

# THE INDIAN HUME PIPE CO. LTD.

**Registered Office:** Construction House, 2<sup>nd</sup> Floor, 5, Walchand Hirachand Road, Ballard Estate, Mumbai - 400 001. INDIA  
**Tel.:** +91-22-22618091, +91-22-40748181 **Fax:** +91-22-22656863 **E-mail:** [info@indianhumpipe.com](mailto:info@indianhumpipe.com)  
**Website:** [www.indianhumpipe.com](http://www.indianhumpipe.com) **CIN:** L51500MH1926PLC001255

## NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members

Notice is hereby given to the Members ("the Members or the Shareholders") that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 ("Act") and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022 and 11/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), that The Indian Hume Pipe Company Limited ("Company") is seeking the consent of its members by way of special resolution for the matter more specifically provided in the appended special resolution proposed to be passed through Postal Ballot by way of remote e-voting only ("remote e-voting").

In compliance with the requirements of the MCA Circulars, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will take place through the remote e-voting system. The physical Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will therefore not be sent to the members for this Postal Ballot.

The Board of Directors of the Company has appointed Mr. J. H. Ranade, Membership No.F 4317 & Certificate of Practice No.2520 or failing him Mr. Sohan J. Ranade, Membership No. A 33416 & Certificate of Practice No.12520 or failing him Ms. Tejaswi P. Jugal, Membership No. A 29608 & Certificate of Practice No.14839 (any one of them), Partners of JHR & Associates, Company Secretaries as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The Explanatory Statement pursuant to Sections 102 and 110 of the Act, pertaining to the said Resolution, setting out material facts and the reasons for the Resolution, is also annexed. The members are requested to peruse the proposed Resolution, along with the Explanatory Statement and thereafter record their assent ("FOR") or dissent ("AGAINST") on the proposed resolution through the remote e-voting process not later than 5:00 p.m. (IST) on Saturday, 25<sup>th</sup> March, 2023, failing which it will be considered that no reply has been received from the Member.

### SPECIAL BUSINESS:

**Re-appointment of Ms. Sucheta N. Shah as an Independent Woman Director of the Company:**

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

**"RESOLVED THAT** Ms. Sucheta N. Shah (DIN 00322403), the Independent Woman Director of the Company, who holds office up to 11<sup>th</sup> February, 2023, was appointed as an Additional Director (Non-Executive, Independent Woman Director) of the Company, with effect from 12<sup>th</sup> February, 2023, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 ("Act") read with the Articles of Association of the Company, who is eligible for re-appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, provisions of Articles of Association and based on the recommendation of the Nomination and Remuneration Committee of the Company, the re-appointment of Ms. Sucheta N. Shah (DIN 00322403), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for re-appointment as a Non-Executive Independent Woman Director of the Company for the second consecutive term from 12<sup>th</sup> February, 2023 till the date of holding of 101<sup>st</sup> AGM of the Company to be held in the year 2027 and she shall not be liable to retire by rotation, be and is hereby approved.

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

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

**S. M. Mandke**

Vice President - Company Secretary

### 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@indianhumpipe.com](mailto:info@indianhumpipe.com)  
Website : [www.indianhumpipe.com](http://www.indianhumpipe.com)  
CIN No. : L51500MH1926PLC001255

Date : 9<sup>th</sup> February, 2023  
Place : Mumbai

## NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto and forms part of this Notice.
2. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment as Non-Executive Independent Woman Director are annexed to this Notice.
3. The Notice in electronic form is sent only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on Friday, 17<sup>th</sup> February, 2023 (the "Cut-Off Date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants.
4. 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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer by email to [jhr@jhrasso.com](mailto:jhr@jhrasso.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and SEBI circular dated 9<sup>th</sup> December, 2020 in relation to e-voting facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its members.
6. Members holding shares in dematerialised mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 at [investors@indianhumepipe.com](mailto:investors@indianhumepipe.com) along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as prescribed in the Form ISR-1 is available on the website of the Company at [www.indianhumepipe.com](http://www.indianhumepipe.com).
7. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on Friday, 17<sup>th</sup> February, 2023 being the Cut-off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-off date, can cast their vote electronically. A person who is not a member as on Friday, 17<sup>th</sup> February, 2023 i.e. the cut-off date, should treat this Notice for information purpose only.
8. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
9. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
10. Postal Ballot (remote e-voting) commences on Friday, 24<sup>th</sup> February, 2023 (9.00 a.m. IST) and ends on Saturday, 25<sup>th</sup> March, 2023 (5.00 p.m. IST). At the end of the e-voting period, the facility shall forthwith be blocked and e-voting shall not be allowed beyond the said date and time.
11. The proposed special resolution, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be 25<sup>th</sup> March, 2023. The special resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
12. This Notice shall also be available on the website of the Company at [www.indianhumepipe.com](http://www.indianhumepipe.com), websites of the stock exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively, and on the website of Central Depository Services (India) Limited ("CDSL") at [www.evotingindia.com](http://www.evotingindia.com)
13. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [investors@indianhumepipe.com](mailto:investors@indianhumepipe.com)
14. The Scrutinizer after scrutinizing the votes cast through remote e-voting will make a Scrutinizer's Report of the votes cast in favour or against, if any, and forthwith submit his report to the Chairman or the Company Secretary of the Company.
15. The result of the voting on resolution by postal ballot and remote e-voting will be declared by the Chairman & Managing Director of the Company or the authorized person on or before 27<sup>th</sup> March, 2023. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.indianhumepipe.com](http://www.indianhumepipe.com)) and on the website of NSDL immediately after the declaration of the results and the same will be communicated to the BSE Limited and the National Stock Exchange of India Limited.
16. The instructions and other information relating to e-voting are as under:

### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting 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>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</li> <li>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>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 .</li> <li>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><b>NSDL Mobile App is available on</b></p>    </div>
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. 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.

**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.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - 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.co.in](mailto:evoting@nsdl.co.in) 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.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home Page of e-Voting. Click on E- Voting . Then , click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies “ EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of The Indian Hume Pipe Company Limited
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. 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.
2. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager – NSDL at [amitv@nsdl.co](mailto:amitv@nsdl.co) or at [evoting@nsdl.co](mailto:evoting@nsdl.co)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolution 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 Agents of the Company “Link Intime India Private Limited (LIPL)” at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
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 Agents of the Company “Link Intime India Private Limited (LIPL)” at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). 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 for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> December, 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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013 SETTING OUT THE MATERIAL FACTS CONCERNING ITEMS OF SPECIAL BUSINESS:**

In terms of the provisions of Section 102 and 110 of the Companies Act, 2013, Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following statement sets out the material facts relating to the resolution to be passed as mentioned in the accompanying Notice.

Ms. Sucheta N. Shah was appointed as a Non-Executive Independent Woman Director of the Company, for a period of 3 (three) years, with effect from 12<sup>th</sup> February, 2020 to 11<sup>th</sup> February, 2023, in terms of the provisions of Section 149 of the Act and Regulation 16(1)(b), 17 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Accordingly, the first term of three years of Ms. Sucheta N. Shah, as a Non-Executive Independent Woman Director of the Company, is due to expire on 11<sup>th</sup> February, 2023.

Based on the skills, competence and expertise she has gained in the field of finance and business management, contribution in the Board and Committee meetings and based on the performance evaluation, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the re-appointment of Ms. Sucheta N. Shah would be beneficial to the Company.

Accordingly, the Board of Directors, at their meeting held on 9<sup>th</sup> February, 2023, has re-appointed Ms. Sucheta N. Shah as an Additional Director with effect from 12<sup>th</sup> February, 2023, and recommended her re-appointment as a Non-Executive Independent Woman Director for a second consecutive term from 12<sup>th</sup> February, 2023 till the date of holding of 101<sup>st</sup> AGM of the Company to be held in the year 2027, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

The Company has, received a notice in writing from a Member, in terms of Section 160(1) of the Act, proposing her candidature for the office of Director.

The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Ms. Sucheta N. Shah has also confirmed that she is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given her consent to act as a Director of the Company. There is no inter se relationship between her and any other members of the Board and Key Managerial Personnel of the Company.

In the opinion of the Board, Ms. Sucheta N. Shah is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, as amended, and is independent of the management of the Company.

The terms and conditions of re-appointment of Ms. Sucheta N. Shah are available for inspection by the Members at the Registered Office of the Company during business hours on all working days, upto the last date of remote e-voting.

**Brief profile of Ms. Sucheta N. Shah is as follows:**

Ms. Sucheta N. Shah has done her Masters in Management (Finance) from S P Jain Institute of Management, Mumbai with specialization in Finance and B.Com from Sydenham College of Commerce and Economics, Mumbai.

She is the Promoter Director of Atlas Integrated Finance Limited. They are into Wealth Management and also cover the entire gamut of financial services since last 25 years.

She is currently an Independent Woman Director on the Board of :

- The Indian Hume Pipe Co. Limited – (Listed)
- Infopark Properties Limited ( A subsidiary of Tata Realty)
- Jayant Agro- Organics Limited – (Listed)
- ISHEDU AGROCHEM Private Limited
- Automark Motors Private Limited
- Landmark Cars Limited – (Listed)

She was on the Board of Tata Housing Development Company Limited as an Independent Director from 31/03/2015 till 28/09/2021.

She is also on the Advisory Board of EthicsIndia Ltd of the Legasis Group.

She was the Chairperson of the FICCI MSME Maharashtra (2018-2020).

She has been associated with FICCI Ladies Organisation (FLO) since 2003.

She was the Chairperson of the FICCI Ladies Organisation (FLO) Mumbai Chapter for the year 2011-12 when she launched the project, SWAYAM- a support cell for Woman Entrepreneurs and took it to the National level'.

She was the Founder Director of Grameen Initiative For Woman from a Section 8 Company. The main objective is upliftment of Woman in our society (2008-2019).

She was a Director with Patan Co-operative Bank for 10 years from 1999-2009 and managed their debt investments. She was managing Merchant Banking operations at Chaturvedi & Shah, Chartered Accountants (1990-1995).

Ms. Sucheta N. Shah is presently the member of the Stakeholders' Relationship Committee of the Company. The details of directorship held by Ms. Sucheta N. Shah in other companies and other details are given in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Ms. Sucheta N. Shah as a Non-Executive Independent Woman Director is now being placed before the Members for their approval by way of a Special Resolution. The Board recommends the Special Resolution as set out in this Notice for approval of the Members.

Except Ms. Sucheta N. Shah and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Special Resolution set out in this Notice.

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

**S. M. Mandke**  
Vice President - Company Secretary

**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

Date : 9<sup>th</sup> February, 2023

Place : Mumbai

**Annexure:****DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT**

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 re-appointed is given below:

<b>Name of the Director</b>	Ms. Sucheta N. Shah
<b>Age</b>	56 Years
<b>Director Identification Number</b>	00322403
<b>Qualifications</b>	B.Com, M.B.A ( Finance)
<b>Date of first appointment</b>	12-02-2020
<b>Nature of expertise in specific functional areas:</b>	Business Management and Finance.
<b>Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.</b>	Wide experience in Business Management and Finance.
<b>Terms and Conditions of Appointment / Re-appointment, including remuneration</b>	Re-appointment as Non-executive Independent Woman Director for the second consecutive term from 12 <sup>th</sup> February, 2023 till the date of holding of 101 <sup>st</sup> AGM of the Company to be held in the year 2027, not liable to retire by rotation.  Sitting fees for attending meetings of the Board, Committee meetings, where she is a member and meeting of Independent Directors and Profit Commission, as determined by the Board of Directors and approved by the shareholders.
<b>Remuneration last drawn (as on the date of this Notice)</b>	Sitting fees of Rs.4,80,000/- and Profit commission of Rs.10,83,333/- were paid from 1 <sup>st</sup> April, 2022 to 9 <sup>th</sup> February, 2023.
<b>Number of meetings of the Board/Committee attended during the year (as on the date of this Notice)</b>	Board Meetings: 7 (Seven) Stakeholders' Relationship Committee meetings: 1 (One)
<b>Directorships held in Companies (including Foreign Companies and Private Companies)</b>	1. Jayant Agro-Organics Limited (Listed) 2. Atlas Integrated Finance Limited 3. Atlas Wealth Management Private Limited 4. IHSEDU Agrochem Private Limited 5. Landmark Cars Limited (Listed) 6. Automark Motors Private Limited 7. The Indian Hume Pipe Company Limited (Listed) 8. Infopark Properties 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. Jayant Agro-Organics Limited (Listed) – Chairperson of Stakeholders Relationship Committee – Member of Audit Committee 2. The Indian Hume Pipe Company Limited (Listed) – Member of Stakeholders Relationship Committee 3. IHSEDU Agrochem Private Limited – Member of Audit Committee – Member of Nomination & Remuneration Committee 4. Landmark Cars Limited (Listed) – Chairperson of Audit Committee – Member of Nomination & Remuneration Committee 5. Infopark Properties Limited – Chairperson of Risk Management Committee – Member of Audit Committee – Member of Nomination & Remuneration Committee
<b>Number of Equity Shares held in the Company</b>	NIL