



The Indian Hume Pipe Co. Ltd.

Registered Office : Construction House, 5, Walchand Hirachand Road, Ballard Estate, Mumbai - 400 001, INDIA
Tel. : +91-22-22618091, +91-22-40748181 • Fax : +91-22-22656863 • E-mail : info@indianhumpipe.com • Visit us at : www.indianhumpipe.com
CIN : L51500MH1926PLC001255

NOTICE OF POSTAL BALLOT

NOTICE TO MEMBERS PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Notice is hereby given to the Members of The Indian Hume Pipe Company Limited (the Company) for seeking consent of Members of the Company by passing the following Special Resolutions through Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force):

1) Creation of Charges / Mortgages on the moveable and immoveable properties of the Company, both present and future.

To consider and, if thought fit, to give assent or dissent to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter called "the Board" which term shall include a Committee of Directors constituted or to be constituted for this purpose and with the power to delegate such authority to any person or persons authorised by the Board) to mortgage and/or charge in addition to mortgages / charges created / to be created by the Company, in such form and manner and with such ranking, whether exclusive, pari-passu, subservient or otherwise and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties of the Company, both present and future and / or the whole or substantially the whole or any part of the Undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Banks, Financial Institutions, Non-Banking Finance Companies (NBFC), and other Lender(s), Agent(s) and Security Trustees, Debenture Trustees, Trustee(s), etc. for securing the borrowings availed / to be availed by way of loan(s) in Foreign currency and / or Rupee currency and / or securities in the nature of debts instruments issued / to be issued by the Company, from time to time, subject to the limits approved by the Company under Section 180(1)(c) of the Companies Act, 2013 from time to time, for due repayment of sums of money together with interest, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s) / Security Trustees, Debenture Trustees, Trustee(s), etc., premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation, revaluation, fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document(s), deed(s) entered into or to be entered into between the Company and the Lender(s), Agents(s) and Trustee(s) etc. in respect of such borrowings;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors/Committee of the Company be and is hereby authorized to finalise, settle and execute all such documents, deeds, writings, papers, and / or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable".

2) Disposal / redevelopment of Undertaking(s) pursuant to Section 180(1)(a) of the Companies Act, 013

To consider and, if thought fit, to give assent or dissent to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and such other approvals, consents, permissions or sanctions of any other appropriate authority or entity, including but not limited to Banks / Financial Institutions, Lenders, Security Trustees, Debentures Trustees, State Government(s) etc. as the case may be, the consent of the Members be and is hereby

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-2-

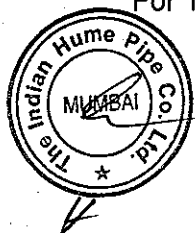
accorded to the Board of Directors (hereinafter called "the Board" which term shall include a Committee of Directors constituted or to be constituted for this purpose and with the power to delegate such authority to any person or persons authorised by the Board) to sell, lease or otherwise dispose off the whole or substantially the whole of the Undertaking or Undertakings of the Company and deal with the land and proper ties with superstructure thereon, in any one or with any combination thereof as under and use its sale proceeds for business activities of the Company :-

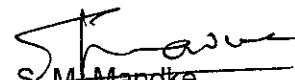
- Redevelop the land with residential and / or commercial mix or otherwise.
- Undertake development of land with a developer on revenue sharing basis / area sharing basis / profit sharing basis or in any combination thereof or otherwise.
- Outright sale of the Undertaking or Undertakings, land, buildings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all acts, deeds, matters and things and to settle any question, difficulty or doubt that may arise with regard to such dealing with the Undertaking(s), land, plots, buildings, properties with superstructure thereon or otherwise and reconsider the matter due to change in circumstances as it may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to finalise and execute all the documents, deeds and writings as may be necessary or expedient to give effect to this resolution."

By Order of the Board of Directors,
For The Indian Hume Pipe Company Limited

Registered Office:
Construction House, 2nd Floor,
5, Walchand Hirachand Road,
Ballard Estate, Mumbai - 400001




S.M. Mandke
Company Secretary


Date : 27th May, 2014

Notes:

1. The Explanatory Statement for the proposed Special Resolutions under Item No. 1 & 2 pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts are annexed herewith.
2. The Company has appointed Mr. J. H. Ranade, Practicing Company Secretary, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on June 20, 2014.
4. In compliance with provisions 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 its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-Voting in order to enable the Members to cast their votes electronically instead of dispatching postal ballot form.

Please note that e-Voting is optional.

The instructions for e-voting are as under:

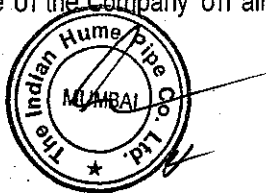
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Depository Participants(s)]:
 - (i) Open email and open PDF file. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.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. 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 & Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ihppostalballot@indianhumpipe.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Depository Participants(s) or requesting physical copy]:
 - (i) Initial password is provided as below in the Postal ballot form:

EVEN (E Voting Event Number)	USER ID	PASSWORD PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com



- (iv) 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.
 - (v) 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).
 - (vi) The e-voting period commences on 2nd July, 2014 (9.00 a.m.) and ends on 1st August, 2014 (6.00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th June, 2014, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not vote by way of postal ballot form.
 - (viii) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 20th June, 2014.
 - (viii) Mr. J. H. Ranade, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process and physical postal ballot, in a fair and transparent manner.
 - (ix) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
5. Shareholders who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Shareholders who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form.
 6. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.
 7. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If members are opting for e-voting, then they cannot vote by Physical Ballot also and vice versa.
However, in case Shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.
 8. Shareholders exercising their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on 1st August, 2014 (6.00 p.m.). Please note that all postal ballot forms received after 1st August, 2014 (6.00 p.m.) will be strictly treated as if the reply from the member has not been received.
 9. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form sent along with the email or download from the link www.evoting.nsdl.com or from the Company's website www.indianhumpipe.com in "about us - Corporate Governance" or seek duplicate Postal Ballot Form from M/s Link Intime India Private Limited, fill in the details and send the same to the Scrutinizer.
 10. In case, shares are jointly held, the postal ballot form should be completed and signed (as per the specimen signature registered with the company) by the first named Member and in his/her absence, by the next named Member.
 11. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.
 12. A tick mark (✓) should be placed in the relevant box signifying assent (FOR) or dissent (AGAINST) for the resolution, as the case may be, before mailing the Postal Ballot Form.
 13. The vote in this Postal Ballot cannot be exercised through proxy.
 14. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot / e-voting will be final.
 15. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Sundays upto 1st August, 2014.



16. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the assent (FOR) or dissent (AGAINST). In the attached pre-paid envelope, so as to reach, the Scrutinizer's not later than close of working hours on 1st August, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman appointed by the Board after completion of the scrutiny and the results of postal ballot will be announced on or before 7th August, 2014, at the registered office of the Company at Construction House, 2nd floor, 5, Walchand Hirachand Road, Ballard Estate, Mumbai - 400 001.

The resolutions shall be taken as passed effectively on the date of declaration of the result. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.indianhumpipe.com and on the website of NSDL within two (2) days of passing of the resolutions and communicated to the Stock Exchanges.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

As per provisions of Section 180 (1) (a) of the companies Act 2013, members consent by way of special resolution is required for mortgaging and / or charging in such form and manner and with such ranking, whether exclusive, pari-passu, subservient or otherwise and at such time and on such terms as the Board may determine, all or any of the moveable and / or immovable properties of the Company, both present and future and / or the whole or substantially the whole or any part of the Undertaking(s) of the Company, together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Banks, Financial Institutions, Non-Banking Finance Companies (NBFC), and other Lender(s), Agent(s) and Security Trustees, Debenture Trustees, Trustee(s), etc. for securing the borrowings availed / to be availed by way of loan(s) in Foreign currency and / or rupee currency and / or securities in the nature of debts instruments issued / to be issued by the Company, from time to time. The mortgage(s) or charge(s) on all or any part of the movable and/or immovable properties of the Company may be deemed as the disposal of the whole, or substantially the whole of the Undertaking or Undertakings of the Company and hence, requires approval from the members of the Company by way of a Special Resolution.

Accordingly, it is proposed to pass special resolution authorizing the Board of Directors to create mortgage(s) or charge(s) on the moveable and immoveable properties of the Company from time to time.

The Board of Directors recommend the special resolution for your approval through postal ballot.

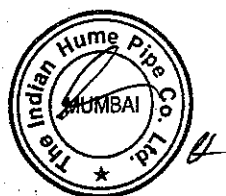
None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution

Item No. 2

Under the erstwhile provisions of Section 293(1)(a) Companies Act, 1956, the Board could sell, lease or otherwise dispose off the whole or substantially the whole of the Undertaking or mortgage the assets of the Company subject to the approval of Shareholders by way of ordinary resolution through postal ballot. Similar provision exists in the new Companies Act, 2013 but the resolution should be a Special Resolution.

The Company had passed an ordinary resolution under Section 293(1)(a) of the erstwhile provisions of Companies Act, 1956 in the Annual General Meeting held on 19th September, 1991 to dispose off certain factory unit / units / Undertaking / Undertakings of the Company which has / have ceased to be viable as on date and also those factory unit / units / Undertaking / Undertakings which is / are likely to be closed down in the near future for want of orders and other compelling reasons. In view of the introduction of the Companies Act, 2013, it is necessary to obtain the Shareholders' approval under Section 180(1)(a) of the Companies Act, 2013 by way of Special Resolution through postal ballot. This will enable the Board of Directors to deal with the Undertaking or Undertakings including land and property together with superstructure thereon in any one or with any combination thereof as under and use its sale proceeds for business activities of the Company:

- Redevelop the land with residential and / or commercial mix or otherwise.
- Undertake development of land with a developer on revenue sharing basis / area sharing basis / profit sharing basis or in any combination thereof or otherwise.
- Outright sale of the Undertaking or Undertakings, land, buildings.

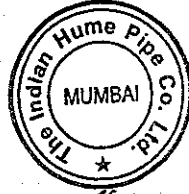


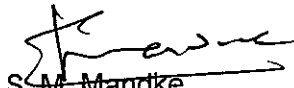
The Board of Directors recommend the special resolution for your approval through postal ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

By Order of the Board of Directors,
For The Indian Hume Pipe Company Limited

Registered Office:
Construction House, 2nd Floor,
5, Walchand Hirachand Road,
Ballard Estate, Mumbai - 400001




S. M. Mandke
Company Secretary


Date : 27th May, 2014

POSTAL BALLOT FORM
(To be returned to Scrutinizer appointed by the Company)

1. Name(s) & registered address of :
the sole / first named Member
2. Name(s) of the Joint Member(s), if any :
3. i) Registered Folio No. :
ii) DP ID No. & Client ID No.*
[Applicable to Members holding shares in dematerialised form]
4. Number of Share(s) held :
(*Applicable to Members holding shares in dematerialised form)
5. I / We hereby exercise my / our vote in respect of the following Special Resolutions to be passed through Postal Ballot, for the Special Business stated in the Postal Ballot Notice dated 27th May, 2014 of The Indian Hume Pipe Company Limited (the Company) by sending my / our assent (FOR) or dissent (AGAINST) to the said resolution(s) by placing tick mark (✓) at the appropriate column below:

Sr. No.	Description of the Resolution	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Special Resolution under Section 180 (1) (a) of the Companies Act, 2013 for creation of charge / mortgage on moveable and immovable properties of the Company, both present and future.			
2.	Special Resolution under Section 180 (1) (a) of the Companies Act, 2013, to sell, lease or otherwise dispose off or redevelop Company's land, properties and Undertaking or Undertakings			

Place:

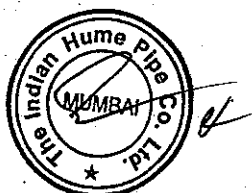
Date:

Signature of the Member

- Notes :
- (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
 - (ii) Last date for receipt of Postal Ballot by the Scrutinizer Upto the close of working hours at 6.00 p.m. on 1st August, 2014.
 - (iii) For e-voting, please refer the instructions under "E-voting Facility" in the Notice attached herewith.
 - (iv) Please read the instructions printed overleaf carefully before exercising your vote.

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event)	USER	PASSWORD/PIN



INSTRUCTIONS

General Instructions

1. Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through physical postal ballot shall be considered and vote cast through e-voting shall be treated as invalid.
2. The notice of Postal Ballot/ E-voting is dispatched/e-mailed to the members whose names appear on the Register of Members as on 20th June, 2014 and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the said date.
3. Voting in the Postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.

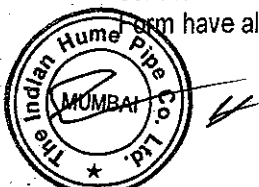
Instructions for voting physically by Postal Ballot Form

1. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. J. H. Ranade, Practicing Company Secretary in the enclosed self-addressed and pre-paid envelope.
2. The self addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the Company.
3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
4. In respect of shares held by Corporate and Institutional Members (Companies, Trusts, Societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
6. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
7. There will be one Postal Ballot Form for every folio / Client id irrespective of the number of joint holders.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 6.00 p.m. on 1st August, 2014. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received.
9. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No. 8 above.
10. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form excepting giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
11. The Scrutinizer's decision on the validity of a Postal Ballot/ E-voting will be final and binding.
12. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
13. The result of the Postal Ballot/ E-voting will also be posted on the website of the Company www.indianhumepipe.com and also in the newspaper(s) for the information of the Members.

Instructions for Electronic Voting (e-voting):

The Company is pleased to offer e-voting facility as an alternate for its members to enable them to cast their votes electronically instead of casting votes through Postal Ballot Form. The procedures and instructions for the same are as follows:

1. User-Id and Password is required for e-voting:
 - i. In case of members who have not registered their e-mail addresses, their User-Id and Password is printed on the Postal Ballot Form despatched to them along with the Notice of Postal Ballot.
 - ii. In case of members who have registered their e-mail addresses, their User-Id and Password is specified in the email sent to them on behalf of the Company by NSDL. The soft copy of the Notice of Postal Ballot along with Postal Ballot Form have also been sent through email.



2. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
3. Open internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
4. Click on "Shareholder-login".
5. Mention the user id and password noted in step 1 above. Click login.
6. Password change menu appears. Change the password with new password of your choice. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
7. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
8. Select "EVEN" (E-Voting Event Number) of The Indian Hume Pipe Company Limited for casting your vote. Kindly note that vote once cast cannot be modified.
9. Now you are ready for e-Voting as Cast Vote page opens.
10. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
11. Upon confirmation, the message "Vote cast successfully" will be displayed. Kindly note that vote once cast cannot be modified.
12. Institutional & Corporate Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: to ihppostalballot@indianhumepipe.com with a copy to evoting@nsdl.co.in on or before 1st August, 2014.
13. The e-voting period commences on 2nd July, 2014 (9.00 a.m.) and ends on 1st August, 2014 (6.00 p.m.) The e-voting module will be disabled by NSDL for voting thereafter.
14. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and evoting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

