



The Indian Hume Pipe Co. Ltd.

Registered Office : Construction House, 5, Walchand Hirachand Road, Ballard Estate, Mumbai - 400 001. INDIA
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CIN : L51500MH1926PLC001255

HP/SEC/ **3399**

5th January, 2019

1. BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Round Bldg., Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400001
2. National Stock Exchange of India Ltd.
Exchange Plaza,
5th Floor, Plot No. C/1, G-Block,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400051

Dear Sirs,

Sub: Compliance with Regulation 27(2) of SEBI Listing Regulation, 2015

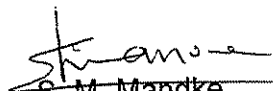
Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 we are enclosing compliance report on Corporate Governance of the Company for the quarter ended 31st December, 2018.

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For The Indian Hume Pipe Company Limited,



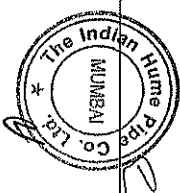

S. M. Mandke
Company Secretary
FCS-2723

Encl: As above.

The Indian Hume Pipe Company Limited

Corporate Governance Report for the quarter ended 31st December, 2018

II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) s	
1. Audit Committee	Mr. Rajendra M. Gandhi Mr. Rameshwar D. Sarda Mr. Vijay Kumar Jatia Mr. P. D. Kelkar	Independent – Chairman of the Committee Independent Independent Independent	
2. Nomination & Remuneration Committee	Mr. N. Balakrishnan Ms. Anilma B. Kapadia Mr. Vijay Kumar Jatia Mr. Rajendra M. Gandhi Mr. Rajas R. Doshi	Independent – Chairman of the Committee Non-Executive – Non-Independent Independent Independent Executive – Non-Independent	
3. Risk Management Committee (if applicable)	Mr. Rajas R. Doshi Mr. Mayur R. Doshi Mr. P. D. Kelkar Mr. P. R. Bhat Mr. M. S. Rajadhyaksha	Executive - Non-Independent - Chairman of the Committee Executive - Non-Independent Independent Non-Board Member – Vice President Non-Board Member – CFO	} Although applicable to Top-100 listed entities, the Company has constituted Risk Management Committee
4. Stakeholders Relationship Committee	Ms. Anilma B. Kapadia Mr. Rajas R. Doshi Mr. N. Balakrishnan Mr. P. D. Kelkar	Non-Executive – Non-Independent - Chairman of Committee Executive - Non-Independent Independent Independent	
5. Corporate Social Responsibility (CSR) Committee	Mr. Rajas R. Doshi Ms. Jyoti R. Doshi Mr. Rameshwar D. Sarda	Executive – Non-Independent– Chairman of the Committee Non-Executive – Non-Independent Independent	
*Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen			
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
8 th August, 2018	2 nd November, 2018	85 days (between 08-08-2018 to 02-11-2018)	



The Indian Hume Pipe Company Limited
Corporate Governance Report for the quarter ended 31st December, 2018

IV. Meeting of Committees		Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
2 nd November, 2018	Yes -	1. Audit Committee - All four members were present in the meeting		8 th August, 2018	85 days (between 08-08-2018 to 02-11-2018)
2 nd November, 2018		2. Stakeholders Committee – All four members were present in the meeting		Nil	
2 nd November, 2018		3. CSR Committee – All three members were present in the meeting		Nil	
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					

V. Related Party Transactions

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

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. – **Yes**
 2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**
 4. The meetings of the Board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**
 5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 b. Any comments/observations/advice of Board of Directors may be mentioned here: Nil
- For The Indian Hume Pipe Company Limited**

S. M. Mandke
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 Company Secretary

