

NOTICE

NOTICE is hereby given that the NINETY-NINTH ANNUAL GENERAL MEETING of the Company will be held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") as scheduled below to transact the following business:

DAY : Friday
DATE : 1st August, 2025
TIME : 2.30 P.M. (IST)

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025, together with the reports of the Board of Directors and the Auditors thereon and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company including Balance Sheet, Statement of Profit & Loss, Cash Flow Statement for the Financial Year ended 31st March, 2025 together with all the schedules and notes annexed thereto and the Report of the Board of Directors and the Auditor's Report thereon be and are hereby received, considered, approved and adopted."

2. To declare dividend on Equity Shares of the Company for the financial year ended 31st March, 2025, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT total Dividend of ₹ 5.80 (Rupees Five and Eighty Paise only) per equity share of face value of ₹ 2/- each (290%) on 5,26,81,770 Equity Shares of the Company of the face value of ₹ 2/- each; which comprises of normal dividend of ₹ 1.80 (Rupees One and Eighty Paise only) per equity share of face value of ₹ 2/- each (90%) and a Special Dividend of ₹ 4/- (Rupees Four only) per equity share of face value of ₹ 2/- each (200%) on account of sale of the Company's land at Yelahanka, Bengaluru for the financial year ended 31st March, 2025, amounting to ₹ 30,55,54,266/- (Rupees Thirty Crores Fifty Five Lakhs Fifty Four Thousand Two Hundred Sixty Six only), as recommended by the Board of Directors, be and is hereby approved."

3. To appoint a Director in place of Mr. Mayur R. Doshi (DIN: 00250358), Vice-Chairman & Joint Managing Director of the Company, who retires by rotation at this Annual General Meeting, in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 152(6) of the Companies Act, 2013, Mr. Mayur R. Doshi (DIN:00250358), Vice-Chairman & Joint Managing Director of the Company who retires by rotation and being eligible, offer himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. To approve continuation of Directorship of Ms. Anima B. Kapadia (DIN: 00095831) as a Non-Executive Non-Independent Director of the Company on completion of 75 years of age.

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for continuation of Directorship of Ms. Anima B. Kapadia (DIN: 00095831), who would attain the age of seventy five (75) years on 4th July, 2026, as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **Appointment of M/s JHR & Associates, as the Secretarial Auditor of the Company:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including circulars issued thereunder and in accordance with Section 204 and all other applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company be and hereby appoints M/s. JHR & Associates, Practising Company Secretaries (ICSI Firm Registration No.: S2015MH296800), a Peer Reviewed Company Secretaries Firm, who have confirmed their eligibility as per requirements of Regulation 24A of the SEBI Listing Regulations, as the Secretarial Auditor of the Company for a period of five (5) consecutive financial years, i.e. from financial year 2025-26 up to financial year 2029-30 (commencing from the conclusion of 99th Annual General Meeting (AGM) till the conclusion of 104th Annual General Meeting of the Company to be held in the year 2030), to undertake secretarial audit as required under the Act and SEBI Listing Regulations and issue the necessary secretarial audit report for the aforesaid period at a remuneration mutually agreed to, between the Board of Directors & M/s. JHR & Associates, plus applicable taxes, out-of-pocket expenses, travelling and other expenses.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **Ratification of remuneration to Cost Auditor for the Financial Year 2025-26.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148, Rules thereunder and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by the Audit Committee and approved by the Board of Directors of the Company, the remuneration of ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand only) payable to Mr. Subodh C. Mawalankar, Cost



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Accountant, Membership No. 9041 as Cost Auditor to conduct the audit of cost records of the Company for the financial year ending 31st March, 2026, to be paid, as also the payment of GST as applicable and reimbursement of out of pocket expenses and / or travelling expenses incurred by him in connection with the aforesaid cost audit be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors,
For **The Indian Hume Pipe Co. Ltd.**

Niraj R. Oza

Vice President- Company Secretary & Legal

Registered Office:

Construction House, 2nd Floor,
5, Walchand Hirachand Road,
Ballard Estate, Mumbai - 400 001
Tel No. : 022-22618091 / 92, 40748181
Fax No. : 022-22656863
Email : info@indianhumepipe.com
Website : www.indianhumepipe.com
CIN No. : L51500MH1926PLC001255

Place : Mumbai
Date : 14th May, 2025

NOTES:

1. General instructions for accessing and participating in the 99th Annual General Meeting (“AGM”) through VC/OAVM Facility and voting through electronic means including remote e-Voting:

- a. The Ministry of Corporate Affairs (‘MCA’) vide its General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 8th December, 2021, General Circular No. 21/2021 dated 14th December, 2021, General Circular No. 2/2022 dated 5th May, 2022, General Circular No.11/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September, 2023 and General Circular No.09/2024 dated 19th September, 2024 and all other relevant circulars issued from time to time, allowed companies whose AGMs are due in the year, 2025, to conduct their AGMs on or before 30th September, 2025, in accordance with the requirements laid down in Para 3 and 4 of the General Circular No. 20/2020 dated 5th May, 2020 (collectively “MCA Circulars”) and The Securities and Exchange Board of India (‘SEBI’) also issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/ 2020/79 dated 12th May 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 for relaxation on holding AGM through Video Conferencing (“VC”) Other

Audio Visual Means (“OAVM”). Further SEBI vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 has given relaxation upto 30th September, 2025 (“SEBI Circular”). In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 99th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 99th AGM shall be the Registered Office of the Company.

- b. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, in terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Companies Act, 2013 will not be available for the 99th AGM. Hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- c. In pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 99th AGM through VC/OAVM Facility and e-Voting during the 99th AGM. Institutional / Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to jhr@jhrasso.com with a copy marked to evoting@nsdl.com.
- d. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of 99th AGM along with the Annual Report 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ DPs. The Company will send hard copy of full Annual Report 2024-25 to those shareholders who have requested for the same. Members may note that this Notice and Annual Report 2024-25 is available on the Company’s website, www.indianhumepipe.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
- e. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- f. The Company has engaged National Securities Depository Limited (“NSDL”) which is providing facility for voting through remote e-Voting, for participation in the 99th AGM through VC/OAVM Facility and e-Voting during the 99th AGM.
- g. Members may join the 99th AGM through VC/OAVM facility. For joining the 99th AGM through VC/OAVM the facility shall open 30 minutes before the time scheduled for the AGM i.e. at 2.00 p.m. (IST). The facility for joining AGM will be closed on expiry of 30 minutes from the scheduled time of the 99th AGM i.e. at 3.00 p.m. (IST).

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- h. Members may note that the VC/OAVM facility, provided by NSDL, allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the 99th AGM without any restriction on account of first-come-first-served principle.
 - i. Attendance of the Members participating in the 99th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 - j. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 99th AGM and facility for those Members participating in the 99th AGM to cast vote through e-Voting system during the 99th AGM.
 - k. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts concerning the business under Item No.4 to 6 of the accompanying Notice is annexed hereto.
 - l. The Board of Directors of the Company at their meeting held on 14th May, 2025 considered that the special business under Item Nos. 4 to 6, being considered unavoidable, be transacted at the 99th AGM of the Company through VC/OAVM Facility.
 - m. Members who would like to express their views/ask questions as a speaker at the 99th AGM may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/Folio number, PAN and mobile number at investors@indianhumepipe.com between Monday, 21st July, 2025 (9.00 a.m. IST) to Friday, 25th July, 2025 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves its right to restrict the number of speakers depending on the availability of time for the AGM.
 - n. Members who wish to seek information on accounts and Annual Report 2024-25 may send their questions/queries in advance to the Company mentioning their name, DP-ID and Client-ID/Folio No, PAN, Mobile Number at investors@indianhumepipe.com upto Friday, 25th July, 2025 (5.00 p.m. IST). The questions/ queries will be suitably replied by the Company to the extent possible or to the registered email id of the Shareholders.
 2. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 19th July, 2025 to Friday, 1st August, 2025 (both days inclusive) for the purpose of holding 99th Annual General Meeting.
3. Dividend of ₹ 5.80 (Rupees Five and Eighty Paise only) per equity share of face value of ₹ 2/- each (290%) on 5,26,81,770 Equity Shares of the Company of the face value of ₹ 2/- each; which comprises of normal dividend of ₹ 1.80 (Rupees One and Eighty Paise only) per equity share of face value of ₹ 2/- each (90%) and a Special Dividend of ₹ 4/- (Rupees Four only) per equity share of face value of ₹ 2/- each (200%) on account of sale of the Company's land at Yelahanka, Bengaluru for the financial year ended 31st March, 2025, amounting to ₹ 30,55,54,266/- (Rupees Thirty Crores Fifty Five Lakhs Fifty Four Thousand Two Hundred Sixty Six only) (if declared by the shareholders at the ensuing Annual General Meeting) subject to tax deduction at source will be paid on or after Tuesday, 5th August, 2025 to those Members whose names appear in the Register of Members of the Company as on the record date i.e. 18th July, 2025.

SEBI vide its Master Circular No. SEBI/HO/MIRSD/ POD-1/P/ CIR/2024/37 dated May 7, 2024, has mandated that with effect from April 1, 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), bank account details & specimen signature ("KYC") and choice of Nomination. Further, relevant SEBI Circular on its website can be viewed at the following link: https://www.sebi.gov.in/legal/master-circulars/may-2024/master-circular-for-registrars-to-an-issue-and-share-transfer-agents_83226.html

Members holding shares in physical form, who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/ documents to the Company at investors@indianhumepipe.com latest by Friday, 18th July, 2025.
 - a. a signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i) Name and Branch of Bank and Bank Account type;
 - ii) Bank Account Number allotted by your bank after implementation of Core Banking Solutions; and
 - iii) 11-digit IFSC Code.
 - b. self-attested scanned copy of cancelled cheque bearing the name of the member or first holder, in case shares are held jointly;
 - c. self-attested scanned copy of the PAN Card; and
 - d. self-attested scanned copy of any document (such as Aadhar Card, Driving License, Election Identity Card, Passport) in support of the address of the member, as registered with the Company.
For the members holding shares in demat mode, please update your Electronic Bank Mandate through your Depository Participant(s).
4. Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be open and accessible electronically for inspection during the continuance of the 99th AGM to any person



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attending the meeting. All documents referred to in the Notice will also be available for electronic inspection without any fees by the Members from the date of circulation of this Notice up to the date of AGM i.e. Friday, 1st August, 2025. Members may write to the Company at investors@indianhumepipe.com in this regard by mentioning "Request for Inspection" in the subject of the email.

Documents referred to in the accompanying Notice of the 99th AGM and the Explanatory Statement shall be available at the Registered Office of the Company for inspection without any fee during normal business hours (10:00 A.M. to 5:30 P.M.) on all working days except Saturday & Sunday, up to and including the date of the 99th AGM of the Company.

5. Members holding shares in Physical mode are requested to demat their shares in order to reap the advantages of holding their shares in electronic form like no risk of loss of share certificate, transfer form, speedier share transfer, no stamp duty on transfer of shares etc.

Members are aware that the Company's Shares are compulsorily traded in electronic form only. Presently 99.37% of shares are in demat mode.

Therefore, Members holding shares in physical form are requested and encouraged to consider converting their holding in dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Share Department of the Company or M/s. MUFG Intime India Pvt. Ltd. (formerly known as Link Intime India Pvt. Ltd.), Registrar Transfer Agent for assistance in this regard.

The Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 (now rescinded due to issuance of Master Circular dated May 17, 2023) and Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 has mandated the submission of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination by holders of physical securities. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, M/s. MUFG Intime India Pvt. Ltd. (formerly known as Link Intime India Pvt. Ltd.), at C -101, Embassy 247, L. B. S. Marg, Vikhroli (West), Mumbai – 400083, Telephone No: 8108116767 email id: rnt.helpdesk@in.mpms.mufig.com. The forms for updating the same are available at https://indianhumepipe.com/wp-content/uploads/2024/06/KYC_Physical_Shares.pdf

Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP.

6. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company on or after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

For **Resident shareholders**, taxes shall be deducted at source under Section 194 of the IT Act as follows, Members having valid PAN @10% or as notified by the Government of India. Members not having valid PAN @20% or as notified by the Government of India.

For Shareholders who are identified as "Specified Persons" under Sec 206AB of the Act, higher tax rate as applicable would be deducted if,

- i) Shareholder has not filed the returns of income for both of the two assessment years relevant to the two previous years immediately before the previous year in which tax is required to be deducted/ collected. Two previous years for FY 2025-26 would be FY 2022-23 and FY 2023-24.
- ii) Aggregate of tax deducted at source and tax collected at source is rupees fifty thousand or more in each of these two previous years.

For the purpose of TDS, Company will verify the status (i.e., Specified Person or not) from the Government enabled online facility and deduct TDS accordingly.

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2025-26 does not exceed ₹ 10,000 and also in cases where members provide Form 15G (applicable to an individual below the age of 60 years) / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document/certificate as prescribed under the IT Act to claim a lower /Nil withholding tax. Registered members may also submit any other document/certificate as prescribed under the IT Act to claim a lower /Nil withholding tax upto Friday, 18th July, 2025. PAN is mandatory for members providing Form 15G / 15H or any other document/certificate as mentioned above.

For **Non-resident shareholders**, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Taxation Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following :

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member
- Copy of Tax Residency Certificate (TRC) for the FY 2024-25 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess). The aforementioned documents are required to be update at https://web.in.mpms.mufig.com/EmailReg/Email_Register.html upto Friday, 18th July, 2025.

7. To support the "GREEN INITIATIVE" of the Government & SEBI and enable the Company to send Annual Reports, Notices, documents, communications and dividend payment intimation to the Members through Email ids and to facilitate receiving of dividend to the Bank account of the Members through ECS/NECS, the members holding shares in physical form are requested to register/ update their Email Ids and Bank details by downloading the Shareholder Information Form from the Company's website www.indianhumepipe.com in

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“Investors – download forms” and submit the same to Registrar & Share Transfer Agent, M/s. MUFG Intime India Pvt. Ltd. (formerly known as Link Intime India Pvt. Ltd.). The Shareholders holding shares in demat mode are requested to register/update their Email Ids and Bank details with their Depository Participants.

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to M/s. MUFG Intime India Pvt. Ltd. (formerly known as Link Intime India Pvt. Ltd.), Registrar & Share Transfer Agent of the Company in case the shares are held by them in physical form.
9. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them in physical form. Members desirous of making nominations may obtain the prescribed form from the Registrar & Share Transfer Agent, M/s. MUFG Intime India Pvt. Ltd. (formerly known as Link Intime India Pvt. Ltd.), or may download from the Company's website www.indianhumepipe.com. In respect of shares held in dematerialized form, the nomination may be filed with respective Depository Participants.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or M/s. MUFG Intime India Pvt. Ltd. (formerly known as Link Intime India Pvt. Ltd.), the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
11. In case of joint holders attending the Meeting, the joint holder who is higher in the order of names will be entitled to vote at the Meeting, if not already voted through remote e-voting.
12. Members wishing to claim dividends, which remain unclaimed for financial year 2017-18 and onwards are requested to contact M/s. MUFG Intime India Pvt. Ltd. (formerly known as Link Intime India Pvt. Ltd.), Registrar & Share Transfer Agent of the Company at C -101, Embassy 247, L. B. S. Marg, Vikhroli (West), Mumbai – 400083, Telephone No: 8108116767 email id: rnt.helpdesk@in.mfms.mufg.com. The due date of transfer of unpaid/unclaimed Dividend (Final) for F.Y. 2017-18 is 24.08.2025. Members are requested to note that dividends not claimed for seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF).

The unpaid/ unclaimed dividend for the following financial years is due for transfer to IEPF on the following respective due dates:

Financial year	Date of declaration of Dividend	Date of Payment of Dividend	Due date of Transfer to IEPF
2017-18	20-07-2018	24-07-2018	24-08-2025
2018-19	26-07-2019	31-07-2019	31-08-2026
2019-20	04-09-2020	08-09-2020	10-10-2027
2020-21	26-08-2021	31-08-2021	01-10-2028
2021-22	28-07-2022	02-08-2022	02-09-2029
2022-23	03-08-2023	08-08-2023	07-09-2030
2023-24	01-08-2023	06-08-2024	05-09-2031

As per Section 124(6) of the Companies Act, 2013 read with the IEPF Rules as amended, all the underlying shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to the Demat Account of the IEPF Authority.

Accordingly, the Company had transferred 20,501 equity shares to the demat account of IEPF during the Financial year 2024-25. The members are requested to claim their shares and unclaimed dividend from IEPF authority as per procedure set out in the IEPF Rules.

The Shareholders who have not claimed their dividend for seven consecutive years from Financial Year 2017-18 onwards are requested to claim the dividend on or before 5th August, 2025. The details of unclaimed dividend of the concerned Shareholders is posted on the website of the Company at www.indianhumepipe.com in “Investors-Unpaid dividend”. In case the dividends are not claimed by the said date, necessary steps will be initiated by the Company to transfer these shares held by the members to IEPF Authority without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF.

13. Members may note that the Notice and Annual Report 2024-25 will be available on the Company's website www.indianhumepipe.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
14. As per provisions of Section 152(6) of the Companies Act, 2013, Mr. Mayur R. Doshi, Vice-Chairman & Joint Managing Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

A brief profile is given below in respect of a Director retiring by rotation at ensuing Annual General Meeting of the Company.

Mr. Mayur R. Doshi (46 years) is a graduate in Electronics Engineering from Mumbai University and holds Masters Degree in Computer Science from University of Southern California, USA. He is associated with the Company as Director since 2012. He is also a Director of IHP Finvest Ltd., Ratanchand Investment Pvt. Ltd., Ratanchand Hirachand Foundation, Walchand Hirachand Foundation and Smt. Pramila Shantilal Shah Charity Foundation. He is Trustee of Walchand Trust. He is member of Risk Management Committee of the Company. He is also member of Corporate Social Responsibility Committee and Stakeholders Relationship Committee of IHP Finvest Ltd. and member of Corporate Social Responsibility Committee of Ratanchand Investment Pvt. Ltd.

He is son of Mr. Rajas R. Doshi, Chairman & Managing Director and Ms. Jyoti R. Doshi, Non-Executive Non-Independent Director and Promoters of the Company. Mr. Mayur R. Doshi holds 2,77,935 shares (0.53%) in the Company.

Details under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard No. 2 on General Meetings in respect of Directors seeking appointment / re-appointment at the Annual General Meeting is forming part of the AGM Notice.

15. There are four Independent Directors on the Board of the Company viz., Ms. Sucheta N. Shah, Mr. Nandan S. Damani, Mr. Ashish G. Vaid and Mr. Rohit R. Dhoot. The Company has received declarations



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from all the Independent Directors stating that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013. The Board of Directors of the Company, after reviewing the declarations submitted by the above Independent Directors is of the opinion that the said Directors meet the criteria of independence as per Section 149(6) of the Companies Act, 2013 and the rules thereunder and also meet the requirement of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for being appointed as Independent Directors on the Board of the Company and are also independent of the management.

16. In terms of Sections 101 and 136 of the Companies Act, 2013 read with the rules thereunder and SEBI (LODR), 2015 and relaxation given by MCA and SEBI, the copy of Annual Report for the year 2024-25 including Audited Financial Statements, Board's report etc. and this Notice of 99th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting is being sent by email to all those members whose email ids are registered with their respective depository participants/with the Company.
17. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities market. Accordingly, members holding shares in electronic form are requested to submit their self-attested copy of PAN to their respective Depository Participants. Members holding shares in physical form should submit their self-attested copy of PAN to the Company or to RTA.
18. Non-Resident Indian Members are requested to write to M/s. MUFG Intime India Pvt. Ltd. (formerly known as Link Intime India Pvt. Ltd.), immediately for change in their residential status on return to India for permanent settlement.
19. The Securities and Exchange Board of India (SEBI) has introduced an Online Dispute Resolution Portal (ODR Portal) vide Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 Dated July 31, 2023 for resolving disputes in the Indian Securities Market. This circular streamlines the existing dispute resolution mechanism, offering online conciliation and arbitration to investors. Members can use this mechanism only after they have lodged their grievance with the Company and SEBI SCORES system and are not satisfied with the outcome.

20. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

- i. The Company has engaged the services of NSDL as the authorised agency for conducting the 99th AGM through VC/OAVM and providing e-voting facility.
- ii. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- iii. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com / 1800-1020-990 / 1800-224-430 or contact Mr. Amit Vishal, Asst. Vice President - NSDL or Ms. Pallavi Mhatre, Sr. Manager - NSDL or Ms. Soni Singh, Assistant Manager - NSDL at evoting@nsdl.com.

- iv. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

21. Instructions for e-voting and joining the AGM are as follows:

VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. The remote e-voting period commences on Monday, 28th July, 2025 (9.00 a.m. IST) and ends on Thursday, 31st July, 2025 (5:00 p.m. IST).

During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 25th July, 2025 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

- a. Mr. J. H. Ranade Membership No. F 4317 & Certificate of Practice No. 2520 or failing him Mr. Sohan J. Ranade Membership No. A 33416 & Certificate of Practice No. 12520 or failing him Ms. Tejaswi P. Jugal Membership No. A 29608 & Certificate of Practice No. 14839 (any one of them), Partners of JHR & Associates, Company Secretaries in practice has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at AGM, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
- b. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- c. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on Friday, 25th July, 2025, the cut-off date.
- d. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Friday, 25th July, 2025, may

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obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free No. 1800-1020-990 and 1800-224-430. In case of Individual

Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, 25th July, 2025 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.





- iii. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>



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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

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- c) How to retrieve your 'initial password'?
- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jhr@jhrasso.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Sagar S. Gudhate, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Registrar and Transfer Agents of the Company "MUFG Intime India Private Limited" at rnt.helpdesk@in.mpms.mufg.com.
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Registrar and Transfer Agents of the Company M/s. MUFG Intime India Private Limited at rnt.helpdesk@in.mpms.mufg.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
- Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.



NOTICE

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Other Information:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.indianhumepipe.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

3. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or M/s. MUFG Intime India Pvt. Ltd. (MIPL) (formerly known as Link Intime India Pvt. Ltd.), Registrar for assistance in this regard.
4. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar MIPL. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar.
5. The SEBI has recently launched its new Investor website at <https://investor.sebi.gov.in/>. The said website contains information on personal finance and investment useful for existing and new investors. It also includes videos prepared by MIIs related to securities market process education and awareness messages. The SEBI Investor Website aims to assist individuals in taking control of their money, leading to better outcomes in their investment journey. It offers guidance on managing money well and making sound financial decisions independently. The financial awareness content, tools and calculators available on the website can help people of all ages, backgrounds and incomes to be in control of their financial decisions. The SEBI Investor website promotes confident and informed participation by investors in the securities market.

By Order of the Board of Directors,
For **The Indian Hume Pipe Co. Ltd.**

Niraj R. Oza
Vice President- Company Secretary & Legal

Registered Office:

Construction House, 2nd Floor,
5, Walchand Hirachand Road,
Ballard Estate, Mumbai - 400 001
Tel No. : 022-22618091 / 92, 40748181
Fax No. : 022-22656863
Email : info@indianhumepipe.com
Website : www.indianhumepipe.com
CIN No. : L51500MH1926PLC001255

Place : Mumbai
Date : 14th May, 2025

NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 4

To approve continuation of Directorship of Ms. Anima B. Kapadia (DIN: 00095831) as a Non-Executive Non-Independent Director of the Company on completion of 75 years of age.

Pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, as amended ("Listing Regulations"), appointment or continuation of Directorship of a Non-Executive Director who attains the age of seventy five (75) years unless a Special Resolution is passed to that effect in the general meeting with justification for appointment/ continuation of such a person in explanatory statement in the notice of general meeting prior to the person attaining the age of seventy five (75) years.

Ms. Anima B. Kapadia (DIN: 00095831), Non-Executive Non-Independent Director, was appointed on the Board of the Company on 27th July, 2001. Ms. Anima B. Kapadia shall attain the age of 75 years on 4th July, 2026, hence approval by way of Special Resolution is placed before the Members in order to comply with the aforesaid Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015. Apart from being a Non-Executive Non-Independent Director on the Board, Ms. Anima B. Kapadia is also Chairperson of Stakeholders Relationship Committee and has been effectively performing her duties and providing valuable guidance to the Company in key strategic matters from time to time. She is an eminent and renowned Solicitor & an Advocate practicing in various High Courts in the country and the Supreme Court of India. She has wide experience in the field of Law. She is the Sole Proprietress of Daphtary Ferreira & Divan, a firm of Advocates and Solicitors at Mumbai. Daphtary Ferreira & Divan is one of the Solicitors Firm of the Company. The Company is availing the legal services of Daphtary Ferreira & Divan from the past many years.

The Board is of the opinion that Ms. Anima B. Kapadia's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making. She is also a person of integrity who possesses required expertise and her association as Non-Executive Non-Independent Director will be beneficial to the Company.

Ms. Anima B. Kapadia (DIN: 00095831) has also confirmed that she is not disqualified from being appointed or continued as Director, in terms of the provisions of Section 164 (2) and other applicable provisions, if any, of the Companies Act, 2013 and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority.

Pursuant to Regulation 36(3) of Listing Regulations read with clause 1.2.5 of Secretarial Standard-2 on General Meetings, comprehensive details regarding the appointment or reappointment of Directors has been provided in the Notice.

Except Ms. Anima B. Kapadia, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested financially or otherwise, in the said resolution set out at Item No.4 of the notice.

The Board recommends the Special Resolution as set out at Item No.4 of the Notice for your approval.

Item No. 5

Appointment of M/s JHR & Associates, as the Secretarial Auditor of the Company

Pursuant to the provisions of Sections 204 and all other applicable provisions of the Companies Act, 2013, read with the relevant rules including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company and other specified class of companies, are required to annex with its Board's report made in terms of Section 134(3) of the Companies Act, 2013, a report on secretarial audit given by a company secretary in practice.

Further, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, requires listed companies and its material unlisted subsidiaries incorporated in India to undertake secretarial audit by a secretarial auditor who is required to be a peer reviewed company secretary and annex the secretarial audit report in such form as specified, with its annual report.

The aforementioned regulation apart from listing down the eligibility criteria for appointment of the secretarial auditor, further stipulates that the appointment/ re-appointment of an individual as a secretarial auditor cannot be for more than one term of 5 (five) consecutive years and in case the secretarial auditor is a secretarial audit firm, it cannot be for more than two terms of 5 (five) consecutive years and such an appointment/ re-appointment is required to be approved by the members of the Company at its annual general meeting, basis recommendation of the board of directors.

It further stipulates that any association of the individual or the firm as the secretarial auditor of the listed entity before 31st March, 2025 is not required to be considered for the purpose of calculating the tenure of the secretarial auditor.

In view of the aforesaid, basis recommendation of the Audit Committee, the Board at its meeting held on 14th May, 2025, recommended the appointment of M/s. JHR & Associates, Practising Company Secretaries (ICSI Firm Registration No.: S2015MH296800) (who was also the secretarial auditor of the Company earlier and thus, the firm is aware of the business and functioning of the Company), as the secretarial auditor, for a period of 5 (five) consecutive financial years i.e.; from FY2025-26 up to FY2029-30 (i.e. from the conclusion of the 99th Annual General Meeting of the Company till the conclusion of the 104th Annual General Meeting of the Company to be held in year 2030), to undertake secretarial audit and issue the necessary secretarial audit report for the aforesaid period.

M/s. JHR & Associates, a Secretarial Audit Firm, established in the year 2017, is a firm of Company Secretaries with specialization in corporate laws, SEBI Regulations, FEMA Regulations, securities law including carrying out secretarial audit, due diligence audit and compliance audits.

Over the years, M/s. JHR & Associates has built a diverse client base and has served various corporate clients. Its clientele spans across corporates in the public sector, listed and multinational companies, leading corporates, MSMEs and firms.

M/s. JHR & Associates is a peer reviewed and quality reviewed firm in terms of the guidelines issued by the Institute of Company Secretaries of India.

M/s. JHR & Associates meets the eligibility criteria as enumerated under Regulation 24A (1A) of the Listing Regulations.

M/s. JHR & Associates have given their consent to act as the Secretarial



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Auditor of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under the Act, SEBI Listing Regulations and guidelines issued by the Institute of Company Secretaries of India and has confirmed that the firm has not incurred any disqualification and eligible to be appointed as Secretarial Auditor of the Company in terms of Regulation 24 (1A) of SEBI (LODR) Regulations, 2015.

The proposed remuneration to be paid to M/s. JHR & Associates, for FY25-26 is ₹ 75,000/- (excluding GST, applicable taxes and other out of pocket expenses). The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial Auditor.

Details as required pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 are as under:

Terms of appointment	M/s. JHR & Associates, is proposed to be appointed as secretarial auditors for a term of five (5) consecutive years, commencing from the 99 th Annual General Meeting to the 104 th Annual General Meeting of the Company (i.e. for financial year 2025-26 up to financial year 2029-30) to conduct secretarial audit. The proposed fees payable is ₹ 75,000/- (excluding GST, applicable taxes and other out of pocket expenses).
Material change in fee payable	NA
Basis of recommendation and auditor credentials	The recommendations are based on the fulfilment of the eligibility criteria prescribed in the Companies Act, 2013 and the Rules thereunder and Regulation 24A and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Brief Profile of the Auditors	M/s JHR & Associates is a firm of Practising Company Secretaries, has varied experience in providing professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audit, Due Diligence Audits and Compliance Audits. The firm is associated with the Company as practising Company Secretary Firm from past many years.

The Board recommends the resolution for approval of Members as set out in the Notice convening the Meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

The Board recommends the above Ordinary Resolution at Item No.5 for your approval.

Item No.6

Ratification of remuneration to Cost Auditor for the Financial Year 2025-26.

The Board of Directors on the recommendation of the Audit Committee has approved the re-appointment of Mr. Subodh C. Mawalankar, Cost Accountant, Membership No.9041 to conduct the audit of the cost records of the Company pertaining to products following under HSN code 73059010 (MS Pipe) and Joint-Rings, 73069011 (BWSC) and 73053110 (PCCP) for the financial year 2025-26. In terms of the provisions of Section 148 of the Companies Act, 2013 and the rules framed thereunder, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration of ₹ 1,20,000/- plus GST and reimbursement of out of pocket expenses payable to the Cost Auditor for the financial year ended 31st March, 2026 as set out in the resolution at Item No. 6 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the above Ordinary Resolution at Item No. 6 for your approval.

By Order of the Board of Directors,
For **The Indian Hume Pipe Co. Ltd.**

Niraj R. Oza
Vice President- Company Secretary & Legal

Registered Office:

Construction House, 2nd Floor,
5, Walchand Hirachand Road,
Ballard Estate, Mumbai - 400 001
Tel No. : 022-22618091 / 92, 40748181
Fax No. : 022-22656863
Email : info@indianhumepipe.com
Website : www.indianhumepipe.com
CIN No. : L51500MH1926PLC001255

Place : Mumbai

Date : 14th May, 2025

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PROFILE OF DIRECTORS BEING APPOINTED/ RE-APPOINTED:

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of Secretarial Standard-2 on General Meetings, the particulars of Director who is proposed to be appointed/ re-appointed is given below:

Name of the Director	Ms. Anima B. Kapadia Non-Executive Non-Independent Director	Mr. Mayur R. Doshi Vice-Chairman & Joint Managing Director
Age	73 Years	46 Years
Director Identification Number	00095831	00250358
Qualifications	B.A., L.L.B. & Solicitor	B. E. (Electronics) from Mumbai University and M. S. in Computer Science from University of Southern California, USA
Date of first appointment	27-07-2001	28-05-2012
Nature of expertise in specific functional areas:	Ms. Anima Kapadia has a wide experience in Law. She is an eminent and learned Solicitor. She is practicing in the various High Courts in the country and the Supreme Court of India.	Mr. Mayur R. Doshi is spearheading the Company's businesses in Maharashtra, Gujarat and Karnataka. He oversees the functions of R & D division, I.T Systems, Human Resources, Indirect Taxes (GST) Compliance systems and was instrumental in setting up and implementing ERP system for the Company. He is overseeing monetization of the Company's land parcels and has spearheaded the strategy and process of selecting Developers as well as negotiations of Development Agreements entered into with them. He has exhibited strong leadership qualities and acumen in steering the Company on growth path in the geographies under his leadership including expansion of manufacturing capacity by establishing new pipe manufacturing units in the Company's key markets. Under his leadership the Company has consolidated its position and has progressed from strength to strength.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Wide experience in Law and she is an eminent and learned Solicitor.	Wide experience in Business Management & Information Technology
Terms and Conditions of Appointment / Re-appointment, including remuneration	The approval of the Members is sought for continuation of Directorship of Ms. Anima B. Kapadia as a Non-Executive Non-Independent Director of the Company on completion of 75 years of age on 4 th July, 2026. She is getting sitting fees for attending meetings of the Board and Committee meeting, where she is a member and Profit Commission, as determined by the Board of Directors and approved by the shareholders.	He was appointed as Vice-Chairman & Joint Managing Director in the 98 th AGM of the Company. Salary - ₹ 14,00,000/- per month (In the scale of ₹ 14,00,000/- – ₹ 1,00,000/- – ₹ 16,00,000/-) Perquisites and Allowances Profit Commission No sitting fees will be paid
Remuneration last drawn	Sitting fees of ₹ 4,20,000/- and Profit commission of ₹ 10,83,333/- were paid during the year.	Remuneration & Commission of ₹ 6,50,15,354/- for the F.Y. 2024-25 No sitting fees are paid.
Number of meetings of the Board/ Committee attended during the year	Board Meetings: 6 (Six) Stakeholders' Relationship Committee meeting(s): 1 (One)	Board Meetings: 6 (Six) Risk Management Committee meeting(s): 2 (Two)



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Name of the Director	Ms. Anima B. Kapadia Non-Executive Non-Independent Director	Mr. Mayur R. Doshi Vice-Chairman & Joint Managing Director
Directorships held in Companies (including Foreign Companies and Private Companies)	1. The Indian Hume Pipe Company Limited (Listed) 2. B. A. & Bros. (ESTN) Limited	1. The Indian Hume Pipe Company Limited (Listed) 2. IHP Finvest Ltd., 3. Ratanchand Investment Pvt. Ltd. 4. Ratanchand Hirachand Foundation 5. Walchand Hirachand Foundation 6. Smt. Pramila Shantilal Shah Charity Foundation
Listed entities from which the Director resigned in the past three years	Nil	Nil
Disclosure of Relationship between directors inter se:	Not related to any Director/Key Managerial Personnel of the Company.	Mr. Mayur R. Doshi is son of Mr. Rajas R. Doshi, Chairman & Managing Director and Ms. Jyoti R. Doshi, Non-Executive & Non Independent Director of the Company. He is also Promoter Director of the Company.
Chairman / Member of Committees	1. The Indian Hume Pipe Company Limited (Listed) Chairperson of Stakeholders Relationship Committee	1. The Indian Hume Pipe Company Limited - Member of Risk Management Committee 2. IHP Finvest Limited - Member of the Stakeholder Relationship Committee - Member of the CSR Committee 3. Ratanchand Investment Private Limited - Member of the CSR Committee
Number of Equity Shares held in the Company	1,660 Shares	2,77,935 Shares