Risk Management Committee



**The Indian Hume Pipe Company Limited**  
**Corporate Governance Report for the quarter ended 31<sup>st</sup> March, 2018**

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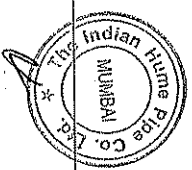
<b>IV. Meeting of Committees</b>			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
8 <sup>th</sup> February, 2018	Yes - 1. Audit Committee - All Four members were present in the meeting	7 <sup>th</sup> December, 2017	62 days (between 07-12-2017 to 08-02-2018)
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

<b>V. Related Party Transactions</b>	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**Note**  
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.  
2 If status is "No" details of non-compliance may be given here.

**VI. Affirmations**  
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**  
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015  
a. Audit Committee - **Yes**  
b. Nomination & remuneration committee - **Yes**  
c. Stakeholders relationship committee - **Yes**  
d. Risk management committee (applicable to the top 100 listed entities) - **Yes**  
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**  
4. The meetings of the Board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**  
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:  
**For The Indian Hume Pipe Company Limited**

  
**S. M. Mandke**  
Company Secretary



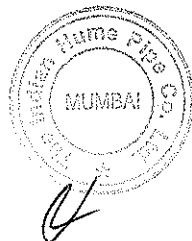
Format to be submitted by listed entity at the end of the financial year i.e. 31-03-2018

**I. Disclosure on website in terms of Listing Regulations**

Item	Compliance status (Yes/No/NA) <sup>refer note below</sup>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	NA
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

**II. Annual Affirmations**

Particulars	Regulation Number	Compliance status (Yes/No/NA) <sup>refer note below</sup>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes



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Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

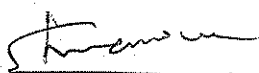
**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No. If compliance has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. If the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – N.A.

**For The Indian Hume Pipe Company Limited**

  
**S. M. Mandke**  
**Company Secretary**

