

## NOTICE

NOTICE is hereby given that the ONE HUNDREDTH 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 : Monday  
DATE : 3<sup>rd</sup> August, 2026  
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 31<sup>st</sup> March, 2026, 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 31<sup>st</sup> March, 2026 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 31<sup>st</sup> March, 2026, 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/- (Rupees Five only) per equity share of face value of ₹ 2/- each (250%) on 5,26,81,770 Equity Shares of the Company of the face value of ₹ 2/- each; which comprises of normal dividend of ₹ 2/- (Rupees Two only) per equity share of face value of ₹ 2/- each (100%) and a Special Dividend of ₹ 3/- (Rupees Three only) per equity share of face value of ₹ 2/- each (150%) on account of 100<sup>th</sup> Anniversary of the Company for the financial year ended 31<sup>st</sup> March, 2026, amounting to ₹ 26,34,08,850/- (Rupees Twenty Six Crores Thirty Four Lakhs Eight Thousand Eight Hundred Fifty Only), as recommended by the Board of Directors, be and is hereby approved."

### SPECIAL BUSINESS:

3. **To appoint Director in place of Ms. Anima B. Kapadia (DIN: 00095831), Non-Executive Non-Independent 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 as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, who attains the age of seventy five (75) years on 4<sup>th</sup> July, 2026, being eligible, offer herself for re-appointment.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provision of Section 152(6) of the Companies Act, 2013, as amended from time to time, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the

recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Ms. Anima B. Kapadia (DIN: 00095831), who retires by rotation and being eligible, has offered herself for re-appointment and who attains the age of seventy five (75) years on 4<sup>th</sup> 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."

4. **To approve the Commission payable to Non-Executive Directors.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule V of the Act and the rules framed thereunder and pursuant to Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), and the provisions of the Memorandum and the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the Members be and is hereby accorded for payment of Annual Commission (in addition to sitting fees for attending Meetings of the Board of Directors or committees thereof) to all the Non-Executive Directors of the Company, for a period of five (5) years commencing from financial year 2026-27 to 2030-31 (i.e. from 1<sup>st</sup> April, 2026 to 31<sup>st</sup> March, 2031), as may be decided by the Board from time to time, provided that the total commission payable to all the Non- Executive Directors including the Independent Directors for each financial year shall not exceed one (1%) percent of the net profits of the Company for that year computed in the manner referred to under Section 198 and all other applicable provisions of the Companies Act, 2013 or an amount not exceeding ₹ 75 Lakhs (Rupees Seventy Five Lakhs only) in aggregate, whichever is less, with authority to the Board to determine the manner and proportion in which the amount to be distributed among all the Non-Executive Directors including Independent Directors of the Company, from time to time.

**RESOLVED FURTHER THAT** in case of inadequacy of profits and / or No Profits in any Financial Year, the remuneration by way of Commission shall be paid to each Non-Executive Directors including Independent Directors of the Company for that relevant Financial Year as per the limits specified under Schedule V of the Companies Act, 2013 and the rules made thereunder.

**RESOLVED FURTHER THAT** Mr. Rajas R. Doshi, Chairman & Managing Director or Mr. Mayur R. Doshi, Vice-Chairman & Joint Managing Director or Mr. Niraj R. Oza, Vice President - Company Secretary & Legal of the Company be and is hereby severally authorised to file requisite form with the Ministry of Corporate Affairs (MCA) for and on behalf of the Board and to do all such acts, deeds, matters and things as may be necessary, expedient and usual to implement this resolution."



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### 5. Ratification of remuneration to Cost Auditor for the Financial Year 2026-27.

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

**“RESOLVED THAT** pursuant to the provisions of Section 148, and the 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 ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only) payable to Mr. Subodh C. Mawalankar, Cost Accountant, Membership No. 9041 as Cost Auditor to conduct the audit of cost records of the Company for the financial year ending 31<sup>st</sup> March, 2027, to be paid, and 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  
(ACS 20646)

#### Registered Office:

Construction House, 2<sup>nd</sup> 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 : 14<sup>th</sup> May, 2026

#### NOTES:

### 1. General instructions for accessing and participating in the 100<sup>th</sup> 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 8<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, General Circular No. 19/2021 dated 8<sup>th</sup> December, 2021, General Circular No. 21/2021 dated 14<sup>th</sup> December, 2021, General Circular No. 2/2022 dated 5<sup>th</sup> May, 2022, General Circular No.11/2022 dated 28<sup>th</sup> December, 2022, General Circular No. 09/2023

dated 25<sup>th</sup> September, 2023, General Circular No.09/2024 dated 19<sup>th</sup> September, 2024 and General Circular No.03/2025 dated 22<sup>nd</sup> September, 2025 and all other relevant circulars issued from time to time, allowed companies whose AGMs are due in the year, 2026, to conduct their AGMs on or before 30<sup>th</sup> September, 2026, in accordance with the requirements laid down in Para 3 and 4 of the General Circular No. 20/2020 dated 5<sup>th</sup> 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 12<sup>th</sup> May 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 dated 15<sup>th</sup> January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> 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 3<sup>rd</sup> October, 2024 has given relaxation upto 30<sup>th</sup> 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 100<sup>th</sup> 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 100<sup>th</sup> 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 100<sup>th</sup> 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 100<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 100<sup>th</sup> 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 100<sup>th</sup> AGM along with the Annual Report 2025-26 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 2025-26 to those shareholders who have requested for the same. Members may note that this Notice and Annual Report 2025-26 is available on the Company’s website, www.indianhumepipe.com, websites of the Stock Exchanges i.e. BSE Limited and National

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Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2025-26 is available, is being sent to those members whose e-mail address is not registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

- 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 100<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 100<sup>th</sup> AGM.
- g. Members may join the 100<sup>th</sup> AGM through VC/OAVM facility. For joining the 100<sup>th</sup> 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 100<sup>th</sup> AGM i.e. at 3.00 p.m. (IST).
- 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 100<sup>th</sup> AGM without any restriction on account of first-come-first-served principle.
- i. Attendance of the Members participating in the 100<sup>th</sup> 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 100<sup>th</sup> AGM and facility for those Members participating in the 100<sup>th</sup> AGM to cast vote through e-Voting system during the 100<sup>th</sup> AGM.
- k. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts concerning the business under Item Nos.3 to 5 of the accompanying Notice is annexed hereto.
- l. The Board of Directors of the Company at their meeting held on 14<sup>th</sup> May, 2026 considered that the special business under Item Nos. 3 to 5, being considered unavoidable, be transacted at the 100<sup>th</sup> AGM of the Company through VC/OAVM Facility.
- m. Members who would like to express their views/ask questions as a speaker at the 100<sup>th</sup> 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](mailto:investors@indianhumepipe.com)

between Monday, 20<sup>th</sup> July, 2026 (9.00 a.m. IST) to Friday, 24<sup>th</sup> July, 2026 (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 2025-26 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](mailto:investors@indianhumepipe.com) upto Friday, 24<sup>th</sup> July, 2026 (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, 18<sup>th</sup> July, 2026 to Monday, 3<sup>rd</sup> August, 2026 (both days inclusive) for the purpose of holding 100<sup>th</sup> Annual General Meeting.
  3. Dividend of ₹ 5/- (Rupees Five only) per equity share of face value of ₹ 2/- each (250%) on 5,26,81,770 Equity Shares of the Company of the face value of ₹ 2/- each; which comprises of normal dividend of ₹ 2/- (Rupees Two only) per equity share of face value of ₹ 2/- each (100%) and a Special Dividend of ₹ 3/- (Rupees Three only) per equity share of face value of ₹ 2/- each (150%) on account of 100<sup>th</sup> Anniversary of the Company for the financial year ended 31<sup>st</sup> March, 2026, amounting to ₹ 26,34,08,850/- (Rupees Twenty Six Crores Thirty Four Lakhs Eight Thousand Eight Hundred Fifty Only) (if declared by the shareholders at the ensuing Annual General Meeting) subject to tax deduction at source will be paid on or after Friday, 7<sup>th</sup> August, 2026 to those Members whose names appear in the Register of Members of the Company as on the record date i.e. 17<sup>th</sup> July, 2026.  
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](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](mailto:investors@indianhumepipe.com) latest by Friday, 17<sup>th</sup> July, 2026.
    - 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.



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- 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 100<sup>th</sup> AGM to any person 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. Monday, 3<sup>rd</sup> August, 2026. Members may write to the Company at [investors@indianhumepipe.com](mailto: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 100<sup>th</sup> 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 100<sup>th</sup> 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 99.42% 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 16<sup>th</sup> 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: [investor.helpdesk@in.mpmms.mufg.com](mailto:investor.helpdesk@in.mpmms.mufg.com). The forms for updating the same are available at [https://indianhumepipe.com/wp-content/uploads/2024/06/KYC\\_Physical\\_Shares.pdf](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, 2025, ("the IT Act 2025"), mandates that dividend paid or distributed by a company 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 final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act 2025.

For resident shareholders, taxes shall be deducted at source under Section 393 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India (GOI)
Members not having PAN / valid PAN	20% or as notified by the GOI

\*As per Section 262 of the IT Act 2025, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed invalid / inoperative and, such person shall be liable to all consequences under the IT Act 2025 and tax shall be deducted at the higher rates as provided in Section 397 of the IT Act 2025, i.e., 20% of tax deduction at source.

For the purpose of tax deduction at source, Company will verify PAN status from the Government enabled online facility and deduct TDS accordingly.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during tax year 2026-27 does not exceed ₹ 10,000 and also in cases where members provide Form 121, subject to conditions specified in the IT Act 2025. Resident shareholders may also submit any other document as prescribed under the IT Act 2025 to claim a lower / nil withholding of tax upto 17<sup>th</sup> July, 2026. PAN is mandatory for members providing Form 121 or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 393 and other applicable sections of the IT Act 2025, 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 GOI on the amount of dividend payable. However, as per Section 159 of the IT Act 2025, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("tax treaty" or "DTAA"), read with Multilateral Instrument (MLI), if any, between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, 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 shareholders/ authorized signatory. In case of non-availability of PAN, information under sub-rule 2 of rule 217 of the Income-tax Rules, 2026
- Copy of the Tax Residency Certificate for the tax year 2026-27 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders / authorized signatory
- Form 41 (for claiming tax treaty benefit), which can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal/>
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty and IT Act 2025
- Self-declaration of beneficial ownership of equity shares by the non-resident

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- shareholder • Self-declaration of fulfilling all conditions of applicable tax treaty for being eligible to claim benefit of the tax treaty read with MLI • Any other documents as prescribed under the IT Act 2025, if applicable, or certificate for lower withholding of taxes, duly attested by the shareholders. In case of Foreign Institutional Investors (FI) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 393 of the IT Act 2025 at the rate of 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable. The aforementioned documents are required to be uploaded on the shareholder portal at [https://web.in.mpms.mufig.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufig.com/EmailReg/Email_Register.html) on or before Friday, 17<sup>th</sup> July, 2026. No communication would be accepted from members after 17<sup>th</sup> July, 2026, regarding tax-withholding matters. Shareholders may write to [investors@indianhumepipe.com](mailto:investors@indianhumepipe.com) / [investor.helpdesk@in.mpms.mufig.com](mailto:investor.helpdesk@in.mpms.mufig.com) for any clarifications on this subject. Shareholders can check their tax credit in Form 168 (erstwhile Form 26AS) from the e-filing account at <https://www.incometax.gov.in/iec/foportal>.
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](http://www.indianhumepipe.com) in “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](http://www.indianhumepipe.com). In respect of shares held in dematerialize 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 2018-19 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: [investor.helpdesk@in.mpms.mufig.com](mailto:investor.helpdesk@in.mpms.mufig.com). The due date of transfer of unpaid/unclaimed Dividend (Final) for F.Y. 2018-19 is 30.08.2026. 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
2018-19	26-07-2019	31-07-2019	30-08-2026
2019-20	04-09-2020	08-09-2020	09-10-2027
2020-21	26-08-2021	31-08-2021	30-09-2028
2021-22	28-07-2022	02-08-2022	01-09-2029
2022-23	03-08-2023	08-08-2023	07-09-2030
2023-24	01-08-2024	06-08-2024	05-09-2031
2024-25	01-08-2025	05-08-2025	06-09-2032

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 13,525 equity shares to the demat account of IEPF during the Financial year 2025-26. 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 2018-19 onwards are requested to claim the dividend on or before 20<sup>th</sup> August, 2026. The details of unclaimed dividend of the concerned Shareholders is posted on the website of the Company at [www.indianhumepipe.com](http://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 2025-26 will be available on the Company’s website [www.indianhumepipe.com](http://www.indianhumepipe.com) and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
14. As per the provisions of Section 152(6) of the Companies Act, 2013 and pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Anima B. Kapadia, Non-Executive Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment and who will attain / attained the age of seventy five (75) years on 4<sup>th</sup> July, 2026, as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.



## NOTICE

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

Ms. Anima B. Kapadia (Age 74) is B.A. L.L.B from the University of Mumbai and a Solicitor. She has been associated with the Company as a Non-Executive Director since 2001. She is a Solicitor & Advocate and the Sole Proprietor of M/s. Daphtary Ferreira & Divan, Mumbai a reputed law firm established around 1893. M/s. Daphtary Ferreira & Divan is one of the Solicitors to the Company. She is also a Director on the Boards of B. A. & Brothers. (EASTERN) Private Limited, Kolkata. She is a Chairperson of the Stakeholders Relationship Committee. Ms. Anima Kapadia holds 1,660 Shares of the Company and she is not related to any Directors of 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 provided in the Explanatory Statement to 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 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 Obligations 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 2025-26 including Audited Financial Statements, Board's report etc. and this Notice of 100<sup>th</sup> 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 100<sup>th</sup> 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](mailto:evoting@nsdl.com) / 1800-1020-990 / 1800-224-430 or contact Mr. Amit Vishal, Vice President - NSDL or Ms. Pallavi Mhatre, Dy. Vice President - NSDL at [evoting@nsdl.com](mailto: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 and pursuant to the MCA circulars and the Secretarial Standard-2, 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 Thursday, 30<sup>th</sup> July, 2026 (9.00 a.m. IST) and ends on Sunday, 2<sup>nd</sup> August, 2026 (5:00 p.m. IST).

During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, 27<sup>th</sup> July, 2026 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. Jogonal Membership No. A 29608 & Certificate of Practice No. 14839

## NOTICE

(any one of them), Partners of JHR & Associates, (ICSI Firm Registration No.: S2015MH296800) 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 Monday, 27<sup>th</sup> July, 2026, 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 send through e-mail and holding shares

as of the cut-off date i.e. Monday, 27<sup>th</sup> July, 2026, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto: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](http://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. Monday, 27<sup>th</sup> July, 2026 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"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>2. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDEAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>3. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDEAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>5. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>



## NOTICE

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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?**

- 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, 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.
- 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***

## NOTICE

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.
    - c) How to retrieve your 'initial password'?
      - (i) 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'.
      - (ii) 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:
    - a) 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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) 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.
3. Now you are ready for e-Voting as the Voting page opens.
  4. 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.
  5. Upon confirmation, the message "Vote cast successfully" will be displayed.
  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

1. 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](mailto:jhr@jhrasso.com) with a copy marked to [evoting@nsdl.com](mailto: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.
2. 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](http://www.evoting.nsdl.com) to reset the password.
3. 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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Sagar S. Gudhate, Asst.Vice President at [evoting@nsdl.com](mailto: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:

1. 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 Agent of the Company "MUFG Intime India Private Limited" at [investor.helpdesk@in.mpms.mufig.com](mailto:investor.helpdesk@in.mpms.mufig.com).
2. 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 Agent of the Company M/s. MUFG Intime India Private Limited at [investor.helpdesk@in.mpms.mufig.com](mailto:investor.helpdesk@in.mpms.mufig.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.**



## NOTICE

- Alternatively shareholders/members may send a request to [evoting@nsdl.com](mailto: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.
- The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.indianhumepipe.com](http://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.
- As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1<sup>st</sup> 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. (formerly known as Link Intime India Pvt. Ltd.), Registrar for assistance in this regard.

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

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 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.
- 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.
- 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:

- 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.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.
- 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 MIs 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  
(ACS 20646)

### Other Information:

- 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.

### Registered Office:

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

Place: Mumbai

Date : 14<sup>th</sup> May, 2026

## NOTICE

### **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 (the 'Act')**

As required under Section 102 of the Companies Act, 2013 (the 'Act'), the following explanatory statement sets out material facts relating to business mentioned under Item Nos. 3 to 5 of the accompanying Notice and should be read as forming part of the Notice.

#### **Item No.3**

**To appoint Director in place of Ms. Anima B. Kapadia (DIN: 00095831), Non-Executive Non-Independent 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 as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, who attains the age of seventy five (75) years on 4<sup>th</sup> July, 2026, being eligible, offer herself for re-appointment.**

Pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

The continuation of appointment of Ms. Anima B. Kapadia (DIN: 00095831) as the Non-Executive Non-Independent Director of the Company, upon her attaining the age of 75 years on 4<sup>th</sup> July, 2026 in accordance with Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), was approved by passing the Special Resolution by the Members at the 99<sup>th</sup> Annual General Meeting of the Company held on 1<sup>st</sup> August, 2025. Based on this approval by Members of the Company by way of Special Resolution, Ms. Anima B. Kapadia (DIN: 00095831) can continue as the Non-Executive Non-Independent Director of the Company on attaining the age of seventy five (75) years, i.e. on 4<sup>th</sup> July, 2026 till the ensuing Annual General Meeting of the Company to be held in the year 2026, where she is liable to retire by rotation and offer herself for re-appointment according to Section 152(6) of the Companies Act, 2013.

Ms. Anima B. Kapadia (DIN: 00095831) has confirmed that she is not disqualified from being appointed or continuing as Director, in terms of the provisions of Section 164 (2) and other applicable provisions, if any, of the Companies Act, 2013 and she is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority. Ms. Anima B. Kapadia (DIN: 00095831), Non-Executive Non-Independent Director of the Company, has submitted her consent to / offer herself for being re-appointed as Non-Executive Non-Independent Director of the Company pursuant to Section 152(6) of the Companies Act, 2013.

Apart from being a Non-Executive Non-Independent Director on the Board, Ms. Anima B. Kapadia is also the Chairperson of Stakeholders Relationship Committee and has been effectively performing her duties and providing valuable guidance to the Company on key strategic matters from time to time. Ms. Anima B. Kapadia is B.A. L.L.B from the University of Mumbai and a Solicitor. She is an eminent Solicitor and Advocate practicing before various High Courts in the country and the Supreme Court of India. She has a wide experience in the field of Law. She is the Sole Proprietress of Daphtary Ferreira & Divan, a firm of Advocates and Solicitors in 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.

Ms. Anima B. Kapadia (DIN: 00095831) who attains the age of seventy five years on 4<sup>th</sup> July, 2026, 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 of immense benefit to the Company. The Board is of the opinion of continuation of Ms. Anima B. Kapadia's Directorship is of immense benefit to the Company. As per the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board approved and recommend to the Members of the Company for re-appointment of Ms. Anima B. Kapadia (DIN: 00095831), Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

Pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and all other applicable provisions of the Act, Ms. Anima B. Kapadia (DIN: 00095831), Non-Executive Non-Independent Director of the Company, retires by rotation at the ensuing Annual General Meeting and, being eligible, has offered herself for re-appointment. As she attains 75 years of age on 4<sup>th</sup> July, 2026, her re-appointment as Non-Executive Non-Independent Director on her retirement by rotation required to be approved by the Members by way of Special Resolution as a Special Business item as per requirement of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the Nomination Remuneration Committee and Board approved and recommended to the members of the Company for re-appointment of Ms. Anima B. Kapadia (DIN: 00095831) as Non-Executive Non-Independent Director of the Company, retires by rotation, subject to the approval of the Members by way of Special Resolution at the ensuing Annual General Meeting of the Company.

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 have 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.3 of the notice.

The Board recommends the Special Resolution as set out at Item No.3 of the Notice for your approval.

#### **Item No. 4**

**To approve the Commission payable to Non-Executive Directors.**

The Company had taken approval of the Members, from time to time, for the payment of remuneration in the form of commission or otherwise to Non-Executive Directors, both in the form of Independent and Non-Independent category, not exceeding 1% of the net profits of the Company calculated in accordance with the provisions of Section 198 and all other applicable provisions of the Companies Act, 2013 (the 'Act') or amount not exceeding ₹ 65 Lakhs (Rupees Sixty Five Lakhs only) in aggregate, whichever is less, for each financial year.

At the 97<sup>th</sup> Annual General Meeting of the Company held on 3<sup>rd</sup> August, 2023, the Members had approved the payment of commission to Non-Executive Directors are paid remuneration by way of annual commission on the net profits of the Company, shall not exceed one (1%) percent of the net profits of the Company for that year as computed in the manner referred to under Section 198 and all other applicable provisions of the Companies Act, 2013 or amount of ₹ 65 Lakhs (Rupees Sixty Five Lakhs only) in aggregate, whichever is less, for each financial year, for a period of



## NOTICE

consecutive three (3) years from the financial year 2023-24 to 2025-26. In addition to the commission on net profits, the Non-Executive Directors are paid sitting fees for each meeting of the Board or Committees of the Board and meeting(s) of Independent Directors thereof attended by them.

The Company's Non-Executive Directors including Independent Directors are leading professionals with high level of expertise and rich experience in functional areas such as business strategy, financial governance, law, corporate law and governance, research & innovation amongst others. The Company's Non-Executive Directors including Independent Directors have been shaping and steering the long term strategy and make invaluable contributions towards level strategy, monitoring of risk management and compliances.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 14<sup>th</sup> May, 2026, recommended to the Members of the Company, the proposal for remuneration payable to Non-Executive Directors including Independent Directors of the Company, by way of Commission or otherwise, not exceeding one (1%) percent of the net profits of the Company for that year as computed in the manner referred to under Section 198 and all other applicable provisions of the Companies Act, 2013 or an amount not exceeding ₹ 75 Lakhs (Rupees Seventy Five Lakhs only) in aggregate, whichever is less, for each financial year, for a continuous period of five (5) years commencing from the Financial Year 2026-27 to 2030-31 (i.e. from 1<sup>st</sup> April, 2026 to 31<sup>st</sup> March, 2031) effective from Financial Year 2026-27. The payment of commission would be in addition to the sitting fees paid / payable for each meeting of the Board or Committees of the Board and meeting(s) of Independent Directors thereof attended by them as also reimbursement of traveling, lodging and conveyance expenses etc., if any, for attending meetings.

In case of inadequacy of profits and/ or No Profits in any Financial Year, the remuneration by way of Commission shall be paid to each Non-Executive Directors including Independent Directors of the Company for that relevant Financial Year as per the limits specified under Schedule V of the Companies Act, 2013 and the rules framed thereunder, subject to the approval of the Board of Directors of the Company.

The manner and the proportion of which distribution of Commission amongst the Non-Executive Directors including Independent Directors will be determined by the Board of Directors of the Company, from time to time.

All the Non-Executive Directors of the Company and their relatives are interested in the Special Resolution set out at Item No.4 of the accompanying Notice, since it relates to their respective remuneration.

Ms. Jyoti R. Doshi, Non-Executive Director is relative of Mr. Rajas R. Doshi, Chairman & Managing Director and Mr. Mayur R. Doshi, Vice Chairman and Joint Managing Director of the Company and hence all of them are concerned and interested, financially or otherwise, to the extent of the share of Ms. Jyoti R. Doshi, Non-Executive Director, in the Special Resolution set out at Item No.4.

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

### Item No. 5

#### Ratification of remuneration to Cost Auditor for the Financial Year 2026-27.

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 2026-27. 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 ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus GST and reimbursement of out of pocket expenses payable to the Cost Auditor for the financial year ended 31<sup>st</sup> March, 2027 as set out in the resolution at Item No. 5 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. 5 of the Notice.

The Board recommends the above Ordinary Resolution at Item No. 5 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  
(ACS 20646)

#### Registered Office:

Construction House, 2<sup>nd</sup> 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 : 14<sup>th</sup> May, 2026

## NOTICE

### PROFILE OF DIRECTOR 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:

<b>Name of the Director</b>	<b>Ms. Anima B. Kapadia</b> Non-Executive Non-Independent Director
<b>Age</b>	74 Years
<b>Director Identification Number</b>	00095831
<b>Qualifications</b>	B.A., L.L.B. & Solicitor
<b>Date of first appointment</b>	27-07-2001
<b>Nature of expertise in specific functional areas:</b>	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.
<b>Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.</b>	Wide experience in Law and she is an eminent and learned Solicitor.
<b>Terms and Conditions of Appointment / Re-appointment, including remuneration</b>	The approval of the Members is sought for re-appointment of Ms. Anima B. Kapadia as Non-Executive Director of the Company, liable to retire by rotation. 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.
<b>Remuneration last drawn</b>	Sitting fees of ₹ 3,60,000/- and Profit commission of ₹ 10,83,333/- were paid during the year.
<b>Number of meetings of the Board/Committee attended during the year</b>	Board Meetings: 5 (Five) Stakeholders' Relationship Committee meeting(s):1 (One)
<b>Directorships held in Companies (including Foreign Companies and Private Companies)</b>	1. The Indian Hume Pipe Company Limited (Listed) 2. B. A. & Brothers. (EASTERN) Private Limited
<b>Listed entities from which the Director resigned in the past three years</b>	Nil
<b>Disclosure of Relationship between directors inter se:</b>	Not related to any Director/Key Managerial Personnel of the Company.
<b>Chairman / Member of Committees</b>	1. The Indian Hume Pipe Company Limited (Listed) Chairperson of Stakeholders Relationship Committee
<b>Number of Equity Shares held in the Company</b>	1,660 Shares

