

NOTICE

Notice is hereby given that the **1/2020-21 Extra-Ordinary General Meeting** of the members of **D & H India Limited (CIN:L28900MH1985PLC035822)** will be held on Saturday the **7th day of November, 2020 at 1:00 P.M.** through Video Conferencing or Other Audio Visual Means (OAVM) for which purpose the Registered Office situated at A-204, Kailash Esplanade, Opposite Shreyas Cinema, L.B.S. Marg, Ghatkopar (West), Mumbai 400086 shall be deemed as the venue for the Meeting, to transact the following businesses:

SPECIAL BUSINESS

1. To appoint **Mr. Saurabh Vora (DIN: 02750484)** as the Whole-time Director of the company for a period of 3 years w.e.f. 1st Oct., 2020 and to consider & if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT upon the recommendation of the Nomination and Remuneration Committee of the Board and the approval of the Board of Directors of the pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), for appointment of **Mr. Saurabh Vora (DIN: 02750484)** as the Whole-time Director and designated as the Executive Director of the Company for a period of 3 years w.e.f. 01/10/2020 on such terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Mr. Saurabh Vora shall not be in excess of the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure.

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”.

2. To appoint **Mr. Harsh Vora (DIN: 00149287)** as the Managing Director of the company for a period of 3 years w.e.f. 1st Oct., 2020 and to consider & if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT upon the recommended of the Nomination and Remuneration Committee of the Board and the approval of the Board of directors, pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof

for the time being enforce), for the appointment of Mr. Harsh Vora as the Managing Director of the Company for a further period from 1st October, 2020 to 30th September, 2023, 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. Harsh Vora as Managing Director of the Company the aforesaid Remuneration shall be consider as the minimum remuneration payable by the company to the Managing Directors.

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”.

By orders of the Board

Place: Indore

Date: 6th October, 2020

D & H India Limited

CIN: L28900MH1985PLC035822

Regd. Office: A – 204, Kailash Esplanade,

Opposite Shreyas Cinema, L.B.S. Marg,

Ghatkopar (West), Mumbai – 400 086

RAJESH SEN
COMPANY SECRETARY
FCS 7689

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 and General Circular No.33/2020 dated 28th Sept., 2020 issued by the Ministry of Corporate Affairs (MCA) and the physical attendance of the Members in the EOGM venue is not required and Extra Ordinary General Meeting can be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM only and no physical presence at the meeting is required.
2. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM hence the proxy form and attendance slip are not annexed to this notice. However, the Body Corporate are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following procedure as mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for at least 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons

- of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
 5. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated 8th April, 2020, 13th April, 2020 and 28th Sept., 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for VC/OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the EGM will be provided by CDSL.
 6. The Notice calling the EGM has been uploaded on the website of the Company. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and the EGM Notice is also available on the website of CDSL (agency for providing the e-Voting facility (remote and at EGM) and providing necessary platform for VC/OAVM) i.e. <https://www.evotingindia.com>
 7. The recorded transcript of the forthcoming EGM shall also be made available on the website of the Company www.dnhindia.com as soon as possible after the Meeting is over.
 8. In compliance with the aforesaid MCA Circulars dated 13th April, 2020 and SEBI Circular dated 12th May, 2020, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company's website www.dnhindia.com websites of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and on the website of CDSL <https://www.evotingindia.com> However, if any specific request received from the members for demanding of the physical copy of the Notice will be provided by the company but subject to time taken by the courier and Postal Department looking to the Covid-19.
 9. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the EGM. The Members who have cast their vote by remote e-voting prior to the EGM may also join the EGM through VC but shall not be entitled to cast their vote again.
 10. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business i.e. Items No. 1 and 2 set out in the Notice, is annexed thereto.
 11. The company has notified closure of Register of Members and Share Transfer Books from **1st November, 2020, Sunday to 7th November, 2020, Saturday** (both days inclusive) for the Extraordinary General Meeting.
 12. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date **31st October, 2020 (Saturday)**.
 13. CS (Dr.) D.K. Jain, Company Secretary in Practice (F.R. No.: I1995MP067500, M. No. FCS 3565 & C.P. No. 2382) has been appointed as the Scrutinizer for of the Company to scrutinize the voting at the EGM and remote e-voting process in a fair and transparent manner.
 14. Members desirous of obtaining any information are requested to address their questions in writing to the Company at least 7 (Seven) days before the date of the Meeting at its email

ID rsen@dnhindia.com so that the information required may be made available at the Meeting.

15. The Members are requested to:
 - (a) Quote their ledger folio number in all their correspondence.
 - (b) Send their Email address to RTA for prompt communication and update the same with their DP.
16. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id ankit_4321@yahoo.com, rtaindore@gmail.com
17. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 1/2020-21 Extraordinary General Meeting. Members seeking to inspect such documents can send an email to rsen@dnhindia.com
18. As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent (RTA) of the Company, Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id ankit_4321@yahoo.com, rtaindore@gmail.com. The Company has already sent letter and 2 reminders in the physical form by the Registered Post. It may please be noted very carefully by the shareholders who are unable to provide required details to the RTA, or informed that the shares available in their name as per records to the share transfer agent does not belong to them or letter return back shall be subject to enhanced due diligence by the Company and the Share Transfer Agent.
19. **Voting through electronic means**

Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.

 - (i) The voting period begins on **4th November, 2020 Wednesday (I.S.T. 9.00 A.M.) and ends on 6th day of November, 2020 Friday (I.S.T 5.00 p.m.)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **31st October, 2020 Saturday** (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The Members who have cast their vote by remote e-voting prior to the EGM may also join the EGM through VC but shall not be entitled to cast their vote again.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on “Shareholders” module.
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login.

- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first-time user follow the steps given below:

| | For Shareholders holding shares in Demat Form and Physical Form |
|---|---|
| PAN | Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot /Attendance Slip indicated in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant “**D & H INDIA LIMITED**” on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
20. **Process for those shareholders whose email addresses are not registered with the Depositories for obtaining Login Credentials for E-Voting for the Resolutions proposed in this notice:**
- i). For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to rsen@dnhindia.com / rtaindore@gmail.com
 - ii). For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) rsen@dnhindia.com/rtaindore@gmail.com
 - iii). The company/RTA shall co-ordinate with CDSL and provides the login credentials to the abovementioned shareholders.
21. **Instructions for members attending the EGM through VC/OAVM are as under:**
- i). Shareholder will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders / members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder / members login where the EVSN of Company will be displayed.
 - ii). Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 - iii). Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - iv). Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - v). Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at rsen@dnhindia.com The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at rsen@dnhindia.com These queries will be replied by the company suitably by email.
 - vi). Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
22. **Instructions for members for E-Voting during the EGM are as under: -**
1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
 2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
 3. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through

VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
5. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

23. **Note for Non-Individual Shareholders and Custodians**

- i). Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporate” module.
- ii). A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com .
- iii). After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- iv). The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- v). A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- vi). Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; rsen@dnhindia.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- vii). In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- viii). All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

24. **Other Instructions**

1. Members can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
2. Any person, who acquires shares of the Company and become member of the Company after mailing of the notice and holding shares as on the cut-off date i.e., **31st October, 2020 (Saturday)**, may obtain the login ID and password by sending a request at rtaindore@gmail.com.
3. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. **31st October, 2020 (Saturday)** only shall be entitled to avail the facility of remote e-voting as well as e- voting at the EGM.

4. The Chairman shall, at the EGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present / logged in at the EGM but have not cast their votes by availing the remote e-voting facility.
5. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same.
6. The result declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.dnhindia.com> and on the website of CDSL immediately. The Company shall simultaneously forward the results to BSE Ltd., where the shares of the Company are listed.
7. For any other queries relating to the shares of the Company, you may contact the RTA at the following address:
M/s. Ankit Consultancy Pvt. Ltd.
60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010
Tel: 0731-4281333, 4065797/99; E-mail: ankit_4321@yahoo.com
info@ankitonline.com
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Ankit Consultancy Private Limited, Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010, in case the shares are held by them in physical form.
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Ankit Consultancy Pvt. Ltd, Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010, in case the shares are held in physical form.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
11. As the 1/2020-21 EGM is being held through VC, therefore the route map is not annexed to this Notice.
12. The Brief profile of the director seeking appointment at the ensuing Extra Ordinary General Meeting is annexed as follows.

| Name of Director | Harsh Vora (DIN: 00149287) | Saurabh Vora (DIN: 02750484) |
|------------------------------|--|---|
| Designation | Managing Director | Whole Time Director |
| Category | Executive | Executive |
| Date of Birth | 10/12/1962 | 11/09/1987 |
| Date of Appointment | 06/12/1990 | 01/10/2014 |
| Qualification | B.Com | B Tech |
| No. of shares held and % | 3,11,745 (4.21 %) | 5,33,600 (7.21%) |
| List of outside Directorship | 1. V & H Infra Pvt. Ltd. 2. V & H Fabricators Pvt. Ltd. | 1. V & H Infra Pvt. Ltd. 2. V & H Fabricators Pvt. |

| | | |
|--|---|--|
| | 3. Commonwealth Mining Pvt. Ltd. 4. HKV Exports Private Limited | Ltd. 3. HKV Exports Private Limited |
| Chairman / Member of the Committees of the Board of Directors of the Company | N.A. | N.A. |
| Chairman/Member of the Committees of the Board, Directors of other Companies in which he is director | N.A. | N.A. |
| Disclosures of relationships between directors inter-se. | Father of Mr. Saurabh Vora Director, Father in law of Mrs. Atithi Vora Women Director and brother in law of Mr. Madhusudan Jain WTD | Mr. Saurabh Vora is a son of Mr. Harsh Vora, Managing Director and husband of Mrs. Atithi Vora |

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1:

Mr. Saurabh Vora was appointed as a Whole-time Director for a term of 3 (Three) years by the Board of Directors at their meeting held on 12th August 2017 which was approved by the Shareholders of the Company at their Annual General Meeting held on 29th September, 2017, therefore his tenure as Whole-time Director shall be concluded on 30th September, 2020. The Company has also proposed the appointment as the Whole-time Director w.e.f. 1st October, 2020 for a term of 5 year, at the Annual General Meeting held on 30th September, 2020, however the said special resolution could not be passed by the Members.

Mr. Saurabh Vora is a B. Tech. and having more than 10 years of experience in the industry and is key instrumental for the strong management. Thereafter, the Nomination and Remuneration Committee of the Board at its meeting held on 6th October, 2020 and the Board at their meeting held on 6th October, 2020 has re-considered and approved his appointed as the Whole-time Director and be designated as the Executive Director of the Company for a term of three years. Mr. Saurabh Vora has given his consent to act as a Whole-time Director on the remuneration as below:-

1. **Remuneration:** Salary & Perquisites: Maximum upto Rs. 30,00,000/- p.a.
The Whole-time director shall be entitled for the following perquisites and other benefits within the above said limit as may be decided by the Board and the same may be by way of perquisites and allowances payable or reimbursement, such as;
 - (a) House rent allowance/rent free accommodation, house maintenance allowance,
 - (b) allowances for utilities such as gas, electricity, water, furnishing, repairs,
 - (c) servants' salaries,
 - (d) medical reimbursement,
 - (e) group Medclaim / accidental insurance / life insurance / keyman insurance,
 - (f) leave travel concession for himself and his family,
 - (g) club fees,

2. Other exempted benefits:

In addition to above he shall be entitled for the following benefits, which shall not be considered as remuneration within the provisions of the Schedule V of the Companies Act, 2013:

- (a) Payment of gratuity as per rules.
- (b) Contribution to PF, FBF and \ Superannuation funds as per rules.
- (c) Leave encashment upto 15 days for every completed in the employment, payable in each year as per rules of the Company.

3. Facilities:

- (a) The Company shall provide a Company's Car with driver for the Company's work and if the Car is not provided, the Company shall reimburse of Car/taxi expenses on actual basis.
- (b) The Company shall provide telephone at the residence of the Whole-time Director and a cell phone with internet facility.

4. Minimum Remuneration

In the event of no profit or inadequacy of profits in any Financial Year, during the tenure of Mr. Saurabh Vora as Whole-time Director of the Company the aforesaid Remuneration as approved by the Members within the limit approved by the members, shall be consider as the minimum remuneration payable by the company to him.

5. Other Terms and Conditions:

The other terms and conditions are below:

1. Mr. Saurabh Vora shall be entrusted with the management of the Company under the direction, superintendence and control of the Board of Directors of the Company.
2. His tenure as Director will not be affected by the alterations in the terms and conditions of his appointment.
3. The agreement may be terminated by Mr. Saurabh Vora by giving three months' advance notice and in case of short notice; he will deposit an amount of his salary for the period short of three months. However, if the Company wishes to remove him, it will be liable to pay compensation as per the provisions of the Companies Act, 2013.
4. The appointment of Mr. Saurabh Vora as the Director of the Company, liable to retire by rotation."
5. Board / Nomination and Remuneration Committee of the Company is authorized to alter, modify or null all or any of the components of the remuneration of Mr. Saurabh Vora, subject to the applicable provisions of the Companies Act, 2013 or as may be agreeable to Mr. Saurabh Vora.
6. No sitting fees shall be payable to Mr. Saurabh Vora for attending the meetings of the Board or any Committee thereof.

Mr. Saurabh Vora may be deemed to be concerned or interested, financially to the extent of the remuneration as may be drawn by him during his tenure in respect of his appointment as a Whole-time Director and Mr. Harsh Vora Managing Director and Mrs. Atithi Vora, Directors of the Company who are his relatives and their other relatives, may be deemed to be concerned or interested otherwise in the appointment of Mr. Saurabh Vora. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.1 of the Notice.

The explanatory statement together with the accompanying notice should be treated as an abstract of the terms of contract of appointment of Shri Saurabh Vora, the Whole-time Director in accordance with the provisions of section 190 of the Companies Act, 2013.

The Board recommends the proposed Resolution for your approval as an Ordinary Resolution.

ITEM NO. 2:

Mr. Harsh Vora was re-appointed as Managing Director for a term of three years from 29th October 2017 to 30th September 2020 by the Board of Directors at their meeting held on 12th August 2017 which was approved by the Shareholders of the Company at their Annual General Meeting held on 29th September, 2017, therefore his tenure as Managing Director shall be concluded on 30th September, 2020. The Company has also proposed the appointment as the Managing Director w.e.f. 1st October, 2020 for a term of 3 year, at a remuneration of Rs. 5.00 Lakh per month at the Annual General Meeting held on 30th September, 2020, however the said special resolution could not be passed by the Members.

Mr. Harsh Vora is a commerce graduate and having more than 35 years of experience in the industry. He is one of the core promoters of the Company and is key instrumental since the incorporation and the Company has grown under his dynamic leadership and strong management. Therefore, the Nomination and Remuneration committee at their meetings held on 6th October, 2020 has considered and approved his appointment for a further term of 3 years on the remuneration, terms and conditions as mentioned herein under.

The Board has also consider that appointment of Mr. Harsh Vora, would of immense benefit to the Company and accepted the recommendation/approval of the Nomination and Remuneration Committee at their meeting held on 6th October, 2020 for reduction of the remuneration from Rs. Maximum upto 5.00 Lakh to Maximum upto Rs. 4.50 Lakh per month and has approved appointment of Mr. Harsh Vora as Managing Director on the remuneration as below:-

1. Remuneration

Salary & Perquisites: Maximum upto Rs. 4,50,000/- p.m.

The Managing director shall be entitled for the following perquisites and other benefits within the above said limit as may be decided by the Board and the same may be by way of perquisites and allowances payable or reimbursement, such as;

- (a) house rent allowance/rent free accommodation, house maintenance allowance,
- (b) allowances for utilities such as gas, electricity, water, furnishing, repairs,
- (c) servants' salaries,
- (d) medical reimbursement,
- (e) group Mediclaim/accidental insurance / life insurance / keyman insurance,
- (f) leave travel concession for himself and his family,
- (g) club fees,

2. Other exempted benefits:

In addition to above he shall be entitled for the following benefits, which shall not be considered as remuneration within the provisions of the Schedule V of the Companies Act, 2013:

- (a) Payment of gratuity as per the rules.
- (b) Contribution to PF, FBF and Superannuation funds as per rules.

- (c) Leave encashment up to 15 days for every one year completed in the employment, payable in each year as per rules of the Company,

3. Facilities:

- (a) The Company shall provide a Company's Car with driver for the Company's work and if the Car is not provided, the company shall reimburse of car/taxi expenses on actual basis.
- (b) The Company shall provide telephone at the residence of the Managing Director and a Cell phone with internet facility.

4. Minimum Remuneration

In the event of no profit or inadequacy of profits in any Financial Year, during the tenure of Mr. Harsh Vora as the Managing Director of the Company the aforesaid Remuneration as approved by the Members within the limit approved by the members, shall be consider as the minimum remuneration payable by the company to him.

5. Other Terms and Conditions:

The other terms and conditions are below:

1. Mr. Harsh Vora shall be entrusted with the management of the Company under the direction, superintendence and control of the Board of Directors of the Company.
2. His tenure as Managing Director will not be affected by the alterations in the terms and conditions of his appointment.
3. The agreement may be terminated by Mr. Harsh Vora by giving three months' advance notice and in case of short notice; he will deposit an amount of his salary for the period short of three months. However, if the Company wishes to remove him, it will be liable to pay compensation as per the provisions of the Companies Act, 2013.
4. The appointment of Mr. Harsh Vora as the Director of the Company, not liable to retire by rotation.”
5. Board/ Nomination and Remuneration Committee of the Company is authorized to alter, modify or null all or any of the components of the remuneration of Mr. Harsh Vora, subject to the applicable provisions of the Companies Act, 2013 or as may be agreeable to Mr. Harsh Vora.
6. No sitting fees shall be payable to Mr. Harsh Vora for attending the meetings of the Board or any Committee thereof.

The explanatory statement together with the accompanying notice should be treated as an abstract of the terms of contract of appointment of Mr. Harsh Vora the Managing Director in accordance with the provisions of section 190 of the Companies Act, 2013.

The Board of Directors recommends the proposed resolution for your approval as Ordinary Resolution. The draft of the agreement to be entered into with the Managing Director is available for inspection.

Mr. Harsh Vora, being the appointee may be considered as the financially interested in the resolution to the extent of his remuneration as may be drawn by him during the tenure of appointment and Mr. Madhusudan Jain, Mrs. Atithi Vora and Mr. Saurabh Vora Whole-time directors may be deemed to be interested otherwise being his relatives in this resolution. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.2 of the Notice

Common disclosure as per the provisions of the Schedule V to the Companies Act, 2013 in respect of Mr. Saurabh Vora and Mr. Harsh Vora for appointment as the Whole-time Director and Managing Director respectively as per Item No. 1 & 2 of the Notice:

As per the provisions of the Schedule V to the Companies Act, 2013, the Company proposes to pay the remuneration in excess of the limit as prescribed under Part II, Section II of the said Schedule and the proposed aforesaid remuneration/salary may in excess of the ceiling prescribed under section 197, i.e. more than 5%/10% or 11% of the net profits of the Company, which can be paid by way of approval of the members as Ordinary resolution without requirement for seeking approval of the Central Govt.

Your directors submit the following Information pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 for consideration of the members:

I. General Information:

The Company is engaged in the manufacturing and dealing in welding electrodes which is being the backbone of infrastructure industry. The Company is in the manufacturing activities since Incorporation and is pioneer in its field.

II. Information about the appointee:

| | Name of the Director | Mr. Harsh Vora | Mr. Saurabh Vora |
|-----|--|--|---|
| (1) | Background details | Mr. Harsh Vora aged about 58 year, is a commerce graduate having more than 35 years of experience in the Company and he is the Managing Director of the Company since 1990 with his vision, your Company has come out with so many challenges in the domestic market and grown to this level. Mr. Vora is also one of the core promoter of the Company and is associated since the incorporation of the Company. | Mr. Saurabh Vora, aged about 33 year, is a B. Tech and having more than 10 years of experience in the Industry and he is the Whole-time Director of the Company since 2014 with his vision, your Company has come out with so many challenges in the domestic and international market and grown to this level. |
| (2) | Past remuneration (for the year 2019-20) | Rs. 40,86,000/- | Rs. 17,85,000/- |
| (3) | Recognition or awards | N.A. | N.A. |
| (4) | Job profile and his suitability | Mr. Harsh Vora being the Managing Director is managing whole of the affairs of the Company under the supervision of the Board of Directors. He is assisted by Two whole-time director and the team of the qualified manager and engineers, technocrats. Mr. Harsh Vora is | Mr. Saurabh Vora is the most suitable and dedicated towards the growth of the Company. He is having capacity to accept the challenges of any nature and capable to achieve the visionary target. He is the incharge of the sales & marketing Department of the |

| | | | |
|-----|---|--|--|
| | | responsible for overall performance as well as the administration of the company as a whole | Company. |
| (5) | Remuneration proposed | Gross remuneration upto of Rs. 4,50,000/- p.m. during his tenure in the manner of Salary, and other allowances and other perks as stated in the explanatory statement. | Gross remuneration upto of Rs. 2,50,000/- p.m. during his tenure in the manner of Salary, and other allowances and other perks as stated in the explanatory statement |
| (6) | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | The Company is manufacturing Welding Electrodes and pioneer in the industry and listed with the BSE and the sound financial track records. There is no comparable data for matching the remuneration of the Managing Director remuneration in the industry in the Country | The Company is manufacturing Welding Electrodes and pioneer in the industry and listed with the BSE and the sound financial track records. There is no comparable data for matching the remuneration of the Whole Time Director remuneration in the industry in the Country |
| (7) | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | Mr. Harsh Vora is the core promoter and holding 3,11,745 Equity Shares of Rs. 10/- each consisting 4.21% of the paid up share capital in the Company and is not drawing any other benefits except the remuneration as the managing director and getting dividend together with the other members of the Company. Mr. Madhusudan Jain, Mrs. Atithi Vora and Mr. Saurabh Vora Directors are relatives of Mr. Harsh Vora. | Mr. Saurabh Vora holding 5,33,600 Equity Shares of Rs. 10/- each consisting 7.21% of the paid up share capital in the Company and is not drawing any other benefits except the remuneration as the whole-time director and getting dividend together with the other members of the Company. Mr. Harsh Vora and Mrs. Atithi Vora relatives of Mr. Saurabh Vora. |

III. Other information:

- (1) The Company has incurred losses during the year ended 31st March, 2020, due to tremendous increase in administrative overhead and bad debts written off as well as stiff competition from the domestic and China the Company's profitability is lower. Further that during the past three years due to worldwide financial recession including India, the new manufacturing units could not be set up in the country as per projections, resulting, the demand, margin and profitability has been affected. Otherwise it was always having track record of profit making,

- (2) To increase the profitability, the Company is trying hard to pass on the increased cost to its customer, develop export market, improve in the quality and develop some more ranges in the manufacturing line, which will give positive results in the years to come.

By orders of the Board

Place: Indore

Date: 6th October, 2020

D & H India Limited

CIN: L28900MH1985PLC035822

Regd. Office: A-204, Kailash Esplanade,
Opposite Shreyas Cinema, L.B.S. Marg,
Ghatkopar (West), Mumbai – 400 086

RAJESH SEN
COMPANY SECRETARY
FCS 7689