



ANNUAL REPORT 2019-2020

D & H INDIA LIMITED

Formerly 'D & H Welding Electrodes (India) Ltd

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BOARD OF DIRECTORS

- | | |
|------------------------------|---|
| 1. Mr. Sunil Kathariya | : Chairman of the Board- Independent Director |
| 2. Mr. Harsh Vora | : Managing Director |
| 3. Mr. Madhusudan Jain | : Whole-time Director |
| 4. Mr. Saurabh Vora | : Whole-time Director |
| 5. Mrs. Atithi Vora | : Women Non-Executive Director |
| 6. Mr. Sushil Rawka | : Non Executive Director |
| 7. Mr. Eshanya B Gupta | : Independent Director |
| 8. Mr. Balraj Kishore Namdeo | : Independent Director |

AUDIT COMMITTEE

- | | |
|------------------------------|-----------------------------------|
| 1. Mr. Eshanya B Gupta | : Independent Director- Chairman |
| 2. Mr. Sunil Kathariya | : Independent Director – Member |
| 3. Mr. Balraj Kishore Namdeo | : Independent Director- Member |
| 4. Mr. Sushil Rawka | : Non Executive Director – Member |

STAKEHOLDERS' RELATIONSHIP COMMITTEE

- | | |
|------------------------|-------------------------------------|
| 1. Mr. Sushil Rawka | : Non Executive Director - Chairman |
| 2. Mr. Madhusudan Jain | : Whole-time Director – Member |
| 3. Mr. Sunil Kathariya | : Independent Director- Member |

NOMINATION AND REMUNERATION COMMITTEE

- | | |
|------------------------|-----------------------------------|
| 1. Mr. Eshanya B Gupta | : Independent Director- Chairman |
| 2. Mr. Sunil Kathariya | : Independent Director- Member |
| 3. Mr. Sushil Rawka | : Non Executive Director - Member |

COMPANY SECRETARY

CS Rajesh Sen

CHIEF FINANCIAL OFFICER

Mr. Sanat Kumar Jain

AUDITORS

Lokesh Vyas & Co.,
Chartered Accountant
37, Tilak Nagar Ext.,
Indore – 452 001

SECRETARIAL AUDITORS

D K Jain & Co.
Company Secretaries
401, Silver Ark Plaza, 20/1, New Palasia
Indore – 452 001

INTERNAL AUDITORS:

Manoj Khatri & Co.
Chartered Accountant
218, Silver Sanchora Castle
Indore-452001

BANKERS:

HDFC Bank Ltd.

REGISTERED OFFICE:

A - 204, Kailash Esplanade,
Opposite Shreyas Cinema, L.B.S. Marg,
Ghatkopar (West), Mumbai – 400 086
Website: www.dnhindia.com
Email: ho@dnhindia.com
Phone: 022-25006441

ADMINISTRATIVE OFFICECUMWORKS:

Plot 'A', Sector 'A', Industrial Area,
Sanwer Road, Indore – 452 015 (M.P.)
Phone: 0731-2973501
Email: ho@dnhindia.com
Website : www.dnhindia.com

OTHER WORKS / PLANTS:

1. Village Sejvaya, Dhar Road, Ghatabillod, District Dhar, (MP)
2. Plot no. 115-116, Zone B Industrial Growth Center,
Village Borai, Post Rasmada, District Durg, Chhattisgarh

SHARE TRANSFER AGENT:

Ankit Consultancy Pvt. Ltd.
Plot No. 60, Electronic Complex,
Pardeshipura, Indore (M.P.) 452 010,
Phone: 0731-2551745,
Email: ankit_4321@yahoo.com

STOCK EXCHANGE:

BSE Ltd.
Scrip Code: 517514

NOTICE

Notice is hereby given that the **35th Annual General Meeting** of the members of **D & H India Limited (CIN: L28900MH1985PLC035822)** will be held on Wednesday the **30th day of September, 2020 at 01:00 P.M.** through Video Conferencing or Other Audio Visual Means (OAVM) for which purpose the Registered Office situated at A-204, Kailash Esplanade, Opposite Shreyas Cinema, L.B.S. Marg, Ghatkopar (West), Mumbai-400086 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 containing the Audited Balance Sheet as at 31st March, 2020 and the Statement of Profit & Loss and Cash Flow along with statement of changes in equity for the year ended 31st March, 2020 and the Reports of the Board's and Auditors thereon.
2. To appoint a Director in place of **Mr. Sushil Rawka (DIN: 00156990)**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Mrs. Atithi Vora (DIN: 06899964)**, who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint M/s Devpura Navlakha & Co., Chartered Accountants (FRN.121975W) as the statutory Auditors of the company in place of M/s Lokesh Vyas & Co. Chartered Accountants (FRN.016344C) for a term 5 (Five) years and to fix the remuneration 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force), **M/s Devpura Navlakha & Co.,** Chartered Accountants (FRN 121975W) be and are hereby appointed as the Statutory Auditors of the company for a term of 5 (Five) years to hold the office from the conclusion of 35th Annual General meeting till the conclusion of the 40th Annual General Meeting to be held in the year 2025 on such remuneration, as shall be fixed by the Board of Directors of the Company in place of the existing Auditors M/s Lokesh Vyas & Co., Chartered Accountants (ICAI Firm Registration No 016344C) whose tenure shall be completed on conclusion of this Annual General Meeting.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

AS SPECIAL BUSINESS

5. To re-appoint **Mr. Saurabh Vora (DIN: 02750484)** as the Whole-time Director of the company for a period of 5 years w.e.f. 1st Oct., 2020 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 Executive Director of the Company for a period of 5 years w.e.f. 01/10/2020 on such terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Mr. Saurabh Vora shall not be in excess of the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure.

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.

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 period of 3 years w.e.f. 1st Oct., 2020 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 as the Managing Director of the Company for a further period from 1st October, 2020 to 30th September, 2023, 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 not 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.

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”.

By orders of the Board

RAJESH SEN
(COMPANY SECRETARY)
FCS 7689

Place: Indore

Date: 31st August, 2020

D & H India Limited

CIN: L28900MH1985PLC035822

Regd. Office: A – 204, Kailash Esplanade,

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

Ghatkopar (West), Mumbai – 400 086

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5th May, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) can be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.
2. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM hence the proxy form and attendance slip are not annexed to this notice. However, the Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for at least 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
5. 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 the Circulars issued by the MCA dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for VC/OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.
6. The Notice calling the AGM along with complete Annual Report has been uploaded on the website of the Company. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for VC/OAVM) i.e. <https://www.evotingindia.com>
7. This AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 5th May, 2020.
8. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company www.dnhindia.com as soon as possible after the Meeting is over.
9. In compliance with the aforesaid MCA Circulars dated 5th May, 2020 and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.dnhindia.com websites of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and on the website of CDSL <https://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 but subject to time taken by the courier and Postal Department looking to the Covid-19.
10. 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.
11. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business i.e. Items No. 5 and 6 set out in the Notice, is annexed thereto.
12. The company has notified closure of Register of Members and Share Transfer Books from **24th September, 2020, Thursday to 30th September, 2020, Wednesday** (both days inclusive) for the Annual General Meeting.

13. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date **23rd September, 2020 (Wednesday)**.
14. CS (Dr.) D.K. Jain, Company Secretary in Practice (F.R. No.: I1995MP067500, M. No. FCS 3565& C.P. No. 2382) has been appointed as the Scrutinizer for of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
15. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7(Seven) days before the date of the Meeting at its email ID rsen@dnhindia.com so that the information required may be made available at the Meeting.
16. 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.
17. 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.) having email Id ankit_4321@yahoo.com , rtaindore@gmail.com
18. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board Report.
19. 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 35th AGM. Members seeking to inspect such documents can send an email to rsen@dnhindia.com
20. Pursuant to the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), the Company has, during the financial year 2019-20 transferred all the equity shares in respect of which (Dividend year 2012-13) dividend has not been claimed / encashed for 7(Seven) or more consecutive years to the Investor Education and Protection Fund Authority (IEPF) of the Central Government as on the due date of transfer. The Company shall further transfer to the IEPF Authority all the shares in respect of which dividend had remained unpaid or unclaimed for 7 (seven) consecutive years or more as for the dividend declared in the year 2012-13 on the due date of transfer. The details of shares transferred / unpaid dividend to the IEPF Authority are posted on the website of the Company at www.dnhindia.com The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: <http://www.iepf.gov.in/> Members may note that the shares as well as the unclaimed dividend so transferred to the IEPF authority can be claimed back from the IEPF Authority as per the procedure prescribed under the Rules.
 - 20.1 Members who have not encashed the dividend for the year 2012-13 to 2014-15 are requested to please approach to the Company for obtaining duplicate dividend warrants / Cheque. Please note that the amount remained unpaid or unclaimed for the year 2012-13 for a period upto 7 years shall be transferred to the IEPF Authority of the Central Government and no claim in respect thereof shall be entertained by the Company thereafter.
 - 20.2 SEBI has mandated that for registration of transfer of the shares in the d-mat form only after 1st April, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form to get convert into the D-mat form.
21. As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent (RTA) of the Company, Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (MP) having email Id ankit_4321@yahoo.com , rtaindore@gmail.com The Company has already sent letter and 2 reminders in the physical form by the Registered Post. It may please be noted very carefully by the shareholders who are unable to provide required details to the RTA, or informed that the shares available in their name as per records to the share transfer agent does not belong to them or letter return back shall be subject to enhanced due diligence by the Company and the Share Transfer Agent.
22. Due dates for transfer of unclaimed/unpaid dividends as at 31st March, 2020 and due date for transfer thereafter to IEPF are as under:

Financial Year	Date of Declaration	Rate of Dividend per Share Rs.	Due date for transfer to IEPF	Amount of dividend remains unpaid / unclaimed
2012-13	30.09.2013	0.50	05.11.2020	1,89,663.50
2013-14	30.09.2014	0.50	05.11.2021	1,93,595.00

2014-15	30.09.2015	0.50	05.11.2022	2,08,009.00
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23. Voting through electronic means

Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.

- (i) The voting period begins on **27th day of September, 2020 Sunday (I.S.T. 9.00 A.M.) and ends on 29th day of September, 2020 Tuesday (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 **23rd September, 2020 Wednesday** (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on “Shareholders” module.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot /Attendance Slip indicated in the PAN field.
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"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant “**D & H INDIA LIMITED**” on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.

- (xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- 24. Process for those shareholders whose email addresses are not registered with the Depositories for obtaining Login Credentials for E-Voting for the Resolutions proposed in this notice:**
- 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 / rtaindore@gmail.com
 - For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) rsen@dnhindia.com / rtaindore@gmail.com
 - The company/RTA shall co-ordinate with CDSL and provides the login credentials to the abovementioned shareholders.
- 25. Instructions for members attending the AGM through VC/OAVM are as under:**
- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders / members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder / members login where the EVSN of Company will be displayed.
 - Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 - Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at rsen@dnhindia.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at rsen@dnhindia.com. These queries will be replied by the company suitably by email.
 - Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 26. Instructions for members for E-Voting during the AGM are as under:-**
- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
 - If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 - Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 - The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
- 27. Note for Non-Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- v). 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.
- vi). Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; rsen@dnhindia.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- vii). In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- viii). All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

28. Other Instructions

1. Members can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
2. Any person, who acquires shares of the Company and become member of the Company after mailing of the notice and holding shares as on the cut-off date i.e., **23rd September, 2020 (Wednesday)**, may obtain the login ID and password by sending a request at rtaindore@gmail.com.
3. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. **23rd September, 2020 (Wednesday)** only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.
4. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present / logged in at the AGM but have not cast their votes by availing the remote e-voting facility.
5. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same.
6. The result declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.dnhindia.com> and on the website of CDSL immediately. The Company shall simultaneously forward the results to BSE Ltd., where the shares of the Company are listed.
7. For any other queries relating to the shares of the Company, you may contact the RTA at the following address:
M/s. Ankit Consultancy Pvt. Ltd.
60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010
Tel: 0731-4281333, 4065797/99; E-mail: ankit_4321@yahoo.com info@ankitonline.com
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Ankit Consultancy Private Limited, Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010, in case the shares are held by them in physical form.
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Ankit Consultancy Pvt. Ltd, Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010, in case the shares are held in physical form.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. Members may also note that the Annual Report for year 2019-20 is also available on Company's website www.dnhindia.com
12. As the 35th AGM is being held through VC, the route map is not annexed to this Notice.
13. The Brief profile of the director seeking re-appointment at the ensuing annual general meeting is annexed as follows.