

**The Indian Hume Pipe Company Limited**  
**Format of Quarterly Compliance Report on Corporate Governance**  
**Quarter ending 30<sup>th</sup> September, 2015**

Particulars	Clause of Listing Agreement	Compliance status (Yes/No/N.A.)	Remarks
1	2	3	4
<b>II. Board of Directors</b>	49 II	Yes	-
(A) Composition of Board	49 (II A)	Yes	-
<b>(B) Independent Directors</b>	49 (II B)	Yes	-
(C) Non-executive Directors' compensation & disclosures	49 (II C)	Yes	In terms of Special Resolution passed by the members of the Company at the AGM held on 4 <sup>th</sup> August, 2015, Non-Executive Directors are entitled to commission not exceeding 1% of net profits or an amount not exceeding Rs.32 Lacs in aggregate, whichever is less per financial year for a period of 3 years commencing from the financial year 2015-16 to 2017-18. This is in addition to the sitting fees for attending Board / Committee Meetings.
(D) Other provisions as to Board and Committees	49 (II D)	Yes	The Company is holding Board Meetings within the maximum time gap of one hundred and twenty days between any two meetings. During the current financial year i.e. 2015-16 Board Meetings were held on i) 28 <sup>th</sup> May, 2015 ii) 4 <sup>th</sup> August, 2015 None of the Director of the Company is holding Chairmanship of more than 5 Committees and Membership of more than 10 Committees.
(E) Code of Conduct	49 (II E)	Yes	-
(F) Whistle Blower Policy	49 (II F)	Yes	-
<b>III. Audit Committee</b>	49 (III)	Yes	Total strength of the Audit Committee is four and all are Independent Directors including Chairman
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	All the members of the Audit Committee are financially literate and one of them has financial management expertise.
(B) Meeting of Audit Committee	49 (III B)	Yes	During the current financial year i.e. 2015-16 Audit Committee Meetings were held on i) 28 <sup>th</sup> May, 2015 ii) 4 <sup>th</sup> August, 2015
(C) Powers of Audit Committee	49 (III C)	Yes	-
(D) Role of Audit Committee	49 (III D)	Yes	-
(E) Review of Information by Audit Committee	49 (III E)	Yes	-
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	Total strength of the Committee is – 5 of which 3 are Independent Directors including Chairman
<b>V. Subsidiary Companies</b>	49 (V)	N.A.	The Company do not have any Subsidiary as on 30-09-2015.
<b>VI. Risk Management</b>	49 (VI)	Yes	-
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	-
<b>VIII. Disclosures</b>	49 (VIII)	Yes	-
(A) Related party transactions	49 (VIII A)	Yes	There were no material Related Party Transactions during the quarter.

(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Disclosures of Accounting Treatment have been made in the Audited Annual Accounts for 2014-15.
(C) Remuneration of Directors	49 (VIII C)	Yes	Disclosure as applicable have been made in the Annual Report for the year ended 31 <sup>st</sup> March, 2015
(D) Management	49 (VIII D)	Yes	Management Discussion and Analysis Report was forming part of Directors' Report for the year ended 31 <sup>st</sup> March, 2015.
(E) Shareholders	49 (VIII E)	Yes	In respect of appointment/ reappointment of Directors, their profile and details of other Directorships for 2014-15 were circulated to all members of the Company along with its Annual Report for the Year ended 31 <sup>st</sup> March, 2015
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	N.A.	The Company has not raised any Funds through any issue.
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	CEO & CFO annual certification was placed before the Board Meeting held on 28 <sup>th</sup> May, 2015 in respect of financial statements for the year ended 31-03-2015.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Report on Corporate Governance for 2014-15 was circulated to all Members of the Company along with its Annual Report for the year ended 31 <sup>st</sup> March, 2015.
<b>XI. Compliance</b>	49 (XI)	Yes	Certificate from the Statutory Auditors obtained for compliance of conditions of corporate governance and forms part of Annual Report for the year 2014-15

For The Indian Hume Pipe Company Limited,

S. M. Mandke  
Company Secretary

Dated 3<sup>rd</sup> October, 2015