



D & H INDIA LIMITED

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

CIN : L28900MH1985PLC035822

D & H/6043
January 14, 2015

To,
Rakesh Parekh
Sp. Assistant
Listing Compliance
The Bombay Stock Exchange Limited
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001
Online Filing at:-listing.bseindia.com
Email: - corp.relations@bseindia.com
FAX: - 022 22723121,22722039,2272041

Scrip code: 517514

Subject: Discrepancies in the Corporate Governance Report for the Quarter ended December, 2014 - D & H India Ltd (517514)

Dear Sir,

We have received your email dated 13/01/2015 regarding Clause 49. We are submitting the corporate Governance Report for the Quarter ended December, 2014, as per your instruction.

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

Thanking You,
Yours faithfully,
For D & H India Limited


Rajesh Sen
Company Secretary

Encl:-a/a

H.O. & Correspondence Address : Plot 'A', Sector 'A', Industrial Area, Sanwer Road,
INDORE - 452 015 (MP) INDIA. Ph.: +91 731 4273501 - 511, Email : ho@dnhindia.com

Regd. Off. : A-204, Kailash Esplanade, Opp. Shreyas Cinema, L.B.S. Marg, Ghatkopar (W)
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Quarterly Compliance Report on Corporate Governance.

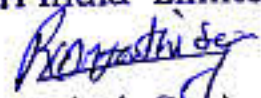
Name of the Company: D & H India Limited
 Quarter ending on: 31st December, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 (II)		
(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	
II. Audit Committee	49 (III)		-
(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	-
IV Nomination and Remuneration Committee	49 (IV)	Yes	-
V. Subsidiary Companies	49 (V)	Yes	-
VI. Risk Management	49 (VI)	Yes	-
VII. Related Party Transactions	49 (VII)	Yes	Disclosed in the Annual Report
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	-
(B) Disclosures of Accounting Treatment	49 (VIII B)	Yes	-
(C) Remuneration of Directors	49 (VIII C)	Yes	Disclosed in the Annual Report
(D) Management	49 (VIII D)	Yes	-
(E) Shareholders	49 (VIII E)	Yes	-
(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.
IX.CEO/CFO Certification	49 (IX)	Yes	Disclosed in the Annual Report
X. Report on Corporate Governance	49 (X)	Yes	Disclosed in the Annual Report
XI. Compliance	49 (XI)	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.
- 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).

For D & H India Limited,


 (Rajesh Sen)
 Company Secretary.

5) 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 Seh)
Company Secretary.