



D & H INDIA LIMITED

Formerly 'D & H Welding Electrodes (India) Ltd'

CIN: L28900MH1985PLC035822

D & H/1

Date: 02/04//2014

To,
The Manager-DCS
Bombay Stock Exchange
Phiroze Jeejebhoy Tower,
Dalal Street,
MUMBAI

Subject: Quarterly Corporate Governance Report


Dear Sir,

As per the Clause 49 of the Listing agreement please find enclosed herewith the Quarterly Corporate Governance Report for the quarter ended 31st March, 2014

Kindly take the same on your record and do the needful.

Thanking You,

Yours sincerely,
For **D & H India Limited**


Rajesh Sen
Company Secretary

Encl as above

Quarterly Compliance Report on Corporate Governance.

Name of the Company: D & H India Limited

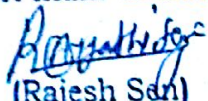
Quarter ending on: 31st March, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	-
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	-
(C) Other provisions as to Board and Committees	49 (IC)	Yes	-
(D) Code of Conduct	49 (ID)	Yes	-
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIB)	Yes	-
(C) Powers of Audit Committee	49(IIC)	Yes	-
(D) Role of Audit Committee	49 II(D)	Yes	-
(E) Review of Information by Audit Committee	49 (IIE)	Yes	-
III. Subsidiary Companies	49 (III)	Yes	-
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	-
(B) Board Disclosures of Accounting Treatment	49 (IV B)	Yes	-
(C) Board Disclosure of Risk Management	49 (IV C)	Yes	-
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	No	-
(E) Remuneration of Directors	49 (IV E)	Yes	Will be Disclose in the Annual Report
(F) Management	49 (IV F)	Yes	-
(G) Shareholders	49 (IV G)	Yes	-
V.CEO/CFO Certification	49 (V)	Yes	Will be Disclose in the Annual Report
VI. Report on Corporate Governance	49 (VI)	Yes	Will be Disclose in the Annual Report
VII. Compliance	49 (VII)	Yes	Will be Disclose 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.
- 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 San)
Company Secretary.