

**NOTICE**

Notice is hereby given that the **Thirtieth Annual General Meeting** of the members of **D & H India Limited** will be held on Wednesday the 30<sup>th</sup> day of September, 2015 at 10:00 A.M. at Lavender Bough, 90 Feet Road, Garodia Nagar, Ghatkopar (East), Mumbai-400 077. to transact the following businesses : -

**AS ORDINARY BUSINESS**

1. To receive, consider and adopt the Financial Statements containing the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and the statement of Profit & Loss and Cash Flow Statement of the Company for the year ended 31<sup>st</sup> March, 2015 and the Reports of the Boards' and Auditors thereon.
2. To declare dividend on the equity shares of the Company.
3. To appoint a Director in place of Mr. Sushil Rawka (DIN: 00156990), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s) the following resolution as an

**Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provision of Section 139 and all other applicable provision, 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 was appointed as the Statutory Auditors for a term of 3 years from the conclusion of the 29<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> Sept., 2014 till the conclusion of the 32<sup>nd</sup> 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 31<sup>st</sup> 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."

**AS SPECIAL BUSINESS**

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an

**Ordinary Resolution:**

**"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 15<sup>th</sup> 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. 15<sup>th</sup> May, 2015 to 14<sup>th</sup> May, 2020 and he shall not be liable to retire by rotation."

6. To consider & if thought fit, to pass with or without modification(s) the following resolution as a

**Ordinary Resolution:**

**"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 15<sup>th</sup> 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. 15<sup>th</sup> May, 2015 to 14<sup>th</sup> May, 2020 and he shall not be liable to retire by rotation."

7. To consider & if thought fit, to pass with or without modification(s) the following resolution as a

**Special Resolution:**

**"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 Director of the Company for a further period of Three Years (3 Years) w.e.f 24<sup>th</sup> 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 Remuneration as may be approved by the Member/ Central Government as the case may be shall be considered 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.

**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 Directors 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

**RAJESH SEN**  
(COMPANY SECRETARY)

PLACE: INDORE

DATE: 13<sup>th</sup> August, 2015

D & H India Limited

CIN L28900MH1985PLC035822

A - 204, Kailash Esplanade, Opposite Shreyas Cinema,  
L.B.S. Marg, Ghatkopar (West), Mumbai – 400086

**NOTES:**

1. Pursuant to the Clause 49 of the Listing Agreement, profile of the Directors proposed for appointment/ re-appointment being given in a statement containing details of the concerned Directors is as under:

Name and Designation of Appointee	Age/ Qualification	Expertise/ Experience	Date of appointment	Other Directorship	No of shares held & %age
Mr. Madhusudan Jain - Promoter (Whole time Director)	49 Year Mechanical Engineer	He has more than 25 years experience in the Industry.	24/01/2004	3	100500 i.e. 1.35%
Mr. Sushil Rawka (Non Executive Director)	62 Year Commerce graduate	He has rich experience in the field of Taxation.	01/04/1995	Nil	63,300, i.e. 0.85%
Mr. Eshanya B Gupta (NED/ Independent Director)	38 Year B Com, MBA (Finance)	He has rich experience in the field of Finance & Taxation	15/05/2015	Nil	Nil
Mr. Sunil Kathariya (NED/ Independent Director)	55 Year BE (MECH), PGDBM	He has rich experience in various fields	15/05/2015	Nil	Nil

2. The Company decided the closure of Register of Members and Share Transfer Books from 24<sup>th</sup> Sept., 2015 to 30<sup>th</sup> Sept., 2015 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the meeting. The Dividend on equity shares if declared at the meeting, will be credited/dispatched to

those members whose names shall appear on the Company's Register of Members on 30<sup>th</sup> Sept., 2015 in respect of the shares held in dematerialized form, the dividend will be paid to members, whose names are furnished by NSDL/ CDSL as beneficial owners as on that date.

3. The report on the Corporate Governance and Management Discussion and Analysis also forms part to the report of the Directors.
4. Members seeking any information are requested to write to the Company by email at [rsen@dnhindia.com](mailto:rsen@dnhindia.com) at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
5. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any such other person or shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting i.e. by 10.00 A.M. on Monday 28<sup>th</sup> Sept., 2015. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution/authority, as applicable.
6. Shareholders who have not yet claimed/ encashed their Dividend Warrants from the year 2007-08 to 2013-14 are advised to take steps to realize the same. "The dividend for the year 2007-08, will be statutorily transferred by the Company to the Investor Education and Protection fund (IEPF) and the due date for such transfer is 28<sup>th</sup> October. 2015."
7. Corporate members intending to send their authorized representatives to attend the meeting pursuant to section 113 of the Act are requested to send the Company a certified copy of Board Resolution / Authorization together with specimen signatures authorizing their representative to attend and vote on their behalf at the meeting.
8. Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Ankit Consultancy Private Limited, Registrar and Transfer Agents of the Company.
9. Notice of the Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members, whose email id's are registered with the Company and Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Notice of the Meeting is being sent through permitted mode.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Circulars, etc. from the Company electronically. Members may also note that the Notice of the Meeting and the Annual Report will also be available on the Company's website [www.dnhindia.com](http://www.dnhindia.com) for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection at any time between 10:00 a.m. to 1:00 p.m. on any working day upto the date of Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id [rsen@dnhindia.com](mailto:rsen@dnhindia.com).
11. Voting through electronic means: In compliance with provisions of section 108 of the Act and Rule 20 of The Companies [Management and Administration] Rules, 2014 and clause 35B of the Listing Agreement, the Company is providing e-voting facility as an alternative mode of voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services [India] Limited [CDSL] to facilitate e-voting. The detailed process, instructions and manner for availing e-Voting facility is annexed to the Notice
12. Mr. D.K.Jain, Practicing Company Secretary [Membership No. FCS 3565] has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
13. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
14. Members can opt for only one mode of voting i.e. either by e-voting or poll paper. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Poll Paper shall be treated as invalid.

15. The e-voting period commences on Sunday 27<sup>th</sup> Sept., 2015 [9:00 a.m.] and ends on Tuesday 29<sup>th</sup> September, 2015 [5:00 p.m.]. During this period, Members holding shares either in physical form or demat form, as on Wednesday 23<sup>rd</sup> September, 2015 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
16. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose names is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting and poll process at the venue of the meeting.
17. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.
18. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same.
19. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.dnhindia.com](http://www.dnhindia.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE] where the equity shares of the Company are listed.

#### **REQUEST TO THE MEMBERS:**

- a) Intimate changes, if any, in their registered addresses immediately.
- b) Quote their ledger folio number in all their correspondence.
- c) Handover the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
- d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
- e) Send their Email address to the Share Transfer Agent for prompt communication and update the same with their D.P. to receive softcopy of the Annual Report of the Company.

#### **Instructions for e-Voting**

The instructions for members for voting electronically are as under:

- (i) The voting period begins on Sunday, 27<sup>th</sup> Sept., 2015 from 9:00 a.m. and ends on Tuesday, 29<sup>th</sup> Sept., 2015 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Wednesday 23<sup>rd</sup> Sept., 2015, being the Cut-Off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on Shareholders.
- (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. Members 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.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below: For Members holding shares in Demat and Physical Form PAN Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for shareholders holding shares in demat as well as physical form) Dividend Bank Details OR Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) Date of Birth (DOB) as recorded in your demat account or in the company records in order to login. 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 in point No. (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of DNH INDIALIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Note for Non-Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - 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.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.
- (xix) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Contact Details: Deputy Manager, CDSL 17th Floor, PJ Towers, Dalal Street, Fort, Mumbai-400 001. Email: [wenceslausf@cdslindia.com](mailto:wenceslausf@cdslindia.com), Tel: 022-22723333/8588

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

##### **ITEM NO. 5 and 6:**

Mr. Eshanya B Gupta (DIN: 01727743) and Mr. Sunil Kathariya (DIN: 07155856) were appointed by the Board of Director of the Company at their meeting held on 15<sup>th</sup> May, 2015 as the additional Director in the category of Independent Directors of the Company for the period of five year from the date of the appointment. The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company in addition to the section 149(6) of the Companies Act, 2013.

It is proposed to appoint the aforesaid Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years and they shall not be liable to retire by rotation

The above said directors are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from member's alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Eshanya B Gupta and Mr. Sunil Kathariya for the office of Directors of the Company.

The Company has also received declarations from Mr. Eshanya B Gupta and Mr. Sunil Kathariya that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. And in the opinion of the Board, Mr. Eshanya B Gupta and Mr. Sunil Kathariya fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Eshanya B Gupta and Mr. Sunil Kathariya are independent of the management.

Brief resume of Mr. Eshanya B Gupta and Mr. Sunil Kathariya, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the note to the Notice of the Annual General Meeting and in Corporate Governance Report forming part of the Annual Report.

Mr. Eshanya B Gupta and Mr. Sunil Kathariya are deemed to be interested in the resolutions set out respectively at Item Nos. 5, and 6 of the Notice with regard to their respective appointments to the extent of the sitting fee as may be received by them during their tenure.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Ordinary Resolutions set out at Nos. 5, and 6 of the Notice for approval by the shareholders.

#### ITEM NO. 7:

Shri Madhusudan Jain was re-appointed as the Whole Time Director for a period of 3 (Three) years by the Board of Directors at their meeting held on 11<sup>th</sup> August 2012 which was approved by the Shareholders of the Company at their Annual General Meeting held on 29<sup>th</sup> September, 2012, therefore his tenure as Whole Time Director shall be over on 23<sup>rd</sup> January, 2016.

Mr. Madhusudan Jain is a Mechanical Engineer and having rich experience in the industry. He is one of the core promoters of the Company and is key instrumental since the incorporation of the Company and the Company has grown under his dynamic leadership and strong management. Therefore the Nomination and Remuneration committee of the Board at its meeting held on 6<sup>th</sup> May, 2015 and the Board at their meeting held on 30<sup>th</sup> May, 2015 has considered and approved his re-appointment for a further period of 3 years on the remuneration, terms and conditions as mentioned herein under.

The Board has also considered that re-appointment of Mr. Madhusudan Jain, would be immense benefit to the Company and accepted the recommendation/approval of the Nomination and Remuneration Committee at their meeting held on 30<sup>th</sup> May, 2015 and has approved re-appointment of Mr. Madhusudan Jain as Whole Time Director on the remuneration as below:-

**1. Gross Salary: Rs. 10,00,000/- p.m.**

**2. Perquisites: Rs. 2,50,000 p.m.**

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 medi claim/accidental insurance / life insurance / keyman insurance,
- (f) leave travel concession for himself and his family,
- (g) club fees,

#### **3. 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 of the Company.
- (b) Contribution to PF, FBF and Supper annuation funds as per rules of the Company.
- (c) Leave encashment upto 15 days for every one year completed in the employment, payable in each year as per rules of the Company,

**4. 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.

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 special resolution and subject to the approval of the Central Government.

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.

The Company is growing under the dynamic leadership and control of Shri Harsh Vora, the Managing Director and the past financial performance as well future projections are as under:

Particulars	2013-14 Actual	2014-15 Actual	2015-16 Projected	2016-17 Projected	2017-18 Projected
Gross Turnover (Domestic)	7715.66	7402.33	9271.39	11125.67	13350.80
Gross Turnover (Export)	10.50	0.00	24.00	50.00	100.00
Other Income	16.02	68.98	20.00	26.00	35.00
Total Turnover and Receipts	7742.18	7471.31	9315.39	11201.67	13485.80
Profits before Interest, Dep. & Tax	468.24	419.29	691.83	775.11	934.85
Interest	69.56	97.12	73.07	76.73	80.56
Depreciation	103.66	161.73	108.84	114.29	120.00
Tax	104.23	42.77	139.07	166.88	200.26
Net Profit after Tax	190.79	117.66	370.85	417.21	534.03
Cash Profits generated	294.45	279.39	479.69	531.50	654.03
Paid up Share Capital	740.00	740.00	740.00	1000.00	1000.00
Dividend (%)	5%	5%	10%	10%	10%
EPS (Face Value Rs.10/-)	2.58	1.59	5.00	4.17	5.34

**II. Information about the appointee:**

- (1) Mr. Madhusudan Jain, aged about 49 year, is a Mechanical Engineer and having more than 25 years of experience in the Industry and he is the Whole-time Director of the Company since 2004 with his vision, your Company has come out with so many challenges in the domestic and international market and grown to this level. Mr. Madhusudan Jain is also one of the core promoters of the Company. His vision is to make your company within top 10 welding electrodes manufacturer and achieve turnover of Rs.100 Crores by 2016-17.
- (2) Mr. Madhusudan Jain was paid Rs.83,71,706/- during the year 2014-2015.
- (3) Not Applicable.
- (4) Mr. Madhusudan Jain 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 to become one of the top 10 manufactures in the world for electrodes and achieve turnover of Rs.100 Crores.
- (5) It is proposed to pay him, Gross remuneration upto of Rs. 12,50,000 p.m. during his tenure in the manner of Salary of Rs.10,00,000 p.m. and allowances and other perks upto Rs.2,50,000/- p.m.
- (6) The Company is manufacturing Welding Electrodes and Consumables pioneer in the industry and listed with the BSE and continuing paying dividend to its members since last five year with 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

There has been phenomenal increase in the package of CEO/WTD all around the manufacturing industries in | India and World; your industry is no more exception to it. In order to retain good talent, it is inevitable to increase the remuneration of Mr. Madhusudan Jain needs to be considered.

- (7) Mr. Madhusudan Jain is holding 1,00,500 Equity Shares consisting 1.35 % 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, Managing Director and promoter of the Company is a relative of Mr. Madhusudan Jain

**III. Other information:**

- (1) The Company is a profit making and regularly dividend paying; however, with the tremendous increase in cost of raw material, stiff competition from the domestic and China the Company's profitability is lower, further that during the past three year due to worldwide financial recession including India, resulting the demand, margin and positive result and profitability has been affected.
- (2) To increase the profitability, the Company is trying hard to pass on the increased cost of raw material 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.
- (3) Your company is expecting to achieve the above said projected target in the next three years.

The explanatory statement together with the accompanying Notice should be treated as an abstract of the terms of contract of revised remuneration of the Whole Time 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 Special Resolution subject to the prior approval of Central Government, if required. The draft of the agreement to be entered into with the Whole-Time Director is available for inspection.

Mr. Madhusudan Jain, being the appointee may be considered as financially interested in the resolution to the extent of his remuneration during the tenure of appointment and Mr. Harsh Vora Managing Director of the Company, Mrs. Atithi Vora and Mr. Saurabh Whole-time Directors may be deemed to be interested otherwise being his relative in this resolution.

**BY ORDER OF THE BOARD**

**RAJESH SEN  
(COMPANY SECRETARY)  
FCS 7689**

**PLACE: INDORE**

**DATE: 13<sup>th</sup> August, 2015**

**D & H India Limited**

**CIN L28900MH1985PLC035822**

A - 204, Kailash Esplanade, Opposite Shreyas Cinema, L.B.S. Marg,

Ghatkopar (West), Mumbai – 400086