



D & H INDIA LIMITED

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

CIN : L28900MH1985PLC035822

MINUTES OF THE 29TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF D & H INDIA LIMITED HELD ON TUESDAY 30TH SEPTEMBER, 2014 AT A-505, KAILASH ESPLANDE, OPP. SHREYAS CINEMA, L.B.S. MARG, GHATKOPAR (W), MUMBAI-400086 AT 10.00 A.M

PRESENT:

1. Mr. Harsh Vora : On the Chair, Managing Director and Member
2. Mr. Madhusudan Jain : Whole Time Director

SPECIAL INVITEE:

CS D K Jain : Scrutinizer

OFFICERS FOR ASSISTANCE

Mr. Sanat Kumar Jain : Chief Financial Officer
CS Rajesh Sen : Company Secretary

And total 36 members as per the attendance Register.

PROCEEDING OF THE MEETING:

1. CHAIRMAN:

Mr. Harsh Vora, Managing Director occupied the Chair for the Meeting.

2. QUORUM:

CS Rajesh Sen informed that the adequate quorum for the meeting is present, then the Chairman declared the meeting to be in order and that the proceeding of the Meeting was commenced.

The Chairman welcomed all the members and director present in the meeting.

3. NOTICE OF THE 29th ANNUAL GENERAL MEETING:

The Chairman informed that the Notice convening the 29th Annual General Meeting along with the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss and the Cash Flow Statement for the year ended 31st March, 2014 along with the Notes and the Report of the Board of directors and the Corporate Governance and the Auditor's Report have already been dispatched to the members by electronically mode to the members as per the records made available by the CDSL & NSDL and to other members physically by the Registrar and Share Transfer Agent of the Company. With the permission of the Members and proxies present at the Meeting the same were taken as read.

4. BOOKS & STATUTORY REGISTER:

The Chairman informed that the Register of Director's shareholding and Share Transfer Book and the Register of Members along with other statutory books, as required under other provisions of the Companies Act, 2013 have been kept at the meeting and open for inspection of the members.

5. PROCEDURE FOR THE ANNUAL GENERAL MEETING FOR APPROVAL OF THE RESOLUTIONS:




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

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The Chairman informed that as per the requirement of the Companies Act, 2013 and the listing agreement the electronic voting has already been completed on 26th Sept. 2014 and now voting in the annual general meeting shall be conducted by way of poll therefore the members as well as proxies were requested to mark their assent or dissent on the Poll paper provided to them. He also informed that the members may ask their question on any agenda items of the company at any time during the meeting.

The Chairman also informed that the Company has appointed CS D K Jain, Practicing Company Secretary (FCS 3565, CP 2382) as scrutinizer to scrutinize the e-voting results as well as voting through poll.

The Chairman also informed in the meeting that the business being placed before the meeting for consideration and vote by Poll and informed that the results of the Meeting would be announced within 2 working days and the same shall be posted at the website of the Company and BSE and CDSL.

The Chairman informed the Meeting that the Scrutinizer has submitted his report dated 29th September, 2014 on the E-voting showing that 10 members have casted their vote by E-Voting for 21,26,935 shares and the shareholder holding 21,26,935 have casted their votes in favour of all the proposed resolutions He also placed before the Meeting, a copy of the Scrutinizers Report as aforesaid.

Further the Chairman asked to the members of the company present at the meeting to raise their queries relating to the business affairs of the Company. However, no questions were raised.

Thereafter, Mr. D. K. Jain has read agenda items of the notice of Annual General Meeting one by one as per notice of the AGM.

CS Rajesh Sen arranged for the Poll Box, which was sealed by the Scrutinizer in his presence after showing that it is empty.

The Members and Proxies were provided opportunity to cast their votes by Poll and drop their Poll Papers provided in the Form MGT 12 in the Poll Box and requested to ensure that if any member have casted his vote by E-voting process, they will not be entitled to cast their votes by Poll and if it is casted, the Vote given by e-voting shall be considered as final. Further that the Mr. D. K. Jain requested member to fill the entire column in proper manner, like, name, address, LF/Client ID number of shares held, and then mark right tick on the assent or dissent as they may desire opposite to each of the proposed resolution.

The Chairman allowed 30 minutes time for polling and after the Scrutinizer ascertained that no member or proxy was left for polling. The Scrutinizer locked the Poll Box in presence of the two members and collected the Poll Box for scrutiny of the Poll Papers.

After scrutiny of the Poll Papers the Scrutinizers has submitted his report on Poll dated 30th September, 2014 along with the requisite papers, documents and records which were handed over to the Chairman and the Chairman accepted the Report of the Scrutinizer.

After consolidation of the Scrutinizers Report for e-voting dated 26th September, 2014 and Report on Poll Dated 30th September, 2014 the Chairman declared the following results:

The Chairman declared that the date of the passing of the resolutions shall be considered as the date of the Annual General Meeting, i.e. 30th September, 2014 as under for all the purposes.



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ORDINARY BUSINESS BY ORDINARY RESOLUTION:

ITEM NO.1: APPROVAL OF THE AUDITED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2014 AND REPORT OF BOARD OF DIRECTOR AND AUDITORS THEREON:

RESOLVED THAT the Balance Sheet as on 31st March 2014 & Statement of Profit & Loss and the Cash Flow Statement for the year ended 31st March, 2014 along with the Report of the Board of Directors and the Corporate Governance Report and the Auditor's Report thereon as circulated to the Members and submitted to the meeting be and are hereby received, considered, and adopted.

The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstandin g Shares (3)=[(2)/ (1)]*100	No. of Votes in favour (4)	No. of Votes again st (5)	% in favour on Votes Polled (6)=[(4)/ (2)]*100	% of Votes against on Votes Polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	34,91,430	32,93,330	94.33%	32,93,330	0	100.00%	0
Public Institutional Holders	2,415	0	0	0	0	0	0
Public- Others	39,06,155	6,151	0.16%	6,151	0	100.00%	0
Total	74,00,000	32,99,481		32,99,481	0		

The Resolution was declared as passed with requisite majority by Ordinary Resolution.

ORDINARY BUSINESS BY ORDINARY RESOLUTION:

ITEM NO.2: DECLARATION OF RS. 0.50 (5%) DIVIDEND ON 74,00,000 EQUITY SHARES OF RS. 10/- FOR THE YEAR 2013-14.

RESOLVED THAT in terms of the recommendation of the Board of directors of the Company, the approval of the members of the Company be and is hereby granted for payment of dividend @ Rs.0.50 (i.e.5%) on the fully paid-up 74,00,000 Equity Share of Rs.10/- each of the Company for the year 2013-14 and the same be paid to all the members whose names appear in the Register of Members on 30th September, 2014 and in case of the shares held in the electronic mode to those members whose names appears in the records of the Depository participants as on 30th September, 2014.

The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstand	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/ (2)]*100	% of Votes against on Votes Polled (7)=[(5)/ (2)]*100



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			ing Shares (3)=[(2)/ (1)]*100			(2)]*100	(2)]*100
Promoter and Promoter Group	34,91,430	32,93,330	94.33%	32,93,330	0	100.00%	0
Public Institutiona l Holders	2,415	0	0	0	0	0	0
Public- Others	39,06,155	6,151	0.16%	6,151	0	100.00%	0
Total	74,00,000	32,99,481		32,99,481	0		

The Resolution was declared as passed with requisite majority by Ordinary Resolution.

ORDINARY BUSINESS BY ORDINARY RESOLUTION:

ITEM NO.3: RE-APPOINTMENT OF SUSHIL RAWKA (DIN 00156990) AS A DIRECTOR OF THE COMPAN, RETIRE BY ROTATION:

“RESOLVED THAT Mr. Sushil Rawka, Director of the Company who is liable to retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan ding Shares (3)=[(2)/ (1)]*10 0	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/ (2)]*100	% of Votes against on Votes Polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	34,91,430	32,93,330	94.33%	32,93,330	0	100.00%	0
Public Institutiona l Holders	2,415	0	0	0	0	0	0
Public- Others	39,06,155	6,151	0.16%	6,151	0	100.00%	0
Total	74,00,000	32,99,481		32,99,481	0		

The Resolution was declared as passed with requisite majority by Ordinary Resolution.



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ORDINARY BUSINESS BY ORDINARY RESOLUTION:

ITEM NO.4: RE-APPOINTMENT OF AUDITORS M/S ABN CO., CHARTERED ACCOUNTANTS:

“RESOLVED THAT M/s ABN & Co. Chartered Accountants (Firm Registration No 004447C) be and is hereby re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) to till the conclusion of 32th Annual General Meeting (AGM) of the Company, to be held in the year 2017 subject to ratification at every Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan ding Shares (3)=[(2)/ (1)]*10 0	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4/ (2)]*100	% of Votes against on Votes Polled (7)=[(5/ (2)]*100
Promoter and Promoter Group	34,91,430	32,93,330	94.33%	32,93,330	0	100.00%	0
Public Institutiona l Holders	2,415	0	0	0	0	0	0
Public- Others	39,06,155	6,151	0.16%	6,151	0	100.00%	0
Total	74,00,000	32,99,481		32,99,481	0		

The Resolution was declared as passed with requisite majority by Ordinary Resolution.

SPECIAL BUSINESS BY ORDINARY RESOLUTION:

ITEM NO. 5: APPOINTMENT OF MRS. ATITHI VORA (DIN 06899964) AS A DIRECTOR UNDER SECTION 160 OF THE COMPANIES ACT, 2013:

“RESOLVED THAT Mrs. Atithi Vora (DIN: 06899964), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member Proposing appointment of Mrs. Atithi Vora as a candidature for the office of Director be and is hereby appointed as a director liable to retire by rotation w.e.f. 1st Oct., 2014.



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The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan- ding Shares (3)=[(2) / (1)]*10 0	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/ (2)]*100	% of Votes against on Votes Polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	34,91,430	32,93,330	94.33%	32,93,330	0	100.00%	0
Public Institutiona l Holders	2,415	0	0	0	0	0	0
Public- Others	39,06,155	6,151	0.16%	6,151	0	100.00%	0
Total	74,00,000	32,99,481		32,99,481	0		

The Resolution was declared as passed with requisite majority by Ordinary Resolution.

SPECIAL BUSINESS BY SPECIAL RESOLUTION:

ITEM NO. 6: APPOINTMENT OF MRS. ATITHI VORA (DIN 06899964) AS A WHOLE TIME DIRECTOR AND DESIGNATED AS THE EXECUTIVE DIRECTOR OF THE COMPANY W.E.F. 1ST OCTOBER 2014 FOR A PERIOD OF THREE YEARS:

“RESOLVED THAT in terms of the provisions of Sections 149, 152, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory amendment(s) or modification(s) or re-enactments thereof for the time being or from time to time in force, the members hereby accord their approval for the appointment of Mrs. Atithi Vora (DIN: 06899964), as the Whole-time Director and be designated as the Executive Director of the Company for a period of 3 years w.e.f. 01/10/2014 on such terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

FURTHER RESOLVED THAT the approval of the members of the Company be and is hereby accorded to the Board of Directors to alter/ revise the terms and conditions of the appointment of Mrs. Atithi Vora, including remuneration payable to her in accordance with the provisions of the Companies Act, 2013 as the Board of Directors may deem fit and as may be agreed by the Director Mrs. Atithi Vora.

RESOLVED FURTHER THAT the relations with Mrs. Atithi Vora and the Company shall be contractual as the Employee – Employers during her tenure as the Whole-time Director of the Company.



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FURTHER RESOLVED THAT the Board of Director of the Company be and is here by authorized to do all such acts, deeds and things as may be required in this regard to give effect to this resolution”.

The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan ding Shares (3)=[(2)/ (1)]*10 0	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/ (2)]*100	% of Votes against on Votes Polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	34,91,430	32,93,330	94.33%	32,93,330	0	100.00%	0
Public Institution al Holders	2,415	0	0	0	0	0	0
Public- Others	39,06,155	6,151	0.16%	6,151	0	100.00%	0
Total	74,00,000	32,99,481		32,99,481	0		

The Resolution was declared as passed with requisite majority by Ordinary Resolution.

SPECIAL BUSINESS BY ORDINARY RESOLUTION:

ITEM NO. 7: APPOINTMENT OF MR. SAURABH VORA (DIN 02750484) AS A DIRECTOR UNDER SECTION 160 OF THE COMPANIES ACT, 2013:

“RESOLVED THAT Mr. Saurabh Vora (DIN: 02750484), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from Mr. Saurabh Vora proposing candidature of himself for the office of Director be and is hereby appointed as a director liable to retire by rotation w.e.f. 1st Oct., 2014.

The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan ding Shares (3)=[(2)/ (1)]*10 0	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/ (2)]*100	% of Votes against on Votes Polled (7)=[(5)/ (2)]*100
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			(1)]*10 0				
Promoter and Promoter Group	34,91,430	32,93,330	94.33%	32,93,330	0	100.00%	0
Public Institutional Holders	2,415	0	0	0	0	0	0
Public-Others	39,06,155	6,151	0.16%	6,151	0	100.00%	0
Total	74,00,000	32,99,481		32,99,481	0		

The Resolution was declared as passed with requisite majority by Ordinary Resolution.

SPECIAL BUSINESS BY SPECIAL RESOLUTION:

ITEM NO. 8: APPOINTMENT OF MR. SAURABH VORA (DIN 02750484) AS A WHOLE TIME DIRECTOR AND DESIGNATED AS THE EXECUTIVE DIRECTOR OF THE COMPANY W.E.F. 1ST OCTOBER 2014 FOR A PERIOD OF THREE YEARS:

“RESOLVED THAT Mr. Saurabh Vora (DIN: 02750484) in accordance with the provisions of Sections 152, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory amendment(s) or modification(s) or re-enactments thereof for the time being or from time to time in force, the members hereby accord their approval for the appointment of Mr. Saurabh Vora as the Whole-time Director and designated as the Executive Director of the Company for a period of 3 years w.e.f. 01/10/2014 on such terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

FURTHER RESOLVED THAT the approval of the members of the Company be and is hereby accorded to the Board of Directors to alter/ revise the terms and conditions of the appointment of Mr. Saurabh Vora, including remuneration payable to him in accordance with the provisions of the Companies Act, 2013 as the Board of Directors may deem fit and as may be agreed by the Director Mr. Saurabh Vora.

RESOLVED FURTHER THAT the relations with Mr. Saurabh Vora and the Company shall be contractual as the Employee – Employers during his tenure as the Whole-time Director of the Company.

FURTHER RESOLVED THAT the Board of Director of the Company be and is here by authorized to do all such acts, deeds and things as may be required in this regard to give effect to this resolution”.

The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan ding Shares	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/ (2)]*100	% of Votes against on Votes Polled (7)=[(5)/ (2)]*100



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			(3)=[(2)/ (1)]*100				
Promoter and Promoter Group	34,91,430	32,93,330	94.33%	32,93,330	0	100.00%	0
Public Institutional Holders	2,415	0	0	0	0	0	0
Public- Others	39,06,155	6,151	0.16%	6,151	0	100.00%	0
Total	74,00,000	32,99,481		32,99,481	0		

The Resolution was declared as passed with requisite majority by Ordinary Resolution.

SPECIAL BUSINESS BY ORDINARY RESOLUTION:

ITEM NO. 9: APPOINTMENT OF SHRI BASANT SINGH JOHARI (DIN 00155715) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Basant Singh Johari (DIN: 00155715), who was appointed as an Independent Director, liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and also furnished declaration for fulfill the criteria of independency as laid down under the Companies Act, and the Clause 49 of the listing agreement be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019 and he shall not be liable to retire by rotation.”

The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan ding Shares (3)=[(2)/ (1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/ (2)]*100	% of Votes against on Votes Polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	34,91,430	32,93,330	94.33%	32,93,330	0	100.00%	0
Public	2,415	0	0	0	0	0	0



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Institutional Holders							
Public-Others	39,06,155	6,151	0.16%	6,151	0	100.00%	0
Total	74,00,000	32,99,481		32,99,481	0		

The Resolution was declared as passed with requisite majority by Ordinary Resolution.

SPECIAL BUSINESS BY ORDINARY RESOLUTION:

ITEM NO. 10: APPOINTMENT OF SHRI SURJIT SINGH (DIN 00654215) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Surjit Singh (DIN: 00654215), who was appointed as an Independent Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and also furnished declaration for fulfill the criteria of independency as laid down under the Companies Act, and the Clause 49 of the listing agreement be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019 and he shall not be liable to retire by rotation.”

The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan ding Shares (3)=[(2)/ (1)]*10 0	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4/ (2)]*100	% of Votes against on Votes Polled (7)=[(5/ (2)]*100
Promoter and Promoter Group	34,91,430	32,93,330	94.33%	32,93,330	0	100.00%	0
Public Institutiona l Holders	2,415	0	0	0	0	0	0
Public- Others	39,06,155	6,151	0.16%	6,151	0	100.00%	0
Total	74,00,000	32,99,481		32,99,481	0		

The Resolution was declared as passed with requisite majority by Ordinary Resolution.

SPECIAL BUSINESS BY ORDINARY RESOLUTION:

For.



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ITEM NO. 11: APPOINTMENT OF SHRI JAGDISH CHAND KAPUR (DIN: 00155290) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Jagdish Chand Kapur (DIN: 00155290), who was appointed as an Independent Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and also furnished declaration for fulfill the criteria of independency as laid down under the Companies Act, and the Clause 49 of the listing agreement be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019 and he shall not be liable to retire by rotation.”

The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan ding Shares (3)=[(2) / (1)]*10 0	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/ (2)]*100	% of Votes against on Votes Polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	34,91,430	32,93,330	94.33%	32,93,330	0	100.00%	0
Public Institution al Holders	2,415	0	0	0	0	0	0
Public- Others	39,06,155	6,151	0.16%	6,151	0	100.00%	0
Total	74,00,000	32,99,481		32,99,481	0		

The Resolution was declared as passed with requisite majority by Ordinary Resolution.

SPECIAL BUSINESS BY SPECIAL RESOLUTION:

ITEM NO. 12: RE-APPOINTMENT OF MR. HARSH VORA (DIN 00149287) AS A MANAGING DIRECTOR OF THE COMPANY W.E.F. 29TH OCTOBER 2014 FOR A PERIOD OF THREE YEARS:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory amendment(s) or modification(s) or re-enactments thereof for the time being or from time to time in force and subject to the approval of Central Government, if any, as may be required, and subject to such terms, conditions,



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modifications, and changes as Central Government may direct while according its approval and which the Directors be and are hereby authorized to accept at its sole and absolute discretion, the members hereby accord their approval for the re-appointment of Shri Harsh Vora as the Managing Director of the Company for a further period of Three Years (3 Years) w.e.f 29th October, 2014, on such terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

FURTHER RESOLVED THAT in the event of no profit or inadequacy of profits in any Financial Year, during the tenure of Shri Harsh Vora as Managing Director of the Company the ofersaid Remuneration as may be approved by the Member/ Central Government as the case may be shall be consider as the minimum remuneration payable by the company to the managing directors.

FURTHER RESOLVED THAT the approval of the members of the Company be and is hereby accorded to the Board of Directors to alter/ revise the terms and conditions of the re-appointment of Shri Harsh Vora, including remuneration payable to him in accordance with the provisions of the Companies Act, 2013 as the Board of Directors may deem fit and as may be agreed by the Managing Director Shri Harsh Vora.

RESOLVED FURTHER THAT Mr. Harsh Vora shall not be subject to retirement by rotation during his tenure as Managing Director.

RESOLVED FURTHER THAT the relations with Mr. Harsh Vora and the Company shall be contractual as the Employee – Employers during his tenure as the Managing Director of the Company.

FURTHER RESOLVED THAT the Board of Director of the Company be and is here by authorized to do all such acts, deeds and things as may be required in this regard to give effect to this resolution”.

The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outsta nding Shares (3)=[(2)/ (1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/ (2)]*100	% of Votes against on Votes Polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	34,91,430	32,93,330	94.33 %	32,93,330	0	100.00%	0
Public Institution al Holders	2,415	0	0	0	0	0	0
Public- Others	39,06,155	6,151	0.16%	6,151	0	100.00%	0
Total	74,00,000	32,99,481		32,99,481	0		

The Resolution was declared as passed with requisite majority by Ordinary Resolution.

SPECIAL BUSINESS BY SPECIAL RESOLUTION:



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ITEM NO.13: TO CHANGE THE PLACE OF KEEPING REGISTER AND COPIES OF ANNUAL RETURN TO THE HEAD OFFICE OF THE COMPANY.

“RESOLVED THAT pursuant to section 94 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) approval of the members be and is hereby accorded to keep the Company’s register of members, the index of members, the Register and copies of all its annual returns prepared under sections 92 and other applicable provisions, if any, of the act together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Act, on and from 30th September, 2014, at Head Office of the Company situated at, Plot A, Sector A, Industrial Area, Sanwer Road, Indore-452015 and maintain by M/s Ankit Consultancy Private Ltd, Registrar and Share Transfer Agent of the Company, situated at Plot No. 60, Electronic Complex Pardeshipura, Indore (M.P.) – 452 010.”

The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan ding Shares (3)=[(2) / (1)]*10 0	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/ (2)]*100	% of Votes against on Votes Polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	34,91,430	32,93,330	94.33%	32,93,330	0	100.00%	0
Public Institutiona l Holders	2,415	0	0	0	0	0	0
Public- Others	39,06,155	6,151	0.16%	6,151	0	100.00%	0
Total	74,00,000	32,99,481		32,99,481	0		

The Resolution was declared as passed with requisite majority by Ordinary Resolution.

6. VOTE OF THANKS:

There being no other business the Meeting concluded with a vote of thanks to the Chair.

The Chairman said that I have great pleasure in conveying my sincere thanks to the Directors and members present at this meeting for their presence and cooperation for the orderly conduct of the meeting

Place: Indore

Date: 30th September 2014


HARSH VORA
MANAGING DIRECTOR
DIN: 00149287



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