

NOTICE

Notice is hereby given that the **36th Annual General Meeting** of the members of **D & H India Limited** (CIN: L28900MH1985PLC035822) will be held on **Thursday, the 30th day of September, 2021 at 01:00 P.M.** through Video Conferencing or Other Audio Visual Means VC/OAVM for which purpose the Registered Office situated at A-204, 2nd Floor Kailash Esplanade, Opposite Shreyas Cinema, L.B.S. Marg, Ghatkopar (West), Mumbai-400086 MH shall be deemed as the venue for the Meeting, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company containing the Audited Balance Sheet as at 31st March, 2021 and the Statement of Profit & Loss and Cash Flow along with statement of changes in equity for the year ended 31st March, 2021 and the Reports of the Board's and Auditors thereon.
2. To appoint a Director in place of **Mr. Sushil Rawka (DIN: 00156990)**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Mrs. Atithi Vora (DIN: 06899964)**, who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

4. **To confirm the appointment of Ms. Suhani Vora (DIN: 09237526) as a Director:**
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 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time and provisions of SEBI (LODR), Regulations, 2015, **Miss. Suhani Vora (DIN: 09237526)**, who was appointed as an Additional Director in the category of Non-Executive Promoter Director with effect from 6th August, 2021 on recommendation of Nomination and Remuneration Committee and to hold office upto the date of forthcoming Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 (the “Act”) and Article of Association of the Company be and is hereby appointed as a Director of the Company and she shall be liable to retire by rotation.

5. **Approval of request received from Mr. Madhusudan Jain (Promoter alongwith the person acting in concert with him) for reclassification from “Promoter” category to “Public” category:** To consider & if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Regulation 31A of SEBI (LODR) Regulations, 2015 (the “Listing Regulations”), and subject to approval from the BSE Limited (herein after referred to as stock exchanges), the Securities and Exchange Board of India and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded to reclassify the following applicant from “Promoter” category to “Public” category:

Name	Status	No. of shares held	% of Total shares
Mr. Madhusudan Jain	Self (Promoter)	NIL	NIL
Ms. Suchita Kakrecha	Wife (belong to Promoter Group Madhusudan Jain), Person acting in concert	NIL	NIL
Mr. Somu Kakrecha	Son (belong to Promoter Group Madhusudan Jain), Person acting in concert	NIL	NIL
Ms. Priya Kakrecha	Daughter (belong to Promoter Group Madhusudan Jain), Person acting in concert	NIL	NIL
Ms. Aishwarya Ajay Lunia	Son's Wife (belong to Promoter Group Madhusudan Jain), Person acting in concert	1,28,451	1.74%
Corna Infra Limited	Company (belong to Promoter Group Madhusudan Jain), Person acting in concert	NIL	NIL

RESOLVED FURTHER THAT in supersession of any provision, the applicant's special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

RESOLVED FURTHER THAT the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such re-classification, shall continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from "Promoter" to "Public".

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for re-classification of the aforementioned applicant, the Company shall effect such re-classification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance to SEBI (SAST) Regulations, 2011, SEBI (PIT) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/ filings to stock exchange(s), seeking approvals from the SEBI and BSE Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions".

6. To Revise the remuneration of Mr. Saurabh Vora, (DIN 02750484) Whole-Time Director:

To consider & if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 190, 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014, SEBI (LODR) Regulation, 2015 and other applicable provisions, if any, including any statutory modifications or re-enactment thereof for the time being enforced, the approval of the members of the Company be and is hereby accorded for revision in the remuneration of Mr. Saurabh Vora, (DIN 02750484) Whole-time Director of the Company w.e.f. 1st October, 2021 for the remaining part of his tenure till 30th September, 2023 on such terms and conditions as given below:"

1. Remuneration:

Gross Salary & Perquisites: Maximum upto Rs. 84,00,000/- 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 as per policy of the Company,
- (e) Group medi claim/accidental insurance/life insurance / keyman insurance Premium: Actual Premium as may be determined by the Insurance Company.
- (f) Leave travel concession for himself and his family, as per policy of the Company
- (g) Club fees, maximum upto 2 clubs (Excluding life membership fee)

2. Other exempted benefits:

In addition to the 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 \Super annuation funds as per rules of the Company.
- (c) Leave encashment upto 15 days for every completed year in the employment, payable in each year as per rules of the Company.
- (d) Directors Obligation Insurance Premium: Actual Premium as may be determined by the Insurance Company.

3. Facilities:

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

4. Minimum Remuneration

In the event of no profit or inadequacy of profits in any Financial Year, during the tenure of Mr. Saurabh Vora (DIN: 02750484) as Whole-time Director of the Company the aforesaid Remuneration as may be approved by the Members and as confirmed by the Board within the limit approved by the members, shall be considered as the minimum remuneration payable by the company to the Director.

5. Other Terms and Conditions:

The other terms and conditions are below:

1. Mr. Saurabh Vora as Executive Director shall be entrusted with the management of the Company under the direction, superintendence and control of the Managing Director and 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 appointment of Mr. Saurabh Vora as the Whole-time Director of the Company, liable to retire by rotation.
4. 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.
5. No sitting fees shall be payable to Mr. Saurabh Vora for attending the meetings of the Board or any Committee thereof.
6. there shall be clear relation of the Company with Mr. Saurabh Vora as "the Employer-Employee" and each party may terminate the above said appointment with six months' notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT Mr. Saurabh Vora, the Whole-time Director shall also be entitled to reimbursement of actual entertainment, travelling time to time to perform his duties as per rules of the Company.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to decide breakup of his remuneration within the permissible limits in its absolute discretion as may considered necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution , or as may be otherwise considered by it to be in the best interest of the Company.

7. To Revise the remuneration of Mr. Harsh Vora, (DIN 00149287) Managing Director:

To consider & if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 190, 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014, SEBI (LODR) Regulation, 2015 and other applicable provisions, if any, including any statutory modifications or re-enactment thereof for the time being enforced, the approval of the members of the Company be and is hereby accorded for revision in the remuneration of **Mr. Harsh Vora**, (DIN 00149287) Managing Director of the Company w.e.f. 1st October, 2021 for the remaining part of his tenure till 30th September, 2023 on such terms and conditions as given below:

1. Remuneration:

Salary & Perquisites: Maximum upto Rs. 84,00,000/- p.a.

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 as per policy of the Company,
- (e) Group Mediclaim/accidental insurance/life insurance / keyman insurance Premium: Actual Premium as may be determined by the Insurance Company.
- (f) Leave travel concession for himself and his family, as per policy of the Company
- (g) club fees, maximum upto 2 clubs (Excluding life membership fee)

2. Other exempted benefits:

In addition to the 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 \Super annuation funds as per rules of the Company.
- (c) Leave encashment upto 15 days for every completed year in the employment, payable in each year as per rules of the Company.
- (d) Directors Obligation Insurance Premium: Actual Premium as may be determined by the Insurance Company.

3. Facilities:

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

4. Minimum Remuneration:

In the event of no profit or inadequacy of profits in any Financial Year, during the tenure of Mr. Harsh Vora (DIN: 00149287) as Managing Director of the Company the aforesaid Remuneration as may be approved by the Members and as confirmed by the Board within the limit approved by the members, shall be consider as the minimum remuneration payable by the company to the Managing Director.

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 appointment of Mr. Harsh Vora as the Director of the Company, liable to retire by rotation.
4. 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.
5. No sitting fees shall be payable to Mr. Harsh Vora for attending the meetings of the Board or any Committee thereof.
6. There shall be clear relation of the Company with Mr. Harsh Vora as "the Employer-Employee" and each party may terminate the above said appointment with six months' notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT Mr. Harsh Vora, the Managing Director shall also be entitled to reimbursement of actual entertainment, travelling time to time to perform his duties as per rules of the Company.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to decide breakup of his remuneration within the permissible limits in its absolute discretion as may considered necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution , or as may be otherwise considered by it to be in the best interest of the Company.

By orders of the Board

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

Place: Indore

Date: 6th August, 2021

D & H India Limited

CIN: L28900MH1985PLC035822

Regd. Office: A – 204, 2nd Floor Kailash Esplanade,

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

Ghatkopar (West), Mumbai – 400 086

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 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 (extended the time line for holding of Annual General Meetings through VC/OAVM till 31stDecember, 2021) Securities and Exchange Board of India(“SEBI”) also vide its Circular dated 12th May, 2020 permitted holding of Annual General Meetings through VC/OAVM which was further extended by its circular dated 15th January, 2021 till December 31, 2021 physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.
2. Pursuant to the Circular No. 14/2020 dated 8thApril, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Therefore, the Proxy Form and Attendance Sheet for the 36th AGM is not annexed to the notice.
3. The Members can join the AGM the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 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 AGM without any restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013 (“the Act”). Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board Resolution / authorization letter to the Scrutinizer by email through its registered email address to dkjain@dkjaincs.com with a copy of the same marked to the Company at www.dnhindia.com.
5. Pursuant to the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated 8thApril, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021 the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. 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 AGM will be provided by CDSL.
6. 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 AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company www.dnhindia.com as soon as possible after the Meeting is over.

9. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available for remote e-voting:-

Commencement of remote e-voting	09.00 am (IST) on Monday 27th September, 2021
End of remote e-voting	05.00 pm (IST) on Wednesday, 29th September, 2021

Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

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. 4, 5, 6 and 7 set out in the Notice, is annexed thereto.
11. The company has notified closure of Register of Members and Share Transfer Books from **24th September, 2021, Friday to 30th September, 2021, Thursday** (both days inclusive) for the Annual General Meeting.
12. 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. Thursday, 23rd September, 2021** only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.
13. 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 **23rd September, 2021 (Thursday)**.
14. 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 of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
15. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7(Seven) days before the date of the Meeting through email on rsen@dnhindia.com so that the information required may be made available at the Meeting.
16. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days, except Saturday, between 2:00 P.M and 4:00 P.M up to the date of the meeting.
17. The Members are requested to:
- Quote their ledger folio number in all their correspondence.
 - Send their Email address to RTA for prompt communication and update the same with their DP to receive softcopy of the Annual Report of the Company.
18. 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.) 452010 having email Id investor@ankitonline.com; compliance@ankitonline.com
19. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board Report.
20. 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 36th AGM. Members seeking to inspect such documents can send an email to rsen@dnhindia.com
21. Pursuant to the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), the Company has, during the financial year 2020-21 transferred all the equity shares in respect of which (Dividend year 2012-13) dividend has not been claimed / encashed for 7 (Seven) or more consecutive years to the Investor Education and Protection Fund Authority (IEPF) of the Central Government as on the due date of transfer. The Company further transferred to the IEPF Authority all the shares in respect of which dividend had remained unpaid or unclaimed for 7 (seven) consecutive years or more as for the dividend declared in the year 2012-13 on the due date of transfer. The details of shares transferred / unpaid dividend to the IEPF Authority are posted on the website of the Company at www.dnhindia.com The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: <http://www.iepf.gov.in/> Members may note that the shares as well as the unclaimed dividend so transferred to the IEPF authority can be claimed back from the IEPF Authority as per the procedure prescribed under the Rules.
- 21.1. Members who have not encashed the dividend for the year 2013-14 to 2014-15 are requested to please approach the Company for obtaining duplicate dividend warrants/Cheque. Please note that the amount remained unpaid or unclaimed for the year 2013-14 for a period upto 7 years shall be transferred to the IEPF Authority of the Central Government and no claim in respect thereof shall be entertained by the Company thereafter.
- 21.2. SEBI has disallowed listed Companies from accepting request of transfer of securities which are held in physical form w.e.f 01/04/2019. Therefore shareholders holding shares in physical form are advised to get it converted into demat form.

22. Due dates for transfer of unclaimed/unpaid dividends as at 31st March, 2021 and due date for transfer thereafter to IEPF are as under:

Financial Year	Date of Declaration	Rate of Dividend per Share Rs.	Due date for transfer to IEPF	Amount of dividend remains unpaid / unclaimed
2013-14	30.09.2014	0.50	05.11.2021	3,29,581.00
2014-15	30.09.2015	0.50	05.11.2022	2,14,283.50

23. 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 (MP) 452010 having email Id investor@ankitonline.com ; compliance@ankitonline.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.
24. SEBI has mandated that for registration of transfer of the shares in the d-mat form only after 1st April, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form if any to get convert into the D-mat form.

25. **THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) The voting period begins on 27th September, 2021 Monday (I.S.T. 9.00 A. M.) and ends on 29th September, 2021 Wednesday (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 (record date) of 23rd September 2021 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System My Easi.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e voting is in progress as per the</p>

	<p>information provided by company. On clicking the e voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.

Individual Shareholders holding securities in Demat mode with **NSDL**

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. 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.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
 - 8) 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.
 - 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - 10) Click on the EVSN for the relevant “**D & H India Limited**” on which you choose to vote.
 - 11) 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.
 - 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - 13) 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.
 - 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - 16) 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.
26. **ADDITIONAL FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS – FOR REMOTE VOTING ONLY.**
- 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.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.
- 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.

27. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM 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.

28. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. 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 /investors@ankitonline.com, compliance@ankitonline.com.
2. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

29. OTHER INSTRUCTIONS

1. 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., **23rd September, 2021 (Thursday)**, may obtain the login ID and password by sending a request at investor@ankitonline.com; compliance@ankitonline.com.
2. 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. **23rd September, 2021 (Thursday)** only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.
3. The Chairman shall, at the AGM 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 AGM but have not cast their votes by availing the remote e-voting facility.
4. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, 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.
5. 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.
6. 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: investor@ankitonline.com; compliance@ankitonline.com
7. 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.
8. 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.
9. 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 AGM.
10. Members may also note that the Annual Report for year 2020-21 is also available on Company's website www.dnhindia.com
11. As the 36th AGM is being held through VC, the route map is not annexed to this Notice.
12. The Brief profile of the director seeking revise remuneration and re-appointment at the ensuing annual general meeting is annexed as follows.

Name of Director	Harsh Vora (DIN:00149287)	Saurabh Vora (DIN:02750484)	Suhani Vora (DIN:09237526)	Sushil Rawka (DIN:00156990)	Atithi Vora (DIN:06899964)
Designation	Managing Director	Whole-time Director	Director	Director	Director
Category	Executive	Executive	Non- Executive	Non- Executive	Non- Executive
Date of Birth	10/12/1962	11/09/1987	30/07/1996	06/02/1952	27/03/1988
Date of Appointment	06/12/1990	01/10/2014	06/08/2021	01/04/2005	01/10/2014
Qualification	B.Com	B. Tech	BBA	Commerce Graduate	CA
No. of shares held and %	3,11,745 (4.21 %)	12,66,600 (17.12%)	50,000 (0.68%)	63,278 (0.86%)	50,000 (0.68%)

List of outside Directorship	V & H Infra Pvt. Ltd. V & H Fabricators Pvt. Ltd. Commonwealth Mining Pvt. Ltd. HKV Exports Private Limited	V & H Infra Pvt. Ltd. V & H Fabricators Pvt. Ltd. HKV Exports Private Limited	Nil	Nil	Nil
Chairman / Member of the Committees of the Board of Directors of the Company	N.A.	N.A.	N.A.	Chairman of Stakeholder Grievance Committee Member of:- 1. Audit Committee; 2. Nomination and Remuneration Committee; 3. Stakeholder Relationship Committee	Nil
Chairman/Member of the Committees of the Board, Directors of other Companies in which he is director	N.A.	N.A.	N.A.	N.A.	N.A.
Disclosures of relationships between directors inter-se.	Father of Mr. Saurabh Vora WTD and Miss. Suhani Vora, Additional Director, Father in law of Mrs. Atithi Vora Women Director.	Son of Mr. Harsh Vora, MD; Brother of Miss. Suhani Vora, and Spouse of Mrs. Atithi Vora Director.	Daughter of Harsh Vora MD, Sister of Saurabh Vora WTD and Sister in law of Mrs. Atithi Vora, Director.	N.A.	Wife of Mr. Saurabh Vora, Whole-time Director; Sister in Law of Miss. Suhani Vora and Mr. Harsh Vora, Managing Director is father in law

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

ITEM NO. 4:

Miss Suhani Vora (DIN: 09237526) upon the recommendation of the Nomination and Remuneration Committee the Board at their meeting held on 6th August, 2021 have appointed as the Additional Director in the category of Promoter Director of the Company. The SEBI (LODR) Regulations 2015 *inter alia* stipulating the conditions for the appointment of directors by a listed company in addition to the section 149 of the Companies Act, 2013

It is proposed to appoint the aforesaid Director under Section 149 of the Act and SEBI (LODR) Regulation 2015 to hold office w.e.f. 6th August, 2021 and she shall be liable to retire by rotation

The above said director is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has received declarations from Miss Suhani Vora that he meets the criteria of Director as prescribed both under Section 149 of the Act read with the SEBI (LODR) Regulation 2015. In the opinion of the Board, she fulfills the conditions for appointment as Director as specified in the Act and the SEBI (LODR) Regulations 2015.

Brief resume of Miss Suhani Vora, nature of her expertise in specific functional areas, shareholding and relationships between directors *inter-se* as stipulated under SEBI (LODR) 2015, are provided in the note to the Notice of the Annual General Meeting and in Corporate Governance Report forming part of the Annual Report. Miss Suhani Vora, is deemed to be financially interested in the resolutions as set out respectively at Item No. 4 of the Notice with regard to her respective appointments to the extent of the sitting fee as may be received by her during her tenure and Mr. Harsh Vora Managing Director, Mr. Saurabh Vora WTD and Mrs. Atithi Vora, Directors of the Company who are her relatives and their other relatives, may be deemed to be concerned or

interested otherwise, 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.4 of the Notice.

Miss. Suhani Vora is holding 50,000 (0.68%) of the total paid-up capital of the company.
The Board recommends the Ordinary Resolution set out at No. 4 of the Notice for approval by the shareholders.

ITEM NO. 5:

The Company had received request from Mr. Madhusudan Jain, (alongwith his person acting in concert) one of the Promoter of the Company for reclassification from the ‘Promoter’ category to ‘Public’ category. The following are the details regarding his shareholding in the Company:

Name	Status	No. of shares held	% of Total shares
Mr. Madhusudan Jain	Self (Promoter)	NIL	NIL
Ms. Suchita Kakrecha	Wife (belong to Promoter Group Madhusudan Jain), Person acting in concert	NIL	NIL
Mr. Somu Kakrecha	Son (belong to Promoter Group Madhusudan Jain), Person acting in concert	NIL	NIL
Ms. Priya Kakrecha	Daughter (belong to Promoter Group Madhusudan Jain), Person acting in concert	NIL	NIL
Ms. Aishwarya Ajay Lunia	Son’ Wife (belong to Promoter Group Madhusudan Jain), Person acting in concert	1,28,451	1.74%
Corna Infra Limited	Company (belong to Promoter Group Madhusudan Jain), Person acting in concert	NIL	NIL

Pursuant to Regulation 31A of SEBI (LODR) Regulations, 2015 (the “Listing Regulations”) along with amendments thereto, provides that the Board of Directors of the Company shall analyze the request, place the same before the shareholders in a general meeting for approval and apply for stock exchanges’ approval subsequently. Mr. Madhusudan Jain was the erstwhile Whole-time Director of the Company. On the basis of the request received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of Listing Regulations, Mr. Madhusudan Jain alongwith persons acting in concert with him seeking re-classification confirmed that:

- i) They do not hold more than ten per cent of the total Voting Rights in the Company;
- ii) They do not exercise control over the affairs of the Company directly or indirectly;
- iii) They do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv) They do not represent on the Board of Directors (including not having a Nominee Director) of the Company;
- v) They do not act as a Key Managerial Person in the Company;
- vi) They are not ‘willful defaulter’ as per the Reserve Bank of India Guidelines;
- vii) They are not fugitive economic offender.

Further, they have confirmed that subsequent to re-classification, they would continue to comply with the requirements as mentioned in Regulation 31A of Listing Regulations. The said requests for reclassification were considered, analyzed and approved by the Board of Directors at its meeting held on 6th August, 2021, subject to members’ approval and stock exchanges’ approval subsequently.

The Promoter shareholding in the Company after considering the reclassification as per Item No. 5, the same would be 48.92%. None of the Directors/KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 5 of this Notice. The Board recommends the resolution set forth in Item No. 5 for the approval of the Members

ITEM NO. 6:

Shri Saurabh Vora (DIN: 02750484), was appointed as Whole-time Director of the Company w.e.f.1st October, 2020 for a term of 3 Years upto 30th Sept., 2023 at yearly remuneration of Rs. 30,00,000/- (Rs. Thirty Lakh per annum) and other benefits.

He is entrusted with control over the marketing department and marketing affairs of the Company and due to his marketing strategy, the company is growing continuously. He has varied experience of around 11 years in the field of marketing and other management areas. In view of this, Nomination & Remuneration Committee at its meeting held on 6th August, 2021 examined the existing remuneration being paid to him in comparison to other senior managerial personnel it is desirable to increase his remuneration suitably and pursuant to provisions of the Schedule V and section 196, and 197 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, recommended revision in remuneration of Shri Saurabh Vora for payment upto Rs. 84,00,000/- (Rs. Eighty Four Lakh only) per annum which was approved by the Board of Directors at their Meeting held on 6th August, 2021 subject to further approval of Members at 36th Annual General Meeting.

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 and Mr. Harsh Vora Managing Director, Mrs. Atithi Vora, Directors and Miss Suhani Vora Additional Director of the Company who are his relatives and their other relatives, may be deemed to be concerned or interested otherwise in the increased remuneration 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.6 of the Notice.

The Board recommends the proposed Resolution for your approval as Special Resolution. Shri Sourabh Vora, Whole-time Director of the company holds 12,66,600 (17.12%) of the total paid-up capital of the company. Disclosure as required under Schedule V is given along with Item No. 7.

ITEM NO. 7:

Shri Harsh Vora (DIN: 00149287), was appointed as Managing Director of the Company w.e.f.1st October, 2020 for a term of 3 Years upto 30th Sept., 2023 at yearly remuneration of Rs. 54,00,000/- (Rs. Fifty Four Lakh per annum) and other benefits.

He is entrusted with control over the affairs of the Company. He has varied experience of around 36 years in the field of management areas. In view of this, Nomination & Remuneration Committee at its meeting held on 6th August, 2021 examined the existing remuneration being paid to him in comparison to other senior managerial personnel it is desirable to increase his remuneration suitably and pursuant to provisions of the Schedule V and section 196, and 197 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, recommended revision in remuneration of Shri Harsh Vora for payment upto Rs. 84,00,000/- (Rs. Eighty Four Lakh only) per annum which was approved by the Board of Directors at their Meeting held on 6th August, 2021 subject to further approval of Members at 36th Annual General Meeting.

Mr. Harsh 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 and Mr. Saurabh Vora Whole Time Director, Mrs. Atithi Vora, Directors and Miss Suhani Vora Additional Director of the Company who are his relatives and their other relatives, may be deemed to be concerned or interested otherwise in the increased remuneration of Mr. Harsh 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.7 of the Notice. The Board recommends the proposed Resolution for your approval as Special Resolution. Shri Harsh Vora holds 3,11,745 (4.21 %) of the total paid-up capital of the company.

Common disclosure as per the provisions of the Schedule V to the Companies Act, 2013 in respect of Mr. Saurabh Vora WTD and Mr. Harsh Vora MD for revision in remuneration as per Item No. 6 & 7 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 special resolution without requirement for seeking 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.

II. Information about the appointee:

	Name of the Director	Harsh Vora	Saurabh Vora
(1)	Background details	Mr. Harsh Vora aged about 59 years, is a commerce graduate having more than 36 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 promoters of the Company and is associated since the incorporation of the Company.	Mr. Saurabh Vora, aged about 34 years, is a B. Tech and having more than 11 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 2020-21)	Rs. 26,55,452/-	Rs. 15,48,306/-
(3)	Recognition or awards	N.A.	N.A.
(4)	Job profile and his suitability	Mr. 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 One whole-time director and the team of the qualified manager and engineers, technocrats. Mr. Vora is responsible for overall performance as well as the administration of the company as a whole	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 Company.
(5)	Remuneration proposed	Gross remuneration upto Rs. 84,00,000/- p.a. during his tenure in the manner of Salary, and other allowances and other perks as stated in the explanatory statement.	Gross remuneration upto Rs. 84,00,000/- 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 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. Harsh Vora needs to be considered.	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	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	Mr. Saurabh Vora holding 12,66,600 Equity Shares of Rs. 10/- each consisting 17.12 % 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

	personnel, if any.	of the Company. Mrs. Atithi Vora, Miss Suhani Vora, Directors and Mr. Saurabh Vora the Whole-time Director are relatives of Mr. Harsh Vora.	with the other members of the Company. Mr. Harsh Vora, Managing Director, Miss Suhani Vora, Additional Director and Mrs. Atithi Vora, Director are relatives of Mr. Saurabh Vora.
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III. Other information:

- (1) The Company has incurred losses during the year ended 31st March, 2021, 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 ORDER OF THE BOARD
FOR D&H INDIA LIMITED**

**RAJESH SEN
(COMPANY SECRETARY)
FCS7689**

PLACE: INDORE
DATE: 6th August, 2021
D & H India Limited
CIN L28900MH1985PLC035822
A-204, Kailash Esplanade,
Opposite Shreyas Cinema, L.B.S. Marg, Ghatkopar (West),
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