



# 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/

10<sup>th</sup> April, 2020

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  
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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 31<sup>st</sup> March, 2020.

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.

**Name of Listed Entity: The Indian Hume Pipe Company Limited**  
**Corporate Governance Report for the quarter ended 31<sup>st</sup> March, 2020**

<b>I. 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 / ## 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	AAGPD1299L00050594	Chairperson - Executive	01-07-2018	---	1	1	1
Mr.	Mayur R. Doshi	AAJPD2774M00250358	Executive	01-07-2019	---	1	1	Nil
Ms.	Jyoti R. Doshi	AAEPD8402F00095732	Non-Executive	20-07-2018	--	1	Nil	Nil
Ms.	Anima B. Kapadia	AEZPK6241A00095831	Non-Executive	10-07-2017	--	1	1	1
Mr.	Rajendra M. Gandhi	AAXPG4776A00095753	Independent	25-07-2019	68 months	1	Nil	1
Mr.	Rameshwar D. Sarda	AFFPS9346K00095766	Independent	25-07-2019	68 months	1	1	Nil
Mr.	N. Balakrishnan **	AAGPB9701K00095804	Independent	16-03-2015	60 months	1	1	Nil
Mr.	Vijay Kumar Jatia	AACPJ2614H00096977	Independent	25-07-2019	68 months	2	2	Nil
Ms.	Sucheta N. Shah ***	AAFPS0922E00322403	Independent	12-02-2020	1 month	2	2	1

\$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.  
\*\* Cessation of Independent Directorship upon completion of term on 15-03-2020.  
\*\*\* Appointed as Independent Director w.e.f. 12-02-2020.



**The Indian Hume Pipe Company Limited**

**Corporate Governance Report for the quarter ended 31<sup>st</sup> March, 2020**

<b>II. Composition of Committees</b>		
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) §</i>
1. Audit Committee	Mr. Rajendra M. Gandhi Mr. Rameshwar D. Sarda Mr. Vijay Kumar Jatia	Independent – Chairman of the Committee Independent Independent
2. Nomination & Remuneration Committee	Mr. N. Balakrishnan ** Mr. Vijay Kumar Jatia *** Ms. Anima B. Kapadia Mr. Rajendra M. Gandhi Mr. Rajas R. Doshi	Independent – Chairman of the Committee upto 15-03-2020 Independent – Chairman of the Committee from 16-03-2020 Non-Executive – Non-Independent Independent Executive – Non-Independent
3. Risk Management Committee (if applicable)	Mr. Rajas R. Doshi Mr. Mayur R. Doshi Mr. P. R. Bhat Mr. M. S. Rajadhyaksha	Executive - Non-Independent - Chairman of the Committee Executive - Non-Independent Non-Board Member – Vice President Non-Board Member – CFO
} Although applicable to Top-500 listed entities, the Company has voluntarily constituted Risk Management Committee		
4. Stakeholders Relationship Committee	Ms. Anima B. Kapadia Mr. Rajas R. Doshi Ms. Sucheta N. Shah ##	Non-Executive – Non-Independent - Chairman of the Committee Executive - Non-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  ** Cessation of Membership upon completion of term on 15-03-2020. *** Appointed as a Chairman of the Committee w.e.f. 16-03-2020. ## Appointed as a Member of the Committee w.e.f. 16-03-2020.		
<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
13 <sup>th</sup> November, 2019	12 <sup>th</sup> February, 2020	90 days (between 13-11-2019 to 12-02-2020)



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<b>IV. Meeting of Committees</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
12 <sup>th</sup> February, 2020	Yes - 1. Audit Committee - Two members were present in the meeting	13 <sup>th</sup> November, 2019	90 days (between 13-11-2019 to 12-02-2020)
12 <sup>th</sup> February, 2020	2. Nomination & Remuneration Committee - Four members were present in the meeting	---	
12 <sup>th</sup> February, 2020	3. CSR Committee - Two 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**

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

**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**
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: Nil

**For The Indian Hume Pipe Company Limited**



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

**Place: Mumbai      Date 10<sup>th</sup> April, 2020**

Format to be submitted by listed entity at the end of the financial year i.e. 31-03-2020

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

Sr.	Item	Compliance status (Yes/No/NA)
1	Details of business	Yes
2	Terms and conditions of appointment of independent directors	Yes
3	Composition of various committees of board of directors	Yes
4	Code of conduct of board of directors and senior management personnel	Yes
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
6	Criteria of making payments to non-executive directors	Yes
7	Policy on dealing with related party transactions	Yes
8	Policy for determining 'material' subsidiaries	NA
9	Details of familiarization programmes imparted to independent directors	Yes
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
11	email address for grievance redressal and other relevant details	Yes
12	Financial results	Yes
13	Shareholding pattern	Yes
14	Details of agreements entered into with the media companies and/or their associates	NA
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA
16	New name and the old name of the listed entity	NA
17	Advertisements as per regulation 47 (1)	Yes
18	Credit rating or revision in credit rating obtained	Yes
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
21	Materiality Policy as per Regulation 30	NA
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA
23	It is certified that these contents on the website of the listed entity are correct	Yes

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1), 17(1A) & 17(1B)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes



6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
23	Meeting of Risk Management Committee	21(3A)	NA
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	NA
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	Yes
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	Yes
38	Memberships in Committees	26(1)	Yes



39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41	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 /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.
3. If the Listed Entity would like to provide any other information the same may be indicated.

**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**

**Place: Mumbai**  
**Date : 10<sup>th</sup> April, 2020**