



D & H INDIA LIMITED

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

CIN: L28900MH1985PLC035822

D & H/3137
October 21, 2015

To,
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

Sub. : Submission of copy of proceedings of 30th Annual General Meeting of the Company under Listing Agreement.

Dear Sir,

We are enclosing herewith a copy of proceedings of 30th Annual General Meeting of the Company held on 30th September, 2015, at 10.00 a.m. At Lavender Bough, 90 feet Road, Garodia Nagar, Ghatkopar (East), Mumbai - 400077.

Kindly acknowledge the receipt of the same and take on records.

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), MUMBAI - 400 086 (MH) INDIA Telefax: +91 22 25006441 Website: www.dnhindia.com





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MINUTES OF THE 30th ANNUAL GENERAL MEETING OF THE MEMBERS OF D & H INDIA LIMITED HELD ON WEDNESDAY 30th SEPTEMBER, 2015 AT LAVANDER BOUGH, 90 FEET ROAD, GARODIA NAGAR, GHATKOPAR (EAST), MUMBAI, MAHARASTRA - 400077 AT 10:00 AM AND CONCLUDED AT 10:25 AM

PRESENT:

- | | |
|-------------------------|--|
| 1. SHRI HARSH VORA | : On the Chair, Managing Director and Member |
| 2. SHRI MADHUSUDAN JAIN | : Whole Time Director & Member |
| 3. SHRI SUNIL KATHARIYA | : Independent Director & Member of the Audit and Nomination and Remuneration Committee |

SPECIAL INVITEE:

- | | |
|----------------|-------------------------------------|
| Dr. D. K. JAIN | : Secretarial Auditor & Scrutinizer |
|----------------|-------------------------------------|

OFFICER FOR ASSISTANCE

- | | |
|---------------|---------------------------|
| CS RAJESH SEN | : CS & Compliance Officer |
|---------------|---------------------------|

Total 40 members were personally presented as per the attendance Register. However, no proxy was appointed and attended the Annual General Meeting.

PROCEEDING OF THE MEETING:

CHAIRMAN OF THE MEETING:

Shri Harsh Vora, Managing Director, occupied the Chair for the Meeting.
CS Rajesh Sen, Company Secretary introduced Directors and others sitting at dais.

QUORUM FOR THE MEETING:

The Company Secretary informed that the company is having total 5,860 shareholders as on the cutoff date 23rd September 2015 and needs 30 members to constitute the Quorum. The adequate quorum for the meeting being present, the Chairman declared the meeting to be in order and then the proceeding of the Meeting was commenced.

Leave of absence was granted to the Chairman of the Audit and Nomination and Remuneration Committee and the Statutory Auditors of the Company.

The Chairman delivered his speech to the members at the AGM.

NOTICE OF THE 30th ANNUAL GENERAL MEETING:

The Chairman informed that the Notice convening the 30th Annual General Meeting along with the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss and the Cash Flow for the year ended 31st March, 2015 along with the Notes and the Report of the Board's and the Auditor's Report, Secretarial Audit 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



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other members physically by the Registrar and Share Transfer Agent of the Company. With the permission of the Members present at the Meeting the same were taken as read.

BOOKS & STATUTORY REGISTER:

The Chairman informed that the Register of Director's shareholding, 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 is open for inspection of the members.

BUSINESS AT THE 30TH ANNUAL GENERAL MEETING FOR APPROVAL OF THE RESOLUTIONS:

The Company Secretary informed that as per requirements of the Companies Act, 2013 and the listing agreement Remote e-voting has already been completed on 29th September, 2015 at 5.00 P.M. and now voting in the 30th Annual General Meeting shall be conducted by way of poll therefore the members 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 during the meeting.

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

Thereafter, the Company Secretary read agenda items of the notice of Annual General Meeting one by one as per notice of the AGM.

Further the Chairman asked the members of the company present at the meeting to raise their queries relating to the business affairs of the Company and the same shall be replied by the Chairman of the Audit Committee. However, no question was raised.

The Company Secretary arranged the Poll Box, which was sealed by the Scrutinizer in his presence after showing that it is empty.

The Members 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 Remote E-voting process, they will not be entitled to cast their votes by Poll and if it is casted, the Vote given by Remote e-voting shall be considered as final. Further Company Secretary 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 against each of the proposed resolution.

The Chairman allowed 15 minutes time for polling and after that Scrutinizer ascertained that no member was left for polling.

After ascertaining by the Scrutinizer that all the members have casted their vote he closed the Poll Box in presence of two members as witness and took the Poll Box in his safe custody and informed that after scrutiny of the Poll Papers and results of the Remote e-voting he will submit his consolidated



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report to Chairman and the requisite papers, documents and records shall be handed over to the Chairman / Company Secretary with counter sign on the report within the stipulated time.

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, 2015 as under for all the purposes.

The Chairman thanked to all the members, the Board members and invitees for participating in the meeting and declared that the meeting is concluded and requested the members to join for tea.

After receiving the Scrutinizers Report for e-voting and Poll, the Chairman declared the following results, on the basis of report submitted by the scrutinizer on 1st October, 2015 for the 30th Annual General Meeting.

Agenda wise consolidated results as follows:-

I: ORDINARY BUSINESS BY ORDINARY RESOLUTION:

ITEM NO.1: APPROVAL OF THE AUDITED FINANCIAL STATEMENTS, FOR THE YEAR ENDED 31ST MARCH, 2015 AND REPORT OF THE BOARD'S AND AUDITOR THEREON:

RESOLVED THAT the Standalone and Consolidated Financial Statements containing the Balance Sheet as at 31st March 2015 & Statement of Profit & Loss and the Cash Flow for the year ended 31st March, 2015 along with the Report of the Boards, the Corporate Governance Report and the Auditor's Report and Secretarial Audit 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:

Particulars	Remote e-votes		Vote by Poll		Total		%
	No.	Votes	No.	Votes	No.	Votes	
Favor	11	21,76,036	37	11,24,145	48	33,00,181	100%
Against	0	0	0	0	0	0	0%
Total	11	21,76,036	37	11,24,145	48	33,00,181	100%

The Resolution was declared as passed by unanimous Consent by Ordinary Resolution.

ITEM NO.2: DECLARATION OF RS. 0.50 (5.00 %) DIVIDEND ON 74,00,000 EQUITY SHARES OF RS. 10/- FOR THE YEAR 2014 - 15 AS RECOMMENDED BY THE BOARD.

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. 5.00 %) on the fully paid-up 74,00,000 Equity Share of Rs.10/- each of the Company for the year 2014 - 15 and the same be paid to all the members whose names appear in the Register of Members as on 30th September, 2015 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, 2015.



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The Results of the Voting were as under:

Particulars	Remote e-votes		Vote by Poll		Total		%
	No.	Votes	No.	Votes	No.	Votes	
Favor	11	21,76,036	37	11,24,145	48	33,00,181	100%
Against	0	0	0	0	0	0	0%
Total	11	21,76,036	37	11,24,145	48	33,00,181	100%

The Resolution was declared as passed by unanimous Consent by Ordinary Resolution.

ITEM NO.3: RE-APPOINTMENT OF SHRI SUSHIL RAWKA (DIN: 00156990) WHO IS LIABLE TO RETIRE BY ROTATION AND IS BEING ELIGIBLE AND OFFER HIMSELF FOR RE-APPOINTMENT.

RESOLVED THAT subject to the provisions of section 152 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Sushil Rawka (DIN: 00156990) who is liable to retire by rotation offered himself for re-appointment be and is hereby re-appointed as a director of the Company.

The Results of the Voting were as under:

Particulars	Remote e-votes		Vote by Poll		Total		%
	No.	Votes	No.	Votes	No.	Votes	
Favor	11	21,76,036	37	11,24,145	48	33,00,181	100%
Against	0	0	0	0	0	0	0%
Total	11	21,76,036	37	11,24,145	48	33,00,181	100%

The Resolution was declared as passed by unanimous Consent by Ordinary Resolution.

ITEM NO.4: RATIFY THE APPOINTMENT OF M/S ABN & CO., CHARTERED ACCOUNTANTS (FR NO. 004447C) FOR THE YEAR 2015-16 AND FIX THEIR REMUNERATION:

RESOLVED THAT that pursuant to the provision of Section 139 and all other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s ABN & Co. Chartered Accountants (Firm Registration No 004447C) who were appointed as the Statutory Auditors for a term of 3 years from the conclusion of the 29th Annual General Meeting held on 30th September, 2014 till the conclusion of the 32nd Annual general meeting subject to ratification at every general meeting as the Statutory Auditor of the Company, the appointment of the statutory auditors of the company be and is hereby ratified to hold office from the conclusion of this Annual General Meeting (AGM) to till the conclusion of 31st Annual General Meeting (AGM) of the Company, to be held in the year 2016 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditor.



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The Results of the Voting were as under:

Particulars	Remote e-votes		Vote by Poll		Total		%
	No.	Votes	No.	Votes	No.	Votes	
Favor	11	21,76,036	37	11,24,145	48	33,00,181	100%
Against	0	0	0	0	0	0	0%
Total	11	21,76,036	37	11,24,145	48	33,00,181	100%

The Resolution was declared as passed by unanimous Consent by Ordinary Resolution.

II: SPECIAL BUSINESS BY ORDINARY RESOLUTION:

ITEM NO. 5: APPOINTMENT OF SHRI ESHANYA B. GUPPTA (DIN: 01727743) AS AN INDEPENDENT DIRECTOR FOR A TERM OF 5 YEARS NOT LIABLE TO RETIRE BY ROTATION:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 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 the Board has appointed Mr. Eshanya B Gupta (DIN: 01727743) who fulfill the criteria as laid down under the provisions of section 149(6) of the Companies Act, 2013 in the category of the Independent Director by the Board as an additional director at their meeting held on 15th May, 2015 and in respect of whom the Company has received a notice as required under the provisions of the section 160 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company for a term of 5 year from the date of the appointment i.e. 15th May, 2015 to 14th May, 2020 and he shall not be liable to retire by rotation.

The Results of the Voting were as under:

Particulars	Remote e-votes		Vote by Poll		Total		%
	No.	Votes	No.	Votes	No.	Votes	
Favor	11	21,76,036	37	11,24,145	48	33,00,181	100%
Against	0	0	0	0	0	0	0%
Total	11	21,76,036	37	11,24,145	48	33,00,181	100%

The Resolution was declared as passed by unanimous Consent by Ordinary Resolution.

ITEM NO. 6: APPOINTMENT OF SHRI SUNIL KATHARIYA (DIN: 07155856) AS AN INDEPENDENT DIRECTOR FOR A TERM OF 5 YEARS NOT LIABLE TO RETIRE BY ROTATION:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 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 the Board has appointed Mr. Sunil Kathariya (DIN: 07155856) who fulfill the criteria as laid down under the provisions of section 149(6) of the Companies Act, 2013 in the category of the Independent Director by the Board as an additional director at their meeting held on 15th May, 2015 and in respect of whom



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the Company has received a notice as required under the provisions of the section 160 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company for a term of 5 year from the date of the appointment i.e. 15th May, 2015 to 14th May, 2020 and he shall not be liable to retire by rotation.

The Results of the Voting were as under:

Particulars	Remote e-votes		Vote by Poll		Total		%
	No.	Votes	No.	Votes	No.	Votes	
Favor	11	21,76,036	37	11,24,145	48	33,00,181	100%
Against	0	0	0	0	0	0	0%
Total	11	21,76,036	37	11,24,145	48	33,00,181	100%

The Resolution was declared as passed by unanimous Consent by Ordinary Resolution.

III: SPECIAL BUSINESS BY SPECIAL RESOLUTION:

ITEM No. 7: RE-APPOINTMENT OF SHRI MADHUSUDHAN JAIN (DIN 00145329) AS WHOLE TIME DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 3 YEARS W.E.F. 24TH JANUARY, 2016.

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, 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 Mr. Madhusudan Jain (DIN 00145329) as the Whole Time of the Company for a further period of Three Years (3 Years) w.e.f 24th January 2016, 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 Mr. Madhusudan Jain as Whole Time Director of the Company the aforesaid said 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 Whole Time Director.

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 Mr. Madhusudan Jain, 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 Whole Time Director Mr. Madhusudan Jain.

RESOLVED FURTHER THAT Mr. Madhusudan Jain shall not be subject to retirement by rotation during his tenure as Whole Time Director.



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RESOLVED FURTHER THAT the relations with Mr. Madhusudan Jain and the Company shall be on contractual basis 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:


Particulars	Remote e-votes		Vote by Poll		Total		%
	No.	Votes	No.	Votes	No.	Votes	
Favor	11	21,76,036	37	11,24,145	48	33,00,181	100%
Against	0	0	0	0	0	0	0%
Total	11	21,76,036	37	11,24,145	48	33,00,181	100%

The Resolution was declared as **passed by unanimous Consent** by Special Resolution.

The Chairman also 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, 2015 for all the purposes and the voting results will also be submitted to BSE and CDSL for their information and also uploaded the website of the Company and displayed Notice Board of the registered office of the Company.

Place: Indore
Date: 01st October 2015




Harsh Vora
Chairman of the Meeting
DIN: 00149287

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