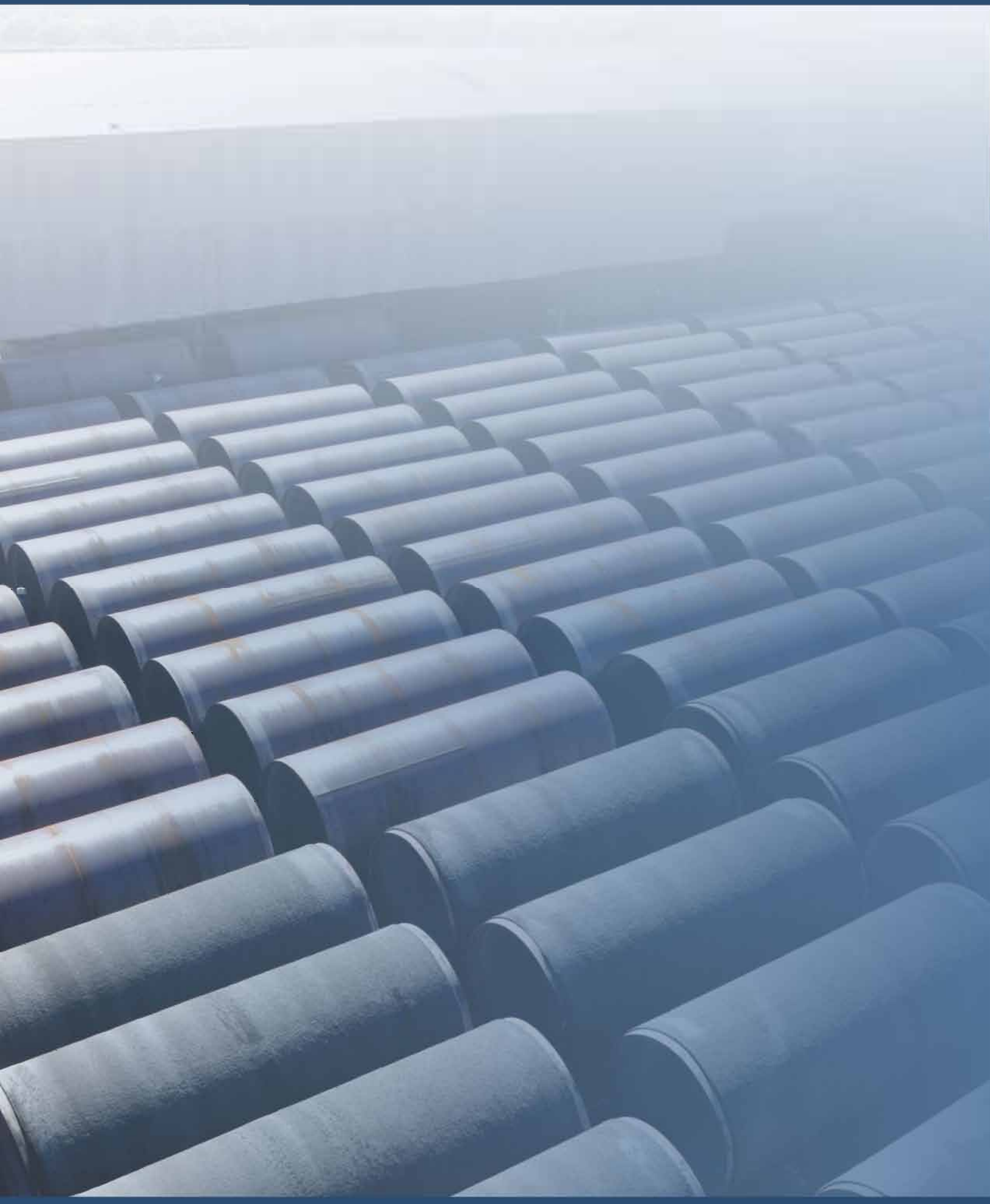
Indian Hume Pipe

ANNUAL REPORT
2014-15

www.indianhumepipe.com



Board of Directors	**Mr. Rajas R. Doshi**	:	**Chairman & Managing Director**
	Mr. Ajit Gulabchand		
	Ms. Jyoti R. Doshi		
	Mr. Rajendra M. Gandhi		
	Mr. Rameshwar D. Sarda		
	Mr. N. Balakrishnan		
	Ms. Anima B. Kapadia		
	Mr. Vijay Kumar Jatia		
	Mr. P. D. Kelkar		
	Mr. Mayur R. Doshi	:	**Executive Director**
Company Secretary	**Mr. S. M. Mandke**		
Chief Financial Officer	**Mr. M. S. Rajadhyaksha**		
Executives	**Mr. P. R. Bhat**	:	**Sr. General Manager**
	Mr. Ajay Asthana	:	**General Manager**
	Mr. G. Pundareekam	:	**General Manager**
	Mr. Shashank J. Shah	:	**General Manager**
	Mr. S. P. Makhija	:	**General Manager**
	Mr. B. S. Narkhade	:	**Chief Internal Auditor (up to 30-06-2015)**
	Mr. M. N. Gawade	:	**Chief Internal Auditor (From 01-07-2015)**
	Mr. A. B. Joshi	:	**Chief Personnel Manager**
Auditors	**M/s. K. S. Aiyar & Co., Chartered Accountants** F-7, Laxmi Mills, Shakti Mills Lane, (Off. Dr. E. Moses Road), Mahalaxmi, Mumbai – 400 011		
Solicitors	**M/s. Daphtary Ferreira & Divan** **M/s. Udwadia, Udeshi & Argus**		
Bankers	**State Bank of India** **Bank of Baroda** **State Bank of Hyderabad** **HDFC Bank Ltd.** **Corporation Bank**		
Registrar and Transfer Agent	**M/s. Link Intime India Pvt. Ltd.** 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 : rnt.helpdesk@linkintime.co.in		
Registered Office	Construction House, 2nd Floor, 5, Walchand Hirachand Road, Ballard Estate, Mumbai – 400 001 Tel No.: 022-22618091 / 92, 40748181 Fax No.:022-22656863, email : info@indianhumepipe.com Website : www.indianhumepipe.com CIN No. : L51500MH1926PLC001255		
Annual General Meeting	**Tuesday, 4th August, 2015, 4.00 p.m.** **Walchand Hirachand Hall,** Indian Merchants' Chamber Building, 4th Floor, Indian Merchants' Chamber Marg, Churchgate, Mumbai – 400 020		

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NOTICE

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

DAY	:	Tuesday
DATE	:	4th August, 2015
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, 2015 including the Audited Balance Sheet as at 31st March, 2015 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 declare a Dividend on Equity Shares of the Company.

3. To appoint a Director in place of Ms. Jyoti R. Doshi (DIN 00095732), who retires by rotation and being eligible offers herself 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 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, M/s. K. S. Aiyar & Co., Chartered Accountants, Mumbai having ICAI Firm Registration No.100186W, the retiring Auditors of the Company, be and they are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Ninety-First AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), to do Statutory Audit of the Company's accounts including its branches for the financial year 2015-16 to 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."

SPECIAL BUSINESS :

5. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Clause 49 of the Listing Agreement, Mr. N. Balakrishnan (DIN 00095804), Director of the Company who was appointed as a Director liable to retire by rotation under the provisions of the erstwhile Companies Act, 1956 and who has given declaration that he meets with the criteria of independence and qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years effective from 16th March, 2015 to 15th March, 2020.

   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."

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 Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Clause 49 of the Listing Agreement, Mr. P. D. Kelkar (DIN 00255935), Director of the Company who was appointed as Director liable to retire by rotation under the provisions of the erstwhile Companies Act, 1956 and who has given declaration that he meets with the criteria of independence and qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years from 4th August, 2015 to 3rd August, 2020.

   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."

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

   RESOLVED THAT in accordance with the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013, (the Act) including any statutory modification(s) or re-enactment thereof, the Articles of Association of the Company and subject to all applicable approval(s) as may be required, consent of the Members be and is hereby accorded to the payment of commission for a further period of 3 (Three) years commencing from the financial year 2015-16 to 2017-18 to the Non-Executive Directors of the Company as may be decided by the Board from time to time, provided that the total commission payable to the Non-Executive Directors per financial year shall not exceed 1% of the net profits of the Company for that financial year as computed in the manner specified under Section 198 of the Act or an amount not exceeding ₹ 32 Lacs in aggregate, whichever is less, with authority to the Board to determine the manner and proportion in which the amount be distributed among Non-Executive Directors."

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 143 (8) and other applicable provisions, if any, of the Companies Act, 2013 (Act), as amended from time to time, M/s. Brahmayya & Co., Chartered Accountants, Hyderabad having Firm Registration No. 000513S,

the retiring Branch Auditors be and they are hereby re-appointed as Branch Auditors of the Company to carry out Branch Audit, Limited Review and Tax Audit of the Company's Factories, Projects and Project Offices in the States of Andhra Pradesh and Telangana for the financial year 2015-16 and to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration to be decided by the Board of Directors of the Company in consultation with the Branch Auditors and that they be paid, in addition, Service Tax and reimbursement of out of pocket expenses and/or travelling expenses they may incur in carrying out their duties as such Branch Auditors.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board of Directors to appoint Branch Auditors of the Company for auditing accounts of such other locations of the Company in other State(s), if required to be audited for the financial year 2015-16 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 and things as may be necessary, desirable and expedient to give effect to this resolution."

9. 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 2015-16, amounting to ₹ 1,00,000/- (Rupees One Lakh 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 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, 2nd floor,
5, Walchand Hirachand Road,
Ballard Estate, Mumbai - 400 001

Date : 28th May, 2015

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.

A 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 ATTENDENCE SLIP DULY FILLED IN FOR ATTENDING THE MEETING ALONGWITH COPY OF ANNUAL REPORT FOR 2014-15

(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) The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 24th July, 2015 to Tuesday, 4th August, 2015 (both days inclusive) for the purpose of Annual General Meeting.

(5) The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business under item Nos.5 to 9 above, to be transacted at the meeting is annexed hereto and forms part of this Notice.

(6) 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.

(7) The Dividend for the year ended 31st March, 2015, as recommended by the Board, if sanctioned at the meeting, will be payable to those Members whose names appear in the Register of Members as on 24th July, 2015. In respect of shares held in Electronic (Demat) form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

(8) 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.

(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 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.

(10) Electronic copy of the Notice of the 89th Annual General Meeting of the Company including copy of the Annual Report for 2014-15 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 ids are registered with the Depository Participant(s) or if in physical form then with the Company for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Anuual Report 2014-15 is being sent in the permitted mode.

(11) Appointment of Directors:

As per the provisions of Section 152 of the Companies Act, 2013, Ms. Jyoti R. Doshi, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers herself 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.

i) Ms. Jyoti R. Doshi (61) is B.A. (Hons) from University of Delhi. She is associated with the Company as Director since 1996. She is a Member of Corporate Social Responsibility Committee of the Company. She is also a Director of IHP Finvest Ltd., Raj Jyoti Trading & Investment Pvt. Ltd., Ratanchand Investment Pvt. Ltd., Mobile Systems India Pvt. Ltd., Ratanchand Hirachand Foundation, Walchand Hirachand Foundation and Smt. Pramila Shantilal Shah Charity Foundation. She is associated with following Charitable Organisations / Industry Associations.

a) Executive Committee of Inner Wheel Club of Bombay - Member

b) Inner Wheel Club of Bombay Charity Trust – Trustee

c) Indian Merchants' Chamber (Ladies Wing) – Member

d) Executive Committee of Indian Merchants' Chamber (Ladies Wing) - Member

e) Society for Rehabilitation of Crippled Children – Trustee

f) FICCI Ladies Organisation Bombay Chapter – Member

g) Mehfile-e-Gangojamun – Member of the Managing Committee

She had been District Chairman and President of Inner Wheel Club of Bombay. She had served as a Chairperson of Maharashtra Chamber of Commerce & Industry - Ladies

Wing for two years. She was a Chairperson of the Executive Committee of Indian Merchants' Chamber - Ladies Wing – Holistic Committee & Impact Committee for the financial year 2014-15 and had shouldered the responsibility of the prestigious Exhibition Committee as Chairperson.

She is relative of Mr. Rajas R. Doshi, Chairman & Managing Director and Mr. Mayur R. Doshi, Executive Director of the Company.

Ms. Jyoti R. Doshi holds 1,56,665 Equity Shares of the Company.

ii) The Board of Directors of the Company vide circular resolution dated 13th March, 2015, after reviewing the declarations submitted by Mr. N. Balakrishnan, Independent Director formed an opinion that Mr. N. Balakrishnan meets the criteria of independence as per Section 149(6) of the Companies Act, 2013 and the rules made thereunder and also meets the requirement of Clause 49 of the Listing Agreement with the Stock Exchanges, for being appointed Independent Director on the Board of the Company.

Mr. N. Balakrishnan retires by rotation at the ensuing Annual General Meeting and being eligible and offers himself for appointment as an Independent Director. Pursuant to the recommendation by the Nomination and Remuneration Committee and approval of the Board of Directors vide Circular Resolutions dated 12th March, 2015 and 13th March, 2015 respectively, Mr. Balakrishnan is appointed as Independent Director to hold office for a period of 5 (five) years effective from 16th March, 2015 to 15th March, 2020, subject to approval by the members of the Company.

iii) The Board of Directors of the Company at their Board Meeting held on 28th May, 2015, after reviewing the declarations submitted by Mr. P. D. Kelkar, formed an opinion that Mr. P. D. Kelkar meets the criteria of independence as per Section 149(6) of the Companies Act, 2013 and the rules made thereunder and also meets the requirement of Clause 49 of the Listing Agreement with the Stock Exchanges, for being appointed as Independent Director on the Board of the Company.

Mr. P. D. Kelkar was appointed as a director retiring by rotation under the erstwhile provisions of Companies Act, 1956 and being eligible and offers himself for appointment as an Independent Director. Pursuant to the recommendation by the Nomination and Remuneration Committee and approval of the Board of Directors at their meeting held on 28th May, 2015, Mr. P. D. Kelkar is appointed as Independent Director to hold office for a period of 5 (five) years effective from 4th August, 2015 to 3rd August, 2020, subject to approval by the members of the Company.

Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of Directors seeking appointment at the Annual General Meeting are provided in the Corporate Governance Report and in the Explanatory Statement to the Notice.

The Directors seeking appointment have furnished the requisite declarations.

(12) There are Five Independent Directors on the Board of the Company as per the Listing Agreement requirements viz., Mr. Ajit Gulabchand, Mr. Rajendra M. Gandhi, Mr. Rameshwar D. Sarda, Mr. N. Balakrishnan and Mr. Vijay Kumar Jatia. All the Independent Directors had been appointed vide members resolution in terms of erstwhile provisions of the Companies Act, 1956 as Directors whose period of office is liable to determination by retirement by rotation.

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 Clause 49 of the Listing Agreement for being appointed as Independent Directors on the Board of the Company and are also independent of the management.

(13) Members may also note that the Notice of the 89th Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website 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.

(14) 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

(15) Members wishing to claim dividends, which remain unclaimed are requested to correspond 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.

We therefore request the members who have not yet encashed their dividend warrants for the financial year 2007-08 and onwards to write to the Companys' 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
2007-08	30-07-2008	06-08-2008	04-09-2015
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

(16) 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.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.

(17) 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, if any, to their respective Depository Participant(s).

(18) 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.

(19) Voting through electronic means

I. In compliance with provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 89th Annual General Meeting (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@indianhumepipe.com with a copy marked to 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

(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 31st July, 2015 (9.00 a.m.) and ends on 3rd August, 2015 (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 29th July, 2015, 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 29th July, 2015.

(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. 29th July, 2015 may obtain the login ID and password by sending a request at 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 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. 29th July, 2015 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, 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.

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 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 immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

(20) 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 except Sunday and Holidays, up to and including the date of the Annual General Meeting of the Company.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

Item No.5 :

Mr. N. Balakrishnan (77) is an Independent Director of the Company under clause 49 of the Listing Agreement. He has been associated with the Company as Director since 1998. He had retired from Life Insurance Corporation of India after serving as an Executive Director. He is the Chairman of the Nomination and Remuneration Committee & Member of the Stakeholders Relationship Committee of the Company.

Mr. N. Balakrishnan does not hold any Shares of the Company.

Mr. Balakrishnan was appointed as a Director liable to retire by rotation under the erstwhile applicable provisions of Companies Act, 1956.

The Company has received declaration from Mr. Balakrishnan that he meets 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 declaration submitted by Mr. N. Balakrishnan, is of the opinion that Mr. Balakrishnan meets the criteria of independence as per the provisions of Section 149(6) of the Companies Act, 2013 and rules made thereunder and also meets with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, for his appointment as an Independent Director of the Company and is independent of the management.

Hence, in terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Balakrishnan being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of your Company effective from 16th March, 2015 to 15th March, 2020. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act 2013, proposing Mr. Balakrishnan as a candidate for the office of Director of the Company.

Copy of the draft letter for appointment of Mr. Balakrishnan as an Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during normal business hours on any working day, excluding Sunday.

Mr. Balakrishnan is entitled and will continue to receive remuneration by way of sitting fees, reimbursement of expenses incurred by him for participation in the Board, Committee meetings and other meetings and profit related commission as may be approved by the members.

The Board considers that his continued association would be of immense benefit to the Company and it is necessary to avail the services of Mr. Balakrishnan as an Independent Director. Accordingly, the Board recommends the Ordinary Resolution for appointment of Mr. Balakrishnan as an Independent Director, for the approval by the members of the Company.

Except Mr. Balakrishnan 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. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Item No.6 :

Mr. P. D. Kelkar (81) a Civil Engineer is associated with the Company since 1958. He is the first employee of the Company to complete 52 years of service and was felicitated by the Company on completion of 50 years of service with the Company. During his long and distinguished service with

the Company Mr. Kelkar had worked at various places in India and abroad and had successfully handled many big projects of water supply notably among them are Manjira, Visakhapatnam, Krishna Package I & II (Andhra Pradesh), Delhi, Indore & Bhopal (Madhya Pradesh), Bisalpur (Rajasthan), Thuraiyur, Andimadam, Tuticorin, Manur & Nagapattinam (Tamilnadu). Apart from developing the business of PSC pipes and PSC Sleepers, he had taken keen initiative in setting up R & D Division for giving a technical edge to the Company in developing new products, improving quality of existing products, innovating new manufacturing techniques, designing and installation of new machines. He has gained wide and rich experience in the pipe industry. He had retired from the Company on 20th May, 2011 as Sr. General Manager. He was appointed as Non-Executive Director of the Company on 24th May, 2011. He is a Member of the Audit Committee, Stakeholders Relationship Committee and Risk Management Committee of the Company.

Mr. Kelkar holds 127 Shares of the Company.

Mr. Kelkar was appointed as a Director liable to retire by rotation under the erstwhile applicable provisions of Companies Act, 1956.

The Company has received declaration from Mr. Kelkar that he meets 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 declaration submitted by Mr. P. D. Kelkar, is of the opinion that Mr. Kelkar meets the criteria of independence as per the provisions of Section 149(6) of the Companies Act, 2013 and rules made thereunder and also meets with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, for his appointment as an Independent Director of the Company and is independent of the management.

Hence, in terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Kelkar being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of your Company effective from 4th August, 2015 to 3rd August, 2020. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act 2013, proposing Mr. Kelkar as a candidate for the office of Director of the Company.

Copy of the draft letter for appointment of Mr. P. D. Kelkar as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Sunday.

Mr. Kelkar is entitled and will continue to receive remuneration by way of sitting fees, reimbursement of expenses incurred by him for participation in the Board, Committee meetings and other meetings and profit related commission as may be approved by the members.

The Board considers that his continued association would be of immense benefit to the Company and it is necessary to avail the services of Mr. Kelkar as an Independent Director. Accordingly, the Board recommends the Ordinary Resolution for appointment of Mr. P. D. Kelkar as an Independent Director, for the approval by the members of the Company.

Except Mr. Kelkar 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.6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Item No.7 :

The Non-Executive Directors are paid remuneration by way of commission on net profits of the Company not exceeding 1% of the net profits or ₹ 24 Lacs in aggregate whichever is less per financial year, for a period of 3 years from the financial year 2012-13 to 2014-15, in pursuance of the resolution u/s 198 and 309 of the erstwhile Companies Act, 1956 passed by the Members at the Annual General Meeting held on 25th July, 2012. In addition to the commission on net profits, the Non-Executive Directors are entitled to sitting fees for each meeting of the Board or Committees / other meetings thereof attended by them.

In pursuance of the Members authorisation a commission of ₹ 3,00,000/- was paid equally to each Non-Executive Director of the Company aggregating to ₹ 24 Lacs for financial year 2012-13 & 2013-14. The commission for the financial year 2014-15 amounting to ₹ 3,00,000/- aggregating to ₹ 24 Lacs will be paid equally to all the Non-Executive Directors of the Company.

Considering increase in the Company's operations, current competitive business environment, duties and responsibilities of Non-Executive Directors under the new Companies Act, 2013 and revised Clause 49 of the Listing Agreement, entailing their increased time commitments for the Company, it is therefore proposed to continue to pay the profit commission to the Non-Executive Directors of the Company under Sections 197, 198 and other applicable provisions if any, of the Companies Act, 2013, not exceeding 1% of net profits of the Company or an amount not exceeding ₹ 32 Lacs in aggregate, whichever is less, per financial year, for further period of 3 (Three) years commencing from the financial year 2015-16 to 2017-18 in terms of the Special Resolution at item No.7. The payment of commission would be in addition to the sitting fees payable for attending Meetings of the Board, Committees thereof and other meetings.

All the Non-Executive Directors of the Company are interested in the Special Resolution set out at Item No.7 of the accompanying Notice, since it relates to their respective remuneration.

Mr. Rajas R. Doshi, Chairman & Managing Director and Mr. Mayur R. Doshi, Executive Director are relative of Ms. Jyoti R. Doshi, Non-Executive Director and are also concerned and interested, financial or otherwise, in the resolution set out at Item No.7.

None of the other Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.7.

Item No.8 :

M/s. Brahmayya & Co., Chartered Accountants, Firm Registration No.000513S were appointed as Branch Auditors for the financial year 2014-15 in the erstwhile State of Andhra Pradesh (A.P.) including the newly formed States of Andhra Pradesh and Telangana at the 88th Annual General Meeting held on 25th July, 2014. M/s. Brahmayya & Co. have been the Branch Auditors of the Company since 2007-08 and have completed a term of 8 years.

The Audit Committee and the Board of Directors have proposed the re-appointment of M/s. Brahmayya & Co. as the Branch Auditors of the Company in the States of Andhra Pradesh and Telangana for the financial year 2015-16 to hold the office till the conclusion of the next AGM of the Company at a remuneration to be decided by the Board of Directors of the Company in consultation with Branch Auditors as also the reimbursement of out of pocket expenses and/or travelling expenses incurred by them and payment of Service Tax as applicable. The Branch Auditors will carry out the Branch Audit, Limited Review, Tax Audit and prepare a report on examination of the accounts of the Company's Factories, Projects and Project Offices in the States of Andhra Pradesh and Telangana and forward their report(s) to the Company's Statutory Auditor, who shall in preparing the Auditors' Report, deal with the same in such manner as they may consider fit and proper.

The Board recommends the above Ordinary Resolution at item No.8 for re-appointment of M/s. Brahmayya & Co. as Branch Auditors, under Section 143 of the Companies Act, 2013 in the State of Andhra Pradesh and Telangana for the financial year 2015-16 to hold the office till the conclusion of next AGM of the Company on such terms & conditions, as the Board of Directors may deem fit, for your approval.

The Board also recommends appointment of Branch Auditors in other States, if required.

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

Item No.9 :

The Board of Directors on the recommendation of the Audit Committee approved the appointment of Mr. Vikas Vinayak Deodhar, Cost Accountant, Mumbai and Membership No.3813 to conduct the audit of the cost records of the Company for the financial year 2015-16.

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 2015-16 as set out in the resolution at Item No. 9 of the Notice.

The Board recommends the above Ordinary Resolution at item No.9 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 at Item No.9 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, 2nd floor,
5, Walchand Hirachand Road,
Ballard Estate, Mumbai - 400 001

Date : 28th May, 2015

IMPORTANT COMMUNICATION TO MEMBERS

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.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 email ids and Bank details.

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

1. INDUSTRY STRUCTURE & DEVELOPMENT:

We all know that water is a prime natural resource and a basic human need for survival and existence. Indeed water is fundamental to our life. In view of the vital importance of water for human, animal & plant life, for maintaining ecological balance and for economic and developmental activities of all kinds and considering its increasing scarcity, the planning and management of this resource and its optimal economical and equitable use has become a matter of national importance.

Your Company has been in the business of manufacturing, laying and jointing of pipelines of various pipe materials such as RCC pipes, Steel pipes, Prestressed Concrete pipes, Penstock pipes, Bar Wrapped Steel Cylinder pipes (BWSC), Prestressed Concrete Cylinder pipes (PCCP) etc., which provide infrastructure facility and development for drinking water supply projects, irrigation projects, Hydro Electric Projects, Sanitation and Sewerage Systems. For over a decade as a part of nation building, your Company has also been undertaking infrastructure development programmes by way of executing on turnkey basis the combined water supply projects i.e. undertaking the complete job of water supply from source to distribution centers which apart from manufacturing, laying and jointing of pipelines included construction of intake wells, water sumps, water treatment plants, water pumping stations, installation of pumping machineries, electro-mechanical works, branch mains, ground level reservoirs, elevated reservoirs, leading to executions of complete systems for water supply to various towns and villages of India.

2. OPPORTUNITIES AND THREATS:

The population of the country is expected to reach a level of around 139 Crores by year 2025 (Source:- National Water Policy 2002) which will further aggravate the scarcity of water to the people of India. As it is with the growing population demanding more food, more products and higher standards of living, the shortage of drinking water can only get worse. Thus there is a vast scope for improvement in infrastructural developmental activities in water supply, drainage schemes and sewerage schemes in sanitation segments leading to good scope for Company's manufacturing & contracting activities in this field.

Growth of population and the expansion of economic activities inevitably lead to increasing demands for water for diverse purposes i.e. domestic, industrial, agricultural, hydro-power, thermal power, navigation, recreation etc. Domestic and Industrial water needs have been largely concentrated in or around major cities, however the demand in rural areas is expected to increase sharply as the development programmes of State Governments to improve the economic conditions of the rural mass. Demand for water for hydro and thermal power generation and for other industrial uses is also increasing substantially. As a result water which is already scarce will become even scarer in future. This underscores the need for the utmost efficiency in water utilisation and its distribution. Through awareness of efficient water supply system and water quality, we can keep our water supply adequate and provide clean & healthy water for our children. It is their fundamental right. Hence there is a good scope for many water supply projects coming up in near future and this auger well for your Company.

Increased competition from medium/large scale construction entities and availability of substitutes such as alternative pipe materials like Ductile iron pipes, Spirally welded steel pipes, G.R.P. and H.D.P. E. pipes are perceived as one of the threat / competition to your Company. Another cause is prices of key raw materials namely steel, steel wires, HT wires and cement, which has remained volatile and uncertain except for steel during last year under review.

3. SEGMENT-WISE ACTIVITY:

The Company is considered a pioneer in the field of water industry, it is in this line for last more than 88 years. The Company's presence is there in almost all water supply related activities, viz. Urban & Rural Water Supply, Penstock for Hydro Power Generation, Tunnel Lining, Large diameter Irrigation pipelines, Head Works including pumping machinery, Treatment Plants, Overhead Tanks and other allied Civil Construction. The Company also supplies Concrete Railway sleepers to Indian Railways. The segment wise report is as under :

(A) WATER SUPPLY AND SEWERAGE PROJECTS:

(i) Some prominent Water Supply Projects and Drainage Schemes successfully completed by your Company valued more than ₹ 1000 Lacs each during the year are

1. From Chief General Manager (Engg), PCC-I, HMWS&SB, Khairatabad, Hyderabad, for Manufacturing, supplying, lowering, laying, jointing, testing and commissioning of 2200 mm dia MS Gravity main with cement mortar inlining and outcoating from MBR at Gungal to Sahebnagar (along Nagarjunasagar - Hyderabad road from Km 40/2 to 11/2) including Manning Operation and Maintenance for 24 months - Package-IV - KDWSP-Phase – III of the value of ₹ 13,386.44 Lacs.

2200 mm dia MS pipe manufactured at Patancheru factory for Krishna Drinking Water Supply Project Package-IV Phase-III, Telangana.

2200 mm dia MS pipeline for Krishna Drinking Water Supply Project Package-IV Phase-III, Telangana

2. From Bangalore Water Supply & Sewerage Board, Bangalore for Replacement / Rehabilitation of existing Sewerage System in Hebbal Valley (S2A) and in Challagatta Valley (S2B) in Bangalore consisting of RCC Pipes. These pipes are lined using polyurea for the first time in India in a large project. The polyurea lining is done for corrosion protection & chemicals resistance. Project consists of 400 mm dia to 2400 mm dia NP3 class RCC pipes of the total 17.38 Km of the combined value of ₹ 12,994.01 Lacs.

3. From Chief Engineer, TWAD Board, Southern Region, Madurai for providing CWSS to 637 rural habitations Aruppukottai, Kariapatti, Thiruchuri and Narikudi Unions in Virudhunagar District consisting of 100 mm to 600 mm dia 212.63 Km DI Pipes and 50 mm to 160 mm dia 1028.38 Km PVC Pipes including 142 Nos Sump and 49 Nos Service Reservoir of the value of ₹ 12,171.73 Lacs.

4. From Chief Engineer, TWAD Board, Southern Region, Madurai for providing CWSS to 7 Town panchayats and 395 rural habitations in Rajapalayam, Srivilliputhur and Watrap unions in Viruthunagar District consisting of 100 mm to 600 mm dia 165.61 Km DI Pipes and 50 mm to 160 mm dia 669.34 Km PVC Pipes including 103 Nos Sump and 16 Nos Service Reservoir of the value of ₹ 10,937.38 Lacs.

3 Lakh litre capacity Elevated Storage Reservoir at Rajapalayam Project of TWAD Board, Tamilnadu

5. From Superintending Engineer, Public Health Circle, Nellore for Investigation, survey, design and Execution of Comprehensive Water Supply Scheme for Atmakur Municipality in Sri PSR Nellore District including AC, DI pipeline, Collection well, WTP, GLBR, ELSR, EM works consisting of 500 mm dia PSC & PCCP pipes of the value of ₹ 6,321 Lacs.

7 Lakh litre capacity Elevated Storage Reservoir for Atmakur Project, Andhra Pradesh

6. From Chief General Manager (Engg), PCC-I, HMWS&SB, Khairatabad, Hyderabad, for Manufacturing, supplying, lowering, laying, jointing, testing and commissioning of 2375 mm dia MS pumping main with cement mortar factory inlining and outcoating from WTP at Kodandpaur to CWR at Nasarlapally (along Nagarjunasagar - Hyderabad road from Km 116 to 82/2 Km) including manning, operation and maintenance for a period of 2 years - Package - I - KDWSP-Phase-III of the value of ₹ 6,173.30 Lacs.

7. From Superintending Engineer (XVII) Circle, U.P. Jal Nigam, Ghaziabad for survey, design, supply, laying, jointing, testing & commissioning 2000 mm dia PSC pipes from Upper Ganga Canal for Noida to Ghaziabad of the value of ₹ 6,044.74 Lacs.

8. From Superintending Engineer, Public Health Circle, Nellore for Tirupati Municipal Corporation UIDSSMT Scheme: Part I: investigation, survey, design and execution of Under Ground Drainage Scheme on eastern side of Tirumala Bye Pass Road. Part II: investigation, survey, design and execution of storm water drainage scheme for Tirupati Municipal Corporation of the value of ₹ 5,200 Lacs.

9. From Maharashtra Jeevan Pradhikaran, Sangamner, for Augmentation to Sangamner Water Supply Scheme for providing, laying, jointing & commissioning of 711 mm dia MS and 600 & 700 mm dia BWSC pipes of the value of ₹ 4,122.93 Lacs.

711 mm dia MS Pipeline for Sangamner Water Supply Scheme, Maharashtra

10. From Superintending Engineer, Public Health, Seethammadhara North Extns., Vishakapatnam, for Rajam Water Supply improvement scheme under UIDSSMT consisting of 350-450 mm dia 19.40 Km BWSC, 150-250 mm dia 7.39 Km DI, 250-400 mm dia 4.04 Km AC and 110-225 mm dia 62.60 Km HDPE Pipes including Infiltration, Wells, GLSR/ELSR's CC/BT Roads etc of the value of ₹ 3,870.14 Lacs.

Collection well at Head Water Works at River Nagavali For Rajam Water Supply Improvement Scheme, Andhra Pradesh

5 Lakh litre capacity Elevated Storage Reservoir for Rajam Water Supply Scheme improvement Scheme, Andhra Pradesh

11. From Vice-Chairman and Managing Director, Andhra Pradesh State Irrigation Development Corporation Limited, Banjara Hills, Hyderabad, for Construction and Commissioning on turnkey basis of Morjampadu Lift Irrigation scheme on right bank of Krishna River near Govindapuram Village in Machavaram Mandal of Guntur District including operation of the scheme for one year consisting of 1600 mm and 1800 mm dia 4.05 Km PSC pipe and 1600 mm dia 3.06 Km MS pipe of the value of ₹ 3,183.35 Lacs.

12. From SPML Infra Ltd, For Pokaran Falsoond Baltora Siwana Lift Water Supply Scheme pkg.SPR2A of 1300 & 1200 mm dia 20,350 Mtrs and pkg.SPR2B of 800 mm dia 12,775 Mtrs BWSC pipes of the value of ₹ 3,004.66 Lacs.

13. From Project Manager, Construction Unit, U. P. Jal Nigam Sector-D, 1205/39, Indra Nagar, Lucknow, for supply, laying and jointing of 1300 mm dia BWSC pipe as per IS15155:2002 for Raw Water Main at Lucknow consisting of 1300 mm dia BWSC & MS pipe for 7 Km of the value of ₹ 2,003.39 Lacs.

14. From Lanco Kondapalli Power Private Limited, Hyderabad for Laying of New Water Pipeline at Kondapalli for Kondapalli Power Project (LKPPL) consisting of 900 mm dia BWSC pipes 11.80 Km of the value of ₹ 1,635.73 Lacs.

15. From M/s Prathmesh Constructions, Sangli for Bhose Canal Work for supply of PSC pipes of 1500 and 1700 mm dia of the value of ₹ 1,545.58 Lacs.

16. From Superintending Engineer, GRP Circle, I&CAD Dept., Yemmiganoor, Hyderabad for Soganuru Lift Irrigation Scheme including Pump House, Approach Bunds, Cisterns, Pumping Machinery etc. consisting of 1300 mm, 1100 mm and 800 mm dia PSC pipes for 11.68 Km of the value of ₹ 1,504.19 Lacs.

17. From Chief General Manager (Engg), P & W Circle, HMWS&SB, Maitrivihar, Ameerpet, Hyderabad, A.P., for providing Inlet, Outlet and Distribution system for 5 ML capacity new GLSR at Asmangadh in Asmangadh zone consisting of 800 mm, 700 mm, 600 mm and 500 mm dia MS and 350 & 400 mm dia BWSC pipes of the value of ₹ 1,472.55 Lacs.

18. From Superintending Engineer, XVII Circle, U.P. Jal Nigam, Ghaziabad for survey, design, supply, laying & Construction, testing Commissioning and trial run of clear water conveyance main consisting of 1800, 700 & 400 mm dia PSC/ MS pipes of the value of ₹ 1,355.88 Lacs.

19. From Superintending Engineer, Rural Water Supply & Sanitation Circle, Guntur for Integrated drinking water project in Over exploited mandals in Tenali Constituency in Guntur Dist including Pump House and watchmen quarters consisting of AC, DI and PVC pipes for 36.63 Km of the value of ₹ 1052.40 Lacs.

20. In addition to the above we have successfully completed 21 projects amounting to ₹ 4320.11 Lacs of the value less than ₹ 1,000 Lacs each at various locations in India.

(ii) Company's works on many Water Supply Projects and Drainage Schemes valued more than ₹ 2500 Lacs each are progressing well and/or nearing completion and the noteworthy amongst them are:-

1. From Chief Engineer TWAD Board, Easwari Nagar, M.C. Road, Thanjavur for CWSS to 1003 rural habitations in Pattukottai, Madhukkur Peruvaram and Sedhubavachathiram unions, 160 wayside habitations etc for collector well, E & M works, Pump sets, MBSR, Service Reservoirs, Sumps, Pump Rooms & pipe carrying bridges and MS/DI/PVC pipe lines of the value of ₹ 36,114.78 Lacs.

2. From Chief Engineer TWAD Board, Easwari Nagar, M.C. Road, Thanjavur for CWSS to 1751 rural habitations in Pudukottai District and Vallam Town Panchayat of Thanjavur District for collector well, E & M works, Pump sets, MBSR, Service Reservoirs, Sumps, Pump Rooms & pipe carrying bridges and MS/DI/PVC pipe lines of the value of ₹ 23,654.25 Lacs.

360 Mtrs length foot bridge at River Kollidam for 700 mm dia MS Pipeline at CWSS to Pudukottai, Tamilnadu

3. From The Superintending Engineer, AVR, HNSS Circle No.3, Madanapalli, Andhra Pradesh for survey, investigation, design, drawings, estimation, construction and commissioning on Turnkey basis including maintenance for 15 years (including 2 years liability period) of Pulikanuma L.I.Scheme on Tungabhadra river near Satanur Village, Kosigi Mandal in Kurnool District with two stage pumping consisting of (a) construction of approach channel, (b) Jack-well cum pump house including manufacture, supply, erection of pumps, motors, panels, soft starters, capacitors, E.O.T. & H.O.T. cranes and all other electrical equipment, (c) 33 KVA sub-station, (d) H. T. Power lines, (e) Pressure mains consisting of 2000 mm dia PSC pipeline (f) Cisterns, (g) Reservoirs/ Storage tank of capacity 1.232 TMC including Head Regulator and surplus arrangements, (h) approach and link canal to join the T.B.P. L.L.C main canal @ km 270 etc. in Joint Venture with M/s. Flowmore Pvt. Ltd. of the value of ₹ 26,309.92 Lacs. Company's Share is 86% i.e. ₹ 22,626.53 Lacs.

2000 mm dia PSC pipes laying for Pulikanuma L.I.Scheme, Andhra Pradesh

4. From Maharashtra Jeevan Pradhikaran, Tillari Water Supply Scheme. The project comprises of PCC pipeline of 1300, 1200, 900 & 800 mm dia for 33.88 Km and BWSC pipeline of 500 to 700 mm dia for 43.73 Km of the value of ₹ 21,806.24 Lacs.

1200 mm dia PCC Pipe manufactured at Miraj factory, for Tillari Water Supply Scheme, Maharashtra

1200 mm dia PCC pipes laying for Tillari Water Supply Scheme, Maharashtra

5. From Maharashtra Jeevan Pradhikaran, Jalgaon Jamod and 140 villages water supply scheme. The project comprises of 450 to 1000 mm dia PCC pipeline for 48.90 Km of the value of ₹ 16,599.31 Lacs.

1000 mm dia PCC pipe manufactured at Dhule factory for Jalgaon Jamod Water Supply Scheme, Maharashtra

1000 mm dia PCC pipes laying for Jalgaon Jamod Water Supply Scheme, Maharashtra

6. From Superintending Engineer, Rural Water Supply & Sanitation Ananthapur, for J.C. Nagi Reddy Drinking Water Supply Scheme in Ananthapur District (Phase-IV) consisting of 350, 800 & 900 mm dia BWSC pipes of the value of ₹ 15,384.57 Lacs.

7. From Chief Engineer, TWAD Board, Western Region, Coimbatore for providing water supply to Palladam Municipality, 23 Town Panchayats and 965 rural habitations in Coimbatore and Tiruppur District consisting of 460 mm to 1020 mm dia 66.67 Km MS Pipes, 100 mm dia to 400 mm dia 89.36 Km DI Pipes and 50 mm to 160 mm dia 950.80 Km PVC Pipes including 17 Nos Sumps and 103 Nos Service Reservoirs of the value of ₹ 15,200.50 Lacs.

15 Lakh Liter capacity Elevated Storage Reservoir for Palladam Water Supply Project, Tamilnadu

8. From Superintending Engineer, RWS&S, Ananthapur for J.C.Nagi Reddy Drinking Water Supply Scheme Phase II & III in Ananthapur District, consisting of 500 mm dia 114 Km BWSC pipes and 32 Km MS pipes of 600 mm dia to 1000 mm dia of the value of ₹ 13,592.90 Lacs.

9. From Executive Engineer Public Health Engineering Division No.01 Nuh, Haryana, for providing water supply facilities to Nalhar Medical College, Nuh Town and surrounding 17 Nos villages of distt. Mewat for Design, Construction and Operation & Maintenance of 32 MLD Water Tretment Plant, Pumping Station, Rising main Distribution system, reservoirs ,Boosting Station and all other work related work consisting of DI K-9-100 mm dia to 900 mm dia and RCC NP3 1200 mm dia of the value of ₹ 12,801.01 Lacs.

10. From Maharashtra Krishna Valley Development Corporation for Chilhewadi Pipeline project of PCCP pipeline of 900-1500 mm dia for 28.11 Km and BWSC Pipeline of 350-800 mm dia for 9.14 km of the value of ₹ 10,145.81 Lacs.

1500 mm dia PCC pipes laying for Chilhwewadi Pipeline project, Maharashtra

11. From Superintending Engineer, I&CAD, Kurnool for Pulakurthy Lift Irrigation Scheme of Intake Channel, Jackwell cum PH, SS Tank and Electro mechanical works consisting of 1900 mm dia PSC for 14.18 km and 1900 mm dia MS for 2 Km and 500 mm dia RCC P2 for 5.76 Km pipes of the value of ₹ 9,060.90 Lacs.

12. From Commissioner, Badvel Municipality, Badvel, Kadappa District for Comprehensive Water Supply Service Improvements in Badvel Municipality (Package-I) including the work of Intake well, Clear water reservoir, Filtration plant, HDPE pipeline, ELSR, EM works consisting of 100 mm to 600 mm DI pipes of the value of ₹ 8,493.65 Lacs.

500 mm dia DI pipeline for Badvel Municipalty Water Supply (Package-I), Andhra Pradesh

13. From Mahashtra Jeevan Pradhikaran, Buldhana Water Supply Scheme for RCC Design, Construction, Commissioning and Trial Run for Buldhana & 4 Village Water Supply Scheme. The Project comprises of PCC pipeline of 600 to 800 mm dia for 27.18 km of the value of ₹ 8,131.95 Lacs.

14. From Chalisgaon Municipal Council, Chalisgaon City Water Supply Scheme for providing constructing Intake well, Inspection Well connecting main approach Bridge, Jack well with overhead pump house, installing raw water pumping machinery, raw water rising main, E.B.P.T. gravity main, water treatment plant, pure water pumping machinery, pure water rising main, R.C.C.M. B. R., R.C.C. E.S.R for 700 mm dia and 800 mm dia BWSC pipline for 33.39 Km and 600 mm dia PCCP Pipes for 2.36 Km of the value of ₹ 6,956.89 Lacs.

Pumping Machinery at Chalisgaon City Water Supply Scheme, Maharashtra

26 MLD Water treatment plant at Chalisgaon City Water Supply Scheme, Maharashtra

15. From Superintending Engineer, Rural Water Supply & Sanitation, Sangareddy for CPWS schemes in Medak District for CPWS scheme to Narsapur, Kondapur, Gajwel, Chegunta, Khadirabad, Zahirabad and other Habitations with Special Repairs to Satyasai Project consists of DI/MS/ BWSC/HDPE/PVC pipes of the total 1098.2 Km of the value of ₹ 6,122.81 Lacs.

16. From Chief General Manager (Engg), HMWS&SB S. R. Nagar, Hyderabad for rehabitation, strengthening and improvement of sewerage system in old city area by laying mains, sub-mains, laterals and transfer of house service connections including manufacturing, supply of 150 mm/ 200 mm / 300 mm dia SWG pipes and 350 mm / 400 mm / 450 mm / 500 mm / 600 mm / 700 mm/ 800 mm / 900 mm / 1100 mm / 1200 mm / 1400 mm dia RCC NP3 class pipes with SR cement including lowering, laying, jointing, testing and commissioning of sewers on turnkey basis under JNNURM - Package-II in Joint Venture with M/s. Vishwa Infrastructure & Services Pvt. Ltd. of the value of ₹ 12,006.76 Lacs. Our share is 50% i.e. ₹ 6,003.38 Lacs.

17. From Superintending Engineer, I & CAD Dept., GRP Circle, Yemmiganoor, for investigation, Design, Estimation and execution of 3 Nos of Lift Irrigation Schemes, supply water to 13,700 acres by lifting water all along Tunghabhadra River under Guru Raghavendra Project namely Duddi, Madhavaram and Basala Doddi (Two Stage) near Mantralayam, Kurnool District of the value of ₹ 5,999.23 Lacs.

18. From Superintending Engineer, Public Health Division, Ananthapur for investigation, survey, design and execution of Dhone Water Supply Scheme with Sanjeevaiah Sagar (Gajuladinne Reservoir) as source under UIDSSMT Scheme consisting of 600 mm dia BWSC pipes of the value of ₹ 5,303.65 Lacs.

19. From Larsen & Toubro Ltd, for Pokaran Falsoond Baltora Siwana Lift Water Supply Project PKG 4A Rajasthan consisting supply of 250 to 900 mm dia BWSC pipes of the value of ₹ 5,203.25 Lacs.

20. From Nagar Palika Parishad, Chhindwara for Chhindwara Water Supply Scheme consisting of Survey, Design & Construction of Intake Well, Raw Water Pump House, Raw Water VT pumps, Clear Water Pumps, providing & laying of raw & clear water pumping main and feeder main pipelines of 100 mm dia to 600 mm dia DI Pipes of 22,200 Mtrs and 110 to 200 mm dia HDPE pipes consisting of 1,67,986 Mtrs including construction of 15.85 MLD water treatment plant and allied works of the value of ₹ 4,529 Lacs.

600 mm dia DI pipeline laying for Chhindwara Water supply Scheme, Madhya Pradesh

21. From Superintending Engineer, RWS&S Circle, Srikakulam, CPWS Scheme to over exploited mandals of Rajam constituency in Srikakulam district including HDPE pipeline, Infiltration well, Infiltration gallery, Sump, OHBR, EM works consisting of 350 mm to 450 mm dia BWSC pipes of the value of ₹ 4,515.77 Lacs.

22. From Superintending Engineer, RWS&S Circle, Kakinada, CPWS Scheme to Kothapeta and Ravulapalem Mandals in East Godavari District including AC, HDPE pipeline, WTP, Sump, OHBR, EM works consisting of 700 mm dia PSC and 600 mm dia PCCP pipes of the value of ₹ 4,456.76 Lacs.

23. From Larsen & Toubro Ltd, for Integrated Taranagar Jhunjhunu-Sikar Khetri Water Supply Project – Rajasthan consisting supply of 250 to 700 mm dia BWSC pipes of the value of ₹ 4,262.16 Lacs.

24. From Bangalore Water Supply & Sewerage Board, Bangalore for S2E2 Drainage Project for manufacture, supply, laying, jointing & testing of RCC NP3 Class pipes from 400 mm dia to 2400 mm dia for 3,810 Mtrs of the value of ₹ 3,540 Lacs.

25. From Chief Municipal Officer, Nagar Palika Parishad, Ganj Basoda, Madhya Pradesh for WSS to Ganj Basoda Municipality for Water treatment plant, overhead tank and intake well providing and laying of 100 to 500 mm dia DI pipes and 110 to 280 mm dia HDPE pipes of the value of ₹ 3,461.98 Lacs.

26. From Manmad Nagar Palika, Manmad the work comprise of excavation of 504 ML capacity balancing tank, 10 MLD capacity WTP, Jackwell & pumping machinery consisting of 1000 mm dia PCCP Pipeline for 9.72 Km of the value of ₹ 3,360.22 Lacs.

27. From Bangalore Water Supply & Sewerage Board, Bangalore for S2C2 for manufacture, supply, laying, jointing & testing of RCC NP3 class pipes from 400 mm dia to 1200 mm dia for 6,841 Mtrs of the value of ₹ 3,313 Lacs.

28. From Superintending Engineer, RWSS Circle, Karimnagar for CPWSS to Alair, Gundala and Rajapeta Mandals in Nalgonda District project consisting of 250 mm dia DI, 200-300 mm dia AC and 63-180 mm dia PVC pipes including 3MLD RSF, OHBR/GLBR's Collection well cum Pump House of the value of ₹ 3,284.87 Lacs.

29. From Superintending Engineer, Public Health West Circle, Hyderabad for Sadasivapet WSIS - with Manjira river at Etigadda Sangam as source under UIDSSMT- providing intake well cum pump house of RCC including providing BWSC raw water and clear water pumping mains to different ELSRs and HDPE distribution lines, providing filtration plant (10.20 MLD), 500 KL clear water sump and pump room, and construction of ELSRs including protection walls and providing of pump sets with all electrical and mechanical equipments and providing road restoration and service road with 2 years defect liability period under EPC system of the value of ₹ 3,273.84 Lacs.

30. From Bangalore Water Supply & Sewerage Board, Bangalore for S2E3 Drainage Project for manufacture, supply, laying, jointing & testing of RCC NP3 Class pipes from 1100 mm dia to 2200 mm dia for 3300 Mtrs of the value of ₹ 3,103 Lacs.

31. From Executive Engineer (C) Dr XV, Delhi Jal Board, Govt. of NCT of Delhi, Jal Sadan, Lajpat Nagar, New Delhi-110024 for Providing Sewerage Facilities in the areas under the Command of Ghitorni WWTP Covering Rangpuri Pahari,Nangal Dewat,Ghitorni Village,Ghitorni Extension and Ghitorni Enclave, New Delhi consisting of 280 mm 710 mm dia HDPE/SW/RCC pipes of the value of ₹ 3,005.82 Lacs.

32. From Bangalore Water Supply & Sewerage Board, Bangalore for S2C4 for manufacture, supply, laying, jointing & testing of RCC NP3 class pipes of 2200 mm dia for 1792 Mtrs and 100 mtrs length of MS pipes with Trenchless Technology of the value of ₹ 2,812 Lacs.

33. From Superintending Engineer, RWSS Circle, Nalgonda for CPWS scheme to Flouride Affected Habitations of Maheswaram Constituency in R. R. Dist for 100-500 mm dia DI, 200-350 mm dia AC and 90-180 mm dia HDPE pipes including OHBR's Sump and Pump House of the value of ₹ 2,786.99 Lacs.

34. From M/s IFFCO Kisan SEZ Limited, Nellore for Construction of underground Water Pipe Line including Civil, Electrical and Mechanical works from Kinigiri Reservoir to IKSEZ Project site, Nellore of 900 mm dia PSC pipe including Jack Well cum Pump House and all related Electro Mechanical Works of the value of ₹ 2,618.10 Lacs.

900 mm dia PSC pipeline laying for IFFCO Kisan SEZ Nellore, Andhra Pradesh

35. From Bhopal Municipal Corporation for providing, laying, jointing, testing & commissioning of various diameter of HDPE/DI Pipes with all fittings, specials, interconnection and other appurtenant works etc. in gas affected areas (Ward No. 11 to 16 & 66 to 71 of Bhopal City consisting of 307.42 Km HDPE Pipes and 2.86 Km DI Pipes of the value of ₹ 2,521.26 Lacs.

36. In addition to the above, 27 projects are progressing well amounting to ₹ 29,065.64 Lacs of the value less than ₹ 2,500 Lacs each at various locations in India.

(iii) Some of the New Orders secured by the Company valued more than ₹ 1000 Lacs each during the year are:-

1. From The Chief General Manager, Project construction Circle-3, HMWSSB, Hyderabad for Comprehensive Water Supply Improvements in Malkajgiri (Part of GHMC) – Package-I (b) consisting of 100 mm to 500 mm dia DI for 389.50 KM and 700 mm to 1600 mm dia MS pipes for 6.60 Kms and other allied civil works and house service connections of the value of ₹ 18,113.95 Lacs.

2. From Superintending Engineer, RWS&S Circle, Nalgonda for CPWS Scheme to Thungathurthy, Arvapally, Nuthankal & Thirumalgiri Mandals in Nalgonda District consisting of 300 mm to 600 mm dia BWSC pipes for 8.20 Kms of the value of ₹ 8,252.06 Lacs.

3. From Chief Municipal Officer, Guna Municipality Guna Madhya Pradesh for Guna Water Supply Projects consisting of HDPE and DI Pipes, Water Treatment Plant, Intake Well, Over Head Tanks etc of the value of ₹ 7,641.01 Lacs.

4. From Megha Engineering & Infrastructure Ltd, Hyderabad for PHED Shahpura Project, Rajasthan for supply of 250, 400 & 700 mm dia BWSC pipes of the value of ₹ 2,658.73 Lacs.

5. From M/s Uttam Galva Metallics Ltd for Water Supply scheme to UGML Barbadi Wardha for supply of 700 mm dia PCCP and 700 mm dia PSC pipes of the value of ₹ 2,020 Lacs.

6. From GCKC Projects, for RWSS LC Panchala Ghewara-Cherai, Osan Dist Jodhpur for RWSS LC Panchala-Ghewara-Cherai supply of 3000 mm dia BWSC pipes of the value of ₹ 1,917.26 Lacs.

7. From Chief Municipal Officer, Junardeo Municipality, Junardeo, Madhya Pradesh for Junardeo Water Supply Projects consisting of HDPE and DI Pipes, Water Treatment Plant, Intake Well, Over Head Tanks etc of the value of ₹ 1,788 Lacs.

8. From Joint Managing Director, APSIDC, Hyderabad for Construction & Commissioning on turnkey basis of Nautala Lift Irrigation Scheme on let bank of Mahendratanaya River in Sarvakota Mandal of Srikakulam District and operation of the Scheme for two years consisting of 600 mm to 800 mm dia PSC pipes for 8.16 Kms of the value of ₹ 1,724.15 Lacs.

9. From Megha Engineering & Infrastructure Ltd, Hyderabad for PHED Kotri Project, Rajasthan supply of 250, 450, 600 & 800 mm dia BWSC pipes of the value of ₹ 1,414.36 Lacs.

10. From Superintending Engineer, RWS&S Circle, Kakinada for CPWS Scheme to Karapa and other Habitations in Karapa Mandal in East Godavari District consisting of HDPE, PVC pipelines, WTP, OHBR, Sumps, SS tank and EM work of the value of ₹ 1,368.39 Lacs.

11. From M/s SPML Infra Ltd for Sindhanur Water Supply Scheme (KUIDFC Project Karnataka) for supply of 700 mm dia BWSC pipes of the value of ₹ 1,034.88 Lacs.

12. In addition to the above we have secured 20 orders amounting to ₹ 5,513.92 Lacs of the value less than to ₹ 1,000 Lacs each at various locations in India.

(B) Railway Sleepers:

During the year the Company has manufactured 84,588 sleepers amounting to ₹ 1,344.10 Lacs against the order received from Ministry of Railway Board, New Delhi.

(C) Bar Wrapped Steel Cylinder (BWSC) Pipes/Prestressed Concrete Cylinder Pipes (PCCP):

The BWSC and PCCP pipes introduced by the Company as an alternative pipe materials to M.S. and D.I. pipes have become popular amongst various Government authorities. The Company has undertaken / is undertaking several projects involving BWSC pipes. To meet the demand of BWSC pipes, the Company had specially set up manufacturing plants at Choutuppal, Telangana, Chilamathur, Andhra Pradesh and Dhule, Maharashtra. These plants are running continuously with better productivity yields. In addition to the above the Company has also created facilities to manufacture these pipes in its existing factories at Vadgaon, Miraj, Rajkot, Kanhan, Pattencheru, Yelhanka, Thanjavur, Kekri, Sikar, Karari and Kovvur to cater the local demands. During the year under review, these plants produced 263.91 Km of BWSC pipes valued at ₹ 11,389.65 Lacs.

During the year the Company has received orders worth ₹ 18,954.04 Lacs for BWSC pipes and orders worth ₹ 1,104.79 Lacs for PCCP pipes along with other civil works.

(D) National Rifle Division:

The Company is manufacturing 10 types of air rifles and air pistols which are marketed by reputed Distributors all over India. The demand for Compressed Air Rifles and Compressed Air Pistols introduced by Company's National Rifle Division has increased as their performance has been satisfactory. The shooters participating in shooting competitions have secured Gold and Silver Medals. They have appreciated performance of the Company's Compressed Air Pistol and commended the Company for bringing a quality product. Further the Company has introduced modified version of Model-35 and Model-25 Air Rifles incorporating high quality Nylon Butt, Nylon Back Sight, Nylon Front Sight and also introduced Electrolysis Nickel Plated body which is life time anti-rust proof. Due to above modifications, the look and performance of the Air Rifles have improved considerably. New version of Air Rifle has been well received by the market.

Further in recent Shooting Championship Competition held by Gujarat State Shooting Championship 2014 and 24th All India GV Mavlankar Shooting Championship 2014 and 4th Gun for Glory Shooting Championship held at Pune, Rifle Shooters across the country had participated and almost all of them had used Company's 0.177 Pneumatic Air Rifle and many of them won medals. The demand for 0.177 Pneumatic Air Rifle has also increased.

4. OUTLOOK:

During the last decade, Urban area limits spreading wider and wider to peripheral areas, but at the same time, the basic amenities like Water Supply, Drainage, etc are not meeting the requirement of more and more urbanization. Apart from the above, most of the rural areas in India fall short of access to drinking water.

Government of India, State Governments and local bodies are making best efforts to supply safe drinking water. Hence numbers of water supply schemes are under anvil. Further to make cities and rural areas under more hygienic conditions, lot of sewerage disposals and drainage schemes are also coming up.

Considering the above factors, outlook for the Company in water supply, sewerage and drainage segments is encouraging and good.

5. RISKS & CONCERNS:

The Company's activities and prospects largely depend on the implementation of various water supply related projects undertaken by various States / Central Government Agencies. The Company is doing business with various State Governments and it depends upon their policy on approval of finance and allocation of funds as well as their ability to raise funds to undertake such water supply projects amongst various infrastructure related projects being implemented by them. Adverse changes and lack of funds delays the works resulting in higher cost and can also affect the business prospects of the Industry and the Company. Severe competition from the manufacturers of alternative pipes like Ductile Iron, Glassfibre Reinforced Plastic, PVC, HDPE and Spirally Welded Steel pipes is existing and can affect Company's business prospects.

In the year under review, prices of key raw materials like H.T. Wire, H.R. Coils, Wire rods have come down. Prices of PVC, HDPE & DI Pipes have also come down. However Cement prices have gone up considerably.

Due to lack of demand, manufacturers have curtailed production thereby increasing the lead time in supply.

6. INTERNAL CONTROL SYSTEMS:

The Company has adequate internal control procedures commensurate with its size and nature of business that ensures control over various functions of the organisation. The internal control system provides for guidelines, authorisation and approval procedures.

The internal audit reports, post audit reviews are carried out to ensure compliance with the Company's policies and procedures.

7. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

For the year ended 31st March 2015, the revenue from operations of the Company was ₹ 1,00,985.93 Lacs as compared to last year's revenue from operations of ₹ 82,301.30 Lacs.

The profit before tax is ₹ 6,196.73 Lacs as against ₹ 3,801.18 Lacs achieved last year. The order book position is ₹ 2,003 Crores (after removing non moving orders of ₹ 285 Crores) as of date as compared to ₹ 2,598 Crores in the corresponding period of last year.

8. HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

The Company has total strength of 1290 permanent employees as on 31st March, 2015 working at various locations such as Factories / Projects / Head Office and Research & Development Division.

The management has successfully negotiated and settled the demands of workmen working at its factories at Yelhanka & NR Divn. Vatva. There was an award given by the Hon'ble Member, Industrial Tribunal, Mumbai under Ref. (IT) No. 25 of 2009 in the matter of settlement of charter of demands submitted by Clerical & subordinate staff at Head Office and same was implemented.

During the year the Company had organised training programmes on Industrial Safety, Health, Good Housekeeping for its workers/ employees at Dhule, Miraj, Yelhanka, Kekri, Sikar & Vadgaon factories to apprise them of the importance of safety at workplace, good housekeeping etc which will not only benefit to the Company but also to the individual worker.

Further to equip the employees working in Legal, Accounts, Finance and Audit Depts. with the latest updates/development in the fields of Accounts, Finance, Labour Laws and Audit, the Company had organised two-days' training programmes at Jaipur on the topic "Procedures, Policies & Practice being followed in Accounts, Finance and Audit" and new amendments in the Acts applicable to the Company and compliances thereof.

The industrial relations with the workmen working at various units of the Company were by and large remained peaceful and normal.

9. CAUTIONARY STATEMENT:

Statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a schedule of implementation of various water supply related projects undertaken by various States / Central Government Agencies, significant changes in political and economic environment in India, exchange rate fluctuations, prices and availability of key raw materials like steel and cement, tax laws, litigation, labour relations and interest costs, etc.

For and on behalf of the Board of Directors,

Rajas R. Doshi
Chairman & Managing Director

Dated : 28h May, 2015

DIRECTORS' REPORT

TO

THE MEMBERS,

Your Directors are pleased to present to you the Annual Report on the business operations of the Company together with the Audited Financial Statement of Accounts for the Financial Year ended 31st March, 2015.

FINANCIAL RESULTS:

(₹ in Lacs)

		Year Ended 31-03-2015		Year Ended 31-03-2014
Revenue from Operations		**1,00,985.93**		82,301.30
Profit Before Finance Cost, Depreciation & Amortisation & Tax		**12,239.49**		8,053.34
Less : Finance Costs		**4,829.55**		3,469.36
Depreciation & Amortisation		**1,213.21**		782.80
Profit Before Tax		**6,196.73**		3,801.18
Less : Provision for Taxation		**2,040.00**		1,395.52
Net Profit After Tax		**4,156.73**		2405.66
Add : Balance Brought Forward from last year		**12,640.05**		11,914.56
Surplus available for Appropriation		**16,796.78**		14,320.22
Less : Proposed Dividend	**726.71**		581.37	
Tax on Dividend	**147.96**		98.80	
General Reserve	**1,000.00**		1,000.00	
		1,874.67		1,680.17
Surplus Carried to Balance Sheet		**14,922.11**		12,640.05

PERFORMANCE REVIEW:

Your Company's operations of its various projects under execution continued to be profitable, with continued efforts to reduce costs and improve yield as also bettering the productivity levels.

During the year under review, the revenue from operations has grown by 22.70% to ₹ 1,00,985.93 Lacs as compared to ₹ 82,301.30 Lacs of the previous year. The profit after tax for the year at ₹ 4,156.73 Lacs was higher by 72.79% as compared to ₹ 2,405.66 Lacs of the previous year.

No material changes and commitments have occurred after the close of the financial year till the date of this Report, which affect the financial position of the Company.

DIVIDEND:

Your Directors are pleased to recommend a dividend of ₹ 3/- per share of ₹ 2/- each (150%) as against ₹ 2.40 per share of ₹ 2/- each (120%) for the previous year payable to those equity shareholders whose names stand registered in the books of your Company as on the book closure date.

The total equity dividend together with the dividend tax will absorb ₹ 874.67 Lacs.

Your Company propose to transfer ₹ 1,000 Lacs to the General Reserve. An amount of ₹ 14,922.11 Lacs is proposed to be retained and carried to Balance Sheet.

FINANCE:

During the year under review, liquidity position of your Company was maintained satisfactorily and optimum utilization of financial resources was achieved. Increase in the business volume coupled with slow realization of funds in some projects and stringent contractual retention terms in few projects particularly in Tamil Nadu increased level of borrowings. Monetary policy of the Reserve Bank of India continued to be anti inflationary resulting into high cost of borrowings. Though, your Company endeavoured to resort to the cheaper sources of finances, due to the reasons mentioned earlier, the overall borrowing costs have increased. However, due to well monitored working capital management and better negotiations of pricing for finances, the Company could keep effective cost of borrowings under control.

The Company has been prompt in meeting obligations towards its Bankers and other trade creditors.

INCOME TAX ASSESSMENT:

The Income Tax assessment of your Company has been completed till Assessment Year 2012-13. The appeals filed by the Income Tax Department and the Company, against the assessment orders for previous financial years are pending with the Income Tax Appellate Authorities and Bombay High Court. The amount of disallowance involved in various appeals is ₹ 10,429.64 Lacs, on which necessary tax provision has been made in the accounts. The Major dispute is with regard to the claim u/s 80IA of the Income Tax Act, 1961, which is amounting to ₹ 10,050.75 Lacs in respect of execution of eligible Infrastructure projects of water, sewerage irrigation. The Balance amount of ₹ 378.89 Lacs pertains to other items of disallowance such as Section 14A disallowance, land valuation of Wadala Property etc. The necessary provision for tax of ₹ 3,545.90 Lacs has been made in accounts except for the disallowance made u/s 14A, as the same disallowance has been deleted in the previous years by the First and Second Appellate Authority.

The appeals filed by the Income Tax Department are pending in the Bombay High Court for Accounting Year 2003-04, 2008-09 & 2010-11. The issue involved for Accounting Year 2003-04 is claim of deduction u/s 80IA

allowed by the Income Tax Appellate Tribunal, amounting to ₹ 1,068.27 Lacs. However due to subsequent retrospective amendment made to sec. 80IA by Finance Act, 2009, as an abundant caution provision for the basic tax liability of ₹ 392.59 Lacs on the claim of ₹ 1,068.27 Lacs has been made in the accounts, hence there is no tax liability. The issue involved for the Accounting Year 2008-09 & 2010-11 is with regards to the claim of disallowance of expenses u/s 14A of the I.T. Act, 1961. The Income Tax Appellate Tribunal had deleted the disallowance made u/s 14A of the I.T. Act, 1961. In case if this disallowance is confirmed by the Bombay High Court then Company will have to make provision of tax of ₹ 31.78 Lacs.

FACTORIES:

The total number of factories of the Company as at the end of period under report stands at 20.

CORPORATE GOVERNANCE:

The Company has implemented procedures and adopted practices in conformity with the code of Corporate Governance as provided in the amended Clause 49 of the Listing Agreement with the Stock Exchanges. The Company has also implemented Code of Conduct for all its Non-Executive Directors and Executive Directors and Senior Management Personnel of the Company, who have affirmed compliance thereto. The said Codes of Conduct have been posted on the website of the Company. The Management Discussion and Analysis Report and Corporate Governance Report, appearing elsewhere in this Annual Report forms part of the Directors' Report. A certificate from the Statutory Auditors of the Company certifying the compliance of conditions of Corporate Governance is also annexed thereto.

PUBLIC DEPOSITS AND LOANS/ADVANCES:

The Company had terminated its Fixed Deposits Schemes w.e.f. 28th July, 2009 and stopped accepting / renewing deposits since then. Accordingly it has repaid all the deposits together with interest as and when they matured on their respective maturity date(s).

An aggregate amount of ₹ 1.25 Lacs representing 7 fixed deposits had matured, the last one being matured in February, 2012 and all these 7 fixed deposits remained unclaimed as at 31st March, 2015. Since then, no instructions for repayment of any of these matured fixed deposits have been received.

The Company has no loans / advances and investments in its own shares by listed Companies, their subsidiaries, associates etc. as required to be disclosed in the annual accounts of the companies pursuant to Clause 32 of the Listing Agreement.

Further, in conformity with the aforesaid Cash Flow Statement for the year ended 31st March, 2015 is annexed hereto.

PARTICULARS OF INVESTMENTS AND GUARANTEES:

Details of Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Financial Statements.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR):

In accordance with Section 135 of Companies Act, 2013, the Board of Directors has formed Corporate Social Responsibility Committee (CSR Committee) comprising Mr. Rajas R. Doshi, Chairman & Managing Director, Ms. Jyoti R. Doshi, Non-Executive Director and Mr. Rameshwar D. Sarda, Independent Director as members of the Committee.

The report on CSR activities and CSR policy as recommended by CSR Committee and approved by the Board is annexed as "Annexure "A" and forms part of Directors' report.

In acordance with Section 135 of the Companies Act 2013 and the rules thereunder the Company has incurred CSR expenditure of ₹ 55 Lacs by way of corpus donation to Ratanchand Hirachand Foundation which had carried out CSR activities on behalf of Company.

DONATIONS:

In addition to the above CSR expenditure, the Company has given following donations:

- ₹ 15 Lacs to Andhra Pradesh Chief Ministrer's Relief Fund towards rehabilitation of Hudhud cyclone hit areas in Andhra Pradesh
- ₹ 10 Lacs to Swach Bharat Kosh.
- ₹ 3.10 Lacs to Rotary Foundation, Charitable Organisation.

RISK MANAGEMENT:

The Company has constituted a Risk Management Committee. The details of Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report.

The Company has a Risk Management Policy to identify, evaluate, monitor and mitigate risks. The risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting.

INTERNAL CONTROL SYSTEMS AND ITS ADEQUACY :

The Company has an Internal Audit Department headed by Chief Internal Auditor.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all allocations of the Company. Based on the report of internal audit function, process management undertake corrective action in their respective areas and there by strengthen the controls.

INTERNAL FINANCIAL CONTROLS:

The Company has in place adequate internal financial controls with reference to financial statements.

VIGIL MECHANISM:

The Company has Vigil Mechanism administered by the Audit Committee. The Vigil Mechanism is posted on the Company's website.

SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/TRIBUNALS, IF ANY.

There are no significant material orders passed by the Regulators/Courts/ Tribunals which would impact the going concern status of your Company and its future operations.

DIRECTORS:

Mr. N. Balakrishnan, Director of the Company retires by rotation at the ensuing Annual General Meeting under the erstwhile provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. N. Balakrishnan has offered himself for appointment as Independent Director for 5 years effective from 16th March, 2015 to 15th March, 2020, subject to approvals by Members at the ensuing Annual General Meeting.

The Company has received requisite disclosures / declaration of independence from all the Independent Directors viz, Mr. Ajit Gulabchand, Mr. Rajendra M. Gandhi, Mr. Rameshwar D. Sarda, Mr. N. Balakrishnan and Mr. Vijay Kumar Jatia as required under the applicable provisions of Companies Act, 2013 and Listing Agreement.

Mr. P. D. Kelkar, Director of the Company was appointed as Director retiring by rotation under the erstwhile provisions of Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, he has given declaration of independence that he satisfies the criteria of independence as provided in Section 149(6) of the Act and is

eligible and offering himself for appointment as an Independent Director of the Company. Pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors Mr. Kelkar is proposed to be appointed as an Independent Director of the Company to hold office for a period of five years from 4th August, 2015 to 3rd August, 2020, subject to approval by the members at the ensuing Annual General Meeting.

The Company has received notices under Section 160 of Companies Act, 2013 from the members signifying their intention to propose Mr. N. Balakrishnan and Mr. P. D. Kelkar respectively as candidates for the office of Independent Directors at the ensuing Annual General Meeting.

As per Section 152 of the Companies Act, 2013, Ms. Jyoti R. Doshi Director of the Company, retire by rotation at the ensuing Annual General meeting and offers herself for re-appointment.

Profile of above Directors have been given in the Notice of the ensuing Annual General Meeting of the Company.

Mr. Rajas R. Doshi, Chairman & Managing Director and Mr. Mayur R. Doshi, Executive Director are Directors of IHP Finvest Limited (the Holding Company). Further Mr. Rajas R. Doshi is the Chairman and Mr. Mayur R. Doshi is the member of Stakeholders Relationship Committee of the holding Company. They are also Directors of Ratanchand Investment Private Limited (the ultimate Holding Company). During the year they have received sitting fees of ₹ 75,000/- each from IHP Finvest Limited for attending meetings of Board and sitting fees of ₹ 15,000/- each for attending meeting of Stakeholders Relationship Committee respectively. Further they have also received sitting fees of ₹ 5,000/- each from Ratanchand Investment Private Limited for attending meetings of Board.

KEY MANAGERIAL PERSONNEL:

During the year under review, in addition to Mr. Rajas R. Doshi, Chairman and Managing Director, the following two Senior Executives of the Company were formally appointed as Whole-time Key Managerial Personnel of the Company in compliance with the provisions of Section 203 of the Companies Act, 2013.

i) Mr. M. S. Rajadhyaksha, Controller of Accounts and Finance has been re-designated as Chief Financial Officer of the Company w.e.f. 27th May, 2014.

ii) Mr. S. M. Mandke to continue to act as Company Secretary of the Company.

Remuneration and other details of the Key Managerial Personnel for the financial year ended 31st March, 2015 are mentioned in the Extract of the Annual Return which is attached to the Directors' Report.

PERFORMANCE EVALUATION:

Pursuant to the provisions of Section 134 (3) (p), 149 (8) and Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, annual Performance Evaluation of the Directors as well as of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee has been carried out.

The Performance Evaluation of the Independent Directors was carried out by the entire Board and the Performance Evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors.

INDEPENDENT DIRECTORS' MEETING:

In terms of Section 149, Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Independent Directors met on 17th March, 2015 without the attendance of Non-Independent Directors and Members of Management of the Company inter-alia to discuss;

i) evaluation of performance of Non-Independent Directors and the Board of Directors of the Company as a whole.

ii) evaluation of performance of the Chairman of the Company, taking into views of Executive and Non-Executive Directors.

iii) evaluation of the quality, quantity and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

REMUNERATION POLICY:

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is annexed as "Annexure B".

NUMBER OF MEETINGS:

Annual programme of Board and Committee meetings is circulated in advance to the Directors.

During the year four Board and Audit Committee meetings were held on 27th May, 2014, 25th July, 2014, 12th November, 2014 and 3rd February, 2015. The Composition of Audit Committee is as under:

Sr. No.	Name of the Members	Category
1	Mr. Rajendra M. Gandhi	Chairman
2	Mr. Rameshwar D. Sarda	Member
3	Mr. Vijay Kumar Jatia	Member
4	Mr. P. D. Kelkar	Member

Further two meetings of Nomination & Remuneration Committee and one meeting each of Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee were held, the details of which are given in the Corporate Governance Report. The maximum time gap between any two consecutive meetings of the Board did not exceed one hundred and twenty days.

DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134 (5) of the Companies Act, 2013, your Directors state that:

a) in the preparation of the Annual Accounts for the financial year ended 31st March, 2015, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any;

b) appropriate accounting policies have been selected and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the profit of the Company for the year ended on that date;

c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Annual Accounts have been prepared on a going concern basis;

e) internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems are adequate and operating effectively.

AUDITORS' REPORT:

The Auditors' Report to the Members on the Accounts of the Company for the financial year ended 31st March, 2015 does not contain any qualification,

reservation or adverse remark.

AUDITORS:

STATUTORY AUDITORS:

M/s. K. S. Aiyar & Co., Chartered Accountants, Mumbai bearing ICAI Registration No.100186W retires at the ensuing Annual General Meeting of the Company are eligible for re-appointment.

M/s. K. S. Aiyar & Co., Chartered Accountants, were appointed as the Statutory Auditors of the Company for the financial year 2014-15 at the 88th Annual General Meeting held on 25th July, 2014. As per the provisions of Section 139 of the Companies Act, 2013, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement.

In view of the above and based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 28th May, 2015, recommends the re-appointment of M/s. K. S. Aiyar & Co. as the Statutory Auditors of the Company under Section 139 and other applicable provisions of the Companies Act, 2013, to do Statutory Audit of the Company's accounts including its branches for the financial year 2015-16 and 2016-17 (subject to ratification of their appointment at every AGM).

As required under Section 139 of the Companies Act. 2013, the Company has obtained a written consent and certificate from them to the effect that their re-appointment, if made, would be in accordance with the conditions prescribed under the Companies Act, 2013 and the rules made thereunder, as may be applicable.

They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for re-appointment as Auditors of the Company.

You are requested to re-appoint them as Statutory Auditors of the Company for the financial year 2015-16 to 2016-17.

BRANCH AUDITORS:

M/s. Brahmayya & Co., Chartered Accountants, Hyderabad bearing Firm Registration No.000513S, retires as Branch Auditors of the Company and have given their written consent and a certificate to the effect that their appointment, if made, would be in accordance with the conditions prescribed under the Companies Act, 2013 and the rules made thereunder, as may be applicable.

You are requested to re-appoint M/s. Brahmayya & Co., Chartered Accountants as Branch Auditors under Section 139 of the Companies Act, 2013, to carry out Branch Audit, Limited Review and Tax Audit of the Company's Factories, Projects and Project Offices in the States of Andhra Pradesh and Telangana for the financial year 2015-16 and also authorise Board of Directors to appoint Branch Auditors in other States.

COST AUDITOR:

In terms of Section 148 of the Companies Act, 2013 and other applicable provisions of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors on the recommendation of Audit Committee has appointed Mr. Vikas Vinayak Deodhar, Cost Accountant, Mumbai, Membership No. 3813 as Cost Auditor of the Company for the financial year 2015-16 to conduct the audit of the cost records of the Company on a remuneration of ₹ 1 Lac plus reimbursement of out of pocket expenses and/or travelling expenses as may be incurred by him and Service Tax as applicable. As required under the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be placed before the Members in a general meeting for their ratification. Accordingly, a resolution seeking Members ratification for the remuneration payable to Mr. Vikas Vinayak Deodhar, Cost Accountant as Cost Auditor included at Item No.9 of the Notice convening the Annual General Meeting.

As required under the provision of Section 139(1) of the Companies Act, 2013, Mr. Vikas Vinayak Deodhar, Cost Accountant has given consent and written certificate under the provisions of Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014.

SECRETARIAL AUDIT:

Secretarial Audit for the finacial year 2014-15 was conducted by M/s. J. H. Ranade & Associates, Company Secretaries, pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Report of the Secretarial Auditor is annexed as "Annexure C". There are no qualifications or observations or remarks made by the Secretarial Auditor in their Report.

AWARDS / RECOGNITION:

In recognition to the achievement of the Company in the Construction Industry, the Company has been honoured with the following awards / recognition:

The Fastest Growing Construction Company (Small Category)

One amongst India's Top Challengers by Constuction World Magazine

Mr. Rajas R. Doshi, Chairman & Managing Director of the Company has received these awards on behalf of the Company at the 12th Construction World Annual Awards – 2014, in a Award ceremony held in Mumbai on 21st November, 2014.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is annexed as "Annexure D".

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business except the non-material related party transaction(s) with Ms. Anima B. Kapadia, Sole Proprietor of Daphtary Ferreira & Divan and Director of the Company who is rendering legal services to the Company which was approved by the Audit Committee and Board. The details are given in Form AOC-2 is annexed as "Annexure E". There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee as also the Board for their prior approval. The Company has a Related Party Transaction Policy for identifying, monitoring and approving of such transactions.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

None of the other Directors, Key Managerial Personnel or their relatives have any pecuniary relationships or transactions vis-à-vis the Company.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure F".

PARTICULARS OF EMPLOYEES:

The information required under Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as "Annexure G". The information as required under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be provided upon request by any member of the Company. In terms of Section 136 (1) of the Companies Act, 2013, the Report and the Accounts are being sent to the members excluding the aforesaid information. Any member interested in obtaining copy of the same may write to the Company Secretary at the Registered Office of the Company.

INDUSTRIAL RELATIONS:

The Company is having total strength of 1290 permanent employees as on 31st March, 2015 working at various locations such as Factories / Projects / Head Office and Research & Development Department, Mumbai.

Industrial relations with the workmen at various units of the Company were by and large remained peaceful and cordial.

SEXUAL HARASSMENT:

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Your Company has, during the year under review, transferred a sum of ₹ 4,13,821/- to Investor Education and Protection Fund, in compliance with the provisions of Section 205C of the Companies Act, 1956. The said amount represents unclaimed dividend of ₹ 3,18,504/- for the year 2006-07, unclaimed interest of ₹ 45,317/- on Fixed Deposits and unclaimed matured Fixed Deposits of ₹ 50,000/- which remained unclaimed by the members/fixed deposit holders of the Company for a period of 7 years from the date they became due for payment.

GENERAL:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company.

The Company does not have ESOS/ESOP Scheme for its employees/ Directors.

ACKNOWLEDGEMENTS:

Your Directors record their gratitude to the Shareholders, Customers, Bankers, Government Departments, Vendors and Sub-contractors and all other Stakeholders for their continued support and co-operation during the year.

Your Directors also wish to place on record their appreciation of the services rendered by the employees of the Company.

Wishing you all good health, wealth and prosperity.

For and on behalf of the Board of Directors,

Rajas R. Doshi
Chairman & Managing Director

Registered Office:
Construction House, 2nd floor,
5, WalchandHirachand Road,
Ballard Estate, Mumbai - 400 001

Date : 28th May, 2015

ANNEXURE 'A' TO DIRECTORS' REPORT

FORMAT OF REPORTING OF CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. **A brief outline of the Company's CSR policy, including overview of projects/ programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.**

   IHP CSR Policy aims at implementing its CSR activities in accordance with Section 135 of the Companies Act, 2013 and rules thereunder. The CSR committee shall periodically review the implementation of CSR Policy.

   Focus Areas:

   Health & Medical aid: The Company will promote various initiatives to support health and preventive health care including medical aid in the community.

   Education: The Company will give grants to the needy students in the field of education to enhance employability and well being of the community.

   Environment: The Company will promote environmental sustainability and conservation of natural resources.

   The Company's CSR projects or programs or activities will be identified and implemented according to the Board's approved CSR policy.

   The expenditure on the CSR will be approved by the CSR committee and the Report will be published annually. The CSR policy has been approved by the Board and the same is disclosed on the Company's website.

   Weblink:
   http://www.indianhumepipe.com/Portals/0/images/pdf/Corporate_Governance/CSR%20Policy.pdf

2. **Composition of the CSR Committee :**
   Mr. Rajas R. Doshi, Chairman & Managing Director - Chairman
   Ms. Jyoti R. Doshi, Non-Executive Director - Member
   Mr. Rameshwar D. Sarda, Independent Director - Member

3. **Average net profit of the Company for last three financial years:**
   Average net profit : ₹ 27.46 Crores.

4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above):**
   The Company is required to spend ₹ 55 Lacs towards CSR.

5. **Details of CSR spend for the financial year:**
   a. Total amount spent for the financial year: ₹ 55 Lacs by way of corpus donation to Ratanchand Hirachand Foundation for carrying out CSR activities on behalf of the Company.
   b. Amount unspent, if any:Nil
   c. **Manner in which the amount spent during the financial year is detailed below:**

Corporate Social Responsibility (CSR) Activities:

During the year the Company has given corpus donation of ₹ 55 Lacs which is 2% of average net profit of the Company in terms of Section 135 and the rules thereunder of the Companies Act, 2013 to the Ratanchand Hirachand Foundation (RHF) to carry out CSR activities and incur CSR expenditure for and on behalf of the Company in terms of Company's CSR Policy.

i) During the financial year 2014-15 RHF had undertaken following charitable activities on behalf of the Company.

Allengers HF-49R/PS100 High Frequency (40 KHZ) Mobile C-ARM Machine with accessories used in Orthopedic Department in Government Royapettah Hospital, Chennai, Tamilnadu

1. One No. Allengers HF - 49 R/PS 100 HIGH FREQUENCY (40 KHZ) Mobile C-ARM with Rotating Anode X-Ray Tube/9" Image Intensifier, 100F DIGITAL IMAGE MEMORY/2 NOS. LCD MONITORS with accessories have been donated to Government Royapettah Hospital, in Chennai to be used in their Orthopaedic Department, at a total cost of ₹ 8.40 Lacs for the benefit of general public especially weaker sections of the society.
2. One No. Allengers HF - 49 R/PS 100 HIGH FREQUENCY (40 KHZ) Mobile C-ARM with Rotating Anode X-Ray Tube/9" Image Intensifier, 100F DIGITAL IMAGE MEMORY/2 NOS. LCD MONITORS with accessories have been donated to Hamidia Government Hospital, Royal Market, Bhopal at a total cost of ₹ 8.40 Lacs for the benefit of general public especially weaker sections of the society.

Allengers HF-49R/PS100 High Frequency (40 KHZ) Mobile C-ARM Machine with accessories used in Orthopedic Department in Hamidia Government Hospital, Bhopal, Madhya Pradesh.

3. One No. Digital Video Colposcope Machine and NST Machine with Twin Monitoring facility with all standard accessories have been donated to Department of Obstetrics and Gynecology OPD, T.N. Medical College and B. Y. L. Nair Charitable Hospital Mumbai at a total cost of ₹ 4.68 Lacs.

Vertical Mounting Stand for Digital Video Colposcope Machine with Twin Monitoring facility with accessories used in Obstetrics and Gynecology Department in T.N. Medical College and B.Y.L. Nair Charitable Hospital, Mumbai, Maharashtra

4. An amount of ₹ 4.70 Lacs have been paid to Pradhan Eye Hospital, Solapur, towards the cost of 188 patients/ beneficiaries to Eye Camp for free Cataract Surgery – IOL Implantation.

Eye Camp for free Cataract Surgery IOL Implantation in association with Pradhan Eye Hospital, Solapur, Maharashtra

5. An amount of ₹ 5 Lacs have been donated to Dr. Ernest Borges Memorial Fund as our contribution / donation towards the cost of construction of additional floor in their proposed Palliative Care Training Centre at Mumbai.

6. RHF is funding towards the salary of the nurse working in Human Milk Bank in LTMG Hospital, Sion, Mumbai.

   Similarly, the Ratanchand Hirachand Foundation has donated to:

   (a) Kushtarog Niwaran Samiti, Shantivan for its "Help a child programme" for Adivasi Ashram School, towards education expenses for 110 students.

   (b) Gandhi Smarak Nidhi, Mumbai towards remuneration of 2 teachers for providing free tuitions for tribal students in the villages near Panvel.

   (c) Inner Wheel Club of Bombay towards meeting the cost of the school tuition fees of poor kids under their Early Intervention Programme (EIP).

   (d) SOS children's Villages of India towards Corporate Education Sponsorship for Eight Children for their education.

   (e) SRCC-Citi Academy for Special Education Mumbai–towards Education Grant for two children under their "SPONSOR A CHILD SCHEME" programe.

   (f) Indian Association for Promotion of Adoption and Child Welfare, (IAPA) towards the education expenses for 3 children for their care.

   (g) Medical Aid to 2 (two) individual applicants for the treatment of the respective illnesses suffered by them.

   In all, Ratanchand Hirachand Foundation had donated/spent ₹ 39,64,050/- towards above charitable purposes/activities during the financial year under review.

Manner in which the amount spent during the financial year ended 31st March, 2015 is detailed below.

S.No.	CSR Project or activity Identified	Sector in which the project is covered	Projects or programs Local area or other Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub- heads 1) Direct expenditure on projects or programs 2) Overheads (₹)	Cumulative expenditure upto the reporting period (₹)	Amount spent : Direct or through implementing agency	
							Direct (₹)	Through Implementing Agency* (₹)
1.	Health Medical Aid Education	Medical aid / Health - Eye camp	As stated above	NA	39,64,050.00	39,64,050.00	-	39,64,050.00
2.		Education grants		NA	Overheads: Nil	-	-	-
				TOTAL (₹)	39,64,050.00	39,64,050.00	-	39,64,050.00

* The Company has incurred CSR expenditure of ₹ 55 Lacs for the financial year 2014-15 by way of donation to the corpus of Ratanchand Hirachand Foundation (RHF), the Implementing Agency. RHF has carried out above CSR activities on behalf of the Company.

RESPONSIBILITY STATEMENT

The Responsibility Statement of the Corporate Social Responsibility Committee of the Board of Directors of the Company is re-produced below:

"The implementation and monitoring of Corporate Social Responsibility Policy is in compliance with the CSR objectives and policy of the Company".

RAJAS R. DOSHI

Chairman & Managing Director & Chairman of the CSR Committee

Registered Office:
Construction House, 2nd Floor,
5, Walchand Hirachand Road,
Ballard Estate, Mumbai 400 001

Place : Mumbai
Date : 28th May, 2015

CSR POLICY

(Approved by the Board of Directors on 12th November, 2014)

CSR Policy :-

Introduction :-

A. In line with Section 135 of the Act and Companies (Corporate Social Responsibility Policy) Rules, 2014 read with Schedule VII to the Act, the Company has formulated its Corporate Social Responsibility Policy (CSR Policy) for continuing its charitable activities. The Company intends to undertake its CSR activities, programmes etc. through Ratanchand Hirachand Foundation (the Foundation) and / or any other Trust / Section 8 Company and/ or on its own. The Company's CSR activities are independent of the normal conduct of its business. The CSR programs, projects and activities to be carried out in this regard by the Company through Ratanchand Hirachand Foundation and / or any other Trust / Section 8 Company and / or on its own are enumerated as under :

B. 1. Providing educational grant / aid to needy students and institutions, funding salaries of teachers, medical aid to the patients as well as to Hospitals, Charitable Trusts, Institutions, NGOs and donations of costly medical equipments to Municipal / Public Hospitals across the country.

2. Promoting education including special education and employment enhancement, vocation skills especially among children, women, elderly and differently abled and livelihood enhancement projects.

3. Promoting preventive health care, safe drinking water, sanitation etc.

4. Ensuring environmental sustainability, ecological balance and conservation of natural resources, use of solar energy, rain harvesting etc.

5. Undertaking all other activities, projects and programs as per Section 135, Companies (CSR) Rules, 2014 and the Schedule VII of the Act as amended from time to time.

The CSR Committee and the Board of Directors will monitor the programs / projects and activities undertaken through the above Foundation on behalf of the Company and / or on its own. Further the surplus arising out of the CSR programs or projects or activities shall not form part of the business profit of the Company.

C. 1. The CSR activities does not include the activities undertaken in pursuance of normal course of business of the Company.

2. The surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of the Company.

3. The CSR projects or programs or activities that benefit only the employees of the Company and their families shall not be considered as CSR activities in accordance with Section 135 of the Act.

4. Companies may build CSR capacities of their own personnel as well as those of their Implementing agencies through Institutions with established track records of at least three financial years but such expenditure shall not exceed five percent of total CSR expenditure of the Company in one financial year.

D. Expenditure :-

CSR expenditure shall include all expenditure including contribution to corpus or on projects or programs relating to CSR activities approved by the Board on the recommendation of CSR Committee in line with the activities, programs and projects within the purview of the Act, Rules thereon and the Schedule VII. A specific budget would be allocated to the projects to be undertaken for each financial year. These projects / activities will include educational grants / aid, preventive health care, financial aid to patients, donations of costly medical equipments to Municipal / Public Hospitals. Further established Trusts, Institutions, NGOs etc. may be given donation, financial aids, support for undertaking CSR activities after taking into consideration various key parameters like their credibility, capacity, past performances, established track records, etc. The Company would endeavour to spend in every financial year atleast 2% of the average net profit through the Foundation.

E. Reporting:-

The Board's report will include all activities, programs and projects on CSR containing particulars specified in the Annexure to the said CSR Rules, 2014.

F. Management Commitment :-

The Board of Directors, Management and all the employees would subscribe to the philosophy of concern and care. We believe that we have a mission to walk on the path of generosity and compassion in order to make a difference in the lives of the poor and society at large. This would be the cornerstone of our CSR Policy.

G. Display of CSR activities on Company's website :-
The Company will disclose contents of its CSR Policy in the Annual Report and also display it on the website of the Company.

ANNEXURE 'B' TO DIRECTORS' REPORT

Remuneration Policy of the Company

Pursuant to Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee. The Company already constituted Remuneration Committee comprising of three non-executive Independent Directors and one non-executive non-independent Director as required under Listing Agreement. In order to align with the provisions of the Companies Act, 2013 and the amended Listing Agreement from time to time, the Board on, 27th May, 2014 changed the nomenclature of the "Remuneration Committee" as "Nomination and Remuneration Committee" and re-constituted the Committee with three non-executive Independent Directors and one non-executive non-independent Director as Members of the Committee.

The present composition of the "Nomination and Remuneration Committee" of the Company is as below:-

1)	Mr. N. Balakrishnan	Chairman	Independent Director
2)	Ms. Anima B. Kapadia	Member	Non-Independent Director
3)	Mr. Vijay Kumar Jatia	Member	Independent Director
4)	Mr. Rajendra M. Gandhi	Member	Independent Director
5)	Mr. Rajas R. Doshi	Member	Non-Independent Director

This Committee and the Policy is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement.

II. OBJECTIVE

The Key Objectives of the Committee would be:

a) To guide the Board, in relation to the appointment and removal of Directors, Key Managerial Personnel and Senior Management.

b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.

c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

d) To provide to KMP and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

e) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

III. DEFINITIONS

- "Act" means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- "Board" means Board of Directors of the Company.
- "Company" means "The Indian Hume Pipe Company Limited."
- "Directors" mean Directors of the Company.
- "Independent Director" means a director referred to in Section 149 (6) of the Companies Act, 2013.
- "Key Managerial Personnel" (KMP) means:
  - (i) Chief Executive Officer or the Managing Director or the Manager,
  - (ii) Company Secretary,
  - (iii) Whole-time Director,
  - (iv) Chief Financial Officer and
  - (v) Such other officer as may be prescribed.
- "Nomination and Remuneration Committee" shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.
- "Policy or This Policy" means, "Nomination and Remuneration Policy."
- "Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- "Senior Management" means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

IV. INTERPRETATION

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, Listing Agreement and/or any other SEBI Regulation(s) as amended from time to time.

V. GUIDING PRINCIPLES

The Policy ensures that

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

VI. ROLE OF THE COMMITTEE

The role of the Committee inter alia will be the following:

a) To Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.

b) To formulate criteria for evaluation of Independent Directors and the Board.

c) To recommend to the Board the appointment and removal of Directors and Senior Management.

d) To carry out evaluation of every Director's performance.

e) To formulate a criteria for determining qualifications, positive attributes and independence of a Director.

f) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.

g) To devise a policy on Board diversity.

h) To ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

i) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

j) To perform such other functions as may be necessary or appropriate for the performance of its duties.

VII. MEMBERSHIP

a) The Committee shall comprise at least three (3) Directors, all of whom shall be non-executive Directors and at least half shall be Independent.

b) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirement.

c) Minimum two (2) members shall constitute a quorum for the Committee meeting.

d) Membership of the Committee shall be disclosed in the Annual Report.

e) Term of the Committee shall be continued unless terminated by the Board of Directors.

VIII. CHAIRMAN

a) Chairman of the Committee shall be an Independent Director.

b) Chairperson of the Company may be appointed as a member of the Committee but shall not Chair the Committee.

c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.

d) Chairman of the Nomination and Remuneration Committee could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

IX. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such intervals as may be required.

X. COMMITTEE MEMBERS' INTERESTS

a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

XI. VOTING

a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

XII. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

- **Appointment criteria and qualifications:**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

3. The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/ Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Term / Tenure :

1. Managing Director/Whole-time Director/Manager (Managerial Person):

- The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

  Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1st October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of 5 years only.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

Evaluation :

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).

Removal :

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

Retirement :

The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

XIII. PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT

General:

1. The remuneration / compensation / commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to

the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

2. The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person. Increments will be effective from the date of reappointment in respect of Managerial Person and 1st April in respect of other employees of the Company.

4. Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Managerial Person, KMP and Senior Management:

1. Fixed pay:

   Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P. F. pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. Minimum Remuneration:

   If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

3. Provisions for excess remuneration:

   If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

Remuneration to Non-Executive / Independent Director:

1. Remuneration / Commission :

   The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

2. Sitting Fees :

   The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof.

   Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3. Limit of Remuneration /Commission :

   Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

XIV. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Board and Committee meeting.

XV. DEVIATIONS FROM THIS POLICY

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

ANNEXURE 'C' TO DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

Form No.MR-3

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No.9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
The Indian Hume Pipe Company Limited
Construction House, Walchand Hirachand Marg,
Ballard Estate, Fort, Mumbai-400001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by The Indian Hume Pipe Company Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby

report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder.

Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during audit period)

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during audit period)

d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 /Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Effective 28th October 2014); (Not applicable to the Company during audit period)

e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during audit period)

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during audit period)

and

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during audit period)

vi. As per information provided to us there are no laws which specifically apply to the type of activities undertaken by the Company.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India. (not applicable as not notified during the period under review).

(ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines, etc. mentioned above.

We further report that: -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and Listing Agreement.

Adequate notice of atleast seven days is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent generally seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company which commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit period, consents of the members were accorded to the Board under section:

a. 180(1)(a) of the Act in connection with mortgage/ disposal / redevelopment of the undertakings of the Company.

b. 180(1)(c) of the Act for borrowing monies not exceeding ₹ 100 Crores over and above aggregate of paid up share capital and free reserves of the Company.

For J. H. Ranade & Associates
Company Secretaries

J. H. Ranade
(Proprietor)
FCS: 4317, CP: 2520

Place : Thane
Date : 28th May 2015

ANNEXURE 'C' TO DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

(Appointment and Remuneration Personnel) Rules, 2014

To,
The Members,
The Indian Hume Pipe Company Limited
Construction House, Walchand Hirachand Marg,
Ballard Estate, Fort, Mumbai 400001

Our Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, systems and procedures based on our audit.

3. Whereever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

4. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For J. H. Ranade & Associates
Company Secretaries

J. H. Ranade
(Proprietor)
FCS: 4317, CP: 2520

Place : Thane
Date : 28th May 2015

ANNEXURE 'D' TO DIRECTORS' REPORT

CONSERVATION OF ENERGY,TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014]

DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

I. CONSERVATION OF ENERGY :-

a. The Steps taken or Impact on conservation of Energy :-
- 500 KVA Servo Controlled Voltage stabilizer installed at Dhule factory.
- Replaced Conventional Sodium / Mercury vapor lamp with LED lamp at Sikar and Miraj factories on trial basis.

b. The Steps taken by the Company for utilizing alternate source of energy:-
- Solar Street Lights Installed at Dhule factory.

c. The Company is continuing with energy saving measures initiated earlier like Variable Frequency Drive (VFD), Automatic Power Factor Controller (APFC) and Soft Starter for EOT / Gantry Cranes.

II. (A) RESEARCH AND DEVELOPMENT (R & D)

The Company has separate Research and Development Division situated in Mumbai, which is recognized by the Ministry of Science & Technology, Department of Scientific and Industrial Research, Government of India, New Delhi.

(1) Specific areas in which R & D carried out by the Company are the following :
- New Product Development
- Import Substitution
- Technology Upgradation
- Evaluation of Alternate Raw-materials
- Designing and Improving manufacturing process and quality of products
- Improvement of Designs of Plant and Machinery

(2) Benefits derived as a result of the above R & D :

Research and Development provide valuable support to the business through innovation of new products and process, which are transferred to the factories / project works.

(3) Future Plan of Action :

The Company endeavors to continue research on areas set out in (1) above :

(4) Expenditure on R&D :

The total expenditure on Research & Development during the year was ₹ 298.09 Lacs (0.30% of the turnover) as compared to ₹ 279.23Lacs (0.34% of the turnover) of previous year.

(B) TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

1. Modification of MIraj Plant in Maharashtra has been completed to manufacture BWSC / PCCP Pipes for length up to 6.5 Mtr.

2. Direct drive arrangement has been implemented in wire winding machine removing gear box to increase wire winding output for BWSC pipes in Sikar, Miraj, Rajkot and Kekri factories.

3. Installed Sheet De-Coiling machine in Sikar Factory which is working satisfactorily.

4. At present BWSC thickness control rings are being fabricated and machined. As a trial we have started expanded thickness control rings at Sikar and Dhule Factory. These thickness control rings are having accurate dimensions and even cost of this thickness control ring is substantially less over fabricated and machine thickness control ring.

5. Designed and developed Introduced sheet bending machine at Karari factory for rolling smaller diameter of BWSC Cylinder even at seam joints.

6. In case of imported technology (imported during the last five years reckoned from the beginning of the financial year), following information may be furnished.

(a) Technology imported
(b) Year of Import
(c) Has technology been fully absorbed
(d) If not fully absorbed, areas which this has not taken place, reasons therefore and future plans of action.

} NIL

For and on behalf of the Board of Directors,

Rajas R. Doshi
Chairman & Managing Director

Date : 28th May, 2015

ANNEXURE 'E' TO DIRECTORS' REPORT

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

Details of contracts or arrangements or transactions not at arm's length basis

(a)	Name(s) of the related party and nature of relationship	: Ms. Anima B. Kapadia, Sole Proprietress of Solicitor firm, M/s Daphtary Ferreira & Divan & Director of the Company rendering legal services to the Company in the professional capacity as Advocate & Solicitor
(b)	Nature of contracts / arrangements / transactions	: Rendering legal services to the Company in the professional capacity as Advocate & Solicitor
(c)	Duration of the contracts / arrangements /transactions	: Financial year 2014-15
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	: Legal services rendered on the legal matters referred to Ms. Kapadia
(e)	Justification for entering into such contracts or arrangements or transactions	: Legal services availed in the capacity as Advocates and Solicitors of the Company
(f)	Date(s) of approval by the Board	: 3rd February, 2015
(g)	Amount paid as advances, if any	: No advance paid. Legal fees Bills - ₹ 55 Lacs plus Service Tax. Total including Service Tax ₹ 61.80 Lacs
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188 of the Companies Act, 2013	: N. A.

For and on behalf of the Board of Directors,

Rajas R. Doshi
Chairman & Managing Director

Date : 28th May, 2015

ANNEXURE 'F' TO DIRECTORS' REPORT

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2015
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]
Form No. MGT-9

I. REGISTRATION AND OTHER DETAILS:

CIN:	:	L51500MH1926PLC001255
Registration Date	:	20th July, 1926
Name of the Company	:	The Indian Hume Pipe Company Limited
Category / Sub-Category of the Company	:	Company having Share Capital
Address of the Registered office and contact details	:	Construction House, 2nd Floor, 5, Walchand Hirachand Road, Ballard Estate, Mumbai - 400001 Tel No.022-40748181
Whether listed Company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	:	M/s Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai – 400078 Tel No. 022-25946970 / 78

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	BWSC Pipes	73069011	10.94

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES–

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ / ASSOCIATE	% of shares Held	Applicable Section
1	IHP Finvest Ltd	U65920MH1996PLC103184	Holding Company	65.92	2(46)
2	Ratanchand Investment Pvt. Ltd.	U67120MH1996PTC103241	Ultimate Holding Company	1.80	2(46)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	534145	–	534145	2.21	534145	–	534145	2.21	–
b) Central Govt.	–	–	–	–	–	–	–	–	–
c) State Govt(s)	–	–	–	–	–	–	–	–	–
d) Bodies Corp.	16403240	–	16403240	67.72	16403240	–	16403240	67.72	–
e) Banks/FI	–	–	–	–	–	–	–	–	–
f) Any Other	–	–	–	–	–	–	–	–	–
Sub-Total (A)(1):	**16937385**	–	**16937385**	**69.92**	**16937385**	–	**16937385**	**69.92**	–
(2) Foreign	–	–	–	–	–	–	–	–	–
a) NRIs – Individuals	–	–	–	–	–	–	–	–	–
b) Other – Individuals	–	–	–	–	–	–	–	–	–
c) Bodies Corp.	–	–	–	–	–	–	–	–	–
d) Banks/FI	–	–	–	–	–	–	–	–	–
e) Any Other	–	–	–	–	–	–	–	–	–
Sub-Total	–	–	–	–	–	–	–	–	–
(A)(2): Total Shareholding of Promoter (A)=(A)(1)+(A)+(2)	**16937385**	–	**16937385**	**69.92**	**16937385**	–	**16937385**	**69.92**	–
B. Public Shareholding									
1. Institutions									
a) Mutual Funds/UTI	415	–	415	0.00	491480	–	491480	2.03	2.03
b) Banks/FI	26495	13995	40490	0.17	40793	13995	54788	0.23	0.06
c) Central Govt.	–	–	–	–	–	–	–	–	–
d) State Govt(s)	–	–	–	–	–	–	–	–	–
e) Venture Capital Funds	–	–	–	–	–	–	–	–	–
f) Insurance Companies	–	–	–	–	–	–	–	–	–
g) FIIs	777000	–	777000	3.21	–	–	–	–	-3.21
h) Foreign Venture Capital Funds	–	–	–	–	–	–	–	–	–
i) Others (specify)	–	–	–	–	–	–	–	–	–
Sub-Total (B)(1):-	**803910**	**13995**	**817905**	**3.38**	**532273**	**13995**	**546268**	**2.26**	**-1.12**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.									
i. Indian	1430389	5405	1435794	5.93	1144007	5405	1149412	4.75	-1.18
ii) Overseas	–	–	–	–	–	–	–	–	–
b) Individuals									
i) Individuals Shareholders holding nominal Share Capital upto ₹ 1 lakh	4214483	646575	4861058	20.07	4865427	597285	5462712	22.55	2.48
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	126160	–	126160	0.52	66160	–	66160	0.27	-0.25
c) Others (specify) (NRI)	45283	–	45283	0.19	61648	–	61648	0.25	0.06
Sub-Total(B) (2) :-	**5816315**	**651980**	**6468295**	**26.70**	**6137242**	**602690**	**6739932**	**27.82**	**1.12**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**6620225**	**665975**	**7286200**	**30.08**	**6669515**	**616685**	**7286200**	**30.08**	**0.00**
Shares held by Custodian for GDRs & ADRs	–	–	–	–	–	–	–	–	–
Grand Total (A+B+C)	**23557610**	**665975**	**24223585**	**100.00**	**23606900**	**616685**	**24223585**	**100.00**	**0.00**

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	% Change in share holdingduring theyear
1	IHP Finvest Ltd	15967080	65.92	--	15967080	65.92	--	--
2	Ratanchand Investment Pvt.Ltd.	436160	1.80	--	436160	1.80	--	--
3	Rajas R. Doshi*	204575	0.84	--	204575	0.84	--	--
4	Jyoti R. Doshi	156665	0.65	--	156665	0.65	--	--
5	Aditya R. Doshi	86870	0.36	--	86870	0.36	--	--
6	Mayur R. Doshi	86035	0.36	--	86035	0.36	--	--
	Total	**16937385**	**69.92**	**--**	**16937385**	**69.92**	**--**	**--**

* Including Shares held under HUF and under Trust.

iii) Change in Promoters' Shareholding (Please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	No change during the year			
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	No change during the year			
3	At the end of the year	No change during the year			

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) :

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Orange Mauritius Investments Ltd	777000	3.21	--	--
2	YMSH Management Consultants LLP	467751	1.93	467751	1.93
3	Sunidhi Capital Pvt.Ltd.	260000	1.07	--	--
4	Dhanki Securities Pvt.Ltd.	100000	0.41	100000	0.41
5	Finquest Securities Pvt. Ltd.	194287	0.80	197000	0.81
6	Aruna P. Chokshi	66160	0.27	66160	0.27
7	Shreekant Varun Phumbhra	60000	0.25	50000	0.21
8	Kamalini Bahubali	47240	0.20	47240	0.20
9	Hardik Bharat Patel	41784	0.17	--	--
10	Minal B. Patel	31607	0.13	--	--
11	L & T Mutual Fund Trustee Limited- L & T Emerging Businesses Fund	--	--	491065	2.03
12	Tarun Jain	--	--	45134	0.49
13	Angel Fincap Pvt. Ltd.	--	--	43557	0.18
14	Hafeez Sorab Contractor	--	--	40000	0.17

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Date	Change in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1	Rajas R. Doshi – CMD	204575	0.84	-	No Change	Not applicable	204575	0.84
2	Jyoti R.Doshi - Director	156665	0.65	-	No Change	Not applicable	156665	0.65
3	Mayur R. Doshi – Executive Director	86035	0.36	-	No Change	Not applicable	86035	0.36
4	Ajit Gulabchand - Director	19415	0.08	-	No Change	Not applicable	19415	0.08
5	Rajendra M. Gandhi – Director	-	0.00	01-04-2014 18-06-2014 23-06-2014 30-06-2014 19-08-2014 12-09-2014 31-03-2015	- 108 45 36 207 900 -	Market Purchase	- 108 153 189 396 1296 1296	0.00 0.00 0.00 0.00 0.00 0.00 0.00
6	Rameshwar D. Sarda – Director	500	0.00	-	No Change	Not applicable	500	0.00
7	N. Balakrishnan – Director	-	0.00	-	No Change	Not applicable	-	0.00
8	Anima B. Kapadia – Director	830	0.00	-	No Change	Not applicable	830	0.00
9	Vijay Kumar Jatia – Director	830	0.00	-	No Change	Not applicable	830	0.00
10	P. D. Kelkar – Director	127	0.00	-	No Change	Not applicable	127	0.00
11	M. S. Rajadhyaksha – Chief Financial Officer	-	0.00	01-04-2014 30-06-2014 31-03-2015	-- 1000 --	Market Purchase	- 1000 1000	0.00 0.00 0.00
12	S. M. Mandke – Company Secretary	-	0.00	-	No Change	Not applicable	-	0.00
	At the End of the year	468977	1.94	-	-	-	471273	1.95

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment ₹ in Lacs

	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	22,516.04	2,209.97	1.95	24,727.96
(ii) Interest due but not paid	NIL	Nil	Nil	Nil
(iii) Interest accrued but not due	137.71	18.68	Nil	156.39
Total (i+ii+iii)	**22,653.75**	**2,228.65**	**1.95**	**24,884.35**
Change in Indebtedness during the financial year in Principal Amount-	259,845.24	39,315.00	Nil	299,160.24
• Addition	259,310.11	34,024.97	0.70	293,335.78
• Reduction				
Net Change	**535.13**	**5,290.03**	**-0.70**	**5,824.46**
Indebtedness at the end of the financial year				
(i) Principal Amount	23,051.17	7,500.00	1.25	30552.42
(ii) Interest due but not paid	Nil	Nil	Nil	Nil
(iii) Interest accrued but not due	174.96	36.35	Nil	211.31
Total (i+ii+iii)	**23,226.13**	**7,536.35**	**1.25**	**30,763.73**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and / or Manager : ₹ in Lacs

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount
		C & MD	ED	
		Mr. Rajas R. Doshi	Mr. Mayur R. Doshi	
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	118.11	39.62	157.73
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	70.05	35.30	105.35
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	113.41	60.31	173.72
	– As % of profit	1.88%	1.00%	2.88%
	– Others, specify ….	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	301.57	135.23	436.80
	Ceiling as per the Act			603.16

B. Remuneration to other Directors : ₹ in Lacs

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
1.	**Independent Directors**	Mr. Ajit Gulabchand	Mr. Rajendra M. Gandhi	Mr. Rameshwar D. Sarda	Mr. N. Balakrishnan	Mr. Vijay Kumar Jatia	
	• Fee for attending Board and Committee meetings	0.40	2.40	2.20	1.60	2.40	9.00
	• Commission	3.00	3.00	3.00	3.00	3.00	15.00
	• Others, please specify	-	-	-	-	-	-
	Total (1)	3.40	5.40	5.20	4.60	5.40	24.00
2.	**Other Non-Executive Directors**	Ms. Jyoti R. Doshi	Ms. Anima B. Kapadia	Mr. P. D. Kelkar			
	• Fee for attending Board and Committee meetings	1.20	1.60	2.40			
	• Commission	3.00	3.00	3.00			
	• Others, please specify	-	-	-			
	Total (2)	4.20	4.60	5.40	-	-	14.20
	Total (B) = (1+2)	7.60	10.00	10.60	4.60	5.40	38.20
	Total Managerial Remuneration (A+B)						475.00
	Overall Ceiling as per the Act						663.47

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD

₹ in Lacs

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
		Mr. S,M. Mandke	Mr. M. S. Rajadhyaksha	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	26.29	28.83	55.12
	(b) Value of perquisites u/s 17(2) Income-tax Act,1961	-	-	-
	(c) Profits in lieu of salary under section 17(#) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	– as % of profit	-	-	-
	– others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total	26.29	28.83	55.12

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NONE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

ANNEXURE 'G' TO DIRECTORS' REPORT

PATICULARS OF EMPLOYEES PURSUANT TO SECTION 134 (3) (q) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under :

Sr No	Name of Director / KMP and Designation	Remuneration of Director/KMP for the financial year 2014-15 (₹)	Percentage increase in remuneration for the financial year 2014-15	Ratio of remuneration of each Director to the median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company.
1	Rajas R. Doshi Chairman & Managing Director	3,01,57,295	54.11%	64.13	Profit Before Tax increased by 63.02% and Profit After Tax increased by 72.79% in the financial year 2014-15
2	Mayur R. Doshi Executive Director	1,35,22,956	27.78%	28.76	
3	Ajit Gulabchand Non- Executive Director	3,40,000	8.11%	0.72	
4	Jyoti R. Doshi Non- Executive Director	4,20,000	16.67%	0.89	
5	Rajendra M. Gandhi Non- Executive Director	5,40,000	25.58%	1.15	
6	Rameshwar D. Sarda Non-Executive Director	5,20,000	23.81%	1.11	
7	N. Balakrishnan Non-Executive Director	4,60,000	27.78%	0.98	
8	Anima B. Kapadia Non-Executive Director	4,60,000	17.95%	0.98	
9	Vijay Kumar Jatia Non-Executive Director	5,40,000	25.58%	1.15	
10	P. D. Kelkar Non-Executive Director	5,40,000	42.11%	1.15	
11	M. S. Rajadhyaksha - KMP Chief Financial Officer	28,82,776	11.49%	Not Applicable	Profit Before Tax increased by 63.02% and Profit After Tax increased by 72.79% in the financial year 2014-15
12	S. M. Mandke - KMP Company Secretary	26,29,412	6.19%	Not Applicable	

(ii) The median remuneration of employees of the Company during the financial year 2014-15 was ₹ 4.70 Lacs.

(iii) The percentage increase in the median remuneration of employees in the financial year 2014-15 was 12.61%.

(iv) There were 1290 permanent employees on the rolls of the Company as on 31.03.2015.

(v) The relationship between average increase in remuneration and the performance of the Company:

The Profit Before Tax for the financial year ended 31-03-2015 increased by 63.02% whereas the increase in average remuneration was 13.67% which was in line with the performance of the Company and to partly offset the rise in CPI Index of 8.94% in the year 2014-15.

(vi) Comparison of the remuneration of Key Managerial Personnel against the performance of the Company:

The total remuneration of Key Managerial Personnel increased from ₹ 352.17 Lacs in 2013-14 to ₹ 491.92 Lacs in 2014-15 and the Profit Before Tax increased by 63.02% to ₹ 6196.73 Lacs in 2014-15 (₹ 3801.18 Lacs in 2013-14).

(vii) Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 was 13.49% whereas increase in the managerial remuneration for the same financial year was 24.89% which was in line with the performance of the Company.

(viii) a. Variations in market capitalization of the Company :-

The market capitalization as on 31-03-2015 was ₹ 638 Crore (₹ 297 Crore as on 31-03-2014).

b. Price Earnings ratio of the Company (excluding exceptional items) was 15.35 as at 31-03-2015 (12.34 as at 31-03-2014)

c. The Company had consistently paid dividends except for the financial years 1926 to 1930 and 1945 to 1949.The Company had not made any public offer. The Company had rewarded the shareholders by way of Bonus Shares as given below.

Financial Year	Ratio
1966-67	1:2
1977-78	1:4
1984-85	1:2
1989-90	1:2
2005-06	2:3

d. The face value of the share of ₹ 100/- each was sub-divided into a face value of ₹ 10/- each w.e.f. 1st September 2004 and further sub-divided in to face value of ₹ 2/- each w.e.f. 31st August, 2010.

(ix) The key parameters for the variable component of remuneration availed by the Directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the remuneration Policy for Directors, Key Managerial Personnel and other employees.

(x) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and

(xi) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

CORPORATE GOVERNANCE PHILOSOPHY

The philosophy of Corporate Governance as manifested in the Company's functioning is to achieve business excellence by enhancing long term shareholders value and interest of all its stakeholders. Efficient conduct of its business through commitment to transparency and business ethics in discharging its corporate responsibilities are hallmarks of the best practices already followed by the Company.

Good corporate governance has always been an integral part of the Company's business philosophy. The Company attaches significant importance to issues of Corporate Governance and has always focused on good corporate governance. Your Company has consistently made efforts in ensuring transparency, accountability and responsibility in dealing with its employees, stakeholders, customers and the community at large.

Your Company fundamentally believes that good corporate governance should be an internally driven need and is not to be looked upon as an issue of compliance dictated by statutory requirements. Your Company has systems and procedures in place to ensure that it remains fully compliant with all mandated regulations. The stipulations mandated by Clause 49 on the mandatory requirements of the Listing Agreement have been fully complied.

I. BOARD OF DIRECTORS :

A. Composition of Board:

The composition of the Board is in conformity with Clause 49 of the Listing Agreement, which stipulates that the Board should have optimum combination of executive and non-executive directors with at least one women director and at least 50% of the Board should consist of Independent Directors, if the Chairman of the Board is an Executive Director.

As on 31st March, 2015, the total strength of the Board is ten Directors including two women Directors, out of which there are five Independent Directors.

The management of the Company is headed by the Chairman & Managing Director and Executive Director who operates under the supervision and control of the Board. The Board reviews and approves strategy and oversees the actions and results of management to ensure that the long term objectives of the organisation are achieved successfully.

Mr. Rajas R. Doshi, Chairman & Managing Director, Ms. Jyoti R. Doshi, Non-executive Director and Mr. Mayur R. Doshi, Executive Director of the Company are related to each other and belong to the Company's promoter group. All other Directors are Independent Directors of the Company and are not liablie to retire by rotation.

None of the other Directors of the Company are related to each other.

Ms. Anima B. Kapadia, Non-Executive Director of the Company, is a sole proprietor of M/s. Daphtary Ferreira & Divan, Solicitors & Advocates, one of the Solicitors & Advocates of the Company having 39 years experience as a Solicitor & Lawyer.

Mr. P. D. Kelkar is the other Non-Executive Director and is eligible for appointment as an Independent Director of the Company. He is having 52 years experience in water supply project management, pipe manufacturing and other civil engineering field.

As mandated under the Clause 49 of the Listing Agreement, the Independent Directors on the Board of the Company:

- are persons of integrity and possesses relevant expertise and experience;
- are not Promoters of the Company or its Holding, Subsidiary or Associate Company;
- are not related to Promoters or Directors of the Company, its Holding, Subsidiary or Associate Company;
- apart from receiving Director's remuneration, do not have any material pecuniary relationships or transactions with the Company, its holding, subsidiary or associate company or their Promoters or Directors, during the two immediately preceding financial years or during the current financial year;
- none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or ₹ 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- neither themselves nor any of their relatives holds or have held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in the immediately preceding three financial years i.e. FY 2011-12, 2012-13 and 2013-14;
- are not partner(s) or executive(s) or were not partner(s) or executive(s) during the preceding three financial years, of any of the following:
  - i. statutory audit firm or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company;
  - ii. legal firm(s) and consulting firm(s) that have a transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
- are not holding together with their relatives 2% or more of the total voting power of the Company;
- is not the CEO or Director, by whatever name called, of any non-profit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the Company;
- are not material supplier(s), service provider(s) or customer(s) or lessor(s) or lessee(s) of the Company, which may affect independence of the Director;
- are not less than 21 years of age;
- are independent of the Management.

Apart from the reimbursement of expenses for attending meetings of Board and Committees, the sitting fees that these Directors would be entitled to as fixed by the Board under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as Non-Executive Directors, the commission they may receive @1% of net profits for the financial year or an amount not exceeding ₹ 24 Lacs per financial year in aggregate whichever is less for a period of 3 years commencing from the financial year 2012-13 to 2014-15, the remuneration that the Director may receive

for professional services as a Legal Advisor and the dividend on the shares owned by them, none of these Directors has any other material pecuniary relationships or transactions with the Company, its Promoters, its Directors, its Senior Management or its Subsidiaries and Associates, its Holding Company which in their judgment would affect their independence.

The Senior Management have made disclosures to the Board confirming that there are no material, financial and/or commercial transactions between them, the Company and its Promoters, which could have potential conflict of interest with the Company at large.

B. Number of Board Meetings

The Board of Directors met 4 times during 2014-15. The meetings were held on 27th May, 2014, 25th July, 2014, 12th November, 2014 and 3rd February, 2015. The maximum time gap between any two consecutive meetings did not exceed one hundred and twenty days.

C. The Constitution of the Board is as under:

As mandated by Clause 49 of the Listing Agreement, none of the Directors on Board is a member of more than ten Board-level committees and Chairman of more than five such committees, across all such Companies in which he is a Director.

Further, none of the Directors of the Company serve as an Independent Director in more than seven listed companies.

Names and categories of Directors, their attendance at the Board Meetings held during the year and at the last Annual General Meeting as also the number of Directorships and Board-level committee positions held by them is as under:

Name of the Director	Category	Number of Board meetings held	Number of Board meetings attended	Whether attended last AGM	Number of Directorships of public companies*	Committee Positions		Whether having any pecuniary or business relation with the Company
						Chairman	Member	
Mr. Rajas R. Doshi	Promoter, Chairman & Managing Director	4	4	Yes	8	2	7	None
Mr. Ajit Gulabchand	Independent Director	4	1	No	9	1	3	None
Ms. Jyoti R. Doshi	Promoter	4	4	Yes	2	--	--	None
Mr. Rajendra M. Gandhi	Independent Director	4	4	Yes	1	1	--	None
Mr. Rameshwar D. Sarda	Independent Director	4	4	Yes	2	--	1	None
Mr. N. Balakrishnan	Independent Director	4	4	Yes	1	--	1	None
Ms. Anima B. Kapadia	Non-Independent Director	4	4	Yes	3	1	1	Proprietor of Daphtary Ferreira & Divan, Advocates & Solicitors of the Company
Mr. Vijay Kumar Jatia	Independent Director	4	4	Yes	4	--	1	None
Mr. P. D. Kelkar	Non-Independent Director	4	4	Yes	1	--	2	None
Mr. Mayur R. Doshi	Promoter, Executive Director	4	4	Yes	2	--	1	None

* Excludes private limited companies, foreign companies and companies registered under section 8 of the Companies Act, 2013 (i.e. associations not carrying on business for profit or which prohibits payment of dividend).

Chairmanship/Membership of Audit Committee and Stakeholder's Relationship Committee in public companies (including that of The Indian Hume Pipe Company Limited) have been considered.

D. Board Procedure

Notice of Board and Committee meetings alongwith detailed Agenda folder is sent to each Director in advance, to enable the Board to discharge their responsibilities effectively. The Managing Director briefs the Board at every meeting on the overall performance of the Company.

The following information inter-alia is provided to the Board as part of the agenda papers:

- Annual operating plans and budgets and any updates.
- Capital budgets and any updates.
- Quarterly, half-yearly, annual results of the Company and its operating divisions or business segments.
- Minutes of meetings of Audit Committee and other committees of the Board.
- The information on recruitment and remuneration of Senior Officers just below the Board level, including appointment or removal of Chief Financial Officer (CFO) and the Company Secretary.

- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company, or substantial non payment for goods sold by the Company.
- Any issue, which involves possible public or product liability, claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Details of any Joint Venture or Collaboration Agreement.
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- Transactions pertaining to purchase / disposal of fixed assets/ properties of the Company.
- Major accounting provisions and write-offs and write back.
- Review of major legal issues.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources / Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Sale of material nature of investments, assets, which is not in the normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

The Board periodically reviews compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances.It monitors overall operating performance and reviews such other items which require Board's attention. It directs and guides the activities of the Management towards the set goals and seeks accountability. The Agenda for the Board Meeting covers items as set out in Clause 49 of the Listing Agreement to the extent these are relevant and applicable. All agenda items are supported by relevant information and documents to enable the Board to take informed decision.

E. Directors seeking re-appointment

Ms. Jyoti R. Doshi, Director retire by rotation and being eligible offers herself for re-appointment.

Mr. N. Balakrishnan and Mr. P. D. Kelkar are being appointed as an Independent Directors for a period of five years from 16th March, 2015 to 15th March, 2020 and 4th August, 2015 to 3rd August, 2020 respectively in terms of Section 149 and any other applicable provisions of the Companies Act, 2013. The resume of the Directors seeking re-appointment are given in the Annual Report.

II. REMUNERATION

A. Remuneration to Non-Executive Directors for the year ended 31st March, 2015.

Non-Executive Directors are paid sitting fees for every meeting of the Board or of Committee attended by them. The Board of Directors at their meeting held on 12th November, 2014 has revised sitting fees to ₹ 40,000/- from ₹ 20,000/-with effect from meetings to be held from January, 2015 onwards.

In the Annual General Meeting held on 25th July, 2012, the members had approved payment of commission, not exceeding 1% of the net profits of the Company or an amount not exceeding ₹ 24 Lacs in aggregate, whichever is less, per financial year, to Non-Executive Directors for a period of three financial years commencing from the year 2012-13.

The Board of Directors at its meeting held on 28th May, 2015, has decided to pay equal commission to all Non-executive Directors for the financial year 2014-15.

The remuneration paid / payable to Non-Executive Directors for the year ended 31st March, 2015 is as under :

Director	Board Sitting Fees	Committee Sitting Fees	Commission*	Total
Mr. Ajit Gulabchand	40,000	--	3,00,000	3,40,000
Ms. Jyoti R. Doshi	1,00,000	20,000	3,00,000	4,20,000
Mr. Rajendra M. Gandhi	1,00,000	1,40,000	3,00,000	5,40,000
Mr. Rameshwar D. Sarda	1,00,000	1,20,000	3,00,000	5,20,000
Mr. N. Balakrishnan	1,00,000	60,000	3,00,000	4,60,000
Ms. Anima B. Kapadia	1,00,000	60,000	3,00,000	4,60,000
Mr. Vijay Kumar Jatia	1,00,000	1,40,000	3,00,000	5,40,000
Mr. P. D. Kelkar	1,00,000	1,40,000	3,00,000	5,40,000
Total :	7,40,000	6,80,000	24,00,000	38,20,000

* Provision has been made in accounts for the year 2014-15.

B. (i) Remuneration of the Managing Director for the year ended 31st March, 2015.

Remuneration payable to the Managing Director for the period of 5 years w.e.f. 1st July, 2013 to 30th June, 2018 had been recommended by the Nomination and Remuneration Committee and approved by the Board at their meetings held on 29th May, 2013 and Shareholders at the Annual General Meeting held on 25th July, 2013.

(ii) Remuneration of the Executive Director for the year ended 31st March, 2015.

Remuneration payable to the Executive Director w.e.f. 28th May, 2012 to 31st March, 2016 had been recommended by the Nomination and Remuneration Committee and approved by the Board at their meetings held on 28th May, 2012 and Shareholders at the Annual General Meeting held on 25th July, 2012.

Following is the remuneration paid to the Managing Director and Executive Director for the year ended 31st March, 2015 :

Directors	Salary, Perquisites and Allowances (₹)	Company's contribution to funds (₹)	Commission* (₹)	Total (₹)	Contract Period
Mr. Rajas R. Doshi Chairman & Managing Director	1,63,05,295	25,11,000	1,13,41,000	3,01,57,295	5 years with effect from 1st July, 2013 to 30th June, 2018
Mr. Mayur R. Doshi Executive Director	66,49,556	8,42,400	60,31,000	1,35,22,956	With effect from 28th May, 2012 to 31st March, 2016

* Provision has been made in the accounts for the year 2014-15.

Note:

1. Service Contract in case of Chairman & Managing Director is five years and in case of Executive Director is w.e.f. 28th May, 2012 to 31st March, 2016 and Notice period applicable to Managing Director and Executive Director is six months.
2. The above remuneration to the Managing Director and Executive Director is recommended by the Nomination and Remuneration Committee and approved by the Board.
3. Commission proposed is payable to the Chairman & Managing Director and Executive Director after the Audited Accounts are adopted by the Members of the Company at the ensuing Annual General Meeting.
4. Company has not issued stock options.

III. COMMITTEES OF THE BOARD

A. Audit Committee

The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. Its purpose is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities. The Committee acts in accordance with the terms of reference which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Audit Committee was constituted by the Board of Directors at its meeting held on 25th October, 2001. Presently it has 4 members. Mr. Rajendra M. Gandhi, is the Chairman, Mr. Rameshwar D. Sarda, Mr. Vijay Kumar Jatia and Mr. P. D. Kelkar, Non-Executive Director are Members of the Audit Committee. Except Mr. P. D. Kelkar, all other members of the Committee are Independent Directors.

The Company Secretary acts as the Secretary to the Committee.

Besides having access to all the required information of the Company, the Committee can obtain external professional advice whenever required. The Committee acts as a link between the Statutory and the Internal Auditors and the Board of Directors of the Company.

It is authorised to select and establish accounting policies, review reports of the Statutory and the Internal Auditors and meet with them to discuss their findings, suggestions and other related matters. The Committee is empowered to review the remuneration payable to the Statutory Auditors and to recommend a change in Auditors, if felt necessary. It is also empowered to review and approve Financial Statements, Management Discussion & Analysis Report and related party transactions. Generally all items listed in revised Clause 49 III D of the Listing Agreement and Section 177 of the Companies Act, 2013 are covered in the terms of reference. The Audit Committee has been granted powers as prescribed under Clause 49 III C of the Listing Agreement.

Four committee meetings were held during the year from 1st April, 2014 to 31st March, 2015 on following dates:

- 27th May, 2014
- 25th July, 2014
- 12th November, 2014
- 3rd February, 2015

The attendance of the members at these meetings are as under:

Sr. No.	Members	Meetings Attended
1	Mr. Rajendra M. Gandhi	4
2	Mr. Rameshwar D. Sarda	4
3	Mr. Vijay Kumar Jatia	4
4	Mr. P. D. Kelkar	3

The Chairman of the Audit Committee was present at the Annual General Meeting of the Company held on 25th July, 2014 to answer members' queries.

All the Members of the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, management, accounting practices and internal controls.

The meetings of the Audit Committee were also attended by the Chairman & Managing Director, Executive Director, Operating Executives, Company Secretary, Chief Financial Officer, Chief Internal Auditor, Statutory Auditor and Cost Auditor.

In accordance with Section 177 of the Companies Act, 2013 and as per revised Clause 49 of Equity Listing Agreement the Board of Directors of the Company has specified following terms of reference for the Audit Committee.

The Terms of reference of the Audit Committee:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Approve all related party transactions.
- Administer Vigil Mechanism.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Powers of Audit Committee, pursuant to its terms of reference,include the following:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

Review of information by Audit Committee:

The Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor;

B. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Committee comprises of five Directors viz Ms. Anima B. Kapadia (Chairperson), Mr. Rajas R. Doshi, Mr. Ajit Gulabchand, Mr. N. Balakrishnan and Mr. P. D. Kelkar.

Mr. S. M. Mandke, Company Secretary is the Compliance Officer.

The Committee deals with the following:

- Resolve the grievances of Security holders of the Company.
- Redressal of grievances of shareholders, debenture holders and other security holders.
- Complaints related to transfer of shares, non-receipt of Balance Sheet and non-receipt of declared dividends.

During the year one meeting was held on 12th November, 2014. The attendance at the meeting was as under:

Sr. No.	Members	Meeting Attended
1.	Ms. Anima B. Kapadia	Yes
2.	Mr. Rajas R. Doshi	Yes
3.	Mr. Ajit Gulabchand	No
4.	Mr. N. Balakrishnan	Yes
5.	Mr. P. D. Kelkar	Yes

Share transfers are approved weekly by the Chairman & Managing Director/Executive Director.

During the year, 7 complaints were received from the shareholders, all of which were resolved to date.

As on 31st March, 2015, there were no pending share transfers pertaining to the year under review.

C. Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of Mr. N. Balakrishnan, Chairman, Independent Director, Mr. Vijay Kumar Jatia and Mr. Rajendra M. Gandhi, Independent Directors, Ms. Anima Kapadia, Non-Executive Director and Mr. Rajas R. Doshi, Chairman & Managing Director of the Company (*w.e.f. 7th May, 2015).

During the year two Committee meetings were held viz on 27th May, 2014 and 12th November, 2014. The attendance at the meetings was as under:

Sr. No.	Members	Meetings Attended
1.	Mr. N. Balakrishnan	Yes
2.	Ms. Anima B. Kapadia	Yes
3.	Mr. Vijay Kumar Jatia	Yes
4.	Mr. Rajendra M. Gandhi	Yes
5.	* Mr. Rajas R. Doshi	-

The revised terms of reference of the Nomination and Remuneration Committee, inter-alia, includes the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- Formulation of criteria for performance evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board, their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

Remuneration Policy

While deciding on the remuneration for Directors, the Board and Nomination and Remuneration Committee considers the performance of the Company, the current trends in the industry, the qualification of the appointee(s), their experience, past performance and other relevant factors. The Board / Committee regularly keeps track of the market trends in terms of compensation levels and practices in relevant industries through participation in structured surveys. This information is used to review the Company's remuneration policies. The detailed Remuneration Policy of the Company has been provided in the Directors' Report which forms part of this Annual Report.

D. Corporate Social Responsibility (CSR) Committee

The Corporate Social Responsibility (CSR) Committee was constituted by the Board of Directors at their meeting held on 27th May, 2014. Mr. Rajas R. Doshi, Chairman & Managing Director, Ms. Jyoti R. Doshi and Mr. Rameshwar D. Sarda, Directors are Members of the CSR Committee.

The terms of reference of the Corporate Social Responsibility Committee (CSR) is as under:

To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Section 135 of Companies Act, 2013, Companies (Corporate Social Responsibility Policy) Rules, 2014 and Schedule VII;

To recommend the amount of expenditure to be incurred on the activities in terms of the CSR Policy;

To monitor the CSR Policy of the company from time to time;

Such other Terms of Reference as may be specified from time to time under the Companies Act, 2013, Rules thereunder and Schedule VII of the Act.

During the year one Committee meeting was held on 27th October, 2014. The attendance at the meeting was as under:

Sr. No.	Members	Meeting Attended
1.	Mr. Rajas R. Doshi	Yes
2.	Ms. Jyoti R. Doshi	Yes
3.	Mr. Rameshwar D. Sarda	Yes

E. Risk Management Committee

Business Risk Evaluation and Management is an ongoing process within the Company. The Company has laid down the Risk Management Policy. The Company has a robust risk management framework to identify, monitor and minimize risks. These procedures will be periodically reviewed and further improvement(s) if any, suggested by the Management will be implemented.

Risk Management Committee was constituted by the Board of Directors at their meeting held on 27th May, 2014, Comprising Mr. Rajas R. Doshi, Chairman & Managing Director, Mr. Mayur R. Doshi, Executive Director, Mr. P. D. Kelkar, Director and members of Senior Management including Chief Financial Officer of the Company.

The Committee has formed Risk Management Group (RMG) headed by Mr. Mayur R. Doshi, Executive Director of the Company and members of Senior Management.The RMG will implement the Risk Management frame work and report to the Committee.

During the year one Committee meeting was held on 3rd February, 2015 and it was attended by all the Members of the Committee.

IV. DISCLOSURES

A. Related Party Transactions

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement during the financial year 2014-15 were in the ordinary course of business and

on an arm's length pricing basis. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure has been made in the note No. 2.33 to the Financial Statements.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website.

B. Code of Conduct

The Board of Directors had laid down two separate categories of Code of Conduct, one for the Executive Directors & Senior Management Personnel and the other for Non-Executive Directors. Copies of the two Codes of Conduct are available on the website of the Company: www.indianhumepipe.com. All the Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct. A declaration to this effect signed by Mr. Rajas R. Doshi, Chairman & Managing Director is given in this report.

C. Familiarisation Programme for Board Members

The Board Members are provided with necessary documents and policies to enable them to familiarize themselves with the Company's procedures and practices.

The details of such familiarization programme for Independent Directors of the Company are posted on the website of the Company www.indianhumepipe.com.

D. Performance Evaluation and Independent Directors Meeting

Clause 49 of the Listing Agreement mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that the formal annual evaluation needs to be done by the Board of its own performance and that of its Committees and individual directors. Schedule IV to the Companies Act, 2013 states that the performance evaluation of the Independent Directors shall be done by the entire Board, excluding the director being evaluated.

Accordingly, the Board of Directors of the Company carried out the performance evaluation of all Directors and Committees of the Company.

During the financial year 2014-15, the Independent Directors of the Company also met once to discuss and carry out the evaluation of performance of (i) Non-Independent Directors and the Board of Directors of the Company as a whole, (ii) the evaluation of performance of the Chairman of the Company, and (iii) evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

E. Board Committees

The Board of Directors has constituted five Committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, CSR Committee and Risk Management Committee. All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of reference / role of the Committees are taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the financial year and attendance at meetings, are given in this report.

F. Code for Prevention of Insider-Trading

In compliance with SEBI's regulation on prevention of insider trading, the Company had instituted a comprehensive Code of Conduct for prevention of Insider Trading for its Directors and Designated Employees and their dependents. The Code lays down guidelines, which regulates Trading Window period, seeks disclosures of annual holdings and prohibits dealing in shares of the Company during the closure of Trading Window, besides compliance with other related matters.

In accordance with the newly notified SEBI (Prohibition of Insider Trading) Regulations, 2015 the Company has laid down new model Code of Conduct for its Directors, KMP and employees in terms of these regulations. Mr. S. M. Mandke, Company Secretary has been designated as Compliance Officer for this Code.

G. Vigil Mechanism /Whistle Blower Policy

The Company promotes ethical behavior in all its business activities. The Company has Vigil Mechanism administered by the Audit Committee. The Vigil Mechanism Policy is posted on the website of the Company www.indianhumepipe.com.

H. CEO/CFO Certification

As required under Clause 49 of the Listing Agreement with the Stock Exchanges, the Chairman & Managing Director and the Chief Financial Officer of the Company have issued a certificate to the Board of Directors, for the year ended 31st March, 2015.

V. SHAREHOLDER INFORMATION

(i) Annual General Meeting

The Eighty Ninth Annual General Meeting of the Company will be held on Tuesday, 4th August, 2015 at 4.00 p.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, Churchgate, Mumbai - 400 020 to transact such business as stated in the Notice of the Meeting.

(ii) Financial Calendar 2015

Financial year: 1st April to 31st March.

Unaudited Financial Results with Limited Review for quarter ended :

June, 2015 - by 14th August, 2015.

September, 2015 - by 14th November, 2015.

December, 2015 - by 14th February, 2016.

Audited financial results for the year ended 31st March, 2016 - by end of May, 2016.

AGM for the year ended 31st March, 2016 - by end of August, 2016.

Note : The above dates are indicative.

(iii) Book Closure

Friday, 24th July, 2015 to Tuesday, 4th August, 2015 (both days inclusive).

(iv) Dividend Payment Date

On or after Thursday, 6th August, 2015.

(v) Listing of Equity Shares on Stock Exchanges, Stock Codes and ISIN

BSE Limited (BSE)	504741
National Stock Exchange of India Ltd. (NSE)	INDIANHUME
International Securities Identification Number (ISIN) No.	INE 323C01030

The Company has paid Listing Fees to BSE and NSE for financial year 2015-16.

(vi) Stock Market price data:

High/low prices during each month in last financial year on BSE Limited and National Stock Exchange of India Limited.

Month	BSE Limited		National Stock Exchange of India Ltd.	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2014	156	117	157	119
May 2014	194	137	194	137
June 2014	231	192	231	193
July 2014	263	190	261	189
August 2014	254	212	255	211
September 2014	337	228	336	228
October 2014	314	276	315	275
November 2014	349	293	350	293
December 2014	338	282	337	280
January 2015	368	328	367	326
February 2015	355	287	357	285
March 2015	300	257	302	246

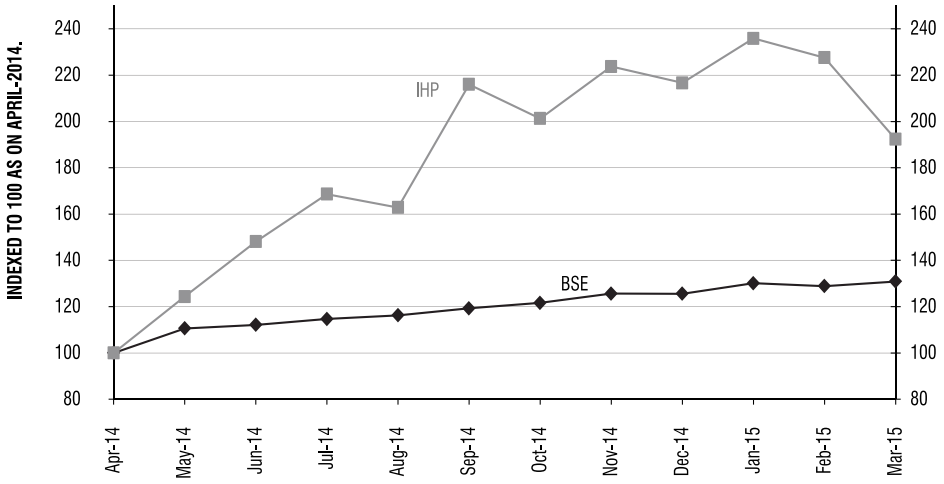
(vii) Stock Performance in comparison to BSE Sensex

Month	BSE Sensex				IHP Price (₹)			
	Open	High	Low	Close	Open	High	Low	Close
April 2014	22455	22939	22198	22418	122	156	117	146
May 2014	22494	25376	22277	24217	144	194	137	192
June 2014	24369	25725	24270	25414	195	231	192	228
July 2014	25470	26300	24892	25895	233	263	190	232
August 2014	25754	26674	25233	26638	229	254	212	237
September 2014	26733	27355	26220	26631	238	337	228	307
October 2014	26681	27894	25911	27866	309	314	276	312
November 2014	27943	28822	27740	28694	310	349	293	332
December 2014	28748	28810	26469	27499	335	338	282	328
January 2015	27486	29844	26776	29183	330	368	328	350
February 2015	29144	29560	28044	29362	350	355	287	292
March 2015	29533	30025	27248	27957	293	300	257	272

(viii) Performance in comparison to the BSE Sensex & NSE Nifty:

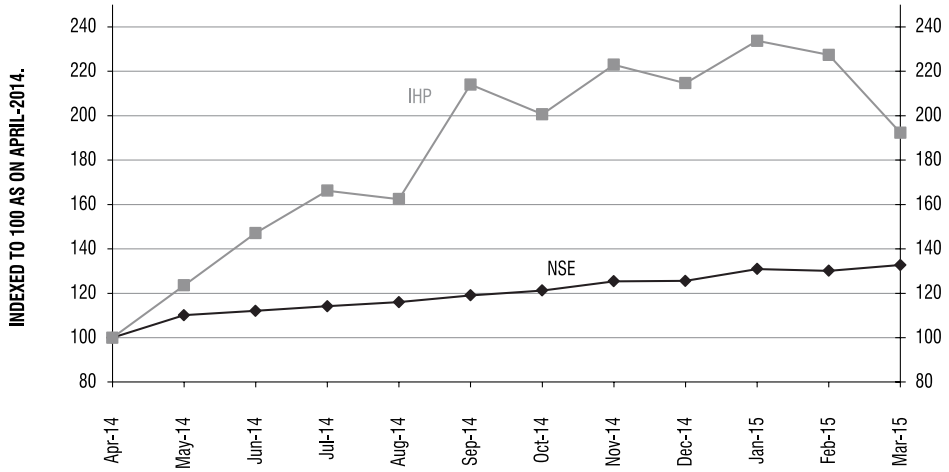
The following charts show the performance of price of Company's Shares as compared to the BSE Sensex & NSE Nifty during the year 2014-15.

IHP Vs. BSE Sensex (1st April 2014 - 31st March 2015)



BSE Sensex and IHP Shares Prices are indexed to 100 at the beginning of April, 2014.

IHP Vs. NSE Nifty (1st April 2014 -31st March 2015)



NSE Nifty and IHP Shares Prices are indexed to 100 at the beginning of April, 2014

(ix) Shareholding pattern as on 31st March, 2015

Sr. No.	Description	Number of Shares	% to paid-up capital
1	Promoters	1,69,37,385	69.92
2	Directors & Relatives	31,010	0.13
3	Public Financial Institutions	4,91,480	2.03
4	Banks	54,788	0.23
5	Non Resident Indians / Non-resident	61,648	0.25
6	Bodies Corporate	11,49,412	4.75
7	Public	54,97,862	22.70
	TOTAL	**2,42,23,585**	**100.00**

(x) Distribution of shareholding as on 31st March, 2015

Shares Held	No. of Shareholders	% to Shareholders	No. of Shares	% to paid-up capital
Up to – 500	10,842	84.69	13,99,725	5.78
501 – 1000	872	6.81	6,90,008	2.85
1001 - 2000	533	4.16	7,86,138	3.25
2001 – 3000	217	1.70	5,42,317	2.24
3001 – 4000	80	0.62	2,86,181	1.18
4001 – 5000	78	0.61	3,61,829	1.49
5001 – 10000	114	0.89	8,21,135	3.39
10001 - and above	66	0.52	1,93,36,252	79.82
TOTAL	**12,802**	**100.00**	**2,42,23,585**	**100.00**

(xi) Promoters Group

1.	IHP Finvest Ltd.
2.	Ratanchand Investment Pvt. Ltd.
3.	Mr. Rajas R. Doshi *
4.	Ms.Jyoti R. Doshi
5.	Mr.Aditya R. Doshi
6.	Mr. Mayur R. Doshi

* Includes shares held under HUF and under Trust.

(xii) Dematerialization of Shares and Liquidity as on 31st March, 2015.

Physical Form : 2.55%
Dematerialised Form : 97.45%

Trading in equity shares of the Company is permitted in dematerialized form only as mandated by Securities and Exchange Board of India.

(xiii) Transfer of unclaimed physical share certificates to unclaimed suspense account in demat mode.

Pursuant to Clause 5A (II) of the Listing Agreement, the unclaimed share certificates of the shareholders on account of sub-division of face value of shares of ₹ 10/- each to ₹ 2/- each lying with the Company were transferred to Unclaimed Suspense Account after giving three reminders to these shareholders requesting them to claim their shares.

Accordingly the Company has opened a demat account in the name of 'IHP-Unclaimed Shares Suspense Account' with Stock Holding Corporation of India Ltd (DP) and dematted 1,49,370 Equity Shares belonging to 180 shareholders.

Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account as on 01-04-2014		Number of shareholders who approached the Company and Company has Transferred the Shares from the Unclaimed Suspense Account during the year		Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account as on 31-03-2015	
No. of Holders	No of Shares	No. of Holders	No of Shares	No. of Holders	No of Shares
180	1,49,370	6	16,325	174	1,33,045

As per the listing agreement the voting rights on the shares outstanding in the above Unclaimed Suspense Account shall remain frozen till the rightful owners of such shares claim the shares.

(xiv) Registrar and Share Transfer Agent

M/s. Link Intime India Pvt. Ltd.
Unit: The Indian Hume Pipe Company Limited.
C-13, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup (West), Mumbai - 400 078.
Tel. No. 022-25946970-78
Fax No. 022-25946969
Email: rnt.helpdesk@linkintime.co.in

(xv) Share Transfer System

All the transfers received in physical form are processed by the Registrar and Share Transfer Agent of the Company and approved weekly by the Chairman & Managing Director/Executive Director and noted in the Meetings of the Board of Directors.

(xvi) Nomination facility for shareholding

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain nomination form, from the Share Department of the Company or download the same from the Company's website. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

(xvii) Permanent Account Number(PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders/legal heirs be furnished to the Company while transfer, transposition, transmission and issue of duplicate share certificates.

(xviii) Outstanding ADRs / GDRs / Warrants or any Convertible Instruments, conversion date and likely impact on equity.

The Company has not issued any ADRs / GDRs / Warrants or any convertible instruments.

(xix) Plant Locations

The total number of factories of the Company are 20.

(xx) Address for correspondence

Mr. S. M. Mandke - Company Secretary
Construction House, 2nd floor,
5, Walchand Hirachand Road,
Ballard Estate, Mumbai - 400 001
Tel. : 022-22618091 / 22618092 / 40748181
Fax : 022-22656863
E-mail : investorsgrievances@indianhumepipe.com / shares@indianhumepipe.com

(xxi) Pending Investors' Grievances

Any Member/Investor whose grievance has not been resolved satisfactorily, may kindly write to the Company Secretary at the Registered Office with a copy of the earlier correspondence.

(xxii) Reconciliation of Share Capital Audit

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by an independent Chartered Accountant with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited and The National Stock Exchange of India Limited and is also placed before Stakeholders' Relationship Committee and the Board of Directors.

VI. OTHER DISCLOSURES

1. The Annual General Meetings of the Company during the previous three years were held at Walchand Hirachand Hall, 4th floor, Indian Merchants Chamber Building, Churchgate, Mumbai - 400 020.

The date and time of the Annual General Meetings and the special resolutions passed there at are as follows:

Year	Date	Time	Special Resolutions
2011-12	25-07-2012	4.00 p.m.	(i) Appointment of Mr. Mayur R. Doshi as Executive Director w.e.f. 28th May, 2012 to 31st March, 2016.
			(ii) Payment of remuneration to Mr. Rajas R. Doshi, Chairman & Managing Director for the financial year 2011-12 and for the remainder of his term up to 30th June, 2013 in the event of inadequate profits or loss during the said financial years.
			(iii) Waiver of excess managerial remuneration of ₹ 68,99,977.03 out of the total managerial remuneration (excluding profit commission) of ₹ 1,19,76,121.50 paid to Mr. Rajas R. Doshi, Chairman & Managing Director of the Company for the financial year from 1st April, 2011 to 31st March, 2012 which is in excess of the limits prescribed in Sections 198, 309 read with Schedule XIII of the Companies Act, 1956.
			(iv) Payment of Commission to Non Executive Directors.
2012-13	25-07-2013	4.00 p.m.	Appointment of Mr. Rajas R. Doshi, as the Chairman & Managing Director of the Company for a further period of 5 years with effect from 1st July, 2013 to 30th June, 2018.
2013-14	25-07-2014	4.00 p.m.	(i) Alteration of Articles of Association of the Company.
			(ii) To borrow money up to ₹100 Crores (Rupees Hundred Crores) over and above the aggregate of the paid-up share capital and free reserves of the Company.

Two special resolutions were passed through postal ballot during the financial year 2014-15 under Section 180(1)(a) of the Companies Act, 2013. None of the business proposed to be transacted in the ensuing Annual General Meeting require passing of a resolution through Postal Ballot.

2. Details of non-compliance etc.

The Company has complied with all the requirements of regulatory authorities. During the last three years, there were no instances of non-compliance by the Company and no penalty or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to the capital markets.

3. Means of Communication

The quarterly, half yearly & yearly results are published in The Economic Times and Maharashtra Times which are national and local dailies. The Company results and official news releases are displayed on the Company's website http://www.indianhumepipe.com.

4. Management Discussion & Analysis Report

The Management Discussion & Analysis Report (MDA) has been attached to the Directors' Report and forms part of this Annual Report.

5. Compliance with mandatory & non-mandatory requirements

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement relating to Corporate Governance.

Further, the Company has adopted following non-mandatory requirement of the Clause 49.

Audit Qualifications:

During the year under review, there is no audit qualification in the Auditor's Report. The Company continues to adopt best practices to ensure a regime of unqualified financial statements.

Auditors' Certificate on Corporate Governance

The Company has obtained a Certificate from its Statutory Auditors regarding compliance of the conditions of Corporate governance, as stipulated in Clause 49 of the Listing Agreement, which together with this Report on Corporate Governance is annexed to the Directors' Report and shall be sent to all the members of the Company and the Stock Exchanges along with the Annual Report of the Company.

DECLARATION BY THE CHAIRMAN & MANAGING DIRECTOR PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

To
The Members of The Indian Hume Pipe Co. Ltd.

I, Rajas R. Doshi, Chairman & Managing Director of The Indian Hume Pipe Co. Ltd., declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Codes of Conduct.

Rajas R. Doshi
Chairman & Managing Director

Place : Mumbai
Date : 28th May, 2015

Auditors' Certificate on Corporate Governance

To
The Members of
The Indian Hume Pipe Co. Ltd.
Mumbai - 400 001

We have examined the compliance of conditions of Corporate Governance by The Indian Hume Pipe Company Limited, for the financial year ended March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For K. S. Aiyar & Co.
Chartered Accountants
ICAI Firm Registration No.:100186W

Sachin A. Negandhi
Partner
Membership No.112888

Place : Mumbai
Date : 28th May, 2015

INDEPENDENT AUDITORS' REPORT

To the Members of
The Indian Hume Pipe Company Limited

Report on the Financial Statements

We have audited the accompanying financial statements of The Indian Hume Pipe Company Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information, in which are incorporated the Returns for the year ended on that date audited by the branch auditors of the Company's branches at Andhra Pradesh and Telangana regions.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

Other Matter

We did not audit the financial statements / information of seven branches included in the financial statements of the Company whose financial statements / financial information reflects total assets of ₹ 36158.70 lakhs as at March 31, 2015 and total revenues of ₹ 30219.29 lakhs for the year ended on that date, as considered in the financial statements. The financial statements / information of these branches have been audited by the branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of these branches, is based solely on the report of such branch auditors.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.

(c) The reports on the accounts of the branch offices of the Company audited under Section 143 (8) of the Act by branch auditors have been sent to us and have been properly dealt with by us in preparing this report.

(d) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from the branches not visited by us.

(e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(f) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 2.32 (1) to the financial statements.

(ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts. The Company did not have any derivative contracts.

(iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For K. S. Aiyar & Co.
Chartered Accountants
ICAI Firm Registration No: 100186W

Sachin A. Negandhi
Partner
Membership No.: 112888

Place : Mumbai
Date : May 28, 2015

(Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our Report of even date on the financial statements for the year ended on March 31, 2015, of The Indian Hume Pipe Company Limited)

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) Fixed assets have been physically verified by the management during the year. In our opinion the frequency of such verification is reasonable having regard to the size of the Company and the nature of its fixed assets. No material discrepancies were noticed on such physical verification.

(ii) (a) The inventory has been physically verified during the year by the management at reasonable intervals.

(b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.

(iii) As informed, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, sub-clause (a) and (b) are not applicable.

(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal control system.

(v) In our opinion and according to the information and explanations given to us, the Company has complied with provisions of sections 73 to 76 or any other relevant provision of the Companies Act, 2013 and the rules framed thereunder, with regard to the deposits accepted from the public. As informed to us, no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.

(vi) We have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148 (1) of the Act, and we are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records for determining whether they are accurate or complete.

(vii) (a) The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Sales Tax, Value Added Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other material statutory dues applicable to it and there are no arrears outstanding as at the year end for a period of more than six months from the date they became payable.

(b) According to the records of the Company, there are no dues of Sales Tax, Value Added Tax, Income Tax, Customs Duty, Wealth Tax, Service Tax, Excise Duty, Cess which have not been deposited on account of any dispute other than those detailed below:

Name of Statute	Nature of Dues	Period to which the amount relates	Forum where dispute is pending		
			Commissionerate/ Dy. Commissionerate (₹ in lakhs)	Appelate Tribunal Authorities (₹ in lakhs)	High Court (₹ in lakhs)
Sales Tax / VAT	Tax /Penalty/ Interest	1980-81	-	-	1.09
		1986-87	-	-	1.78
		1989-90	-	25.31	-
		1990-91	-	35.70	-
		1991-92	-	31.31	-
		1992-93	-	15.40	-
		1993-94	-	14.39	-
		1994-95	-	34.74	0.50
		1995-96	-	72.49	-
		1996-97	-	-	0.20
		1997-98	-	-	1.11
		2000-01	-	-	73.52
		2001-02	-	-	110.39
		2003-04	-	70.56	-
		2004-05	-	-	-
		2005-06	5.08	-	-
		2006-07	1.38	-	-
		2007-08	0.25	-	-
		2008-09	0.14	-	-
		2009-10	9.27	-	-
		2010-11	12.08	-	-
		2011-12	10.25	-	-
		2012-13	10.90		--
		2013-14	34.42	3.68	-
		2014-15	10.93	-	-

Name of Statute	Nature of Dues	Period to which the amount relates	Forum where dispute is pending		
			Commissionerate/ Dy. Commissionerate (₹ in lakhs)	Appelate Tribunal Authorities (₹ in lakhs)	High Court (₹ in lakhs)
Central Excise Act, 1944	Duty, Interest and Penalty on Valuation/ Classification/Tariff	1978-79	1.06	-	-
		1981-82	0.37	-	-
		1982-83	0.11	-	-
		1985-86	0.06	-	-
		1990-91	-	-	-
		1991-92	0.57	-	-
		1992-93	0.15	-	-
		1993-94	-	0.35	-
		1994-95	7.01	3.10	-
		1995-96	0.59	1.61	-
		1996-97	0.53	-	-
		1997-98	0.71	-	-
		1998-99	0.80	-	-
		1999-00	0.51	-	-
		2000-01	1.25	-	-
		2004-05	11.89	8.44	-
		2005-06	-	4.80	-
		2006-07	-	5.40	211.53
		2007-08	-	0.71	-
		2008-09	38.59	439.34	-
		2009-10	-	0.74	-
		2010-11	5.96	136.85	-
		2011-12	-	4.74	-
		2012-13	-	9.74	-
		2013-14	-	173.00	-
Service Tax	Tax, Penalty, Interest	2008-09	-	1.80	-
		2009-10	-	87.64	-
		2010-11	-	2.40	-
		2011-12	-	6.27	-

(c) The amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.

(viii) The Company does not have any accumulated losses as at the end of the financial year. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.

(x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.

(xi) According to the information and explanations given to us, the term loans have been applied for the purpose for which the loans were obtained.

(xii) As per the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For K. S. Aiyar & Co.
Chartered Accountants
ICAI Firm Registration No: 100186W

Sachin A. Negandhi
Partner
Membership No.: 112888

Place : Mumbai
Date : May 28, 2015

BALANCE SHEET AS AT 31ST MARCH, 2015

₹ in Lacs

	Note	As at March 31, 2015	As at March 31, 2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share capital	2.1	**484.47**	484.47
Reserves and surplus	2.2	**28203.87**	24947.14
		28688.34	25431.61
Non-Current Liabilities			
Long term borrowings	2.3	**2062.50**	2812.50
Deferred tax liabilities (Net)	2.4	**88.91**	208.50
Other Long term liabilities	2.5	**2483.67**	2671.04
Long term provisions	2.6	**211.81**	188.41
		4846.89	5880.45
Current Liabilities			
Short term borrowings	2.7	**27738.68**	21754.63
Trade payables	2.8	**18644.02**	18382.04
Other current liabilities	2.9	**19494.52**	15724.22
Short term provisions	2.10	**1315.33**	1056.96
		67192.55	56917.85
TOTAL		**100727.78**	88229.91
ASSETS			
Non-Current Assets			
Fixed assets			
Tangible assets	2.11	**7427.31**	8336.86
Intangible assets	2.11	**44.21**	52.26
Capital work-in-progress	2.11	**34.54**	94.48
		7506.06	8483.60
Non-current investments	2.12	**46.17**	118.10
Long term loans and advances	2.13	**951.59**	1020.21
Other non-current assets	2.14	**2259.02**	2256.05
		3256.78	3394.36
Current Assets			
Current investments	2.12	**50.00**	45.00
Inventories	2.15	**37554.73**	35507.97
Trade receivables	2.16	**33520.58**	22831.24
Cash and bank balances	2.17	**2354.14**	1872.75
Short term loans and advances	2.18	**16443.49**	16059.43
Other current assets	2.19	**42.00**	35.56
		89964.94	76351.95
TOTAL		**100727.78**	88229.91
Accompanying Significant Accounting Policies and Notes form integral part of the Financial Statements	1 & 2		

As per our Report of even date

For K. S. AIYAR & CO.
Chartered Accountants
ICAI Firm Registration No. 100186W

SACHIN A. NEGANDHI
Partner
(M No-112888)

Mumbai, 28th May, 2015

M. S. RAJADHYAKSHA
Chief Financial Officer

S. M. MANDKE
Company Secretary

Mumbai, 28th May, 2015

For and on behalf of the Board

RAJAS R. DOSHI — Chairman & Managing Director

AJIT GULABCHAND
JYOTI R. DOSHI
RAJENDRA M. GANDHI
RAMESHWAR D. SARDA
N. BALAKRISHNAN
ANIMA B. KAPADIA
VIJAY KUMAR JATIA
P. D. KELKAR
— Directors

MAYUR R. DOSHI — Executive Director

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

₹ in Lacs

	Note	For the Year 2014-15	For the Year 2013-14
INCOME			
Revenue from operations	2.20	**100985.93**	82301.30
Other income	2.21	**956.45**	444.22
Total Revenue		**101942.38**	82745.52
EXPENSES			
Cost of materials consumed	2.22	**14122.37**	15330.80
Changes in inventories of Finished Goods, Work in Progress and Stock In Trade	2.23	**(799.15)**	(20.85)
Construction expenses	2.24	**63880.54**	48053.77
Manufacturing and other expenses	2.25	**1303.98**	1495.95
Employee benefits expenses	2.26	**5183.47**	4270.37
Excise duty and taxes	2.27	**3508.86**	2872.43
Finance Costs	2.28	**4829.55**	3469.36
Depreciation and amortization expenses	2.29	**1213.21**	782.80
Other expenses	2.30	**2815.17**	2689.71
Total Expenses		**96058.00**	78944.34
Profit before exceptional items and tax		**5884.38**	3801.18
Exceptional Items	2.31	**312.35**	-
Profit before tax		**6196.73**	3801.18
Tax expenses			
Current tax		**2178.00**	1258.00
Deferred tax		**(138.00)**	94.00
		2040.00	1352.00
Income Tax Provision of Earlier Years (Net)		**-**	43.52
Income Tax (Total)		**2040.00**	1395.52
Profit for the year		**4156.73**	2405.66
Earnings per equity share	2.40		
Nominal value per share ₹ 2/- (Previous Year ₹ 2/-)			
(1) Basic and Diluted (including exceptional items)		**17.16**	9.93
(2) Basic and Diluted (excluding exceptional items)		**15.87**	9.93
Accompanying Significant Accounting Policies and Notes form integral part of the Financial Statements	1 & 2		

As per our Report of even date

For K. S. AIYAR & CO.
Chartered Accountants
ICAI Firm Registration No. 100186W

SACHIN A. NEGANDHI
Partner
(M No-112888)

Mumbai, 28th May, 2015

M. S. RAJADHYAKSHA
Chief Financial Officer

S. M. MANDKE
Company Secretary

Mumbai, 28th May, 2015

For and on behalf of the Board

RAJAS R. DOSHI — Chairman & Managing Director

AJIT GULABCHAND
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N. BALAKRISHNAN
ANIMA B. KAPADIA
VIJAY KUMAR JATIA
P. D. KELKAR
— Directors

MAYUR R. DOSHI — Executive Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

₹ in Lacs

		2014-15	2013-14
A. CASH FLOW FROM OPERATING ACTIVITIES			
Profit Before Tax		**6196.73**	3801.18
Adjusted For			
Depreciation and amortisation expenses		**1213.21**	782.80
Interest Expenses		**3785.32**	2847.95
Bad Debts Written off		**124.22**	182.68
Interest Income		**(137.23)**	(68.18)
Dividend Income		**(7.83)**	(2.01)
Profit on sale of fixed assets/Investments		**(637.38)**	(255.11)
Operating profit before working capital changes		**10537.04**	7289.31
Adjusted For			
Trade and Other Receivables		**(11583.08)**	(10104.97)
Inventories		**(2046.76)**	(5621.70)
Trade and other Payables		**3314.76**	6146.04
		(10315.08)	(9580.63)
Cash Generated from Operations		**221.96**	(2291.32)
Direct Taxes Paid		**(1658.40)**	(1113.35)
Net Cash from Operating Activities		**(1436.44)**	(3404.67)
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets		**(752.61)**	(1296.32)
Sale of Fixed Assets		**1115.94**	345.09
Sale of Investments		**66.93**	15.03
Interest Received		**130.79**	60.12
Dividend Received		**7.83**	2.01
Net Cash flow from Investing Activities		**568.88**	(874.07)
C. CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from Short Term Borrowings		**10769.42**	11222.80
Repayment of Short Term Borrowings		**(4972.87)**	(4146.71)
Dividends Paid		**(581.37)**	(532.92)
Interest Paid		**(3730.40)**	(2762.19)
Net Cash used in Financing Activities		**1484.78**	3780.98
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		**617.22**	(497.76)
CASH AND CASH EQUIVALENTS AS AT BEGINNING OF THE YEAR		**1241.13**	1738.89
CASH AND CASH EQUIVALENTS AS AT END OF THE YEAR		**1858.35**	1241.13
		617.22	(497.76)
Accompanying Significant Accounting Policies and Notes Form integral part of the financial Statements	**1 & 2**		

As per our Report of even date

For K. S. AIYAR & CO.
Chartered Accountants
ICAI Firm Registration No. 100186W

SACHIN A. NEGANDHI
Partner
(M No-112888)

Mumbai, 28th May, 2015

M. S. RAJADHYAKSHA
Chief Financial Officer

S. M. MANDKE
Company Secretary

Mumbai, 28th May, 2015

For and on behalf of the Board

RAJAS R. DOSHI — Chairman & Managing Director

AJIT GULABCHAND
JYOTI R. DOSHI
RAJENDRA M. GANDHI
RAMESHWAR D. SARDA
N. BALAKRISHNAN
ANIMA B. KAPADIA
VIJAY KUMAR JATIA
P. D. KELKAR
— Directors

MAYUR R. DOSHI — Executive Director

1 SIGNIFICANT ACCOUNTING POLICIES

1.1 Method of Accounting

The Financial Statements have been prepared and presented under the historical cost convention on accrual basis of accounting in accordance with the accounting principles generally accepted in India and comply with the mandatory Accounting standards ("AS") notified u/s133 of the Act, read with Rules 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act 2013.

1.2 Management Estimates

The Financial Statements are prepared in conformity with generally accepted accounting principles and applicable accounting standards, which may require management to make estimates and assumptions. These may affect the reported amount of assets and liabilities and disclosures of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting periods.

1.3 Revenue Recognition

A. Contract Revenue

Construction Contract Accounting

a. Sales/Work Bills (Gross) represent running Bills raised against Value of the Work done either to the extent certified and paid for by Contractees or on completed works as per (d) below:

b. Trade Receivables include Work bills, Work & Other Retentions receivable.

c. Advances against Work in Progress received from Contractees are presented as a reduction from the Contract Work in Progress and Trade Receivables.

d. Revenue arising from construction contracts is recognised in proportion to the stage of completion of work at the end of the accounting period in accordance with Accounting Standard-7: Accounting for Construction Contracts.

e. The Percentage of Completion is applied by calculating the proportion that contract revenue to date bears to the total contract value and adjustments are made to include only those costs that reflect work performed.

f. Contract Revenue includes inventories against contracts at Factory and Project site and represents the value of the work done, not certified or not paid for by Contractees and are valued at Contract Price or at Proportionate Contract Price based on the equivalent stage of completion as estimated by Management inclusive of relevant excise duty.

g. Provision is made for estimated future losses and estimated costs of post-works maintenance and warranties as per contractual terms.

h. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. The changes in estimates are reflected in the financial statements in the period in which changes are made.

B. Sales (Other than Construction Contracts)

a. Sales of Goods - mainly consist of sale of manufactured pipes/sleepers and sale of Air Rifles, Air Pistols and Accessories and Parts and Technical Know-how.

b. Revenue from such sales is recognised on dispatches of goods from the factory.

c. Sales are inclusive of excise duty.

1.4 Claims

Expenditure incurred in respect of additional costs/delays on contracts are accounted for in the year in which these are incurred. Claims made in respect thereof are accounted as income in the year of acceptances by the clients or evidence of acceptance received from the clients.

1.5 Government Grants and Subsidies

Government Grants and subsidies are recognised when there is reasonable assurance that the conditions attached to them will be complied and grant/ subsidy will be received.

1.6 Export/Deemed Export Benefits

Cash compensatory support or export/deemed export related benefits on the works executed/under execution are accounted on confirmation/ acceptance of such claims by relevant authorities and approved for payment.

1.7 Accounting for Joint Venture Contracts

For Contracts executed in Joint Venture, since there is no deployment of common resources, share of revenue is accounted on the basis similar to those adopted for contracts independently executed by the company.

1.8 Fixed Assets - Tangible and Intangible Assets and Capital Work-in -Progress

a. Fixed Assets are stated at cost including CENVAT wherever applicable, less accumulated depreciation and amortisation and provision for impairment of losses, if any.

b. Self constructed/manufactured assets are capitalised at cost including appropriate overheads.

c. Capital work-in-progress comprises of the cost of fixed assets that are not yet ready for their intended use as at the reporting date.

d. Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortisation and provision for impairment of losses, if any.

1.9 Depreciation and amortisation

Depreciation on the assets is provided on Written Down Value Method on pro-rata basis as per the rates prescribed in Part C of Schedule II to the Companies Act, 2013. Individual low cost assets (acquired for ₹ 5000/- or less) are depreciated fully in the year of acquisition. Intangible assets are amortized over their respective individual estimated useful lives on a straight- line basis commencing from the date the assets are available to the Company for its use.

1.10 Impairment

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An impairment loss will be recognised wherever the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is greater of the asset's net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to the present value at the weighted average cost of capital. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life. Previously recognised impairment loss is further provided or reversed depending on changes in circumstances.

1.11 Research and Development

Revenue expenses on research and development are charged to Statement of Profit & Loss and Capital Expenditure are included in fixed assets under relevant assets and depreciated on the same basis as other fixed assets.

1.12 Investments

Long term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of investments. Current investments are carried at the lower of cost and fair value.

1.13 Foreign Exchange Translation and Accounting of Foreign Exchange Transactions

a) Foreign exchange transactions are converted into Indian rupees at the prevailing rate on the date of the transaction.

b) Gains or losses arising out of remittance/translations at the year-end are credited/ debited to the Statement of Profit and Loss.

c) Monetary assets and liabilities are translated at the exchange rate prevailing on the last day of the year.

1.14 Inventories: Stock in Trade & Work-in-Progress

a. The stock of raw materials, stores, bought outs and fuel are valued at cost on FIFO basis or net realisable value whichever is lower.

b. Certain items of Pipe Laying and Auxiliary Equipments are classified as Current Assets and 95% of their original cost is amortised equally over a period of five years.

c. Finished Goods including bought-out items not allocated to any particular contracts are valued at lower of cost on absorption method (inclusive of relevant estimated excise duty) or net realisable value.

d. Goods-in-process are valued at cost or Net Realisable Value whichever is lower.

e. Products of the National Rifle Division at Vatva are valued as follows:

i) The Stock of Raw Materials, Stores, Bought outs and fuel are stated at cost on FIFO basis or net realisable value whichever is lower.

ii) Finished goods are valued at lower of cost or net realisable value and are inclusive of relevant estimated excise duty.

f. Stock- in- trade of land is valued at cost or net realisable value whichever is lower.

1.15 Employee Benefits

i) Defined Contribution Plan

a. Company's Contribution paid/payable during the year to Provident Fund, ESIC and Labour Welfare Fund are charged to Statement of Profit & Loss. There are no obligations other than the contribution payable to the respective trusts.

b. **Provident Fund:** The eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the company make monthly contributions at a specified percentage of the covered employees salary.

The contributions as specified under law are paid to provident fund and pension fund set up as irrevocable trust by the Company or to respective Regional Provident Fund Commissioner and the Central Provident Fund under the State Pension Scheme. The Company is generally liable for annual contributions and any shortfall in the fund assets based on government specified minimum rates of return of provident fund and recognises such contributions and shortfall, if any, as an expense in the year incurred.

ii) Defined Benefit Plan

a. **Provident Fund:** In respect of certain employees covered by the Employees Provident Fund, the contributions towards shortfall in interest rate payable as per statute and the earnings of the Provident Fund Trust is considered as Defined Benefit Plan and debited to Statement of Profit and Loss.

b. **Gratuity and Leave Encashment:** Company's liabilities towards gratuity and leave encashment are determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Past Services are recognised on a Straight Line basis over the average period until the amended benefits becomes vested. Actuarial gain and losses are recognised immediately in the statement of Profit & Loss as Income or Expense. Obligation is measured at the present value of estimated future cash flows using a discount rate that is determined by reference to market yields at the Balance Sheet date on Government Bonds where the currency and terms of Government Bonds are consistent with the currency and estimated terms of the defined benefit obligation.

iii) **Other Benefits:** Compensated absences for sick leave are provided for based on actuarial valuation. The actuarial valuation is done as per projected unit credit method.

1.16 Taxation

Income Tax expenses comprise of current tax, deferred tax charge/credit. Current Tax is recognised on the basis of taxable income determined in accordance with the provision of the Income Tax Act, 1961.

The deferred tax credit/charge is recognised on all timing differences subject to consideration of prudence, applying the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future, however where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets/liabilities are reviewed as at each Balance Sheet date based on developments during the year and available case law to re-assess realisation/liabilities.

1.17 Leases

Lease rentals in respect of assets acquired under operating lease are charged to Revenue.

1.18 Earning per Share

In determining operating and total earnings per share, the Company considers the operating net profit after tax and effect of any extra ordinary items (net of tax). The number of shares used in the computing basic earning per share is the weighted average number of shares outstanding during the period.

1.19 Contingencies and Provisions

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate of the expenditure required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate.

A contingent liability is disclosed, unless the possibility of an outflow of resources embodying the economic benefit is remote.

Contingent liabilities are disclosed after careful evaluation of the facts and legal aspects of matter involved.

Contingent assets are neither recognised nor disclosed.

₹ in Lacs

	Particulars	As at March 31, 2015	As at March 31, 2014
2.1	**SHARE CAPITAL**		
	Authorised Capital		
	5,00,00,000 (5,00,00,000) Equity Shares of ₹ 2/- each.	**1000.00**	1000.00
	Issued,Subscribed and Paid-up		
	2,42,23,585 (2,42,23,585) Equity Shares of ₹ 2/- each fully paid-up.	**484.47**	484.47
	Of the above:		
	(i) 1,93,47,285 (1,93,47,285) equity shares fully paid-up have been issued as bonus shares by capitalisation of general reserves		
	(ii) 18,75,000 (18,75,000) equity shares fully paid-up have been issued by part conversion of 13.5% debentures as per terms on 01-10-1993		
	(iii) 1,59,67,080 (1,59,67,080) equity shares are held by holding company-IHP Finvest Ltd.		
	(iv) 4,36,160 (4,36,160) equity shares are held by ultimate holding Company-Ratanchand Investment Pvt Ltd.		
	a) Reconciliation of number of shares :		
	There was no movement in the number and value of equity shares during the year		
	b) Terms / rights attached to shares:		
	The Company has only one class of shares referred to as equity shares having a par value of ₹ 2/-. Each holder of equity shares is entitled to one vote per share.		
	The dividend proposed by the Board of Directors is subject to the approval of the share holders in the ensuing Annual General Meeting.		
	c) Details of shares held by shareholders holding more than 5% of aggregate shares in the company.		

Name of the Shareholder	As at March 31, 2015		As at March 31, 2014	
	No of Shares	**% held**	No of Shares	% held
IHP Finvest Ltd.	**1,59,67,080**	**65.92**	1,59,67,080	65.92

₹ in Lacs

	Particulars			As at March 31, 2015	As at March 31, 2014
2.2	**RESERVES AND SURPLUS**				
a)	General Reserve - Opening balance	**12307.09**			11307.09
	Add: Transferred from Surplus	**1000.00**			1000.00
			13307.09		12307.09
	Less: Adjustment due to change in Depreciation as per Part C of Schedule II of the Company's Act, 2013 (Ref Note No.: 2.49)		**25.33**		-
				13281.76	12307.09
b)	Surplus- Opening Balance		**12640.05**		11914.56
	Add: Net profit after tax transferred from Statement of Profit and Loss		**4156.73**		2405.66
	Amount available for Appropriation			**16796.78**	14320.22
	Less: Appropriations				
	Proposed Dividend		**726.71**		581.37
	Tax on Proposed Dividend		**147.96**		98.80
	General Reserve		**1000.00**		1000.00
				1874.67	1680.17
	Surplus - Closing Balance			**14922.11**	12640.05
	TOTAL			**28203.87**	24947.14
2.3	**LONG TERM BORROWINGS**				
	Secured :				
	Long Term Loan from HDFC Bank Ltd.		**2812.50**		3000.00
	Less : Current Maturities of Long Term Loan		**750.00**		187.50
				2062.50	2812.50
	Secured by Creation of First Charge on Land at Pattancheru and Choutupal as per the Following Terms ;				
	Tenure : 5 years				
	Interest Rate : HDFC Base Rate + 1.20 %				
	Repayment Terms : Repayable in 16 Quarterly instalments of ₹ 187.50 Lacs each Commencing From February 2015 and Last instalment Due on November 2018.				
	TOTAL			**2062.50**	2812.50

2.4 DEFERRED TAX ASSETS AND LIABILITIES (NET)

Deferred tax liability for the year ended 31st March, 2015 has been provided on the estimated tax computation for the year. Major components of deferred tax assets and liabilities arising on account of timing differences are:

Deferred tax liabilities		
Depreciation	**391.39**	514.94
Deferred tax assets		
Provision for doubtful debts and advances	**5.85**	5.75
Disallowances under Income Tax Act, 1961	**296.63**	300.69
TOTAL	**88.91**	208.50

Deferred tax assets and deferred tax liabilities have been offset as they relate to same governing taxation laws.

₹ in Lacs

	Particulars		As at March 31, 2015	As at March 31, 2014
2.5	**OTHER LONG TERM LIABILITIES**			
	Income Tax provision for earlier years Including Interest (80IA)		**520.59**	832.94
	Advances/Deposits from Contractees		**129.23**	229.70
	Others		**1833.85**	1608.40
	TOTAL		**2483.67**	2671.04
2.6	**LONG TERM PROVISIONS**			
	Provision for employee benefits			
	For Compensated Absences		**211.81**	188.41
	TOTAL		**211.81**	188.41
2.7	**SHORT TERM BORROWINGS**			
	I Secured Loans			
	A) Cash Credit/Working Capital			
	Demand Loans From Banks			
	i) State Bank of India	**490.90**		2053.99
	ii) State Bank of Hyderabad	**294.20**		520.86
	iii) Bank of Baroda	**11.42**		2118.36
	iv) Corporation Bank	**172.74**		851.45
	v) HDFC Bank Ltd.	**769.42**		–
			1738.68	5544.66
	B) Short Term Loans from Banks			
	i) State Bank of India		**12000.00**	10000.00
	ii) State Bank of Hyderabad		**1000.00**	1000.00
	iii) HDFC Bank Ltd.		**3500.00**	1000.00
	All the above facilities are secured by hypothecation of stock in trade, work in progress and trade receivables current and future on pari passu basis with the consortium banks and by a second charge on the Company's freehold land, building and plant & machinery carrying rate of interest at Base Rate +2.50% to 4.50% for item A and for item B it is @ 10.60% to 10.90% p.a.			
	Loans under (A) above are payable on Demand and that under (B) above are for a period between 90 days to 180 days from the date of availment.			
	iv) State Bank of Hyderabad		**2000.00**	2000.00
	The above facility is secured under Subservient Charge on the entire movable Fixed Assets & Current Assets of the Company, carrying rate of interest at SBH Base rate +0.55%.			
	II Unsecured Loans			
	Short-term loans from Banks			
	i) Bank of Nova Scotia	**3500.00**		-
	ii) HDFC Bank Ltd.	**4000.00**		2000.00
			7500.00	2000.00
	The above loan are payable within 30 to 90 days from the date of availment and carry interest @ 10.60% to 10.80% p.a.			
	III Invoice Discounting Facility from HDFC Bank Ltd.		–	209.97
	TOTAL		**27738.68**	21754.63

₹ in Lacs

	Particulars		As at March 31, 2015	As at March 31, 2014
2.8	**TRADE PAYABLES**			
	Trade Payables			
	a) Due to micro, small & medium enterprises		**96.98**	143.91
	b) Due to other than micro, small & medium enterprises		**18547.04**	18238.13
	TOTAL		**18644.02**	18382.04
2.9	**OTHER CURRENT LIABILITIES**			
	Employee benefits payable		**710.59**	322.73
	Interest accrued and not due on borrowings		**211.31**	156.39
	Investor education and protection fund will be credited by following amounts (as and when due)			
	a) Unpaid dividends	**37.98**		36.90
	b) Unclaimed matured deposits	**1.25**		1.95
			39.23	38.85
	Security deposits and other retentions		**134.03**	141.72
	Advances/Deposits from Contractees		**8077.00**	6388.52
	Withholding and other taxes payable		**271.41**	261.73
	Current account : Directors (Max balance ₹ 1.39 Lacs Previous Year ₹ 1.49 Lacs)		**1.39**	1.49
	Current Maturities of Long term Loans		**750.00**	187.50
	Other Liabilities		**9299.56**	8225.29
	TOTAL		**19494.52**	15724.22

Note : Other liabilities include ₹ 1.99 Lacs towards unclaimed amount of preference shares redeemed and ₹ 0.55 Lacs towards unclaimed proceeds from sale of fractional shares issued pursuant to the bonus issue made by the Company in the year 2005 - 06.

2.10	**SHORT TERM PROVISIONS**			
	Provision for employee benefits			
	Provision for gratuity		**161.43**	123.07
	Provision for compensated absence		**262.50**	233.73
	Proposed dividend		**726.71**	581.37
	Provision for tax on proposed dividend		**147.96**	98.80
	Provision for Wealth Tax		**8.37**	11.63
	Provision for Fringe Benefit Tax	**108.50**		108.50
	Less: Advance Payment of Fringe Benefit Tax	**100.14**		100.14
			8.36	8.36
	TOTAL		**1315.33**	1056.96

2.11 FIXED ASSETS

₹ in Lacs

Sr. No.	DESCRIPTION	GROSS BLOCK (at book value)				DEPRECIATION / AMORTISATION					NET BLOCK	
		As at 01-04-2014	Additions	Deductions / Adjustments	As at 31-03-2015	As at 01-04-2014	Deductions / Adjustments	Adjustments (Transitional Provision) Ref Note No.: 2.49	For the Year	As at 31-03-2015	As at 31-03-2015	As at 31-03-2014
	A) Tangible Assets											
1	Free hold Land	1631.01	–	399.25	**1231.76**	–	–	–	–	–	**1231.76**	1631.01
2	Lease hold Land	0.08	–	–	**0.08**	–	–	–	–	–	**0.08**	0.08
3	Buildings	6249.45	297.20	92.10	**6454.55**	2316.99	25.31	18.24	439.52	**2749.44**	**3705.11**	3932.46
4	Plant, Machinery and Equipment	6384.44	337.05	39.27	**6682.21**	3906.93	30.95	10.99	621.29	**4508.26**	**2173.95**	2477.51
5	Furniture and Fixtures	115.91	29.52	3.71	**141.73**	95.23	2.82	1.12	16.13	**109.66**	**32.06**	20.68
6	Vehicles	824.19	130.84	38.56	**916.47**	593.39	35.51	0.02	97.08	**654.97**	**261.49**	230.80
7	Office Equipment	100.89	9.87	5.55	**105.22**	56.55	5.29	8.00	23.08	**82.35**	**22.88**	44.34
	Total Tangible Assets	15305.96	804.48	578.44	**15532.01**	6969.09	99.88	38.37	1197.10	**8104.68**	**7427.31**	8336.86
	B) Intangible Assets											
1	Computer Software	76.11	8.07	–	**84.18**	23.86	–	–	16.12	**39.98**	**44.20**	52.25
2	Patents	3.45	–	–	**3.45**	3.44	–	–	–	**3.44**	**0.01**	0.01
	Total Intangible Assets	79.55	8.07	–	**87.62**	27.29	–	–	16.12	**43.41**	**44.21**	52.26
	Grand Total	15385.51	812.55	578.44	**15619.63**	6996.39	99.88	38.37	1213.21	**8148.10**	**7471.52**	-
	Total of previous year	14326.30	1278.66	219.45	**15385.51**	6343.05	129.47	–	782.80	**6996.39**	**-**	8389.12
	Capital Work in Progress										**34.54**	94.48
	Total										**7506.06**	8483.60

2.12 INVESTMENTS

₹ In Lacs

Sr. No.	PARTICULARS	NOS. 2015	NOS. 2014	FACE VALUE EACH	As at 31st March 2015 COST OR BOOK VALUE (UNQUOTED)	As at 31st March 2015 COST OR BOOK VALUE (QUOTED)	As at 31st March 2015 MARKET VALUE	As at 31st March 2014 COST OR BOOK VALUE (UNQUOTED)	As at 31st March 2014 COST OR BOOK VALUE (QUOTED)	As at 31st March 2014 MARKET VALUE
	NON - CURRENT INVESTMENTS									
A.	**LONG TERM INVESTMENTS**									
	TRADE INVESTMENT :									
	IN CO-OPERATIVE SOCIETIES :									
	- Mohan Small Scale Industries Co-operative Society Limited Shares(Fully Paid)	**1**	**1**	**1000**	**0.01**	**-**	**-**	0.01	-	-
	- Adinath Co-operative Housing Society Limited Shares(Fully Paid)	**20**	**20**	**50**	**0.01**	**-**	**-**	0.01	-	-
	- Shushrusha Citizens' Co-operative Hospital Ltd. Shares (Fully Paid)	**100**	**100**	**100**	**0.10**	**-**	**-**	0.10	-	-
	- Hind Co.Operative Housing Society Ltd. Shares (Fully Paid)	**5**	**5**	**50**	**-**	**-**	**-**	-	-	-
	- Las Palmas Co.Operative Housing Society Ltd. Shares (Fully Paid)	**10**	**10**	**50**	**0.01**	**-**	**-**	0.01	-	-
	- Godrej Properties Ltd Tower 2 "AQUA" Shares (Fully Paid)	**-**	**10**	**50**	**-**	**-**	**-**	0.01	-	-
	- Ashok Kumar Towers Co-operative Housing Society Ltd. Shares (Fully Paid)	**5**	**5**	**50**	**-**	**-**	**-**	-	-	-
	- Dosti Jupiter Co-op Housing Society Ltd. [Flat No. 201 & 601] Shares (Fully Paid)	**20**	**20**	**50**	**0.01**	**-**	**-**	0.01	-	-
	- Raheja Acropolis II Adonis Augustus CHS Ltd. [Flat No.1004 & 1104] Shares (Fully Paid)	**20**	**20**	**50**	**0.01**	**-**	**-**	0.01	-	-
	OTHERS :									
	IN GOVERNMENT SECURITIES :									
	G. P. Notes				**0.08**	**-**	**-**	0.08	-	-
	Post Office Savings Certificates				**0.02**	**-**	**-**	0.02	-	-
	IN SHARES,DEBENTURES AND BONDS:									
	IN EQUITY /PREFERANCE SHARES (Fully Paid)									
	- Kapole Co-Operative Bank Ltd.	**2000**	**2000**	**10**	**0.20**	**-**	**-**	0.20	-	-
	- The Saraswat Co-operative Bank Ltd.	**500**	**-**	**10**	**0.01**	**-**	**-**	-	-	-
	- Prestressed Concrete Pipe Manufacturers Association of India	**1**	**-**	**10**	**-**	**-**	**-**	-	-	-
	- Hindustan Construction Co. Ltd.	**320000**	**320000**	**1**	**-**	**9.92**	**104.48**	-	9.92	54.27
	- Tata Consultancy Services Ltd.	**4000**	**4000**	**1**	**-**	**8.50**	**101.88**	-	8.50	85.13
	- National Thermal Power Corporation Ltd.	**16759**	**16759**	**10**	**-**	**10.39**	**24.69**	-	10.39	20.10
	IN DEBENTURES (Fully Paid-Bonus)									
	- National Thermal Power Corporation Ltd.	**16759**	**-**	**12.50**	**-**	**-**	**-**	-	-	-
	IN CAPITAL TAX SAVINGS BONDS									
	- National Highways Authority Of India	**-**	**500**	**10000**	**-**	**-**	**-**	50.00	-	-
B.	**REAL ESTATE- PMS**									
	- HDFC AMC Ltd A/C REP				**16.90**	**-**	**-**	38.83	-	-
	TOTAL NON - CURRENT INVESTMENTS				**17.36**	**28.81**	**231.06**	89.29	28.81	159.50
					46.17			118.10		
	CURRENT INVESTMENTS									
	- IN CAPITAL TAX SAVINGS BONDS									
	- National Highways Authority Of India	**-**	**450**	**10000**	**-**	**-**	**-**	45.00	-	-
	- National Highways Authority Of India	**500**	**-**	**10000**	**50.00**	**-**	**-**	-	-	-
	TOTAL CURRENT INVESTMENTS				**50.00**	**-**	**-**	45.00	-	-

₹ in Lacs

Particulars		As at March 31, 2015	As at March 31, 2014
2.13 LONG TERM LOANS AND ADVANCES			
Unsecured considered good			
Capital advances		**397.95**	397.95
Security and other deposits		**503.24**	525.97
Advances recoverable in cash or kind		**50.40**	96.29
TOTAL		**951.59**	1020.21
2.14 OTHER NON-CURRENT ASSETS			
Unsecured considered good			
Long term trade receivables		**2172.93**	2186.31
Others		**86.09**	69.74
TOTAL		**2259.02**	2256.05
2.15 INVENTORIES			
(As valued and certified by the Management)			
Raw Materials, Stores & Spares			
Raw Materials (Includes in Transit ₹ 5.41 Lacs Previous Year Nil)	**1794.65**		1705.69
Stores and Spares (Includes in Transit ₹ Nil Previous Year ₹ 2.73 Lacs)	**533.05**		405.32
Loose Tools	**218.76**		286.26
		2546.46	2397.27
Bought-out Items		**807.30**	1472.70
Stock in Trade & Work in Progress			
Finished Goods	**1746.58**		843.28
Work in Progress	**26.36**		130.52
		1772.94	973.80
Contract Work in Progress			
Work in Progress: Value of Work Done at Contract Rates			
i) At Laying Site	**32503.36**		30583.43
ii) At Factory & Project Location	**1509.38**		988.60
	34012.74		31572.03
Less: Progress Payments and Advances	**2182.81**		1044.88
from contractees to the extent of value of work done		**31829.93**	30527.15
Stock-in-trade - Land (Ref Note No.: 2.36)		**598.10**	137.05
TOTAL		**37554.73**	35507.97

₹ in Lacs

Particulars		As at March 31, 2015	As at March 31, 2014
2.16 TRADE RECEIVABLES			
Unsecured, considered good			
Outstanding for a period exceeding six months from the date they are due for payment		**12122.83**	3591.43
Others	**22153.28**		19456.93
Less: Progress Payments and Advances from contractees to the extent of value of work done	**755.53**		217.12
Unsecured, considered doubtful		**21397.75**	19239.81
Outstanding for a period exceeding six months from the date they are due for payment	**16.91**		16.91
Less: Provision for doubtful debts	**16.91**		16.91
		-	-
TOTAL		**33520.58**	22831.24
2.17 CASH AND BANK BALANCES			
Cash and Cash equivalents			
Cash on Hand	**21.44**		18.24
Cheques on Hand	**1522.37**		1026.48
Balances with Banks in Current Accounts	**314.54**		196.41
		1858.35	1241.13
Other Bank Balances			
Deposits with Banks (Includes deposits with maturity of more than 12 months)	**353.54**		551.12
Margin money deposits	**104.27**		43.60
Unpaid dividend account	**37.98**		36.90
		495.79	631.62
TOTAL		**2354.14**	1872.75
2.18 SHORT TERM LOANS AND ADVANCES			
Unsecured - considered good			
Advances receivable in cash or kind			
Other loans and advances			
Advance Payment of Taxes	**5522.59**		5490.34
Less: Provision for Taxation	**4947.46**		4328.27
		575.13	1162.07
Deposits with Excise Department		**180.87**	94.35
Security and Other Deposits		**4209.56**	2445.25
Others		**11477.93**	12357.76
TOTAL		**16443.49**	16059.43
2.19 OTHER CURRENT ASSETS			
Unsecured - considered good			
Interest Receivable			
Interest accrued on Deposits		**42.00**	35.56
TOTAL		**42.00**	35.56

₹ in Lacs

Particulars			For the year 2014-15	For the year 2013-14
2.20 REVENUE FROM OPERATIONS				
Sales of products		**11610.35**		6679.71
Less: Excise Duty		**1240.11**		689.38
			10370.24	5990.33
Contract Revenue		**90183.46**		76250.74
Add: Closing work in progress		**4053.95**		4224.66
Less: Opening work in progress		**4224.66**		4646.92
			90012.75	75828.48
Other Operating Income				
Miscellaneous Income		**330.32**		323.00
Liabilities written back to the extent no longer required		**130.60**		69.16
Sale of Scrap		**142.02**		90.33
			602.94	482.49
TOTAL			**100985.93**	82301.30
2.21 OTHER INCOME				
Dividend from long term investments			**7.83**	2.01
Interest Income			**137.23**	68.18
Profit On Sale of Fixed Assets			**637.38**	255.11
Compensation for Acquisition of land			–	2.86
Interest Received on Income Tax Refund			**48.32**	4.76
Miscellaneous Income			**125.69**	111.30
TOTAL			**956.45**	444.22
2.22 COST OF MATERIALS CONSUMED				
Raw Materials Consumed				
Opening Inventory	**1705.69**			1309.52
Add: Purchases	**13418.35**			14998.81
		15124.04		16308.33
Less: Inventory at the end of the year		**1794.65**		1705.69
			13329.39	14602.64
Stores and Spares Consumed			**792.98**	728.16
TOTAL			**14122.37**	15330.80

₹ in Lacs

Particulars			For the year 2014-15	For the year 2013-14
2.23 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE				
I (Increase) / Decrease in Finish Goods & Work in Progress				
A) Stock at the end of the year				
Finished Goods		**1746.58**		843.27
Work-in-progress		**26.36**		130.52
Total A			**1772.94**	973.79
B) Stock at the beginning of the year				
Finished Goods		**843.27**		841.31
Work-in-progress		**130.52**		111.63
Total B			**973.79**	952.94
TOTAL I (B-A)			**(799.15)**	(20.85)
II (Increase) / Decrease in Stock In Trade - Land				
Stock at the beginning of the year		**137.05**		-
Add: Additions during the year (Ref Note No.: 2.36)		**399.25**		2.02
Add: Legal and Professional charges		**61.80**		135.03
			598.10	137.05
Less: Stock at the end of the year			**598.10**	137.05
TOTAL II			**-**	-
TOTAL (I + II)			**(799.15)**	(20.85)
2.24 CONSTRUCTION EXPENSES				
Subcontracting Expenses			**35675.50**	32917.02
Construction Expenses Others			**498.40**	84.20
Consumption of Bought out Items				
Opening Inventory	**1472.70**			1551.41
Add: Purchases	**23887.86**			13395.60
		25360.56		14947.01
Less: Inventory at the end of the year		**807.29**		1472.70
			24553.27	13474.31
Transport			**3153.37**	1578.24
TOTAL			**63880.54**	48053.77
2.25 MANUFACTURING AND OTHER EXPENSES				
Fabrication Charges			**829.99**	997.23
Lining and Outcoating Expenses			**101.30**	139.03
Power & Fuel			**372.69**	359.69
TOTAL			**1303.98**	1495.95

₹ in Lacs

Particulars		For the year 2014-15	For the year 2013-14
2.26 EMPLOYEE BENEFITS EXPENSES			
Salary, Wages, Bonus & Commission		**4454.98**	3659.84
Contribution to / Provision for Provident fund and Other Funds		**575.08**	487.30
Staff Welfare Expenses		**153.41**	123.23
TOTAL		**5183.47**	4270.37
2.27 EXCISE DUTY AND TAXES			
Excise Duty		**337.71**	342.72
Works Contract Tax		**2037.75**	1792.45
Other Taxes		**1133.40**	737.26
TOTAL		**3508.86**	2872.43
2.28 FINANCE COSTS			
Interest expenses on			
Long Term Loans	**333.18**		129.80
Short Term Loans	**2225.93**		1846.17
Cash Credits & Others	**1559.39**		1001.78
Tax Provision and interest	**-**		62.47
		4118.50	3040.22
Other borrowing costs		**711.05**	429.14
TOTAL		**4829.55**	3469.36
2.29 DEPRECIATION AND AMORTIZATION EXPENSES			
Depreciation on Tangible assets		**1197.10**	771.49
Amortisation on Intangible assets		**16.11**	11.31
TOTAL		**1213.21**	782.80

₹ in Lacs

Particulars		For the year 2014-15	For the year 2013-14
2.30 OTHER EXPENSES			
a) Printing and Stationery		**74.18**	71.00
b) Communication Expenses		**72.56**	70.49
c) Travelling and Conveyance		**503.36**	517.83
d) Rent	**404.23**		366.71
Less: Recovery	**39.70**		35.84
		364.53	330.87
e) Rates and Taxes		**31.14**	29.67
f) Insurance		**321.36**	279.26
g) Repairs			
Machinery	**231.40**		115.74
Buildings	**47.27**		23.95
Others	**149.37**		179.47
		428.04	319.16
h) Legal and Professional Charges		**236.20**	212.21
I) Directors' Sitting Fees		**14.20**	7.40
j) Commission to Non Executive Directors		**24.00**	24.00
k) Payment to Auditors' (Including Branch Auditors)			
As Auditor :			
Audit fees	**17.50**		17.68
Tax Audit Fees	**3.55**		3.55
Certification & Consultation fees	**3.46**		1.65
Cost Audit fees	**3.00**		3.00
Reimbursement of expenses	**0.93**		1.79
		28.44	27.67
l) Freight		**22.56**	28.40
m) Bad Debts and Advances Written Off		**124.22**	182.68
n) Donations (Ref. Note No.: 2.37)		**83.10**	58.10
o) Miscellaneous Expenses		**487.28**	530.97
TOTAL		**2815.17**	2689.71
2.31 EXCEPTIONAL ITEMS			
Provisions No Longer Required Written back for Interest on income tax refund u/s (80IA) for earlier years (Ref. Note No.: 2.48)		**312.35**	-
TOTAL		**312.35**	-

₹ in Lacs

		2014-15	2013-14
2.32	**CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR) :**		
1	**Contingent Liabilities**		
a)	Guarantees given by the Banks	**30177.36**	26040.57
b)	Claims against the company not acknowledged as debts	**136.27**	136.27
c)	Sales Tax / VAT demand under appeal	**3350.94**	588.25
d)	Demands raised by Excise department excluding interest, if any, leviable thereon.	**1495.21**	1497.76
e)	Service Tax demand under appeal	**11468.31**	11468.31
	The Management believes that the outcome of any pending litigation will not have a material adverse effect on the Company's financial position and the results of operations.		
2	**Capital Commitments**		
	Commitments for Capital Expenditure are estimated at	**442.37**	267.62

2.33 Related party disclosures

A. Names of Related Parties & Nature of Relationship

Sr No	Names of Related Party	Nature of Relationship
i	Ratanchand Investment Pvt. Ltd.	Ultimate Holding Company
ii	IHP Finvest Ltd.	Promoter Holding Company (Holding 65.92% in Equity)
iii	Mr. Rajas R. Doshi. (Chairman & Managing Director)	Key Management Personnel
iv	Mr. Mayur R. Doshi. (Executive Director)	
v	Mr. S. M. Mandke (Company Secretary)	
vi	Mr M S Rajadhyaksha (Chief Financial Officer)	
vii	Ms. Jyoti R. Doshi. (Director)	Relatives of Key Management Personnel
viii	Mr. Aditya R. Doshi.	
ix	Ms. Anushree M Doshi	
x	Mobile Systems India Pvt. Ltd.	Companies in which control exists directly / indirectly
xi	Raj Jyoti Trading & Investment Pvt. Ltd.	
xii	Ms. Anima B. Kapadia (Director)	Other Related Party
xiii	Walchand Hirachand Foundation	Section 8 of Companies Act, 2013
xiv	Ratanchand Hirchand Foundation	
xv	Smt. Pramila Shantilal Shah Charity Foundation.	

2.33 B. Nature of Transactions

Following transactions were carried out during the year with the related parties in the ordinary course of business.

₹ in Lacs

Sr No.	Transactions	Ultimate Holding Company	Promoter Holding Company	Key Management Personnel	Relatives of Key Management Personnel	Other Related Party
1	Dividend Paid					
	Ratanchand Investment Pvt Ltd	10.47				
		(9.59)				
	IHP Finvest Ltd.		383.21			
			(351.27)			
	Mr. Rajas R. Doshi. (C & MD)			4.91		
				(4.50)		
	Mr. Mayur R. Doshi.(Executive Director)			2.06		
				(1.89)		
	Ms. Jyoti R. Doshi. (Director)				3.76	
					(3.45)	
	Mr. Aditya R. Doshi.				2.08	
					(1.91)	
2	Rent and Other Related Expenses					
	IHP Finvest Ltd		154.54			
			(137.88)			
3	Sitting Fees -					
	Ms. Jyoti R. Doshi (Director)				1.20	
					(0.60)	
	Ms. Anima B. Kapadia (Director)					1.60
						(0.90)
4	Commission to Non-Executive Directors -					
	Mrs Jyoti R. Doshi (Director)				3.00	
					(3.00)	
	Ms. Anima B. Kapadia (Director)					(3.00)
						3.00
5	Remuneration - Mr. Rajas R. Doshi (C & MD)			301.57		
				(195.69)		
6	Remuneration - Mr. Mayur R. Doshi (Executive Director)			135.23		
				(105.86)		
7	Remuneration - Mr. S. M. Mandke (Company Secretary)			26.29		
8	Remuneration - Mr. M. S. Rajadhyaksha (Chief Financial Officer)			28.83		
9	a. Intercorporate Deposit (Taken and refunded)		-			
	(IHP Finvest Ltd)		(500.00)			
	b. Interest thereon		-			
			(5.26)			
10	Legal and Professional fees Paid to :					
	Ms. Anima B. Kapadia, Director					61.80
	(Sole Proprietor of Daphtary Ferreira & Divan)					(157.50)

₹ in Lacs

Sr No.	Transactions	Ultimate Holding Company	Promoter Holding Company	Key Management Personnel	Relatives of Key Management Personnel	Other Related Party
11	Amount outstanding payable as on 31.03.15					
	1 Commission Payable					
	a. Mr. Rajas R. Doshi (C & MD)			113.41		
				(36.85)		
	b. Mr. Mayur R. Doshi (Executive Director)			60.31		
				(39.13)		
	c. Mrs. Jyoti R. Doshi (Director)				2.70	
					(2.70)	
	d. Ms. Anima B. Kapadia (Director)					2.70
						(2.70)
	2 Current Account : Directors					
	a. Mr. Rajas R. Doshi (C & MD)			0.88		
				(0.90)		
	b. Mr. Mayur R. Doshi (Executive Director)			0.51		
				(0.59)		
12	Donation - Corpus Donation to Ratanchand Hirachand Foundation					55.00
						(50.00)
	(Last year's figures are shown in brackets)					

2.34 RESEARCH AND DEVELOPMENT EXPENDITURE

Expenses on research and Development during the year under various heads amount to ₹ 298.09 Lacs (Previous year ₹ 279.23 Lacs)

2.35 Confirmations have not been received from some of the Debtors, Creditors and Depositors.

2.36 STOCK-IN-TRADE-LAND

a. During the year, the Company has converted Industrial land admeasuring about 27,504.78 sq. meters approximately at Badarpur, New Delhi, hitherto held as Fixed assets in to Stock in Trade on 12th November, 2014 at a book value of ₹ 399.25 Lacs.

b. During the previous year, the Company had converted its industrial land admeasuring about 48,288 sq. meters approximately at Hadapsar Pune, hitherto held as Fixed Assets in to Stock in Trade w.e.f. 31st July, 2013 at a book value of ₹ 1.32 Lacs.

c. During the previous year, the Company had converted land admeasuring about 14,070 sq. meters approximately at Wadala Mumbai, hitherto held as Fixed assets in to Stock in Trade w.e.f. 31st October, 2013 at a book value of ₹ 0.70 Lacs.

2.37 The Company has incurred an expense of ₹ 55.00 Lacs towards Corporate Social Responsibility by way of contributing the amount to Ratanchand Hirachand Foundation during the year.

2.38 Segment Reporting

Segment Information for the year ended 31st March, 2015.

Information about Primary Segment

₹ in Lacs

Particulars	Business Segments					
	Construction contracts including water supply schemes, pipes supply & laying projects.		Others		Total	
	2014-15	2013-14	**2014-15**	2013-14	**2014-15**	2013-14
REVENUE						
External Revenue	**99685.94**	81121.71	**697.05**	697.10	**100382.99**	81818.81
RESULTS						
Segment results	**12234.16**	8982.54	**89.22**	54.38	**12323.38**	9036.92
Unallocated Expenditure net of unallocated income					**(2391.89)**	(2094.54)
Operating Profit					**9931.49**	6942.38
Interest Expenses					**(4829.55)**	(3469.36)
Interest/dividend income net of loss on sale of investment					**145.06**	70.19
Profit on sale of Fixed Assets & Investments					**637.38**	257.97
Taxation for the year (including deferred tax/ provision for taxation- earlier years)					**(2040.00)**	(1395.52)
Profit after taxation but before exceptional items					**3844.38**	2405.66
Exceptional item					**312.35**	-
Net Profit					**4156.73**	2405.66
OTHER INFORMATION						
Segment Assets	**96251.11**	85074.89	**2509.41**	992.92	**98760.52**	86067.81
Unallocated Corporate Assets					**1967.26**	2162.10
Total Assets					**100727.78**	88229.91
Segment Liabilities	**36744.27**	34581.62	**1085.30**	142.70	**37829.57**	34724.32
Unallocated Corporate Liabilities					**34209.87**	28073.98
Total Liabilities					**72039.44**	62798.30
Capital Expenditure						
For Segment	**723.90**	1261.44	**12.81**	2.30	**736.71**	1263.74
For Corporate					**15.90**	32.60
Total Capital Expenditure					**752.61**	1296.34
Depreciation - Segment						
For Segment	**1091.30**	677.47	**14.48**	9.79	**1105.78**	687.26
For Corporate					**107.43**	95.54
Total Depreciation					**1213.21**	782.80

NOTES:

1 BUSINESS SEGMENTS

The Company has considered "Business Segment" as the primary reporting segment for disclosure.The products included in each of the reported domestic business segments are as follows:

a. Construction contracts including Water Supply Schemes, Pipes Supply & Laying Projects

b. Others include Railway Sleepers, Air Rifles, Development of Land and Other Miscellaneous items.

Segment revenue relating to each of the above domestic business segment includes income from services provided, where applicable.

The above business segments have been identified considering:

1. The nature of products & service
2. The differing risks & returns

2 There are no inter segment sales.

3 Since the Company does not have any significant business outside India there are no reportable geographic segments.

2.39 Employee Benefits:

₹ in Lacs

	Defined Benefit Plans/Long Term compensated absences - As per Actuarial valuation as on 31.03.2015.	2014-15		2013-14	
		Gratuity	**Leave Encashment**	Gratuity	Leave Encashment
I	**Expense recognised in the Statement of Profit & Loss for the year ended March 31, 2015.**				
1	Current Service Cost	**60.50**	**95.97**	59.39	88.07
2	Interest Cost	**96.34**	**15.45**	90.82	13.54
3	Expected return on plan assets	**(103.93)**	**-**	(94.57)	-
4	Actuarial (Gains)/Losses	**108.85**	**(62.45)**	82.61	(54.39)
	Total Expenses	**161.76**	**48.97**	138.25	47.22
II	**Net Assets / (Liability) recognised in the balance sheet as at March 31, 2015.**				
1	Present Value of Defined Benefit Obligation	**1365.38**	**379.83**	1207.38	336.83
2	Fair Value of Plan Assets	**1209.54**	**-**	1097.00	-
3	Funded Status [Surplus/(Deficit)]	**(155.84)**	**(379.83)**	(110.37)	(336.83)
4	Net Asset/(Liability)	**(155.84)**	**(379.83)**	(110.37)	(336.83)
III	**Change in Obligation during the year ended March 31, 2015.**				
1	Present value of Defined Benefit Obligation at the beginning of year	**1207.38**	**336.83**	1135.20	307.79
2	Current Service Cost	**60.50**	**95.97**	55.23	88.07
3	Interest Cost	**96.34**	**15.45**	90.81	13.54
4	Actuarial (Gains) / Losses	**108.85**	**(48.54)**	82.62	(45.75)
5	Benefits Payment	**(107.70)**	**(19.88)**	(156.47)	(26.82)
6	Present value of Defined Benefit Obligation at the end of year	**1365.38**	**379.83**	1207.38	336.83
IV	**Change in Assets during the year ended March 31, 2015.**				
1	Plan Assets at beginning of the year	**1097.00**	**-**	1051.12	-
2	Expected return on Plan Assets	**103.93**	**-**	94.57	-
3	Contribution by Employers	**116.30**	**19.88**	107.79	26.81
4	Actual benefits paid	**(107.69)**	**(19.88)**	(156.47)	(26.81)
5	Actuarial Gains/(Losses) on Plan Assets	**-**	**-**	-	-
6	Plan Assets at end of the year	**1209.54**	**-**	1097.00	-
V	**Actuarial Assumptions**				
1	Discount Rate	**8.00%**	**8.00%**	8.00%	8.00%
2	Expected Rate of Return on plan assets	**9.00%**	**9.00%**	9.40%	9.40%
3	Mortality Pre-retirement	**(1994-96) LIC Ult**	**(2006-08) IALM Ult**	(1994-96) LIC Ult	(2006-08) IALM Ult
4	Rate of increase in compensation	**4.00%**	**4.00%**	4.00%	4.00%

5 The estimates of future salary increases, considered in actuarial valuation, take effect of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

VI Accumulated compensated absences (non vesting)

Actuarial valuation of sick leave has been made on 31-03-2015. Provision in respect of this benefit amounts to ₹ 9.17 Lacs for the financial year ending 31-03-2015. (Previous year ₹ 9.73 Lacs.)

Gratuity cost, as disclosed above, is included under Employee benefit expenses.

VII Provident Fund

The Company contributed ₹ 269.11 Lacs towards Provident Fund during the year ended 31st March 2015. (Previous year ₹ 229.27 Lacs.)

2.40 Earnings Per Share (EPS)

		2014-15	2013-14
Number of shares		**24223585**	24223585
Profit after Tax before Exceptional Items	₹ in Lacs	**3844.38**	2405.66
EPS - Basic & Diluted	₹	**15.87**	9.93
Profit after Tax after Exceptional Items	₹ in Lacs	**4156.73**	2405.66
EPS - Basic & Diluted	₹	**17.16**	9.93

2.41 The Company has amounts due to suppliers under the Micro, Small and Medium Enterprises Development Act 2006, as at 31st March, 2015. The disclosure pursuant to the said Act is as under:

	2014-15	2013-14
Principal amount due to suppliers under MSMED Act (₹ In Lacs)	**96.98**	143.91
Interest accrued and due to suppliers under MSMED Act on the above amount	**Nil**	Nil
Payment made to suppliers (other than interest) beyond appointed day during the year.	**Nil**	Nil
Interest paid to suppliers under MSMED Act	**Nil**	Nil
Interest due and payable to suppliers under MSMED Act towards payments already made	**Nil**	Nil
Interest accrued and remaining unpaid at the end of the accounting year.	**Nil**	Nil

Note: The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

2.42 Raw Material under Broad Heads ₹ in Lacs

Particulars	2014-15	2013-14
Consumption		
1 Construction Division		
i) Sand & Metal	**924.08**	881.17
ii) Cement	**2057.69**	1714.34
iii) Wire & Rods & HT Wire	**3458.77**	2616.38
iv) Steel Plates & Sheets	**5496.25**	8693.05
v) Other Raw Materials & Components	**306.55**	234.02
2 Sleepers		
i) Sand & Metal	**111.42**	42.59
ii) Cement	**209.55**	86.42
iii) Wire & Rods & HT Wire	**382.01**	153.40
iv) Other Raw Materials	**295.39**	88.41
3 Air Rifle Division		
i) Wood	**-**	7.65
ii) Seamless Steel Tubes	**5.45**	7.28
iii) Other Raw Materials	**82.23**	77.93
Total	**13329.39**	14602.64

2.43 Value of Raw Materials Consumed

₹ in Lacs

	2014-15		2013-14	
	Amount	**%**	Amount	%
Indigenous	**13329.39**	**100.00**	14523.06	99.46
Imported	**0.00**	–	79.58	0.54
Total	**13329.39**	**100.00**	14602.64	100.00
Value of Stores & Spares Consumed				
Indigenous	**783.75**	**100.00**	728.16	100.00
Imported	**9.23**	–	–	–
Total	**792.98**	**100.00**	728.16	100.00

2.44 Value of Import on C I F Basis

Raw Materials	**Nil**	76.02

2.45 Expenditure in foreign currencies

Travelling & Other expenses	**3.25**	3.26

2.46 Earnings in Foreign Currencies

Export of goods calculated on F O B Basis	**Nil**	Nil

2.47 The Company has entered into Joint Ventures for executing various works. The details are as under:

Sr No	Name of the Joint Venture	Name of the Project	2014-15		2013-14	
			Company's Share (%)	**Bank Guarantee Amount * ₹ in Lacs.**	Company's Share (%)	Bank Guarantee Amount * ₹ in Lacs.
1	M/s.Koya & Company Construction Pvt. Ltd.,(JV),Hyderabad	Krishna PACKAGE-I.	**24.00**	**Nil**	24.00	Nil
2	M/s.Bhoorathnam Construction Co. (P) Ltd.	Krishna PACKAGE-II.	**24.00**	**Nil**	24.00	Nil
3	M/s.KCCPL-IHP-BRC-TAIPPL-KBL	Guthpa Lift Irrigation Scheme.	**18.60**	**272.37**	18.60	272.37
4	M/s.TAIPPL-IHP-KCCPL-BRCPL (JV)	Krishna Drinking Water Supply Project Phase II (Package II).	**24.00**	**Nil**	24.00	Nil
5	M/s.IHP-KCCPL-BRCPL-TAIPPL (JV)	Krishna Drinking Water Supply Project Phase II (Package IV).	**28.00**	**Nil**	28.00	Nil
6	M/s.Shradha IHP Joint Venture	Padmalaya Lift Irrigation Scheme for Shree Padmalaya Sinchan Yojana of Taluka Erandole, Dist. Jalgaon.	**20.00**	**Nil**	20.00	Nil
7	M/s.Shradha IHP Joint Ventures	Wangana Lift Irrigation Schemes on Dhom, Taluka Koregaon, Dist. Satara.	**30.00**	**Nil**	30.00	Nil
8	NCC-MEIL-IHP (JV)	Warangal Municipal Corporation.	**15.00**	**70.00**	15.00	70.00
9	IHP-Vishva-MCC (JV)	South of Musi in S11 catchment Zone II under JNNURM Package II.	**48.00**	**150.08**	48.00	150.08
10	IHP-MEIL-KCCPL-BRCPL-TAIPPL (JV)	Somasila Reservoir - Package I.	**28.00**	**Nil**	28.00	Nil
11	IHP-FPL (JV)	Puliknama Lift Irrigation Scheme	**86.00**	**1757.75**	86.00	1757.75
12	IHP-MEIL (JV)	Pulakurthi Lift Irrigation Scheme	**80.00**	**226.53**	80.00	362.53
13	IHP-Vishva (JV)	Krishna Drinking Water Supply Project Phase III (Package IV).	**60.00**	**954.20**	60.00	1643.70
14	KCCPL-SMC-IHP (JV)	Krishna Drinking Water Supply Project Phase III (Package I).	**20.00**	**Nil**	20.00	Nil
15	IHP-KP (JV)	Hussainsagar Lake Catchment Improvement Project (Package IV).	**55.00**	**41.25**	55.00	41.25
16	NCC-IHP (JV)	Chikalguda Project.	**10.00**	**4.85**	10.00	4.85

* Amount of Bank guarantee is included in 2.32 (1-a).

2.48 During the year, the Company has re-assessed its liability towards interest on income tax provision pertaining to earlier years pursuant to amendment to section 220 of the Income Tax Act 1961. Due to this re-assessment and based on legal advice obtained, an amount of ₹ 312.35 lakhs towards interest provision of earlier years has been written back and disclosed as an exceptional item during the year.

2.49 The Company has charged off an amount of ₹ 25.33 Lacs (net of deferred tax of ₹ 13.04 Lacs) in the opening retained earnings pertaining to assets whose balance useful life was Nil as at 1st April,2014, pursuant to such adoption, in accordance with transitional provisions as per note 7(b) to Part C of Schedule II of the Companies Act, 2013,

2.50 The depreciation for the year is higher by ₹ 305.36 Lacs, pursuant to adoption of useful lives as per Part C of Schedule II of the Companies Act, 2013.

2.51 In the opinion of the Board, none of the assets other than Fixed Assets and Non-Current Investments have a value on realisation in the ordinary course of business lower than at least equal to the amount at which they are stated.

2.52 Figures for Previous Year have been regrouped, wherever necessary.

As per our Report of even date

For K. S. AIYAR & CO.
Chartered Accountants
ICAI Firm Registration No. 100186W

SACHIN A. NEGANDHI
Partner
(M No-112888)

Mumbai, 28th May, 2015

M. S. RAJADHYAKSHA
Chief Financial Officer

S. M. MANDKE
Company Secretary

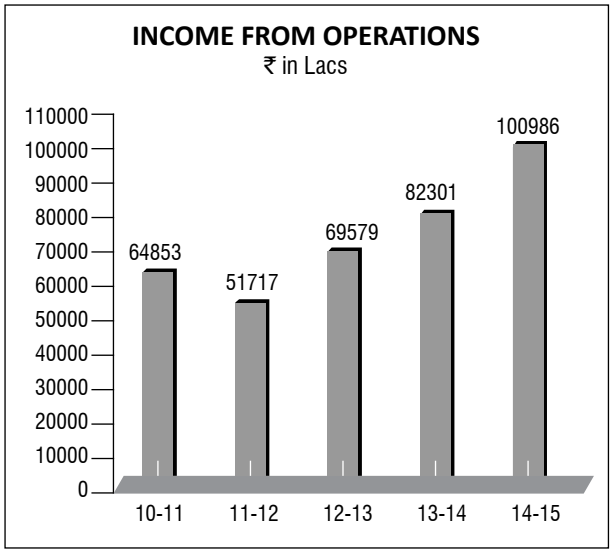
Mumbai, 28th May, 2015

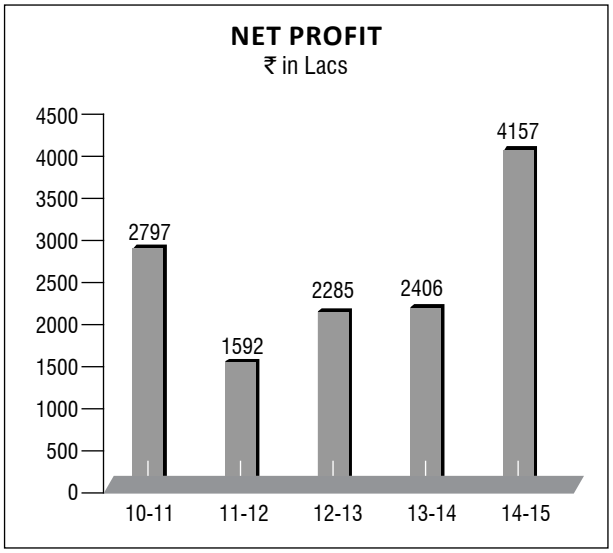
For and on behalf of the Board

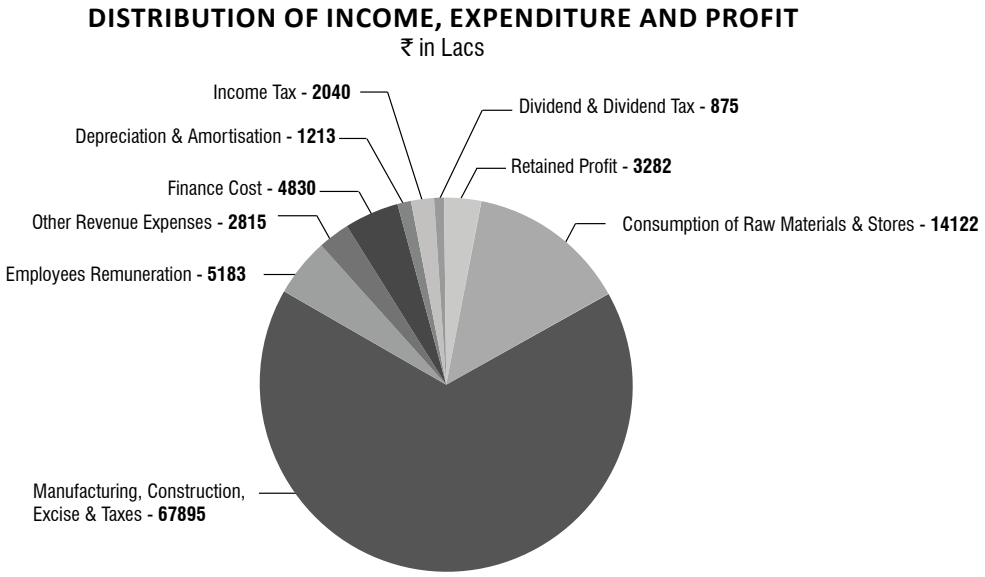
RAJAS R. DOSHI	Chairman & Managing Director
AJIT GULABCHAND JYOTI R. DOSHI RAJENDRA M. GANDHI RAMESHWAR D. SARDA N. BALAKRISHNAN ANIMA B. KAPADIA VIJAY KUMAR JATIA P. D. KELKAR	Directors
MAYUR R. DOSHI	Executive Director

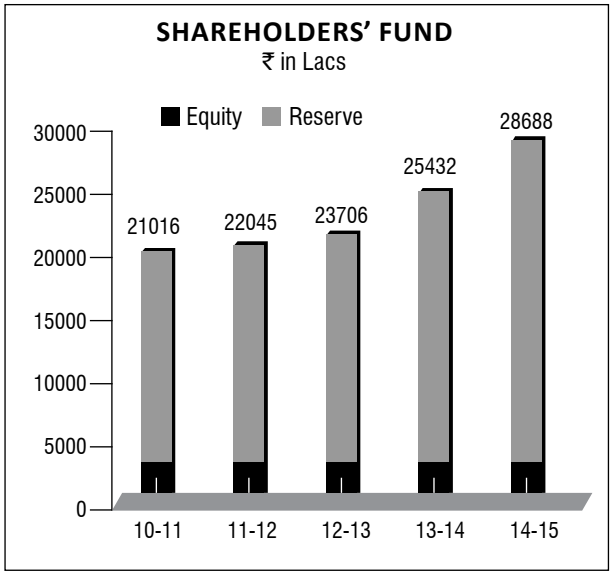
IMPORTANT FINANCIAL STATISTICS

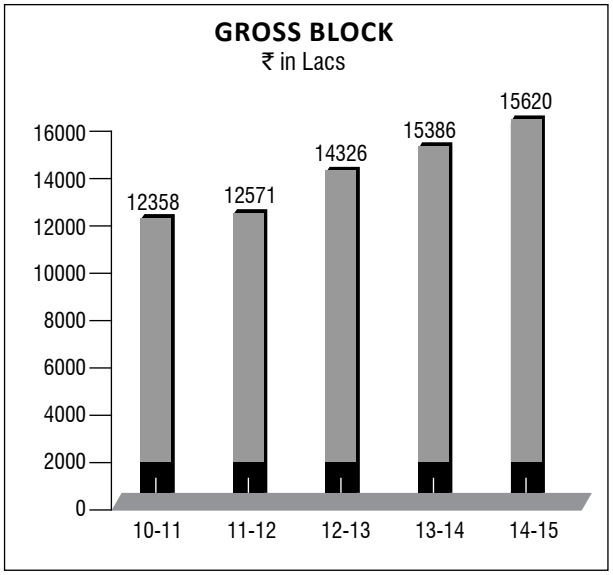
Year	Paid up Capital		Reserves & Surplus	Net Worth	Debentures	Fixed Assets		No of Factories / Projects	Income from Operations	Net Profit	Dividend Paid on Preference & Equity Shares	Dividend on Equity Shares	
	Equity Capital	Preference Capital				Gross Block	Net Block						
	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs	₹ Lacs		₹ Lacs	₹ Lacs	₹ Lacs	%	
1926-27	5.00	-	-	5.00	-	3.79	3.79	2	0.74	-1.40	-	-	
27-28	5.00	-	-	5.00	-	4.47	4.47	4	4.35	-0.55	-	-	
28-29	5.00	-	0.11	5.11	-	5.58	5.58	4	5.26	0.04	-	-	
29-30	5.00	-	0.11	5.11	-	5.91	5.91	6	9.66	1.54	-	-	
30-31	5.00	-	1.41	6.41	-	6.51	6.51	9	8.81	1.75	0.30	26.00	
31-32	5.00	-	2.47	7.48	-	7.14	6.34	13	12.26	2.17	1.00	20.00	
32-33	10.00	-	1.15	11.15	-	13.04	11.24	17	11.38	0.67	1.00	10.00	
33-34	10.00	-	1.32	11.32	-	17.18	15.38	17	10.79	1.18	0.40	4.00	
34-35	10.00	-	2.72	12.72	-	17.86	15.46	23	12.41	2.40	1.25	12.00	
35-36	10.00	6.00	4.46	20.46	-	19.79	16.14	26	15.46	4.11	2.71	26.00	
36-37	22.00	-	3.22	25.22	-	25.45	18.55	30	31.85	2.93	2.86	13.00	
37-38	30.00	-	1.93	31.93	-	29.01	20.61	32	44.86	1.60	1.50	5.00	
38-39	30.00	-	2.21	32.21	-	30.91	21.01	35	40.82	1.78	1.80	6.00	
39-40	30.00	-	1.82	31.82	-	33.45	21.30	34	34.55	1.41	1.20	4.00	
40-41	30.00	-	2.73	32.73	15.00	35.34	21.19	33	70.66	2.10	1.80	6.00	
41-42	30.00	-	1.51	31.51	15.00	40.50	24.35	31	85.49	2.08	1.80	6.00	
42-43	30.00	-	1.52	31.52	45.00	56.53	36.73	31	87.07	2.31	1.80	6.00	
43-44	30.00	-	1.06	31.06	45.00	69.93	45.13	38	89.60	2.09	1.80	6.00	
44-45	30.00	-	1.72	31.72	45.00	76.84	52.04	39	56.31	0.96	-	-	
45-46	30.00	50.00	4.04	84.04	45.00	85.04	54.24	39	77.18	3.32	2.31	-	
46-47	30.00	50.00	3.37	83.37	45.00	96.58	59.28	44	77.52	2.83	2.50	-	
47-48	30.00	50.00	1.33	81.33	45.00	111.24	66.74	46	89.54	0.96	-	-	
48-49	30.00	50.00	2.73	82.73	45.00	121.54	70.04	45	108.84	1.40	2.50	-	
49-50	30.00	50.00	6.72	86.72	45.00	130.98	65.48	44	147.43	5.95	5.90	3.00	
50-51	30.00	50.00	7.54	87.54	31.05	117.72	46.95	45	140.97	5.87	4.30	6.00	
51-52	30.00	50.00	9.32	89.32	29.58	123.01	38.93	47	130.84	5.88	4.30	6.00	
52-53	30.00	50.00	14.63	94.63	29.23	131.74	38.87	52	147.39	8.45	7.00	15.00	
53-54	30.00	50.00	14.10	94.10	29.19	139.06	37.22	50	140.53	6.47	5.20	9.00	
54-55	30.00	50.00	19.16	99.16	29.19	148.49	38.19	57	183.46	7.81	5.20	9.00	
55-56	30.00	50.00	33.53	113.53	29.18	155.28	48.78	55	229.29	16.06	5.20	9.00	
56-57	30.00	50.00	52.35	132.35	29.18	159.43	48.61	57	275.91	17.25	5.20	9.00	
57-58	30.00	50.00	67.20	147.20	29.18	165.15	46.96	58	250.62	20.52	5.20	9.00	
58-59	30.00	50.00	79.71	159.71	29.18	192.08	65.87	56	253.84	17.41	6.40	13.00	
59-60	60.00	50.00	85.54	195.54	29.18	225.73	88.22	58	268.69	11.49	8.13	13.00	
60-61	60.00	50.00	109.38	219.38	29.18	246.93	100.42	60	349.46	15.24	10.30	13.00	
61-62	60.00	50.00	120.97	230.97	29.18	263.33	105.30	59	352.37	19.65	10.90	14.00	
62-63	60.00	50.00	139.63	249.63	29.18	272.67	116.20	57	376.40	15.38	10.90	14.00	
63-64	60.00	50.00	159.58	269.58	29.18	302.93	134.25	60	487.93	27.27	11.50	15.00	
64-65	60.00	50.00	176.61	286.61	50.00	323.78	140.85	59	537.39	22.88	11.50	15.00	
65-66	60.00	50.00	194.97	304.97	50.00	353.17	152.60	60	574.68	20.42	11.50	15.00	
66-67	120.00	50.00	153.19	323.18	50.00	365.39	147.41	60	528.10	8.20	13.87	10.00	Bonus 1:2 & Right issue 1:3
67-68	120.00	50.00	147.88	317.88	50.00	379.49	148.63	59	491.36	7.85	14.50	10.00	
68-69	120.00	50.00	153.86	323.86	50.00	440.07	193.03	58	574.49	18.06	14.50	10.00	
69-70	120.00	50.00	145.57	315.57	50.00	482.33	212.05	58	589.86	-3.86	14.50	10.00	
70-71	120.00	50.00	145.08	315.08	50.00	499.88	212.70	53	563.27	10.37	14.50	10.00	
71-72	120.00	50.00	157.39	327.39	50.00	508.78	201.05	55	639.15	23.62	16.90	10.00	+2 %
72-73	120.00	50.00	168.46	338.46	50.00	541.70	212.17	55	762.11	19.94	16.90	12.00	
73-74	120.00	50.00	192.32	362.32	50.00	559.02	208.02	53	891.16	33.81	12.10	8.00	
74-75	120.00	50.00	215.49	385.49	50.00	581.43	213.61	55	850.06	36.80	16.90	12.00	
75-76	120.00	50.00	234.78	404.78	50.00	609.74	221.37	51	995.94	36.57	21.70	12.00	+4 % (Jubilee Dividend)
76-77	120.00	50.00	264.17	434.17	50.00	672.98	255.76	48	1350.84	40.49	21.70	12.00	+4 %
77-78	150.00	50.00	258.31	458.31	1.47	806.68	457.37	49	1177.59	19.16	21.70	12.80	Bonus 1:4
78-79	150.00	50.00	262.13	462.13	-	828.17	330.83	50	1227.34	19.65	21.70	12.80	
79-80	150.00	50.00	236.42	436.42	-	836.28	331.50	50	1238.02	28.99	21.70	12.80	
80-81	150.00	50.00	259.31	459.31	-	857.28	306.50	50	1596.64	41.70	21.70	12.80	
81-82	150.00	50.00	299.19	499.19	-	919.05	332.19	49	1804.52	86.53	29.51	15.00	+ 3% (Walchand Centenary Dividend)
82-83	150.03	50.00	382.13	582.17	-	1038.37	389.45	50	2018.93	85.90	25.01	15.00	
83-84	150.03	50.00	551.85	751.88	-	1110.46	395.22	49	2190.96	176.38	29.51	18.00	
84-85	225.05	50.00	830.58	905.63	200.00	1340.53	509.86	51	2474.28	163.31	43.01	18.00	Bonus 1:2
85-86	225.05	50.00	803.94	1078.99	200.00	1510.97	533.76	49	2755.29	221.18	49.76	18.00	+3% (Diamond Jubilee Dividend)
86-87	225.05	50.00	856.10 (Upto 30-9-86)	1081.16	300.00	1666.49	502.27	49	2938.04	100.05	41.13	18.00	
87-88	225.05	-	954.25	1179.30	300.00	1688.52	510.15	48	3596.27	138.86	40.51	18.00	
88-89	225.05	-	1102.53	1327.59	300.00	1767.64	634.39	50	3328.10	103.18	33.76	15.00	(For 9 months period)
89-90	337.58	-	1050.89	1388.47	492.50	1893.35	664.92	51	5542.73	107.56	50.64	15.00	Bonus 1:2
90-91	337.58	-	986.81	1324.38	500.00	2050.47	930.84	50	4506.00	-176.50	50.64	15.00	
91-92	337.58	-	991.84	1329.41	409.00	2089.03	901.37	48	8209.35	58.74	50.64	15.00	(For 18 months period)
92-93	337.58	-	1086.34	1423.92	409.00	2122.21	892.55	47	4503.52	123.15	25.32	15.00	(For 6 months period)
93-94	387.58	-	1177.08	1564.66	286.33	2278.75	958.67	48	7651.09	160.06	65.26	18.00	
94-95	387.58	-	1445.15	1832.73	200.00	2452.32	1035.55	47	8805.39	310.56	77.52	20.00	
95-96	387.58	-	2214.26	2601.84	150.00	2464.23	968.85	46	7397.47	866.00	96.89	20.00	+5% (Seventieth Anniversary Dividend)
96-97	387.58	-	2422.23	2809.81	100.00	2443.29	946.31	43	7397.00	293.24	77.52	20.00	
97-98	387.58	-	2692.85	3080.43	50.00	2461.38	879.14	40	9224.05	364.42	85.27	22.00	
98-99	387.58	-	2947.38	3334.96	-	2586.05	894.20	38	10027.52	353.48	89.14	23.00	
99-00	387.58	-	3228.90	3616.47	-	2941.08	1173.59	39	10868.18	380.46	89.14	23.00	
2000-01	387.58	-	3631.17	4018.75	-	3052.18	1186.74	38	10835.22	530.41	116.27	25.00	+5% (Platinum Jubilee Dividend))
01-02	387.58	-	4246.98	4634.56	-	3116.95	1184.39	35	11520.83	921.68	116.27	30.00	
02-03	387.58	-	5276.75	5664.32	-	3490.44	1423.40	35	14143.71	1160.94	116.27	40.00	
03-04	290.68	-	8950.91	9241.60	-	3928.48	1472.95	33	17207.62	5075.35	726.71	50.00	+200% (Special Interim Dividend)
04-05	290.68	-	10991.86	11282.54	-	4600.27	1926.83	31	21040.25	2535.71	436.02	50.00	+100% (Special Interim Dividend)
05-06	484.47	-	11521.75	12006.22	-	5701.92	2828.08	32	25608.72	972.27	218.01	40.00	+5% (Eightieth Anniversary Dividend) & Bonus 2 : 3
06-07	484.47	-	12852.79	13337.27	-	6940.06	3724.87	30	36280.18	1671.12	290.68	60.00	
07-08	484.47	-	13957.80	14442.27	-	7224.78	3799.39	30	45180.13	1501.76	339.13	70.00	
08-09	484.47	-	16006.88	16491.35	-	9473.95	5607.64	29	66534.80	2530.89	411.80	85.00	
09-10	484.47	-	18297.37	18781.84	2000.00	10863.77	6409.84	28	67564.54	2857.30	484.47	100.00	
10-11	484.47	-	20531.26	21015.73	-	12357.94	7210.67	25	64852.90	2796.95	484.47	100.00	
11-12	484.47	-	21560.56	22045.03	-	12571.31	7385.97	22	51716.92	1592.36	484.47	100.00	
12-13	484.47	-	23221.65	23706.12	-	14326.30	8060.06	22	69579.06	2284.58	532.92	110.00	
13-14	484.47	-	24947.14	25431.61	-	15385.51	8483.60	20	82301.30	2405.66	581.37	120.00	
14-15	484.47	-	28203.87	28688.34	-	15619.63	7506.06	20	1,00,985.93	4156.73	726.71	150.00	


INCOME FROM OPERATIONS
₹ in Lacs
110000
100000
90000
80000
70000
60000
50000
40000
30000
20000
10000
0
64853
51717
69579
82301
100986
10-11
11-12
12-13
13-14
14-15


NET PROFIT
₹ in Lacs
4500
4000
3500
3000
2500
2000
1500
1000
500
0
2797
1592
2285
2406
4157
10-11
11-12
12-13
13-14
14-15


DISTRIBUTION OF INCOME, EXPENDITURE AND PROFIT
₹ in Lacs
Income Tax - 2040
Dividend & Dividend Tax - 875
Depreciation & Amortisation - 1213
Retained Profit - 3282
Finance Cost - 4830
Other Revenue Expenses - 2815
Consumption of Raw Materials & Stores - 14122
Employees Remuneration - 5183
Manufacturing, Construction, Excise & Taxes - 67895


SHAREHOLDERS' FUND
₹ in Lacs
Equity
Reserve
30000
25000
20000
15000
10000
5000
0
21016
22045
23706
25432
28688
10-11
11-12
12-13
13-14
14-15


GROSS BLOCK
₹ in Lacs
16000
14000
12000
10000
8000
6000
4000
2000
0
12358
12571
14326
15386
15620
10-11
11-12
12-13
13-14
14-15

Notes

THE INDIAN HUME PIPE COMPANY LIMITED

(CIN:L51500MH1926PLC001255)
Regd. Office: Construction House, 2nd Floor, 5, Walchand Hirachand Road, Ballard Estate, Mumbai – 400 001.
E-mail: info@indianhumepipe.com Website: www.indianhumepipe.com, Tel.:+91-22-40748181/22618091 Fax:+ 91-22-22656863.

ATTENDANCE SLIP
(To be presented at the entrance)

89th ANNUAL GENERAL MEETING

I / We hereby record my/our presence at the 89th Annual General Meeting of the Company on Tuesday, 4th August, 2015 at 4.00 p.m. at Walchand Hirachand Hall, Indian Merchants' Chamber Building, 4th Floor, Indian Merchants' Chamber Marg, Churchgate, Mumbai - 400 020.

……	……	…….…….
Member's Folio/DP ID-Client ID No.	Member's / Proxy's name in Block Letters	Member's/Proxy's signature

Note:

1. Please complete the Folio / DP ID – Client ID No. and name, sign this Attendance Slip and handover at the Attendance Verification Counter at THE MEETING HALL.
2. Electronic copy of the Annual Report for Financial Year 2014-15 and the Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is sent to all the members whose email ids are registered with the Depository Participant(s) unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for Financial Year 2014-15 and the Notice of the Annual General Meeting along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email ids are registered or who have requested for a hard copy.

THE INDIAN HUME PIPE COMPANY LIMITED

REMOTE E-VOTING PARTICULARS

REMOTE ELECTRONIC VOTING PARTICULARS

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

The Remote e-voting facility will be available during the following voting period:

Commencement of Remote e-voting	**From Friday, 31st July, 2015 (9.00 a.m.)**
End of Remote e-voting	**Up to Monday, 3rd August, 2015 (5.00 p.m.)**

Note: During the Remote e-voting period, members of the Company holding shares as on the cut-off date of 29th July, 2015 may cast their vote electronically. Any person, who acquires shares of the Company and become a member of the Company after dispatching of the Notice and holding shares as of the cut-off date i.e. 29th July, 2015 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or contact NSDL at following toll free no.:1800-222-990 or contact the Company or M/s.Link Intime India Pvt. Ltd., Registrar & Share Transfer Agent.

Please read the instructions given at Note No.19 of the Notice of the 89th Annual General Meeting carefully before voting electronically.

THE INDIAN HUME PIPE COMPANY LIMITED

(CIN : L51500MH1926PLC001255)
Regd. Office: Construction House, 2nd Floor, 5, Walchand Hirachand Road, Ballard Estate, Mumbai – 400001.
Website: www.indianhumepipe.com Tel.:+91 22 22618091 Fax: + 91 22 22656863.

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) : _____

Registered address : _____

Email ID : _____

Folio No. / Client ID : _____ DP ID No. _____

I / We being the member(s) of _____ shares of the abovenamed Company hereby appoint :

1) Name: _____ Email ID : _____
Address : _____
_____ Signature : _____
or failing him/her;

2) Name: _____ Email ID : _____
Address : _____
_____ Signature : _____
or failing him/her;

3) Name: _____ Email ID : _____
Address : _____
_____ Signature : _____
or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 89th Annual General Meeting of the Company to be held on Tuesday, 4th August, 2015 at 4.00 p.m. at Walchand Hirachand Hall, Indian Merchants' Chamber Building, 4th Floor, Indian Merchants' Chamber Marg, Churchgate, Mumbai - 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. no.	RESOLUTIONS	Optional *	
Ordinary Business		**For**	**Against**
1.	Ordinary Resolution for adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors for the year ended 31st March, 2015.		
2,	Ordinary Resolution for Declaration of Dividend on Equity Shares of the Company.		
3.	Ordinary Resolution for re-appointment of Ms. Jyoti R. Doshi as Director of the Company		
4.	Ordinary Resolution under Section 139 of the Companies Act, 2015 for re-appointment of M/s. K. S. Aiyar & Co., Chartered Accountants, as Statutory Auditors of the Company for the financial year 2015-16 and 2016-17 and fix their remuneration.		
Special Business			
5.	Ordinary Resolution for appointment of Mr. N. Balakrishnan as Independent Director of the Company under Section 149 of the Companies Act, 2013.		
6.	Ordinary Resolution for appointment of Mr. P. D. Kelkar as Independent Director of the Company under Section 149 of the Companies Act, 2013.		
7.	Special Resolution for payment of profit commission to Non- Executive Directors of the Company for a further period of 3 years commencing from 2015-16 to 2017-18 within the limits prescribed under the Companies Act, 2013.		
8.	Ordinary Resolution for re-appointment of M/s. Brahmayya & Co., Chartered Accountants, Hyderabad as Branch Auditors of the Company for the financial year 2015-16 and fix their remuneration with an authority to the Board to appoint Branch Auditor(s) in other States, if required.		
9,	Ordinary Resolution under Section 148 of the Companies Act, 2013 for ratifying the remuneration of Mr. Vikas Vinayak Deodhar, Cost Accountant, Mumbai as Cost Auditor of the Company for the financial year 2015-16.		

*It is optional to put (√) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.

Signed this _____ day of _____ 2015.

Affix Revenue Stamp

_____
Signature of Shareholder

_____
Signature of Proxyholder(s)

Notes

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 89th Annual General Meeting.
3. Please complete all details including details of member(s) in the above box before submission.

IHP FACTORIES / OFFICES IN INDIA

- ★ Head Office
- ★ Project/Marketing Office
- ● Factory
- ❁ Research & Development Division

MAP not to scale

The Indian Hume Pipe Co. Ltd.
Construction House, 5, Walchand Hirachand Road,
Ballard Estate, Mumbai - 400 001, India.
Tel: 91 - 22 - 2261 8091 / 4074 8181 • Fax: 91 - 22 - 2265 6863
Email: info@indianhumepipe.com • Web: www.indianhumepipe.com