



D & H INDIA LIMITED

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

CIN : L28900MH1985PLC035822

D&HIL/CS/BSE/2018-19

30th Sep., 2018

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

BSE CODE: 517514

Sub: Declaration of Remote E-voting and Poll results, Compliance with Regulation 44 (3) of SEBI (LODR) Regulation, 2015 in relation to the 33RD Annual General Meeting of company held on 29th September, 2018.

Dear Sir/Madam,

With reference to the captioned subject, we hereby submit the results of (remote e-voting and by poll) of 33RD Annual General Meeting of the Company held on Saturday, 29th September, 2018 at 10:00 A.M. (IST) and concluded at 10.30 A.M. (IST) at Lavender Bough, 90 Feet Road, Garodia Nagar, Ghatkopar (East), Mumbai (M.H.) 400077.

Kindly note that the Chairman has declared the result of voting of the aforesaid Annual General Meeting on 30th September, 2018 on the basis of report submitted by the Scrutinizer for remote e-voting and poll for the above mentioned purpose.

We are in the process of filing the aforesaid e-voting results in XBRL mode. We are also enclosing the Scrutinizer's 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.

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





D & H INDIA LIMITED

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

CIN : L28900MH1985PLC035822

**Voting Results of the 33RD Annual General Meeting of
D & H INDIA LIMITED**

held on 29th Sept., 2018 at Lavender Bough, 90 Feet Road, Garodia Nagar, Ghatkopar (East), Mumbai (M.H.) 400077 at 10.00 A.M. and concluded at 10.30 A.M.

Date of the AGM	29 th September, 2018
Total number of shareholders on record date	4802
No. of shareholder present in the meeting either in person or through proxy:	
- Promoters and Promoter Group:	5
- Public:	23
No. of Shareholders attended the meeting through Video Conferencing	
- Promoters and Promoter Group:	0
- Public	0

Agenda-wise disclosure:

Item No.1: Ordinary Resolution: Approval of the Standalone and Consolidated Audited Financial Statements, for the year ended 31st March, 2018 and Reports of Board and Auditors thereon.

Resolution required: (Ordinary/ Special)		<i>Ordinary</i>						
Whether promoter/ promoter group are interested in the agenda/resolution?		<i>No</i>						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares= $\frac{(2)}{(1)} \times 100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $\frac{[(4)/(2)] \times 100}{100}$	% of Votes against on votes polled $\frac{[(5)/(2)] \times 100}{(7)}$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	3491430	1083985	31.05%	1083985	0	100.00%	0.00%
	Poll		2209345	63.28%	2209345	0	100.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
	Total		3491430	3293330	94.33%	3293330	0	100.00%
Public Institutions	E-Voting	2,415	0	0	0	0	0.00%	0.00%
	Poll		0	0	0	0	0.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
	Total		2,415	0	0	0	0	0.00%
Public Non Institutions	E-Voting	3906155	454	0.01%	454	0	100.00%	0.00%
	Poll		3100	0.08%	3100	0	100.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
	Total		3906155	3296884	44.55%	3296884	0	100.00%
Total		7400000	3296884	44.55%	3296884	0	100.00%	0.00%

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



On the basis of the above mentioned voting results the Chairman declared that Resolution No. 1 was passed BY UNANIMOUS CONSENT AS ORDINARY RESOLUTION.

Item No.2: Ordinary Resolution: Re-appointment of Mrs. Atithi Vora (DIN 06899964) who is liable to retire by rotation and is being eligible and offer herself for re-appointment.

Resolution required: (Ordinary/ Special)		<i>Ordinary</i>						
Whether promoter/ promoter group are interested in the agenda/resolution?		<i>No</i>						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares=[[2)/(1)]* 100 (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled [[4)/(2)]*1 00 (6)	% of Votes against on votes polled [[5)/(2]*100 (7)
Promoter and Promoter Group	E-Voting	3491430	1083985	31.05%	1083985	0	100.00%	0.00%
	Poll		2209345	63.28%	2209345	0	100.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
	Total	3491430	3293330	94.33%	3293330	0	100.00%	0.00%
Public Institu tions	E-Voting	2,415	0	0	0	0	0.00%	0.00%
	Poll		0	0	0	0	0.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
	Total	2,415	0	0	0	0	0.00%	0.00%
Public Non Institu tions	E-Voting	3906155	454	0.01%	454	0	100.00%	0.00%
	Poll		3100	0.08%	3100	0	100.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
	Total	3906155	3554	0.09%	3554	0	100.00%	0.00%
Total		7400000	3296884	44.55%	3296884	0	100.00%	0.00%

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 2 was passed BY UNANIMOUS CONSNT AS AN ORDINARY RESOLUTION.

Item No.3: Ordinary Resolution: Appointment of M/s M.S. Dahiya & Co., Chartered Accountants (FRN 013855C) for a period of 1 year from the conclusion of this AGM till the conclusion of 34th AGM.

Resolution required: (Ordinary/ Special)		<i>Ordinary</i>
Whether promoter/ promoter group are interested in the agenda/resolution?		<i>No</i>



Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares= $[(2)/(1)]*100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $[(4)/(2)]*100$	% of Votes against on votes polled $[(5)/(2)]*100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	3491430	1083985	31.05%	1083985	0	100.00%	0.00%
	Poll		2209345	63.28%	2209345	0	100.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
	Total		3491430	3293330	94.33%	3293330	0	100.00%
Public Institutions	E-Voting	2,415	0	0	0	0	0.00%	0.00%
	Poll		0	0	0	0	0.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
	Total		2,415	0	0	0	0	0.00%
Public Non Institutions	E-Voting	3906155	454	0.01%	454	0	100.00%	0.00%
	Poll		3100	0.08%	3100	0	100.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
	Total		3906155	3554	0.09%	3554	0	100.00%
Total		7400000	3296884	44.55%	3296884	0	100.00%	0.00%

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 3 was passed BY UNANIMOUS CONSENT AS ORDINARY RESOLUTION.

Item No. 4: Special Resolution: Increase in Remuneration of Mr. Sourabh Vora (DIN 02750484) as a Whole Time Director w.e.f. 01/10/18

Resolution required: (Ordinary/ Special)		<i>Special</i>						
Whether promoter/ promoter group are interested in the agenda/resolution?		<i>No</i>						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares= $[(2)/(1)]*100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $[(4)/(2)]*100$	% of Votes against on votes polled $[(5)/(2)]*100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	3491430	1083985	31.05%	1083985	0	100.00%	0.00%
	Poll		2209345	63.28%	2209345	0	100.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
	Total		3491430	3293330	94.33%	3293330	0	100.00%
Public Institution	E-Voting	2,415	0	0	0	0	0.00%	0.00%
	Poll		0	0	0	0	0.00%	0.00%



tions	Postal Ballot		0	0	0	0	0.00%	0.00%
	Total	2,415	0	0	0	0	0.00%	0.00%
Public	E-Voting	3906155	454	0.01%	454	0	100.00%	0.00%
Non	Poll		3100	0.08%	3100	0	100.00%	0.00%
Institu	Postal Ballot		0	0	0	0	0.00%	0.00%
tions	Total	3906155	3554	0.09%	3554	0	100.00%	0.00%
Total		7400000	3296884	44.55%	3296884	0	100.00%	0.00%

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 4 was passed BY UNANIMOUS CONSENT AS SPECIAL RESOLUTION.

Item No. 5: Special Resolution: Re-appointment of Mr. Madhusudan Jain (DIN 00145329) as the WTD for a term of 3 years w.e.f. 24/01/2019

Resolution required: (Ordinary/Special)			<i>Special</i>					
Whether promoter/promoter group are interested in the agenda/resolution?			<i>No</i>					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares= $[(2)/(1)]*100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $[(4)/(2)]*100$	% of Votes against on votes polled $[(5)/(2)]*100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	3491430	1083985	31.05%	1083985	0	100.00%	0.00%
	Poll		2209345	63.28%	2209345	0	100.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
	Total		3491430	3293330	94.33%	3293330	0	100.00%
Public Institutions	E-Voting	2,415	0	0	0	0	0.00%	0.00%
	Poll		0	0	0	0	0.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
	Total		2,415	0	0	0	0	0.00%
Public Non Institutions	E-Voting	3906155	454	0.01%	454	0	100.00%	0.00%
	Poll		3100	0.08%	3100	0	100.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
	Total		3906155	3554	0.09%	3554	0	100.00%
Total		7400000	3296884	44.55%	3296884	0	100.00%	0.00%

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 5 was passed BY UNANIMOUS CONSENT AS SPECIAL RESOLUTION.

Item No. 6: Special Resolution: Authority to Board of Directors to provide Loans, Guarantees and securities to a company in which Directors are interested.

Resolution required: (Ordinary/Special)			<i>Special</i>					
Whether promoter/promoter group are interested in the agenda/resolution?			<i>No</i>					



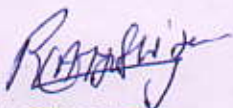
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares= $\frac{(2)}{(1)} \times 100$ (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled $\frac{(4)}{(2)} \times 100$ (6)	% of Votes against on votes polled $\frac{(5)}{(2)} \times 100$ (7)
Promoter and Promoter Group	E-Voting	3491430	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total	3491430	0	0.00%	0	0	0.00%	0.00%
Public Institutions	E-Voting	2,415	0	0	0	0	0.00%	0.00%
	Poll		0	0	0	0	0.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
	Total	2,415	0	0	0	0	0.00%	0.00%
Public Non Institutions	E-Voting	3906155	454	0.01%	454	0	100.00%	0.00%
	Poll		3100	0.08%	3100	0	100.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
	Total	3906155	3554	0.09%	3554	0	100.00%	0.00%
Total		7400000	3554	0.05%	3554	0	100.00%	0.00%

Note:- The scrutinizer has rejected the promoter holding in Item No. 9 as promoter is interested in the above stated resolution under section 188 and Reg. 23 of the SEBI (LODR) Regulations, 2015.

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 6 was passed BY UNANIMOUS CONSENT AS SPECIAL RESOLUTION.

For, D & H INDIA LIMITED

FOR AND ON BEHALF OF MR. HARSH VORA, CHAIRMAN



RAJESH SEN
COMPANY SECRETARY
(AUTHORISED SIGNATORY)



CONSOLIDATED SCRUTINIZERS' REPORT

*For Results of Remote E-voting and Poll conducted at the 33rd
Annual General Meeting of*

D & H India Ltd.

*Held on Saturday, the 29th Sept., 2018 at 10.00 A.M. and concluded
at 10.30 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 07314572275



D. K. JAIN & CO.

Company Secretaries

Dr. Dilip Kumar Jain

30th Sept, 2018, BCSL & CIS (U.K.), Ph.D.

DKJ/DHIL/2018

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 33rd Annual General Meeting held on Saturday the 29th September, 2018.

Dear Sir,

We refer to our appointment as scrutinizer by the Board of directors of **D & H India Ltd.** (The Company) by letter dated 16th Aug, 2018, 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 33rd Annual General Meeting (AGM) of the Company held on Saturday, the 29th September, 2018 at Lavender Bough, 90 Feet Road, Garodia Nagar, Ghatkopar (East), Mumbai (M.H.) 400077.

We have carried out the work as Scrutinizer of the 33rd Annual General Meeting commenced at 10.00 A.M. and concluded at 10.30 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 33rd 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/2018

30th Sept., 2018

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 33rd Annual General Meeting (AGM) of the Company held on Saturday, 29th September, 2018, 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 180828090 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 *Saturday, 22nd Sept., 2018* 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., *Saturday, 22nd Sept., 2018* there were **4,802 Members** holding an aggregate of 74,00,000 equity shares of Rs. 10/- each. Therefore, there was requirement of 15 members to constitute the Quorum for the AGM. However, **28 (Twenty Eight)** members were present in person and participated at the AGM.
5. Remote E-voting was opened from Wednesday, 26th Sept., 2018 at 9.00 A.M. [IST] and ended on Friday, 28th Sept., 2018 at 5.00 P.M. [IST].
6. The AGM was held on Saturday, 29th September, 2018 at Lavender Bough, 90 Feet Road, Garodia Nagar, Ghatkopar (East), Mumbai (M.H.) 400077 at 10.00 A.M. and which was concluded at 10.30 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 Ms. Payal Mangal and Ms. Ayushi Jain 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., 2018 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 33rd AGM and the same shall thereafter be handed over to the Company Secretary for safe keeping.
11. As prescribed in clause (v) of sub rule 4 of Rule 20, of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published in English language in in Free Press and Regional Language in Navshakti on September 7th 2018.



Consolidated Results of Voting:

Item No.1: Ordinary Resolution: Approval of the Standalone and Consolidated Audited Financial Statements, for the year ended 31st March, 2018 and Reports of Board and Auditors thereon.

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	9	10,84,439	27	22,12,445	36	32,96,884	100.00%
Against	0	0	0	0	0	0	0.00%
Invalid	0	0	1	100	1	100	N.A.
Total	9	10,84,439	28	22,12,545	37	32,96,984	100.00%

Item No.2: Ordinary Resolution: Re-appointment of Mrs. Atithi Vora (DIN 06899964) who is liable to retire by rotation and is being eligible and offer herself for re-appointment.

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	9	10,84,439	27	22,12,445	36	32,96,884	100.00%
Against	0	0	0	0	0	0	0.00%
Invalid	0	0	1	100	1	100	N.A.
Total	9	10,84,439	28	22,12,545	37	32,96,984	100.00%

Item No.3: Ordinary Resolution: Appointment of M/s M.S. Dahiya & Co., Chartered Accountants (FRN 013855C) for a period of 1 year from the conclusion of this AGM till the conclusion of 34th AGM.

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	9	10,84,439	27	22,12,445	36	32,96,884	100.00%
Against	0	0	0	0	0	0	0.00%
Invalid	0	0	1	100	1	100	N.A.
Total	9	10,84,439	28	22,12,545	37	32,96,984	100.00%

Item No. 4: Special Resolution: Increase in Remuneration of Mr. Sourabh Vora (DIN 02750484) as a Whole Time Director w.e.f. 01/10/18

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	9	10,84,439	27	22,12,445	36	32,96,884	100.00%
Against	0	0	0	0	0	0	0.00%
Invalid	0	0	1	100	1	100	N.A.
Total	9	10,84,439	28	22,12,545	37	32,96,984	100.00%

Item No. 5: Special Resolution: Re-appointment of Mr. Madhusudan Jain (DIN 00145329) as the WTD for a term of 3 years w.e.f. 24/01/2019

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	9	10,84,439	27	22,12,445	36	32,96,884	100.00%
Against	0	0	0	0	0	0	0.00%
Invalid	0	0	1	100	1	100	N.A.
Total	9	10,84,439	28	22,12,545	37	32,96,984	100.00%



Item No. 6: Special Resolution: Authority to Board of Directors to provide Loans, Guarantees and securities to a company in which Directors are interested.

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	3	454	22	3100	25	3,554	100.00%
Against	0	0	0	0	0	0	0.00%
Invalid	6	10,83,985	6	22,09,445	12	32,93,430	N.A.
Total	9	10,84,439	28	22,12,545	37	32,96,984	100.00%

Note:- Vote casted by the promoter is rejected as they are interested in the above stated resolution as per Section 188 of the Companies Act, 2013 and Reg. 23 of the SEBI (LODR) Regulations, 2015

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.,2018 at the office of the Scrutinizer.


MS. PAYAL MANGAL


MS. AYUSHI JAIN