

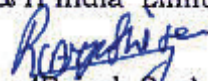
**Quarterly Compliance Report on Corporate Governance.**Name of the Company: **D & H India Limited**Quarter ending on: **30<sup>th</sup> June, 2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	<b>49 (II)</b>		
(A) Composition of Board	49(IA)	Yes	-
(B) Independent Director	49 (IIB)	Yes	-
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	-
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	-
(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>II. Audit Committee</b>	<b>49 (III)</b>		-
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49(IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
<b>IV Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	Yes	-
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	Yes	-
<b>VI. Risk Management</b>	<b>49 ( VI)</b>	Yes	-
<b>VII. Related Party Transactions</b>	<b>49 ( VII)</b>	Yes	Disclosed in the Annual Report
<b>VIII. Disclosures</b>	<b>49 (VIII)</b>		
(A) Related party transactions	49 (VIII A)	Yes	Disclosed in the Annual Report
(B) Disclosures of Accounting Treatment	49 (VIII B)	Yes	Disclosed in the Annual Report
(C) Remuneration of Directors	49 (VIII C)	Yes	Disclosed in the Annual Report
(D) Management	49 (VIII D)	Yes	Disclosed in the Annual Report
(E) Shareholders	49 (VIII E)	Yes	Disclosed in the Annual Report
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	Not Applicable	Company has not issued any Public Issue, Rights and Preferential Issues etc. during the quarter.
<b>IX.CEO/CFO Certification</b>	<b>49 (IX)</b>	Yes	Disclosed in the Annual Report
<b>X. Report on Corporate Governance</b>	<b>49 (X)</b>	Yes	Disclosed in the Annual Report
<b>XI. Compliance</b>	<b>49 (XI)</b>	Yes	Disclosed in the Annual Report

**Note:**

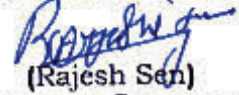
- 1) The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.

For D &amp; H India Limited,

  
 (Rajesh Sen)  
 Company Secretary.

- 2) In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (IV A).
- 3) In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

For D & H India Limited,



(Rajesh Sen)  
Company Secretary,