



The Indian Hume Pipe Co. Ltd.

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CIN : L51500MH1926PLC001255

HP/SEC/PostalBallot

6th December, 2016

True copy of the Ordinary Resolution passed by the Shareholders of The Indian Hume Pipe Company Limited by way of Postal Ballot as per Scrutinizer's report dated 6th December, 2016 of Mr. J. H. Ranade, M/s. J. H. Ranade & Associates, Practising Company Secretaries, the Scrutinizer.

“**RESOLVED THAT** in accordance with the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder, Secretarial Standards including any statutory modification or re-enactment thereof for the time being in force, the enabling provisions of Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“the Regulations”), other applicable Regulations of Securities and Exchange Board of India including any amendment(s) or modification(s) of the Regulations and subject to such approvals, consents, permissions and sanctions including that of Reserve Bank of India, BSE Ltd. and National Stock Exchange of India Ltd. and any other concerned authorities, consent be and is hereby accorded to the Board of Directors of the Company (“the Board”, which term shall be deemed to include any Committee thereof) for capitalizing a sum not exceeding ₹ 4,84,47,170/- (Rupees Four Crores Eighty Four Lacs Forty Seven Thousand One Hundred Seventy) from Free Reserves of the Company to the Share Capital Account, for the purpose of issue of 2,42,23,585 (Two Crores Forty Two Lacs Twenty Three Thousand Five Hundred Eighty Five) Bonus Shares of ₹ 2/- (Rupees Two) each, credited as fully paid-up Equity Shares of ₹ 2/- (Rupees Two) each (“Bonus Shares”) to the Members of the Company in the proportion of One Bonus Share of ₹ 2/- (Rupees Two) each for every One Equity Share of ₹ 2/- (Rupees Two) each held by them as on Tuesday, 13th December, 2016, the Record Date as determined by the Board of Directors of the Company for this purpose and that the Bonus Shares so issued, shall for all purposes, be treated as an increase in the paid-up capital in the Share Capital of the Company held by each such Member, and not as income;

RESOLVED FURTHER THAT the new equity shares to be issued and allotted as Bonus Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the existing fully paid equity shares of the Company, including entitlement to dividend in full to be declared after the date of allotment of these equity shares as the Board may determine;



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RESOLVED FURTHER THAT no letter of allotment shall be issued for the Bonus Shares and in the case of Members who hold equity shares in dematerialized form, the Bonus Shares shall be credited to the beneficiary accounts of the Members, held with their respective Depository Participants within the stipulated time and in the case of Members who hold equity shares in physical form, the share certificate(s) in respect thereof shall be delivered within such time as laid down in the Companies Act, 2013 and the Rules thereunder;

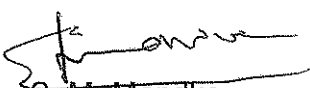
RESOLVED FURTHER THAT the issue and allotment of the said Bonus Shares to the extent they relate to Non-Resident Indians (NRIs), Persons of Indian Origin (PIO) / Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs), Foreign Institutional Investors (FIIs) and other foreign investors of the Company will be subject to the approval of the Reserve Bank of India (RBI) and such other Regulatory Authorities, as may be necessary;

RESOLVED FURTHER THAT in case of shares held by beneficial owners in dematerialized form, allotment of Bonus Shares shall be made by way of direct credit to their respective Demat Account;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as may be required and as it may, in its sole and absolute discretion, deem necessary, expedient or incidental in regard to issue of Bonus Shares, filing of any documents with the Securities and Exchange Board of India, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs / Registrar of Companies, Maharashtra and/or concerned authorities, applying and seeking necessary listing approvals from the Stock Exchanges, and to give directions as may be necessary or expedient, settle any question, difficulty or doubt that may arise with regard to the issue and allotment of Bonus Shares as aforesaid or any other matter incidental or consequential thereto and its decision shall be final and binding on all Members and other interested persons.”

Certified as True Copy
For The Indian Hume Pipe Company Limited




S. M. Mandke
Company Secretary
