



# 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@indianhumepipe.com • Visit us at : www.indianhumepipe.com  
CIN : L51500MH1926PLC001255

HP/SEC/ 2443

10<sup>th</sup> October, 2019

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 are enclosing compliance report on Corporate Governance of the Company for the quarter ended 30<sup>th</sup> September, 2019.

Kindly take the same on your record.

Thanking you,

Yours faithfully,  
For The Indian Hume Pipe Company Limited,



  
S. M. Mandke  
Company Secretary  
FCS-2723

Encl: As above.

**The Indian Hume Pipe Company Limited**  
**Corporate Governance Report for the quarter and half year ended 30<sup>th</sup> September 2019**

**I. Composition of Board of Directors**

| Title (Mr. / Ms) | Name of the Director | PAN\$ & DIN             | Category (Chairperson /Executive/ Non-Executive /Independent/ Nominee) & | Date of Appointment in the current term / # Cessation | 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<br>00050594  | Chairperson - Executive  | 01-07-2018  | ---       | 1   | 1   | Nill   |
| Ms.              | Jyoti R. Doshi       | AAEPD8402F<br>00095732  | Non-Executive  | 20-07-2018  | --        | 1   | Nill  | Nill   |
| Mr.              | Rajendra M. Gandhi   | AAXPBG4776A<br>00095753 | Independent  | 25-07-2019  | 62 months | 1   | Nill  | 1  |
| Mr.              | Rameshwar D. Sarda   | AFFPS9346K<br>00095766  | Independent  | 25-07-2019  | 62 months | 1   | 1   | Nill   |
| Mr.              | N. Balakrishnan      | AAGPB9701K<br>00095804  | Independent  | 16-03-2015  | 54 months | 1   | 1   | Nill   |
| Ms.              | Anima B. Kapadia     | AEZPK6241A<br>00095831  | Non-Executive  | 10-07-2017  | --        | 1   | Nill  | 1  |
| Mr.              | Vijay Kumar Jatia    | AACGPJ2614H<br>00096977 | Independent  | 25-07-2019  | 62 months | 2   | 2   | Nill   |
| Mr.              | P. D. Kelkar         | AANPK7702J<br>00255935  | Independent  | ## 04-08-2015   | 49 months | 1   | 1   | Nill   |
| Mr.              | Mayur R. Doshi       | AAJPD2774M<br>00250358  | Executive  | 01-07-2019  | ---       | 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.  
## Deceased on 15-09-2019



## The Indian Hume Pipe Company Limited

Corporate Governance Report for the quarter and half year ended 30<sup>th</sup> September 2019

| 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                              | Independent – Chairman of the Committee                              |
|  | Mr. Rameshwar D. Sarda                              | Independent  |
|  | Mr. Vijay Kumar Jaita                               | Independent  |
| 2. Nomination & Remuneration Committee   | Mr. N. Balakrishnan                                 | Independent – Chairman of the Committee                              |
|  | Ms. Anima B. Kapadia                                | Non-Executive – Non-Independent                                      |
|  | Mr. Vijay Kumar Jaita                               | Independent  |
|  | Mr. Rajendra M. Gandhi                              | Independent  |
|  | Mr. Rajas R. Doshi                                  | Executive – Non-Independent  |
| 3. Stakeholders Relationship Committee   | Ms. Anima B. Kapadia                                | Non-Executive – Non-Independent - Chairman of Committee              |
|  | Mr. Rajas R. Doshi                                  | Executive - Non-Independent  |
|  | Mr. N. Balakrishnan                                 | Independent  |
| 4. Corporate Social Responsibility (CSR) Committee   | Mr. P. D. Kelkar #                                  | Independent  |
|  | Mr. Rajas R. Doshi                                  | Executive – Non-Independent- Chairman of the Committee               |
|  | Ms. Jyoti R. Doshi<br>Mr. Rameshwar D. Sarda        | Non-Executive – Non-Independent<br>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<br>## Deceased on 15-09-2019 |   |  |
| 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)          |
| 29 <sup>th</sup> May, 2019   | 12 <sup>th</sup> August, 2019                       | 58 days (between 14-06-2019 to 12-08-2019)                           |
| 14 <sup>th</sup> June, 2019  |   |  |



**The Indian Hume Pipe Company Limited**  
**Corporate Governance Report for the quarter and half year ended 30<sup>th</sup> September 2019**

-3-

| <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* |
| 12 <sup>th</sup> August, 2019   | Yes -<br>1. Audit Committee - Three members were present in the meeting | 29 <sup>th</sup> May, 2019<br>14 <sup>th</sup> June, 2019   | 58 days (between 14-06-2019 to 12-08-2019)                          |
| 12 <sup>th</sup> August, 2019   | 2. Stakeholders Committee - Three members were present in the meeting   | ---   | ---   |
| * This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional |   |   |   |

**V. Related Party Transactions**

| Subject  | Compliance status (Yes/No/NA) |
|--|-------------------------------|
| 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/NA. 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**
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

Place: Mumbai Date 10<sup>th</sup> October, 2019




**The Indian Hume Pipe Company Limited**  
**Corporate Governance Report for the quarter and half year ended 30<sup>th</sup> September 2019**

Annexure III

| Sr | Broad heading  | Regulation Number                    | Compliance status (Yes/No/NA) |
|----|--|--------------------------------------|-------------------------------|
| 1  | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2)                                | Yes                           |
| 2  | Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             | Yes                           |
| 3  | Presence of Chairperson of the Nomination and Remuneration Committee at the annual general meeting   | 19(3)                                | Yes                           |
| 4  | Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of Schedule V | Yes                           |

For The Indian Hume Pipe Company Limited

  
S. M. Mandke  
Company Secretary

Place: Mumbai      Date 10<sup>th</sup> October, 2019

