



D & H INDIA LIMITED

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

CIN : L28900MH1985PLC035822

D&H/SE/2017

30th September, 2017

Online filing at www.listing.bseindia.com

To,
The General Manager
DCS-CRD
BSE LIMITED
P.J. Tower, Dalal Street, Fort
MUMBAI - 400001

BSE CODE: 517514

Sub: Declaration of Remote voting and Poll results- Compliance with Regulation 44 (3) of SEBI (LODR) Regulation, 2015 in relation to the Annual General Meeting held on 29th Sept., 2017.

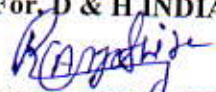
Dear Sir,

With reference to the captioned subject, we are enclosing herewith the details of voting results (remote e-voting and by poll) of the 32nd Annual General Meeting of the Company held on Friday, 29th Sept., 2017 at 10.00 A.M. and concluded at 10.45 A.M. at Lavender Bough, 90 Feet Road, Garodia Nagar, Ghatkopar (E) Mumbai (M.H.) 400077.

Kindly note that the Chairman has declared the result of voting of the aforesaid Annual General Meeting on 30th September, 2017 on the basis of report submitted by the Scrutinizer for remote e-voting and poll for the above mentioned purpose.

The E-Voting results are being filed in XBRL mode. We are also enclosing the Scrutinizer Report and request you to please take the same on your records for reference and further needful.

Thanking You,
Yours Faithfully,
For, D & H INDIA LTD.


CS RAJESH SEN
COMPANY SECRETARY &
COMPLIANCE OFFICER



Encl.: a/a

H. O. & Correspondence Address : Plot 'A', Sector 'A', Industrial Area, Sanwer Road,
INDORE - 452 015 (M.P.) INDIA Ph. : +91 731 6633501- 511 Email: ho@dnhindia.com

Regd. Off. : A-204, Kailash Esplanade, Opp. Shreyas Cinema, L.B.S. Marg, Ghatkopar (W)
MUMBAI - 400 086 (MH) INDIA Telephone : +91 22 25006441 Website: www.dnhindia.com



CONSOLIDATED SCRUTINIZERS' REPORT
*For Results of Remote E-voting and Poll conducted at the 32nd
Annual General Meeting of*

D & H India Ltd.

*Held on Friday, the 29th Sept., 2017 at 10.00 A.M. and concluded at
10.45 A.M. at Lavender Bough, 90 Feet Road, Garodia Nagar,
Ghatkopar (East), Mumbai (M.H.) 400077*

D K JAIN & CO.

Company Secretaries

401-402, Silver Ark Plaza, 20/1, New Palasiya, Indore (M.P.) 452001
Email: dkjain@dkjaincs.com, cell 09425062039 Phone 0731 2532813,4572275



Dr. Dilip Kumar Jain

M. Com., FCS., ACIS (U.K.), Ph.D.

30th Sept., 2017

DKJ/DHIL/2017

To,

The Chairman of the AGM of
D & H India Ltd.

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

Sub: Submission of the Consolidated Scrutinizers' Report for Remote E-voting and Poll conducted for 32nd Annual General Meeting held on Friday the 29th September, 2017.

Dear Sir,

We refer to our appointment as scrutinizer by the Board of directors of **D & H India Ltd.** (The Company) by letter dated 14th Aug, 2017, to Scrutinize the remote e-voting and poll process in a fair and transparent manner as per the provision of section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (the rule) for the 32nd Annual General Meeting (AGM) of the Company held on Friday, the 29th September, 2017 at Lavender Bough, 90 Feet Road, Garodia Nagar, Ghatkopar (East), Mumbai (M.H.) 400077.

We have carried out the work as Scrutinizer of the 32nd Annual General Meeting commenced at 10.00 A.M. and concluded at 10.45 A.M. and we had scrutinized and reviewed the voting through electronic means and polls process and votes tendered therein.

Our responsibility as a scrutinizer for the remote e-voting and poll process is restricted to make a consolidated scrutinizers' report of the votes cast in **Favour or Against or Invalid** the resolution stated in the Notice of the 32nd AGM, based on the reports generated in the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide remote e-voting facility and votes casted through poll process at the AGM.

We herewith submit the consolidated scrutinizer's report on the results of the remote e-voting and poll process along with the relevant listings.

Thanking you

Yours faithfully

For, **D K JAIN & CO.**

COMPANY SECRETARIES

Dr. D K JAIN
PROPRIETOR

FCS: 3565

CP: 2382

Encl.: a/a





Consolidated Report of Scrutinizer's

[Pursuant to Section 108 & 109 of the Companies Act, 2013, Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014]

DKJ/DHIL/2017

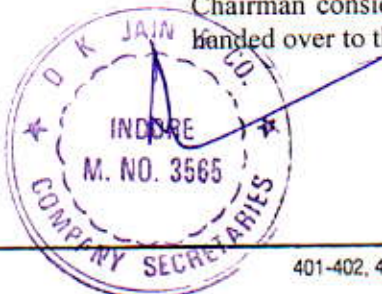
30th Sept., 2017

To,
The Chairman of the AGM of
D & H India Ltd.
A-204, Kailash Esplanade, Opposite Shreyas Cinema,
L.B.S. Marg, Ghatkopar (West),
Mumbai 400086

Dear Sir,

I, CS (Dr.) D. K. Jain proprietor of M/s D. K. Jain & Co., Company Secretaries Indore, was appointed as scrutinizer for the purpose of scrutinizing the Remote E-voting and poll process of **D & H India Ltd.** (CIN: L28900MH1985PLC035822) in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of the 32nd Annual General Meeting (AGM) of the Company held on Friday, 29th September, 2017, I submit my consolidated report for remote e-voting and poll results as under:

1. The Company had appointed Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-voting process and allotted EVSN 170828029 for the same.
2. The notice convening the AGM was sent (along with the Annual Report) to the members as per the information provided by the company.
3. The voting rights were reckoned as on *Friday, 22nd Sept., 2017* being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and poll process.
4. As on the cut-off date i.e., *Friday, 23rd Sept., 2017* there were **5,697 Members** holding an aggregate of 74,00,000 equity shares of Rs. 10/- each. Out of them **40 (Forty)** members were present in person and participated at the AGM. However, **1 (One)** member has signed the attendance sheet and casted his vote by poll twice due to which his extra attendance was not counted in any calculation and poll was rejected.
5. Remote E-voting was opened from Tuesday, 26th Sept., 2017 at 9.00 A.M. [IST] and ended on Thursday, 28th Sept., 2017 at 5.00 P.M. [IST].
6. The AGM was held on Friday, 29th September, 2017 at Lavender Bough, 90 Feet Road, Garodia Nagar, Ghatkopar (East), Mumbai (M.H.) 400077 at 10.00 A.M. and which was concluded at 10.45 A.M.
7. One Empty Ballot Box used for the poll was displayed on lock in my presence.
8. On the completion of the Poll Process:
 - a. I opened the ballot box in the presence of Mr. Ishan Jain and Mr. Abhishek Kumar as the witness who are not in the employment of the company.
 - b. I have also unblocked the votes casted through remote e-voting in the presence of the above said persons as the witness who are not in the employment of the company.
9. I have scrutinized the votes casted through remote e-voting and in the poll process and validated the same with the list of members as on the cut-off date i.e. 22nd Sept., 2017 provided by Ankit Consultancy Pvt. Ltd. the Registrar and Share Transfer Agent of the Company.
10. The relevant records relating to remote electronic voting shall remain in our safe custody until the Chairman considers and approves the results of the 32nd AGM and the same shall thereafter be handed over to the Company Secretary for safe keeping.



Consolidated Results of Voting:

Item No.1: Ordinary Resolution: Approval of the Standalone and Consolidated Audited Financial Statements, for the year ended 31st March, 2017 and Reports of Board and Auditors thereon.

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	9	14,01,937	40	20,80,508	49	34,82,445	100.00%
Against	0	0	0	0	0	0	0.00%
Invalid	0	0	1	200	1	200	0.00%
Total	9	14,01,937	41	20,80,708	50	34,82,645	100.00%

Item No.2: Ordinary Resolution: Re-appointment of Mr. Sushil Rawka (DIN 00156990) who is liable to retire by rotation and is being eligible and offer himself for re-appointment.

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	9	14,01,937	40	20,80,508	49	34,82,445	100.00%
Against	0	0	0	0	0	0	0.00%
Invalid	0	0	1	200	1	200	0.00%
Total	9	14,01,937	41	20,80,708	50	34,82,645	100.00%

Item No.3: Ordinary Resolution: Appointment of M/s M.S. Dahiya & Co., Chartered Accountants (F.R. No. 013855C) as the Statutory Auditor for a term of 1 years till the conclusion 33rd AGM to be held in the year 2018.

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	9	14,01,937	40	20,80,508	49	34,82,445	100.00%
Against	0	0	0	0	0	0	0.00%
Invalid	0	0	1	200	1	200	0.00%
Total	9	14,01,937	41	20,80,708	50	34,82,645	100.00%

Item No. 4: Special Resolution: Re-appointment of Mrs. Athithi Vora (DIN 0689994) as the director liable to retire by rotation.

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	9	14,01,937	40	20,80,508	49	34,82,445	100.00%
Against	0	0	0	0	0	0	0.00%
Invalid	0	0	1	200	1	200	0.00%
Total	9	14,01,937	41	20,80,708	50	34,82,645	100.00%

Item No. 5: Special Resolution: Re-appointment of Mr. Sourabh Vora (DIN 02750484) as the WTD for a term of 3 years w.e.f. 01/10/2017

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	9	14,01,937	40	20,80,508	49	34,82,445	100.00%
Against	0	0	0	0	0	0	0.00%
Invalid	0	0	1	200	1	200	0.00%
Total	9	14,01,937	41	20,80,708	50	34,82,645	100.00%



Item No. 6: Special Resolution: Re-appointment of Mr. Harsh Vora (DIN 00149287) as the Managing Director for a term of 3 years w.e.f. 29/10/2017.

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	9	14,01,937	40	20,80,508	49	34,82,445	100.00%
Against	0	0	0	0	0	0	0.00%
Invalid	0	0	1	200	1	200	0.00%
Total	9	14,01,937	41	20,80,708	50	34,82,645	100.00%

For, D. K. JAIN & CO.
COMPANY SECRETARIES

Dr. D. K. JAIN
PROPRIETOR
FCS: 3565
CP: 2382



We the undersigned witnessed that the votes were unblocked/finalised from the e-voting website of Central Depository Services (India) Limited (www.evotingindia.com) (CDSL) and the polling boxes were opened after the conclusion of the Annual General Meeting of the Company in our presence on 30th Sept.,2017 at the office of the Scrutinizer.


MR. ISHAN JAIN


MR. ABHISHESK KUMAR

SCRUTINIZERS' REPORT

Form MGT-13

For the Poll Conducted at the 32nd Annual General Meeting of

D & H India Ltd.

*Held on Friday the 29th Sept., 2017 at 10.00 A.M. and Concluded at
10.45 A.M. at Lavender Bough, 90 Feet Road, Garodia, Nagar,
Ghatkopar (East), Mumbai (M.H.) 400077*

D. K. JAIN & CO.

Company Secretaries

401-402, Silver Ark Plaza, 20/1, New Palasiya, Indore (M.P.) 452001

Email: dkjain@dkjaincs.com, cell 09425062039 Phone 0731 2532813,4972275



FORM MGT-13
Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013] [Rule 21(2) of the Companies (Management and Administration) Rules, 2014]
DKJ/DHIL/2017 30th Sept., 2017

To,
The Chairman of the AGM of
D & H India Ltd.

For the 32nd Annual General Meeting of Equity Shareholders of **D & H India Ltd.** held on Friday, 29th September, 2017 at 10:00 A.M. and concluded at 10:45 A.M. at Lavender Bough, 90 Feet Road, Garodia Nagar, Ghatkopar (East), Mumbai (M.H.) 400077.

Dear Sir,

I, **CS (Dr.) D. K. Jain** proprietor of M/s **D. K. Jain & Co., Company Secretaries Indore**, appointed as scrutinizer for the purpose of poll taken on below resolution(s) at 32nd Annual General Meeting of equity shareholders of **D & H India Ltd.** (CIN: L28900MH1985PLC035822) held on Friday, 29th September, 2017 at Lavender Bough, 90 Feet Road, Garodia Nagar, Ghatkopar (East), Mumbai (M.H.) 400077.

I hereby to submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, **1 (One)** ballot box was kept for polling were Sealed in my presence with due identification marks placed by me.
2. The sealed ballot box was subsequently opened in my presence and in presence of two witness and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll for Resolution wise is annexed.
5. A sheet containing a List of Equity Shareholder who voted **"FOR"** & **"AGAINST"** and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll Paper and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

For, **D K JAIN & CO.**
COMPANY SECRETARIES

Dr. D K JAIN
PROPRIETOR
FCS: 3565
CP: 2382
Encl.: a/a



“RESULT OF POLL”

Item No.1: Ordinary Resolution: Approval of the Standalone and Consolidated Audited Financial Statements, for the year ended 31st March, 2017 and Reports of Board and Auditors thereon.

(i) Voted in **favour** of the resolution:

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of total number of valid votes cast
40	20,80,508	100%

(ii) Voted **against** the resolution:

Number of Members present and Voting (In person or proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
1	200

Note: 40 members was present in the AGM, However, 1 (One) member has signed the Attendance Sheet and casted his vote twice and hence it was rejected.

Item No.2: Ordinary Resolution: Re-appointment of Mr. Sushil Rawka (DIN 00156990) who is liable to retire by rotation and is being eligible and offer himself for re-appointment.

(i) Voted in **favour** of the resolution:

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of total number of valid votes cast
40	20,80,508	100%

(ii) Voted **against** the resolution:

Number of Members present and Voting (In person or proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
1	200

Note: 40 members was present in the AGM, However, 1 (One) member has signed the Attendance Sheet and casted his vote twice and hence it was rejected.

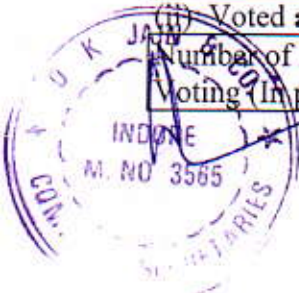
Item No.3: Ordinary Resolution: Appointment of M/s M.S. Dahiya & Co., Chartered Accountants (F.R. No. 013855C) as the Statutory Auditor for a term of 1 years till the conclusion 33rd AGM to be held in the year 2018.

(i) Voted in **favour** of the resolution:

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of total number of valid votes cast
40	20,80,508	100%

(ii) Voted **against** the resolution:

Number of Members present and Voting (In person or proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0



0	0	0
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(iii) **Invalid votes:**

Total number of members whose votes were invalid	Total number of votes cast by them
1	200

Note: 40 members was present in the AGM, However, 1 (One) member has signed the Attendance Sheet and casted his vote twice and hence it was rejected.

Item No. 4: Special Resolution: Re-appointment of Mrs. Athithi Vora (DIN 0689994) as the director liable to retire by rotation.

(i) Voted in **favour** of the resolution:

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of total number of valid votes cast
40	20,80,508	100%

(ii) Voted **against** the resolution:

Number of Members present and Voting (In person or proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes:**

Total number of members whose votes were invalid	Total number of votes cast by them
1	200

Note: 40 members was present in the AGM, However, 1 (One) member has signed the Attendance Sheet and casted his vote twice and hence it was rejected.

Item No. 5: Special Resolution: Re-appointment of Mr. Sourabh Vora (DIN 02750484) as the WTD for a term of 3 years w.e.f. 01/10/2017

(i) Voted in **favour** of the resolution:

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of total number of valid votes cast
40	20,80,508	100%

(ii) Voted **against** the resolution:

Number of Members present and Voting (In person or proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes:**

Total number of members whose votes were invalid	Total number of votes cast by them
1	200

Note: 40 members was present in the AGM, However, 1 (One) member has signed the Attendance Sheet and casted his vote twice and hence it was rejected.



Item No. 6: Special Resolution: Re-appointment of Mr. Harsh Vora (DIN 00149287) as the Managing Director for a term of 3 years w.e.f. 29/10/2017.

(i) Voted in **favour** of the resolution:

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of total number of valid votes cast
40	20,80,508	100%

(ii) Voted **against** the resolution:

Number of Members present and Voting (In person or proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
1	200

Note: 40 members was present in the AGM, However, 1 (One) member has signed the Attendance Sheet and casted his vote twice and hence it was rejected.

**For, D. K. JAIN & CO.
COMPANY SECRETARIES**

**Dr. D. K. JAIN
PROPRIETOR
FCS: 3565
CP: 2382
Place: Indore
Dated: 30th Sept., 2017**



We undersigned Witness that the polling box was opened in our presence on 30th Sept., 2017 at Indore.


Mr. ISHAN JAIN


Mr. ABHISHEK KUMAR



Ballot Details

You will be redirected to a new page after 1800 seconds of inactivity. Welcome admin (SCRUTINIZERADMIN) Logout

Voting Result as of today.

EVSN
 170828029 for D & H INDIA LIMITED (FORMERLY D & H WELDING ELECTRODES (INDIA) LIMITED)
 INES89D01018 D AND H INDIA LIMITED - EQUITY SHARE
 10
 Nominal Value
 Voting Rights
 Total Folios Voted
 No of Votes
 1401937

Res. No.				Total Count	Total
1	9	1401937 (100.00%)	0	0 (0.00%)	1401937
2	9	1401937 (100.00%)	0	0 (0.00%)	1401937
3	9	1401937 (100.00%)	0	0 (0.00%)	1401937
4	9	1401937 (100.00%)	0	0 (0.00%)	1401937
5	9	1401937 (100.00%)	0	0 (0.00%)	1401937
6	9	1401937 (100.00%)	0	0 (0.00%)	1401937

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