

## NOTICE

Notice is hereby given that the **38<sup>th</sup> Annual General Meeting** (AGM) of the members of **D & H India Limited** (CIN: L28900MH1985PLC035822) will be held on Saturday, the **30<sup>th</sup> day of September, 2023 at 1:00 P.M.** through Video Conferencing or Other Audio Visual Means VC/OAVM for which purpose the Registered Office situated at A-204, 2<sup>nd</sup> Floor Kailash Esplanade, Opposite Shreyas Cinema, L.B.S. Marg, Ghatkopar (West), Mumbai-400086 (M.H.) 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 31<sup>st</sup> March, 2023 and the Statement of Profit & Loss and Cash Flow along with statement of changes in equity for the year ended 31<sup>st</sup> March, 2023 and the Reports of the Board's and Auditors thereon.
2. To appoint a Director in place of **Mr. Harsh Vora (DIN: 00149287)**, who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. **To confirm the revision in remuneration of Mr. Saurabh Vora, (DIN 02750484) Whole-Time Director:**

To consider and 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, and on the recommendation of the Nomination and Remuneration Committee, 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. 1<sup>st</sup> December, 2022 for the remaining part of his tenure till 30<sup>th</sup> September, 2023 on such terms and conditions as given below:”

**1. Remuneration:** Gross Salary & Perquisites: Maximum upto Rs. 10,00,000/- 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 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/cell phone and internet facilities 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 the Whole-time Director of the Company the aforesaid Remuneration as 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 him.

### **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 within the aforesaid limits 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 Members. 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 three 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 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, without seeking any approval of the members as may be otherwise considered by it to be in the best interest of the Company.

### **4. To confirm the Revision in 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, on the recommendation of the Nomination and Remuneration Committee, 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. 1<sup>st</sup> December, 2022 for the remaining part of his tenure till 30<sup>th</sup> September, 2023 on such terms and conditions as given below:

**1. Remuneration:** Gross Salary & Perquisites: Maximum upto Rs. 12,50,000/- p.m.

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

- (a) House rent allowance/rent free accommodation, house maintenance allowance,
- (b) Allowances for utilities such as gas, electricity, water, furnishing, repairs,
- (c) Servants' salaries,
- (d) Medical reimbursement as per policy of the Company,
- (e) Group Mediciam/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 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 within the aforesaid limit 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 Members, 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, without seeking any approval of the members as may be otherwise considered by it to be in the best interest of the Company.

5. **To re-appoint Mr. Saurabh Vora (DIN: 02750484) as the Whole-time Director of the company for a further period of 3 years w.e.f. 1<sup>st</sup> Oct., 2023** and to consider & if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

**“RESOLVED THAT** upon the recommendation of the Nomination and Remuneration Committee of the Board and the approval of the Board of Directors of the Company, pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), the members hereby accord their approval for the re-appointment of **Mr. Saurabh Vora (DIN: 02750484)** as the Whole-time Director and designated as the Joint Managing Director of the Company for a further period from 1<sup>st</sup> October, 2023 to 30<sup>th</sup> September, 2026, 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. Saurabh Vora as Whole Time Director of the Company the aforesaid Remuneration shall be consider as the minimum remuneration payable by the company to the Whole Time Directors.

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

**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, without seeking any approval of the members as may be otherwise considered by it to be in the best interest of the Company.

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

6. **To re-appoint Mr. Harsh Vora (DIN: 00149287) as the Managing Director of the company for a further period of 3 years w.e.f. 1<sup>st</sup> Oct., 2023** and to consider & if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

**“RESOLVED THAT** upon the recommended of the Nomination and Remuneration Committee of the Board and the approval of the Board of directors of the Company, pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), the members hereby accord their approval for the re-appointment of **Mr. Harsh Vora (DIN: 00149287)** as the Managing Director of the Company for a further period from 1<sup>st</sup> October, 2023 to 30<sup>th</sup> September, 2026, on such terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

**FURTHER RESOLVED THAT** in the event of no profit or inadequacy of profits in any Financial Year, during the tenure of Mr. Harsh Vora as Managing Director of the Company the aforesaid Remuneration shall be consider as the minimum remuneration payable by the company to the Managing Directors.

**RESOLVED FURTHER THAT** Mr. Harsh Vora shall be subject to retirement by rotation during his tenure as Managing Director.

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

**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, without seeking any approval of the members as may be otherwise considered by it to be in the best interest of the Company.

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

7. **To re-appoint Mr. Balraj Kishore Namdeo (DIN: 06620620) as the Independent Director of the company for a further period of 5 (Five) Consecutive years w.e.f. 1<sup>st</sup> April, 2024.**To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Balraj Kishore Namdeo (DIN: 06620620)**, who was appointed as an Independent Director for a 1<sup>st</sup> term of 5 years which will be ending on 31<sup>st</sup> March, 2024 and being eligible, has submitted a declaration for confirming his independence and upon recommendation of the Nomination and Remuneration Committee and the Board, **Mr. Balraj Kishore Namdeo (DIN: 06620620)**, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years, w.e.f. 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029 and he shall not be liable to retire by rotation.”

8. **To ratify the remuneration payable to the Cost Auditors of the company for the financial year 2023-24**

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 section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the members of the Company be and hereby ratify the payment of remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand Only), plus applicable taxes and reimbursement of out of pocket expenses at actual to M/s Vinod Bhatt and Associates, Cost Accountant, Indore (Registration No. 100451) appointed by the Board on the recommendation of the Audit Committee, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31<sup>st</sup> March, 2024.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**By orders of the Board**

**Place: Indore**

**Date: 12<sup>th</sup> August, 2023**

**D & H India Limited**

CIN: L28900MH1985PLC035822

Regd. Office: A – 204, 2<sup>nd</sup> Floor Kailash Esplanade,

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

Ghatkopar (West), Mumbai – 400 086

**Notes:**

1. Pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, Circular No. 2/2021 dated 13<sup>th</sup> January, 2021, Circular No. 2/2022 dated 5<sup>th</sup> May, 2022 and Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 (Collectively referred as MCA Circulars), 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 MCA circulars issued, 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.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars 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 entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means and independent agency for providing necessary platform for Video Conferencing/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 AGM will be provided by CDSL.
4. The Members can join the AGM in 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 to atleast 1000 members on first come first served basis. However, this number does not include large Shareholders (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 restriction on account of first come first served basis.
5. 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.

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

6. The Notice calling the AGM alongwith complete Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories and has also been uploaded on the website of the Company. The Notice alongwith Annual Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at [www.bseindia.com](http://www.bseindia.com) and the 38<sup>th</sup> AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for Video Conference/OAVM) i.e. [www.evotingindia.com](http://www.evotingindia.com). However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular.
8. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company [www.dnhindia.com](http://www.dnhindia.com) as soon as possible after the Meeting is over.
9. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the 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.
10. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed and forms part of the Notice.
11. 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:-

<b>Commencement of remote e-voting</b>	<b>9.00 am (IST) on Wednesday, 27<sup>th</sup> September, 2023</b>
<b>End of remote e-voting</b>	<b>5.00 pm (IST) on Friday, 29<sup>th</sup> September, 2023</b>

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

12. The company has notified closure of Register of Members and Share Transfer Books from **Sunday 24<sup>th</sup> September 2023, to Saturday 30<sup>th</sup> September 2023**, (both days inclusive) for the AGM.
13. 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., Saturday, 23<sup>rd</sup> September 2023** only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.
14. 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 **Saturday, 23<sup>rd</sup> September 2023**.
15. CS (Dr.) D.K. Jain, Company Secretary in Practice (F.R. No.: I1995MP067500, M. No. FCS 3565 & C.P. No. 2382), proprietor of M/s D.K. JAIN & CO., Company Secretaries, Indore has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
16. 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 at its email id [rseo@dnhindia.com](mailto:rseo@dnhindia.com) so that the information required may be made available at the Meeting.
17. 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.
18. The Members are requested to:
  - (a) Quote their ledger folio number in all their correspondence.
  - (b) Send their Email address to RTA for prompt communication and update the same with their DP to receive softcopy of the Annual Report of the Company.
  - (c) Intimate changes, if any, in their registered addresses immediately.
19. 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](mailto:investor@ankitonline.com); [compliance@ankitonline.com](mailto:compliance@ankitonline.com) to receive the soft copy of all communication and notice of the meeting etc., of the company.
20. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board Report.
21. 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 38<sup>th</sup> AGM. Members seeking to inspect such documents can send an email to [rseo@dnhindia.com](mailto:rseo@dnhindia.com)

22. Pursuant to the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), the Company has, during the financial year 2021-22 transferred all the equity shares in respect of which (Dividend year 2014-15) 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 details of shares transferred / unpaid dividend to the IEPF Authority are posted on the website of the Company at [www.dnhindia.com](http://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.
23. As per SEBI Circular dated 20<sup>th</sup> 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](mailto:investor@ankitonline.com) ; [compliance@ankitonline.com](mailto:compliance@ankitonline.com)
24. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. Members holding shares in physical form are requested to submit their PAN details to the company's RTA.
25. 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.,
- **For shares held in electronic form:** to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.
  - **For shares held in physical form:** to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form. The said form can be downloaded from the Members' Reference available on the Company's website [www.dnhindia.com](http://www.dnhindia.com) under Standard documents for Investors and is also available on the website of the RTA.
26. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD\_ RTAMB/ P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Standard documents for Investors available on the Company's website [www.dnhindia.com](http://www.dnhindia.com) and is also available on the website of the RTA. It may be noted that any service request can be processed only after the folio is KYC completed.
27. SEBI, vide its circular nos. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/ MIRSD- PoD- 1/P/CIR/2023/37 dated March 16, 2023, has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access [www.dnhindia.com](http://www.dnhindia.com) for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agent.
28. In case a holder of physical securities fails to furnish PAN, nomination, contact details, bank account details and specimen signature by October 1, 2023, Ankit Consultancy Pvt Ltd will be obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.
- In compliance with SEBI guidelines, the Company sent communication intimating about the submission of above details to all the Members holding shares in physical form to the RTA/Company.



29. Dispute Resolution Mechanism at Stock Exchanges-SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request.

In compliance with SEBI guidelines, the Company had sent communication intimating about the said Dispute Resolution Mechanism to all the Members holding shares in physical form.

30. SEBI vide its notification dated January 24, 2022, has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

31. As the 38<sup>th</sup> AGM is being held through VC, the route map is not annexed to this Notice.

**32. Voting through Electronic Means:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

i. The voting period begins on **27<sup>th</sup> September 2023 (Wednesday) (I.S.T. 9.00 A.M.) and ends on 29<sup>th</sup> September 2023 (Friday) (I.S.T. 5.00 P.M)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **23<sup>rd</sup> September 2023** 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 Master Circular issued by SEBI on dated 11<sup>th</sup> July, 2023 and under Regulation 44 of SEBI (LODR) 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.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

(iv). In terms of Master Circular issued by SEBI on dated 11<sup>th</sup> July, 2023, 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	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 users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab 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 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

	<p>Service Providers, 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 cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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 able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> </ol>
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.</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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800225533
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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. <ul style="list-style-type: none"><li>• 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.</li></ul>

- 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.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- 18) **Additional facility for non – individual shareholders and custodians –for remote voting only.**
  - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporate” module.
  - b) 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).

- c) 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.
- d) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- e) It is Mandatory that, 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.
- f) 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](mailto: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.

**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](mailto:rsen@dnhindia.com)/[investors@ankitonline.com](mailto:investors@ankitonline.com), [compliance@ankitonline.com](mailto: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 e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact attoll free no. 1800225533

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager CDSL, A wing, 25<sup>th</sup> Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk [evoting@cdslindia.com](mailto:evoting@cdslindia.com) or call at toll free no. 1800225533.

**BRIEF PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE ENSUING AGM IS ANNEXED AS FOLLOWS.**

Name of Director	Harsh Vora (DIN:00149287)	Saurabh Vora (DIN:02750484)	Balraj Kishore Namdeo (DIN: 06620620)
Designation	Managing Director	Whole-time Director	Independent Director
Category	Executive	Executive	Non-Executive
Date of Birth	10/12/1962	11/09/1987	17.10.56
Date of Appointment	06/12/1990	01/10/2014	01/04/2019
Qualification	B.Com	B. Tech	BE Mechanical, M. Tech
No. of shares held and %	10,99,745 (13.43 %)	14,01,100 (17.11%)	Nil
List of outside Directorship	1. V & H Infra Pvt. Ltd. 2. V & H Fabricators Pvt. Ltd. 3.HKV Exports Private Limited	1.V & H Infra Pvt. Ltd. 2.V & H Fabricators Pvt. Ltd. 3.HKV Exports Private Limited 4.D & H Middle East FZE	1. Furnace Fabricat India Pvt. Ltd. 2.Anista Infratech Pvt Ltd 3.JNK India Ltd
Chairman / Member of the Committees of the Board of Directors of the Company	N.A.	Member of 1. Stakeholder Relationship Committee	Member of: 1. Audit Committee
Chairman/Member	N.A.	N.A.	N.A.

of the Committees of the Board, Directors of other Companies in which he is director			
Disclosures of relationships between directors inter-se.	Father of Mr. Saurabh Vora WTD and Ms. Suhani Doshi Director, Father in law of Mrs. Atithi Vora Women Director.	Son of Mr. Harsh Vora, MD; Brother of Ms. Suhani Doshi and Spouse of Mrs. Atithi Vora Director.	N.A.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 3:**

**Shri Saurabh Vora (DIN: 02750484)**, was appointed as Whole-time Director of the Company w.e.f.1<sup>st</sup> October, 2020 for a term of 3 Years upto 30<sup>th</sup> Sept., 2023 at yearly remuneration of Rs. 30,00,000/- (Rs. Thirty Lakh per annum) and other benefits and his remuneration was also revised Rs. 84,00,000/- (Rs. Eighty Four Lakh per annum) w.e.f. from 1<sup>st</sup> October 2021 for the remaining part of his tenure. 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 15 years in the field of marketing and other management areas. In view of this, Nomination & Remuneration Committee at its meeting held on 14<sup>th</sup> November, 2022 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. 10,00,000/- (Rs. Ten Lakh only) per month w.e.f.1<sup>st</sup> December, 2022 for the remaining part of his tenure till 30<sup>th</sup> September, 2023 which was approved by the Board of Directors at their Meeting held on 14<sup>th</sup> November, 2022 subject to further approval of Members of the Company in the next General Meeting.

Mr. Saurabh Vora is 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 Ms. Suhani Doshi Director of the Company who are his 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.

The Board recommends the proposed Resolution for your approval as Special Resolution as set out in Item No.3 of the Notice.

Shri Saurabh Vora, Whole-time Director of the company holds 14,01,100 (17.11%) of the total paid-up capital of the company. Disclosure as required under Schedule V is given along with Item No. 4 to 7.

**ITEM NO. 4:**

**Shri Harsh Vora (DIN: 00149287)**, was appointed as Managing Director of the Company w.e.f.1<sup>st</sup> October, 2020 for a term of 3 Years upto 30<sup>th</sup> Sept., 2023 at yearly remuneration of Rs. 54,00,000/- (Rs. Fifty Four Lakh per annum) and other benefits and his remuneration was also revised Rs. 84,00,000/- (Rs. Eighty Four Lakh per annum) w.e.f. from 1<sup>st</sup> October 2021 for the remaining part of his tenure. He is entrusted with control over the affairs of the Company. He has varied experience of around 38 years in the field of management areas. In view of this, Nomination & Remuneration Committee at its meeting held on 14<sup>th</sup> November, 2022 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. 12,50,000/- (Rs. Twelve Lakh Fifty Thousand only) per month w.e.f. 1<sup>st</sup> December, 2022 till the remaining part of his tenure which was approved by the Board of Directors at their Meeting held on 14<sup>th</sup> November, 2022 subject to further approval of Members of the Company in the next General Meeting.

Mr. Harsh Vora 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 Ms. Suhani Doshi Director of the Company who are his 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.

The Board recommends the proposed Resolution for your approval as Special Resolution. Shri Harsh Vora holds 10,99,745(13.43 %) of the total paid-up capital of the company.

**ITEM NO. 5:**

**Mr. Saurabh Vora (DIN: 02750484):** was appointed as a Whole-time Director for a term of 3 (Three) years w.e.f. 1<sup>st</sup> October, 2020 by the Shareholders of the Company at their Extra Ordinary General Meeting held on 7<sup>th</sup> November, 2020, therefore his tenure as Whole-time Director shall be concluded on 30<sup>th</sup> September, 2023.

Mr. Saurabh Vora, aged about 36 year, is a B. Tech and having more than 15 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.

Mr. Saurabh Vora has given his consent to act as a Whole-time Director. The Nomination and Remuneration Committee of the Board and the Board of Directors at their meetings held on 12<sup>th</sup> August, 2023 has considered and approved his re-appointed as the Whole-time Director w.e.f. 1<sup>st</sup> October, 2023 and be designated as the Executive Director of the Company on the remuneration as below:-

**1. Remuneration:** Gross Salary & Perquisites: Maximum upto Rs. 10,00,000/- 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 Mediclaim / accidental insurance / life insurance / keyman insurance,
- (f) leave travel concession for himself and his family,
- (g) club fees,

**2. Other exempted benefits:**

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

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

**3. Facilities:**

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

**4. Minimum Remuneration**

In the event of no profit or inadequacy of profits in any Financial Year, during the tenure of Mr. Saurabh Vora as Whole-time Director of the Company the aforesaid Remuneration as approved by the Members 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 him.

**5. Other Terms and Conditions:**

The other terms and conditions are below:

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

Mr. Saurabh Vora concerned or interested, financially to the extent of the remuneration as may be drawn by him during his tenure in respect of his appointment as a Whole-time Director and Mr. Harsh Vora Managing Director, Ms. Suhani Doshi and Mrs. Atithi Vora, Directors of the Company who are his relatives and their other relatives, may be deemed to be concerned or interested otherwise in the appointment of Mr. Saurabh Vora. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.The draft of the agreement to be entered into with the Whole-time Director is available for inspection.

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

The Board recommends the proposed Resolution for your approval as Special Resolution as set out in Item No. 5 of the Notice.

#### **ITEM NO. 6:**

**Mr. Harsh Vora (DIN: 00149287)**, was appointed as a Managing Director for a term of 3 (Three) years w.e.f. 1<sup>st</sup> October, 2020 which was approved by the Shareholders of the Company at their Extra Ordinary General Meeting held on 7<sup>th</sup> November, 2020, therefore his tenure as Managing Director shall be concluded on 30<sup>th</sup> September, 2023. Mr. Harsh Vora has given his consent to act as a Managing Director.

Mr. Vora is a commerce graduate and having more than 38 years of experience in the industry. He is one of the core promoters of the Company and is key instrumental since the incorporation and the Company has grown under his dynamic leadership and strong management. Therefore, the Nomination and Remuneration committee at their meetings held on 12<sup>th</sup> August, 2023 has considered and approved his re-appointment for a further term of 3 years on the remuneration, terms and conditions as mentioned herein under.

The Board has also consider that re-appointment of Mr. Harsh Vora, would of immense benefit to the Company and accepted the recommendation/approval of the Nomination and Remuneration Committee at their meeting held on 12<sup>th</sup> August, 2023 and has approved re-appointment of Mr. Harsh Vora as Managing Director on the remuneration as below:-

**1. Remuneration:** Gross Salary & Perquisites: Maximum upto Rs. 12,50,000/- p.m.

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

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

#### **2. Other exempted benefits:**

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

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

#### **3. Facilities:**

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

#### **4. Minimum Remuneration**

In the event of no profit or inadequacy of profits in any Financial Year, during the tenure of Mr. Harsh Vora as the Managing Director of the Company the aforesaid Remuneration as approved by the Members 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 him.

#### **5. Other Terms and Conditions:**

The other terms and conditions are below:

1. Mr. Harsh Vora shall be entrusted with the management of the Company under the direction, superintendence and control of the Board of Directors of the Company.



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

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

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

Mr. Harsh Vora, being the appointee financially interested in the resolution to the extent of his remuneration as may be drawn by him during the tenure of appointment and Ms. Suhani Doshi, Mrs. Atithi Vora and Mr. Saurabh Vora Whole-time directors may be deemed to be interested otherwise being his relatives in this resolution. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice

**Common disclosure As per the provisions of the Schedule V to the Companies Act, 2013 in respect of Mr. Saurabh Vora and Mr. Harsh Vora for revision of remuneration and re-appointment as the Whole-time Director and Managing Director respectively as per Item No.3 to 6 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 Govt.

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

**I. General Information:**

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

**II. Information about the appointee:**

	Name of the Director	Harsh Vora	Saurabh Vora
(1)	Background details	Mr. Harsh Vora aged about 61 year, is a commerce graduate having more than 38 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. Harsh Vora is also one of the core promoter of the Company and is associated since the incorporation of the Company.	Mr. Saurabh Vora, aged about 36 year, is a B. Tech and having more than 15 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 2022-23)	Rs. 100.07 Lakhs	Rs. 81.57 Lakhs
(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	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



		qualified manager and engineers, technocrats. Mr. Harsh Vora is responsible for overall performance as well as the administration of the company as a whole	capable to achieve the visionary target. He is the incharge of the Production, sales & marketing Department of the Company.
(5)	Remuneration proposed	Gross remuneration upto of Rs. 150.00 Lakhs 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 of Rs. 120.00 Lakhs p.a. 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 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 sound financial track records. There is no comparable data for matching the remuneration of the Whole-time Director remuneration in the industry in the Country
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Harsh Vora is the core promoter and holding 10,99,745 Equity Shares of Rs. 10/- each consisting 13.43 % of the paid up share capital in the Company and is not drawing any other benefits except the remuneration as the managing director and getting dividend together with the other members of the Company. Ms. Suhani Doshi, Mrs. Atithi Vora and Mr. Saurabh Vora, Directors are relatives of Mr. Harsh Vora.	Mr. Saurabh Vora holding 14,01,100 Equity Shares of Rs. 10/- each consisting 17.11 % 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, Ms. Suhani Doshi and Mrs. Atithi Vora relatives of Mr. Saurabh Vora.

### III. Other information:

- (1) The Company has incurred profit during the year ended 31<sup>st</sup> March, 2023. 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.

#### Item No. 7:

The Nomination and Remuneration Committee has recommended the reappointment of **Shri Balraj Kishore Namdeo (DIN: 06620620)** as an Independent Director for a period of five consecutive years w.e.f. 1<sup>st</sup> April, 2024.

The aforesaid independent director proposed for re-appointment is not disqualified to act as a Director in terms of section 164 of the Act and other applicable laws and has given his consent to act as a Director. The Company has also received a declaration from him stating that he meets the criteria of independence as prescribed under section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. In the opinion of the Board, he fulfils the criteria of independency and the conditions for his reappointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015 and further he is also registered under the Independent Directors Databank maintained by IICA.

The resolution set out in Item No. 7 seeks the approval of members for the reappointment of Shri Balraj Kishore Namdeo (DIN: 06620620) as an Independent Director of the Company for a second term of 5 (five) consecutive years w.e.f. 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029; pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. His office shall not be liable to retire by rotation. The brief profile of Shri Balraj Kishore Namdeo (DIN: 06620620) is given in the Notice of AGM with the details of the directors seeking re-appointment.

The aforesaid director may be considered as financially interested in the resolution to the extent of the sitting fees as may be paid to him for attending the Board/committee meeting. Except that none of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Special Resolution. Copy of draft letter of reappointment setting out the terms and conditions of reappointment is available for inspection by the members at the registered office of the Company.

Shri Balraj Kishore Namdeo (DIN: 06620620) does not hold any shares in the Company.

Thus, the Members approval is solicited for the resolution set out in Item No. 7 of the Notice by way of a **Special Resolution.**

**Item No. 8:**

Members are hereby informed that upon the recommendation of the Audit Committee, Board of Directors of your Company have appointed Vinod Bhatt and Associates, Cost Accountant, Indore (Registration No. 100451) Indore as Cost Auditors of the Company for the year 2023-24 on the remuneration of Rs. 1,25,000 (Rupees One Lakh Twenty Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses at actual. The Cost Auditor has given his consent and eligibility for appointment as Cost Auditor.

As per section 148(3) read with Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders in ensuing 38<sup>th</sup> AGM.

None of the Directors, Key Managerial Personal or their relatives are concerned or interested financial or otherwise in the aforesaid resolution.

The Board of directors recommend to pass necessary resolution as set out in Item No. 8 of the Notice by way of an Ordinary Resolution.

**BY ORDER OF THE BOARD**

**RAJESH SEN**  
**(COMPANY SECRETARY)**  
**FCS7689**

PLACE: Indore

DATE: 12<sup>th</sup> August, 2023

**D & H India Limited**

**CIN: L28900MH1985PLC035822**

A-204, Kailash Esplanade,

Opposite Shreyas Cinema, L.B.S. Marg, Ghatkopar (West),

Mumbai – 400 086