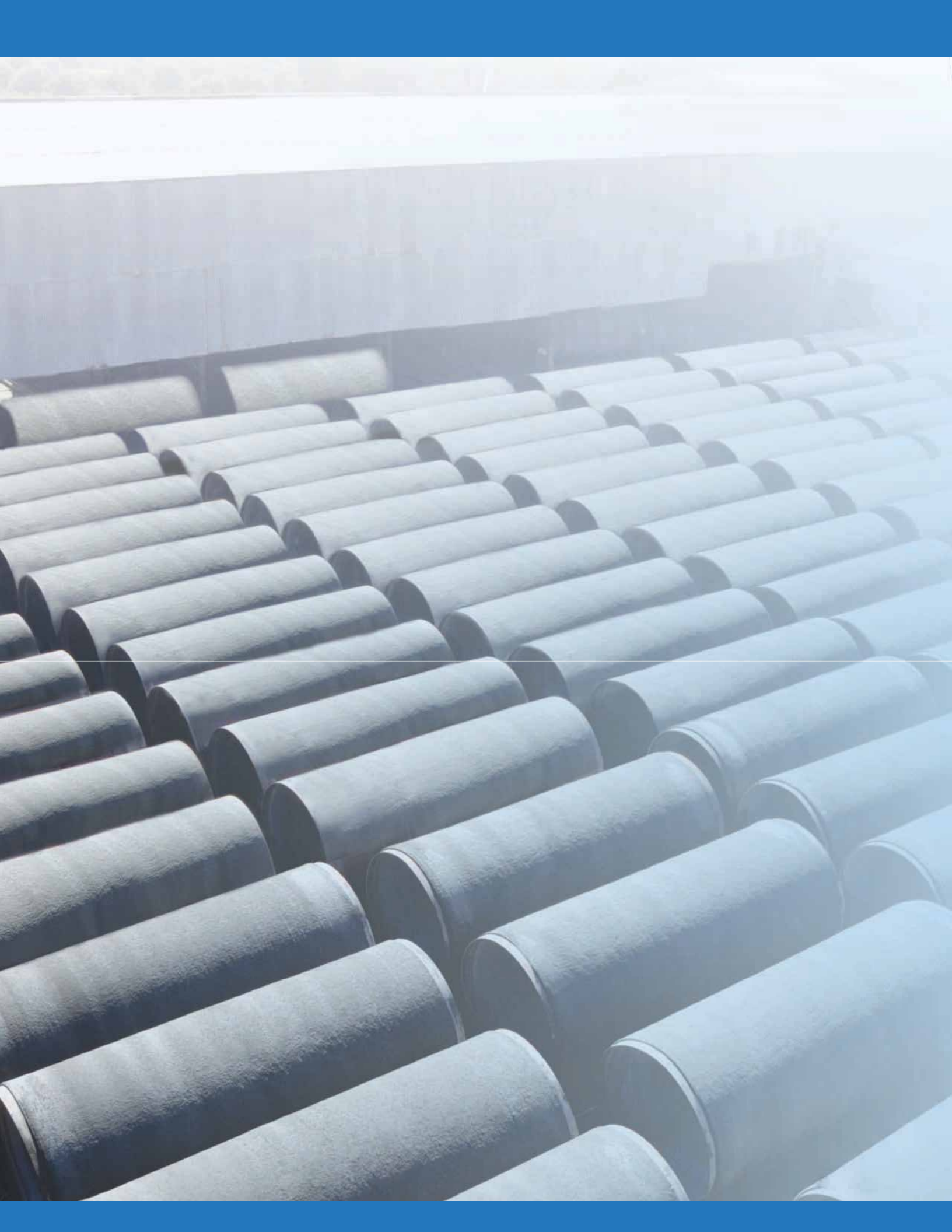




# Indian Hume Pipe

**ANNUAL REPORT**  
**2015 - 16**





<b>Board of Directors</b>	<b>Mr. Rajas R. Doshi</b> <b>Mr. Ajit Gulabchand</b> <b>Ms. Jyoti R. Doshi</b> <b>Mr. Rajendra M. Gandhi</b> <b>Mr. Rameshwar D. Sarda</b> <b>Mr. N. Balakrishnan</b> <b>Ms. Anima B. Kapadia</b> <b>Mr. Vijay Kumar Jatia</b> <b>Mr. P. D. Kelkar</b> <b>Mr. Mayur R. Doshi</b>	<b>: Chairman &amp; Managing Director</b>          <b>: Executive Director</b>
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<b>Company Secretary</b>	<b>Mr. S. M. Mandke</b>
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<b>Chief Financial Officer</b>	<b>Mr. M. S. Rajadhyaksha</b>
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<b>Executives</b>	<b>Mr. P. R. Bhat</b> <b>Mr. Ajay Asthana</b> <b>Mr. G. Pundareekam</b> <b>Mr. Shashank J. Shah</b> <b>Mr. S. P. Makhija</b> <b>Mr. M. N. Gawade</b> <b>Mr. A. B. Joshi</b>	<b>: Vice President</b> <b>: Sr. General Manager</b> <b>: Sr. General Manager</b> <b>: General Manager</b> <b>: General Manager</b> <b>: Chief Internal Auditor</b> <b>: Chief Personnel Manager</b>
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<b>Auditors</b>	<b>M/s. K. S. Aiyar &amp; Co., Chartered Accountants</b> F-7, Laxmi Mills, Shakti Mills Lane, (Off. Dr. E. Moses Road), Mahalaxmi, Mumbai – 400 011
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<b>Solicitors</b>	<b>M/s. Daphtary Ferreira &amp; Divan</b> <b>M/s. Udawadia, Udeshi &amp; Argus</b>
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<b>Bankers</b>	<b>State Bank of India</b> <b>Bank of Baroda</b> <b>State Bank of Hyderabad</b> <b>HDFC Bank Ltd.</b> <b>Corporation Bank</b>
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<b>Registrar and Transfer Agent</b>	<b>M/s. Link Intime India Pvt. Ltd.</b> C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai – 400 078 Tel No. 022-25946970 / 78 Fax No. 022-25946969 email : <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>
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<b>Registered Office</b>	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 : <a href="mailto:info@indianhumepipe.com">info@indianhumepipe.com</a> Website : <a href="http://www.indianhumepipe.com">www.indianhumepipe.com</a> CIN No. : L51500MH1926PLC001255
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<b>Annual General Meeting</b>	<b>Wednesday, 27<sup>th</sup> July, 2016, 4.00 p.m.</b> <b>Walchand Hirachand Hall,</b> Indian Merchants' Chamber Building, 4 <sup>th</sup> Floor, Indian Merchants' Chamber Marg, Churchgate, Mumbai – 400 020
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## **CONTENTS**

<b>Notice</b>	<b>2</b>
<b>Route Map of AGM Venue</b>	<b>9</b>
<b>Management Discussion and Analysis Report</b>	<b>10</b>
<b>Directors' Report</b>	<b>18</b>
<b>Secretarial Auditors' Report</b>	<b>28</b>
<b>Corporate Governance Report</b>	<b>39</b>
<b>Auditors' Certificate on Corporate Governance</b>	<b>50</b>
<b>Independent Auditors' Report</b>	<b>51</b>
<b>Balance Sheet</b>	<b>56</b>
<b>Statement of Profit and Loss</b>	<b>57</b>
<b>Cash Flow Statement</b>	<b>58</b>
<b>Significant Accounting Policies</b>	<b>59</b>
<b>Notes to Financial Statements</b>	<b>62</b>
<b>Important Financial Statistics</b>	<b>82</b>



## NOTICE

NOTICE is hereby given that the NINETIETH ANNUAL GENERAL MEETING of the Company will be held as scheduled below :-

DAY : Wednesday  
DATE : 27th July, 2016  
TIME : 4.00 P. M.  
PLACE : Walchand Hirachand Hall, Indian Merchants' Chamber Building, 4th floor, Indian Merchants' Chamber Marg, Churchgate, Mumbai – 400 020

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To confirm the payment of Interim Dividend as final dividend, for the financial year ended 31st March, 2016.
3. To appoint a Director in place of Mr. Mayur R. Doshi (DIN 00250358), who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the members at the Eighty Ninth Annual General Meeting of the Company held on 4th August, 2015, the re-appointment of M/s. K. S. Aiyar & Co., Chartered Accountants, Mumbai (Firm Registration No.100186W) as the Auditors of the Company, for a term of 2 years, i.e. till the conclusion of the 91st Annual General Meeting (AGM) of the Company to be held in the year 2017, which was subject to ratification at every AGM, be and is hereby ratified to hold office from the conclusion of this AGM till the conclusion of the 91st AGM of the Company to be held in the year 2017, to do Statutory Audit of the Company's accounts including its branches for the financial year 2016-17, on a remuneration as may be fixed by the Board of Directors of the Company and that they be paid, in addition, Service Tax and reimbursement of out of pocket and / or travelling expenses they may incur in carrying out their duties as such Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution”.

### SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:  
“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and the Articles of Association of the Company and subject to such other approvals / sanctions as may be necessary, the Company hereby accords its consent and approval to the re-appointment of

Mr. Mayur R. Doshi (DIN 00250358) as the Executive Director of the Company for a further period with effect from 1st April, 2016 to 30th June, 2019 on the remuneration, perquisites and allowances and on other terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the draft Agreement to be entered into between the Company and Mr. Mayur R. Doshi, a copy whereof initialled by a Director of the Company for the purpose of identification is placed before this meeting which draft agreement is hereby specifically approved with liberty and power/authority to the Board of Directors (on the recommendation of Nomination and Remuneration Committee and subject to approval of the Audit Committee) to increase, alter or vary the terms of the remuneration, perquisites and allowances including monetary value thereof as set out in the Agreement at any time and from time to time and in such manner as the Board of Directors may deem fit and as may be agreed to between the Board and Mr. Mayur R. Doshi so as not to exceed the maximum limit for the payment of remuneration specified under the Companies Act, 2013 read with relevant Rules thereunder and Schedule V including any re-enactments / amendments thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorised to do all acts, deeds, matters and things as the Board of Directors may in its absolute discretion deem necessary and proper in the best interest of the Company.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and Rules thereunder, the Board of Directors be and are hereby authorised to appoint Branch Auditors for auditing accounts of branches of the Company for the financial year 2016-17, on such terms and conditions, as they may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable and expedient to give effect to this resolution.”

7. 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 provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the set of Articles of Association place before the Members, be and is hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

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.”



## NOTICE

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any amendments thereto or any statutory modification(s) or re-enactment thereof, for the time being in force) the remuneration payable to Mr. Vikas Vinayak Deodhar, Cost Accountant having Membership No.3813 who was appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year 2016-17, amounting to ₹ 1,20,000/- (Rupees One Lac Twenty Thousand only) as also the payment of Service Tax 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.”

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

**S. M. Mandke**  
Company Secretary

### Registered Office:

Construction House, 2<sup>nd</sup> floor,  
5, Walchand Hirachand Road,  
Ballard Estate, Mumbai - 400 001

Date : 19<sup>th</sup> May, 2016

### NOTES:-

- (1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

**PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.**

**THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith.**

- (2) **MEMBERS/PROXIES SHOULD BRING THE ATTENDANCE SLIP DULY FILLED IN FOR ATTENDING THE MEETING ALONGWITH COPY OF ANNUAL REPORT FOR 2015-16.**
- (3) Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a duly certified copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.

- (4) 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.
- (5) A Route Map showing the directions to reach the venue of the Annual General Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards – 2 on ‘General Meeting’.
- (6) The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 20th July, 2016 to Wednesday, 27th July, 2016 (both days inclusive) for the purpose of Annual General Meeting.
- (7) The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business under item Nos. 5 to 8 above, to be transacted at the meeting is annexed hereto and forms part of this Notice.
- (8) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.

The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.

- (9) The Interim Dividend of ₹ 3.20 per share of ₹ 2/- each on 2,42,23,585 Equity Shares for the financial year ending 31-03-2016 was declared by the Board of Directors at their meeting held on 11th March, 2016 and the same was paid to all the shareholders on 28th March, 2016. The aforesaid Interim Dividend shall be declared as final Dividend for the year ended 31st March, 2016.
- (10) Shareholders who hold Shares in dematerialised form may please note that as advised by the Securities and Exchange Board of India, the Company will mandatorily print the Shareholder(s) Bank Account details as furnished by the respective Depositories to the Company on the dividend warrants.
- In order to avoid the risk of loss/interception of dividend warrants in postal transit and/or fraudulent encashment of dividend warrants, the shareholders are advised to avail of ECS facility, whereby the dividend amount will be directly credited to their respective Bank Accounts electronically. This will also ensure speedier credit of dividend. You may write to the Company's Registrar & Share Transfer Agent or your Depository Participants directly to avail benefit of this service / facility.
- (11) 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 procure the prescribed form from the Registrar & Share Transfer Agents, M/s. Link Intime India Pvt. Ltd or may download from the Company's website [www.indianhumepipe.com](http://www.indianhumepipe.com).
- (12) Electronic copy of the Notice of the 90th Annual General Meeting of the Company including copy of the Annual Report for 2015-16 inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email addresses are registered with the Depository Participant(s) or if in physical form where email addresses registered with the Company for communication purposes unless any member has requested for

## NOTICE

a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Annual Report 2015-16 is being sent in the permitted mode.

### (13) Appointment of Director:

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Mayur R. Doshi, Executive 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 Director retiring by rotation at the ensuing Annual General Meeting of the Company.

Mr. Mayur R. Doshi (37) is a graduate in Electronics Engineering from Mumbai University and holds Masters Degree in Computer Science from University of Southern California, Los Angeles, USA. He is associated with the Company as Director since 2007. He is also a Director of IHP Finvest Ltd., Ratanchand Investment Pvt. Ltd., Ratanchand Hirachand Foundation, Walchand Hirachand Foundation and Smt. Pramila Shantil Shah Charity Foundation. He is Trustee of Walchand Trust. He is member of Risk Management Committee of the Company and Stakeholders Relationship Committee of IHP Finvest 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 86,035 Shares of the Company.

Details under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of Director seeking appointment at the Annual General Meeting is provided in the Explanatory Statement to the AGM Notice.

### (14) There are six Independent Directors on the Board of the Company viz., Mr. Ajit Gulabchand, Mr. Rajendra M. Gandhi, Mr. Rameshwar D. Sarda, Mr. N. Balakrishnan, Mr. Vijay Kumar Jatia and Mr. P. D. Kelkar. All the Independent Directors had been appointed vide members resolution in terms of provisions of the Companies Act, 2013.

The Company has received declarations from all the above Independent Directors stating that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors of your 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 made thereunder and also meet the requirement of Listing Regulations for being appointed as Independent Directors on the Board of the Company and are also independent of the management.

### (15) Members may also note that the Notice of the 90th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website [www.indianhumepipe.com](http://www.indianhumepipe.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on any working days upto the date of the AGM.

### (16) Even after registering for e-communication, members are entitled to receive such communication in physical form free of cost upon making a request for the same. For any communication,

the members may also send requests to the Company's email id: [investorsgrievances@indianhumepipe.com](mailto:investorsgrievances@indianhumepipe.com)

### (17) Members wishing to claim dividends, which remain unclaimed are requested to contact with M/s. Link Intime India Pvt. Ltd., Registrar & Share Transfer Agent of the Company. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF).

We therefore request the members who have not yet encashed their dividend warrants for the financial year 2008-09 and onwards to contact the Company's Registrar and Transfer Agent, M/s. Link Intime India Pvt. Ltd. claiming dividends declared by the Company for the said financial years.

It may be noted that unpaid 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
2008-09	27-07-2009	01-08-2009	01-09-2016
2009-10	29-07-2010	01-08-2010	01-09-2017
2010-11	27-07-2011	01-08-2011	01-09-2018
2011-12	25-07-2012	30-07-2012	31-08-2019
2012-13	25-07-2013	30-07-2013	31-08-2020
2013-14	25-07-2014	30-07-2014	31-08-2021
2014-15	04-08-2015	06-08-2015	08-09-2022

### (18) To support the "GREEN INITIATIVE" of the Government and enable the Company to send Annual Reports, Notices, documents, communications and dividend payment intimation to the Members Email Ids in electronic form 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 "Financials – Corporate Governance" and submit the same to Registrar & Share Transfer Agent, M/s. Link Intime India Pvt. Ltd. The Shareholders holding shares in demat mode are requested to approach their Depository Participants for registering their Email Ids and Bank details.

### (19) Members are requested to immediately notify change in their registered address, E-mail Ids, if any, to the Secretarial Department of the Company or Registrar & Share Transfer Agent of the Company, M/s. Link Intime India Pvt. Ltd., for shares held in physical mode. For shares held by the Members in demat mode they are requested to immediately notify change in their registered address, E-mail Ids, Bank details etc. if any, to their respective Depository Participant(s).

### (20) Non-Resident Indian Members are requested to write to M/s. Link Intime India Pvt. Ltd., immediately for change in their residential status on return to India for permanent settlement.

### (21) Voting through electronic means

(i) In compliance with provision of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and sub-regulation (1) & (2) of regulation 44 of SEBI Listing



## NOTICE

Regulations, the Company is pleased to provide members facility to exercise their right to vote at the 90th AGM by electronic means and the business may be transacted through e-voting service provided by National Securities Depository Limited (NSDL):

The Instructions for e-voting are as under:

A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:

- (i) Open email and open PDF file viz "IHP E-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the Password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of The Indian Hume Pipe Company Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholder (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. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail to [ihpscrutinizer@indianhumpipe.com](mailto:ihpscrutinizer@indianhumpipe.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company / Depository Participant(s) or requesting physical copy):

- (i) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM:

EVEN Remote (E-Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above to cast vote.
- (II) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholder and e-voting user manual for shareholder available at the Download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- (III) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (IV) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (V) The e-voting period commences on Saturday, 23rd July, 2016 (9.00 a.m.) and ends on Tuesday, 26th July, 2016 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Wednesday, 20th July, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (VI) The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of Wednesday, 20th July, 2016.
- (VII) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, 20th July, 2016 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Wednesday, 20th July, 2016 only shall be entitled to avail with the facility of remote e-voting or voting at the AGM through ballot paper.

Mr. J. H. Ranade, Proprietor M/s. J. H. Ranade & Associates, Practising Company Secretary (Membership No. 4317 and Certificate of Practice No. 2520) has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.



## NOTICE

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.indianhumepipe.com](http://www.indianhumepipe.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be uploaded on the BSE Listing Portal and on the NSE NEAPS Portal.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e Wednesday, 27th July, 2016.

- (22) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours on all working days between 11.00 a.m. and 1.00 p.m. except Sunday and Holidays, up to and including the date of the AGM of the Company.

### ANNEXURE TO THE NOTICE

#### Item No.4

The Members of the Company had, at the 89th Annual General Meeting held on 4<sup>th</sup> August, 2015, had approved the re-appointment of M/s. K. S. Aiyar & Co., Chartered Accountants, Mumbai, (Firm Registration No.100186W) as Auditors, to hold office from the conclusion of that AGM until the conclusion of the 91st AGM (subject to ratification of the appointment by the Members at every AGM held after that AGM).

The Companies (Audit and Auditors) Rules, 2014, states that appointment of the auditor shall be subject to ratification by the members at every AGM till the expiry of the term of the Auditor.

In view of the above, the existing appointment of M/s. K. S. Aiyar & Co., Chartered Accountants, Mumbai covering the period from the conclusion of this ensuing AGM until the conclusion of the next AGM to be held in the year 2017, is being placed for members' ratification.

The Board recommends the passing of the Ordinary Resolution at Item No.4 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No.4 of this Notice.

### EXPLANATORY STATEMENT

#### Pursuant to Section 102 of the Companies Act, 2013

#### Item No.5

The members had, at the 86th Annual General Meeting of the Company held on 25th July, 2012, approved the appointment of Mr. Mayur R. Doshi as the Executive Director of the Company and approved the terms of remuneration from 28th May, 2012 to 31st March, 2016.

Further the Board on the recommendation of Nomination and Remuneration Committee and approval of the Audit Committee has re-appointed Mr. Mayur R. Doshi as an Executive Director of the Company with effect from 1st April, 2016 to 30th June, 2019 subject to the approval of the Shareholders at the ensuing Annual General Meeting.

Mr. Mayur R. Doshi (37) is a graduate in Electronics Engineering from Mumbai University and holds Masters Degree in Computer Science from University of Southern California, Los Angeles, USA. Before joining the Company

in 2007, he was working in Siebel Systems and Oracle Corporation, San Francisco, USA for 2 ½ years. Mr. Mayur R Doshi was appointed as General Manager of the Company w.e.f.3rd December, 2007. He was promoted as Vice-President w.e.f. 1st November, 2011. He was instrumental in setting up and implementing ERP modules for the Company. He is spearheading the Company's businesses particularly in Maharashtra, Gujarat & Karnataka and R & D division and had played pivotal role in crossing ₹ 1,000 Crores turnover mark for the Company in 2014-15. He is also actively involved in selection, negotiations and finalization of Development Agreements with Developers for the development of Company's underutilized lands.

Taking into consideration the duties and responsibilities of the Executive Director, the prevailing managerial remuneration in industry and on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, the Board at its meeting held on 29th January, 2016 approved the remuneration, terms and conditions of the re-appointment of Mr. Mayur R. Doshi, subject to approval of the shareholders on remuneration including minimum remuneration and on terms and conditions given hereunder :

- A. Name and Designation :  
Mr. Mayur R. Doshi, Executive Director.
- B. Period :  
From 1st April, 2016 to 30th June, 2019
- C. Remuneration :
- (i) Salary - ₹ 4,50,000/- per month  
(in the scale of ₹ 4,50,000 – ₹ 75,000 – ₹ 6,75,000)
  - (ii) Commission: The Executive Director will be paid in addition to salary, perquisites and allowances a commission at a rate not exceeding 2%, of the net profits of the Company in a particular financial year, as may be determined by the Nomination and Remuneration Committee and Board of Directors of the Company at the end of each financial year subject to the overall ceilings on the managerial remuneration laid down under Section 197, 198 and Schedule V of the Companies Act, 2013.





## NOTICE

### (iii) Perquisites & Allowances

In addition to the salary and commission payable, the Executive Director shall also be entitled to perquisites and allowances like free furnished residential accommodation special allowance, other allowance(s), reimbursement of actual medical expenses incurred in India and / or abroad for himself and his family including hospitalization, payment of insurance premium towards domestic medical insurance policy and reimbursement of expenses for utilities such as gas, electricity, water, furnishing, repairs, other allowances, fees of clubs including admission / entry fees, personal accident insurance, and in the case of medical treatment abroad, the air fare, boarding/ lodging, travel etc. for self and family and attendant, leave travel allowance for self and his family and such other perquisites and allowances in accordance with the rules of the Company or as may be recommended by the Nomination and Remuneration Committee and approved by Board of Directors. However, such perquisites and allowances will be in aggregate subject to maximum of 125% of the annual salary.

For the purpose of calculating the above ceiling, perquisites and other allowances shall be evaluated as per the Income-Tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- (a) The Company shall provide Company maintained car with driver / reimbursement expenses of driver for use by the Executive Director in connection with the performance of his duties as the Executive Director and shall also provide at his residence telephones (including payment for local calls and long distance official calls), reimbursement of Mobile phones expenses & outgoings, telefax and other communication facilities. These provisions shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
- (b) The Executive Director will be entitled for privilege leave on full pay and allowances and / or encashment of leave thereof as per the rules of the Company.
- (c) The following perquisites shall not be included in the computation of ceiling on remuneration specified above:
  - i) Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund as per the rules of the Company to the extent these either singly or put together are not taxable under the Income-Tax Act;
  - ii) Gratuity payable as per the rules of the Company.
  - iii) Encashment of leave at the end of the tenure.
- D) The Company may provide its owned furnished flat on rent to the Executive Director for his residential accommodation in lieu of providing free furnished residential accommodation. This will not be treated as perquisite. Further the Executive Director will be paid house rent allowance.
- E) Minimum remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Company shall pay him remuneration by

way of salary, perquisites and allowances as specified above, as per relevant provisions including Schedule V of the Companies Act, 2013.

Article 186A(b) of the Articles of Association of the Company inter alia provides that a whole time director of the Company shall not, while he continues to hold that office, be subject to retirement by rotation. Mr. Mayur R. Doshi is being appointed as whole time director and under the said Article 186A, he would not be liable to retire by rotation. However, under Section 6 of the Companies Act, 2013 the provisions of the Act will have effect notwithstanding anything to the contrary contained in the Articles of Association of the Company. For the purpose of compliance with Section 152 of the Companies Act, 2013 and for determining the director whose period of office is liable to determination by retirement by rotation, the Board at its meeting held on 29th January, 2016 took note of the consent given by Mr. Mayur R. Doshi being longest in office, to retire by rotation at the ensuing AGM of the Company for the purpose of compliance of Section 152(6)(a) of the Companies Act, 2013. Such re-appointment as director retiring by rotation shall not constitute break in his appointment as Executive Director of the Company.

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 and Stakeholders Relationship Committee of IHP Finvest Ltd., Holding Company.

Mr. Mayur R. Doshi holds 86,035 Shares of the Company.

As the terms of re-appointment and the remuneration proposed are in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V of the said Act, Central Government approval is not required for his re-appointment.

The draft Agreement between Mr. Mayur R. Doshi and the Company is available for inspection to the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days up to the date of the 90th AGM of the Company.

Mr. Mayur R. Doshi is interested in the resolution. Mr. Rajas R. Doshi, Chairman & Managing Director and Ms. Jyoti R. Doshi, Non-Executive Non-Independent Director and Promoters of the Company are related to Mr. Mayur R. Doshi being their son and are therefore concerned and interested, in the resolution set out at Item No.5.

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

The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the shareholders.

### Item No.6 :

Section 143 of the Companies Act, 2013 and the Rules thereunder provides for appointment of Branch Auditors to do the audit of the Branches of the Company. The Board recommends the resolution authorising board to appoint Branch Auditors for the financial year 2016-17, as may be decided by the Board.

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

## NOTICE

### Item No.7 :

The present Articles of Association of the Company were originally adopted when the Company was incorporated under the Companies Act, 1913.

The Articles of Association were amended from time to time in accordance with the provisions of the Companies Act, 1956. With the introduction of Companies Act, 2013, it is proposed to wholly substitute the existing Articles of Association of the Company with a new set of Articles of Association to make it consistent with the provisions of Companies Act, 2013 including the Rules framed thereunder.

A copy of the proposed set of new Articles of Association of the Company is available for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except Sunday and holidays up to the date of the Annual General Meeting and during the Annual General Meeting.

The Board recommends the Special Resolution set out at Item No.7 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.7 of the Notice.

### Item No.8 :

The Board of Directors on the recommendation of the Audit Committee approved the appointment of Mr. Vikas Vinayak Deodhar, Cost Accountant, Membership No.3813 to conduct the audit of the cost records of the Company for the financial year 2016-17.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 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 payable to the Cost Auditors for the financial year 2016-17 as set out in the resolution at Item No.8 of the Notice.

The Board recommends the above Ordinary Resolution at Item No.8 for your approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No.8 of the Notice.

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

**S. M. Mandke**  
Company Secretary

**Registered Office:**  
Construction House, 2<sup>nd</sup> floor,  
5, Walchand Hirachand Road,  
Ballard Estate, Mumbai - 400 001

Date : 19<sup>th</sup> May, 2016

### IMPORTANT COMMUNICATION TO MEMBERS

1. **The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notices / documents including Annual Reports etc. can be sent by e-mail to its members.**

To support the “GREEN INITIATIVE” of the Government and enable the Company to send in electronic form Annual Reports, Notices, documents, communications and dividend payment intimation to the Members’ 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.indianhumpipe.com](http://www.indianhumpipe.com) in “Financials – Corporate Governance” and submit the same to Registrar & Share Transfer Agent, M/s. Link Intime India Pvt. Ltd. The Shareholders holding shares in demat mode are requested to approach their Depository Participants for registering email ids and Bank details.

Continuing the “GREEN INITIATIVE” this Annual Report is printed on recycled papers except the cover and back page.

2. **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 97.55% 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. Link Intime India Pvt. Ltd., Registrar Transfer Agent for assistance in this regard.

