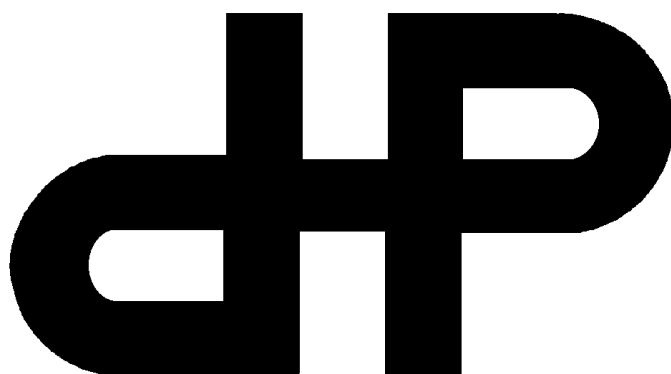


DHP INDIA LIMITED

[Company Identification Number (CIN) : L65921WB1991PLC051555]



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2009-2010

CONTENTS

Corporate Information	1
Notice of the Nineteenth Annual General Meeting, Explanatory Statement and Particulars of Directors	2-6
Directors' Report & their disclosure as per Annexure - "I"	7-12
Corporate Governance Report (Annexure - "II" to Directors' Report)	13-24
Management Discussion and Analysis Report (Annexure - "III" to Directors' Report)	25-26
Declaration by C.E.O. & Managing Director for Code of Conduct	26
Certificate by Chief Executive Officer (C.E.O.) and Chief Financial Officer (C.F.O.)	27
Secretarial Audit Report by Practicing Company Secretaries	28-29
Auditors' Certificate on Corporate Governance	30
Auditors' Report & their Annexure on Financial Statement	31-34
Balance Sheet	35
Profit & Loss Account	36
Cash Flow Statement	37
Schedules forming part of Balance Sheet and Profit & Loss A/c. (Schedule - "I" to "22")	38-58

BOARD OF DIRECTORS :

ASHEESH DABRIWAL	: Managing Director & Chief Executive Officer (DIN - 00044783)
JANAK BHARDWAJ	: Executive Director & Chief Operating Officer (DIN - 00047641)
ANJUM DHANDHANIA	: Non-Executive Director (DIN - 00058506)
BUDDHADEB BASU	: Non-Executive & Independent Director (DIN - 00061771)
RABINDRANATH DAS	: Non-Executive & Independent Director (DIN - 00044336)
DR. SUBRATA HALDAR	: Non-Executive & Independent Director (DIN - 00089655)

COMMITTEES OF THE BOARD :

Audit Committee :

BUDDHADEB BASU	: Chairman
RABINDRANATH DAS	: Member
DR. SUBRATA HALDAR	: Member
ASHOK KUMAR SINGH	: C.F.O. as Permanent invitee

Remuneration / Management Committee :

ANJUM DHANDHANIA	: Chairman
BUDDHADEB BASU	: Member
ASHEESH DABRIWAL	: Member

Shareholders / Investor Grievance Committee :

BUDDHADEB BASU	: Chairman
ANJUM DHANDHANIA	: Member
ASHEESH DABRIWAL	: Member

KEY MANAGEMENT :

ASHOK KUMAR SINGH	: Chief Financial Officer (C.F.O.)
ADINATH BANERJEE	: Company Secretary-cum-Compliance Officer

BANKER	: THE ROYAL BANK OF SCOTLAND N.V. {Formerly known as ABN Amro Bank N.V.}
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AUDITORS :

Statutory & Tax Auditors	: M/s. NAVIN NAYAR & CO., Chartered Accountants, 4E, Jain Centre, 34A, Metcalfe Street, Kolkata - 700 013.
Internal Auditors	: M/s. G. L. SINGHAL & CO., Chartered Accountants, 23A, Netaji Subhas Road, 4th Floor, Room No. 7A, Kolkata - 700 001.
Secretarial Auditors	: M/s. SUSHIL TIWARI & ASSOCIATES, Company Secretaries, 31A, S. P. Mukherjee Road, Kolkata - 700 025.

REGISTRARS & SHARE TRANSFER AGENTS :

M/S. NICHE TECHNOLOGIES PRIVATE LIMITED
D-511, Bagree Market, 71, Biplabi Rash Behari Bose Road,
Kolkata - 700 001.

SHARES LISTED WITH :

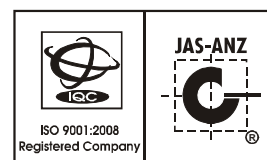
THE CALCUTTA STOCK EXCHANGE ASSOCIATION LTD. [Securities Code No.14058]
BOMBAY STOCK EXCHANGE LTD. [Securities Code No. 531306]

REGISTERED OFFICE :

10, Middleton Row, Kolkata - 700 071, WEST BENGAL

FACTORY :

"Dhulaghar Industrial Park" P.O. :- Kanduah, P. S. - Sankrail,
N. H. - 6, Howrah - 711 302, West Bengal.



NOTICE

NOTICE IS HEREBY GIVEN THAT the **Nineteenth Annual General Meeting** of the Members of DHP INDIA LIMITED (the Company) will be held on Tuesday, the 31st August, 2010 at 11.00 A.M. at CALCUTTA CHAMBER OF COMMERCE, 18H, Park Street, Stephen Court, Kolkata - 700 071, to transact the following business:-

ORDINARY BUSINESS

- 1) To receive, consider and adopt the audited Profit and Loss Account for the financial year ended 31st March, 2010, and Balance Sheet as at that date together with the Reports of the Board of Directors and Auditors thereon.
- 2) To declare dividend on Equity Shares.
- 3) To appoint Directors in place of Sri Janak Bhardwaj and Dr. Subrata Haldar, who retire by rotation and, being eligible, offer themselves for re-appointment.
- 4) To appoint the Statutory Auditors and to fix their remuneration.

SPECIAL BUSINESS

- 5) To consider the approval of re-appointment of Sri Asheesh Dabrial, as Managing Director of the Company w. e. f. 20/12/2009 to 31/12/2014 (approximate 5 years) who vacates his office on 19/12/2009 and seeking re-appointment, if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to sections 198, 269, 309 and all other applicable provisions, if any, of the Companies Act, 1956, or any amendment or modification thereof, read with schedule XIII to the Act, and accordance with Article 164 of the Articles of Association of the Company, the approval of the Company be and is hereby accorded to the re-appointment of Sri Asheesh Dabrial, as Managing Director of the Company, for a period of approximate 5 years with effect from December 20, 2009 to December 31, 2014, as per terms & condition including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting."

"FURTHER RESOLVED THAT Mr. Asheesh Dabrial, Managing Director of the Company shall not be subject to retirement by rotation during his tenure as Managing Director."

Registered Office :
10, Middleton Row,
Kolkata - 700 071.
Dated : 15th July, 2010

By Order of the Board of Directors

ADINATH BANERJEE
Company Secretary-cum-Compliance Officer

NOTES :

- 1) The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 23rd August, 2010 to Tuesday, the 31st August, 2010 (both days inclusive). Share transfers received in order by the Company at its Registered Office at 10, Middleton Row, Kolkata - 700 071 or at its Registrar & Share Transfer Agents Office M/s. Niche Technologies Pvt. Ltd.



D-511, Bagree Market, 71, B.R.B.B. Road, Kolkata – 700 001 by the close of business on Saturday, the 21st August, 2010. will be eligible for payment of dividend, if declared in following manner :-

- (a) To those Members whose names appear on the Register of Members of the Company after giving effect to all valid share transfer in physical form lodged with the Company on or before Saturday, the 21st August, 2010, or
 - (b) In respect of shares held in electronic form, to those "Deemed Members" whose names appear in the Statement of Beneficial Ownership furnished by the National Securities Depository Ltd., (NSDL) and Central Depository Services (India) Ltd, (CDSL) as at the end of business day hours on Saturday, the 21st August, 2010.
- 2) A Member entitled to attend and vote at this Annual General Meeting may appoint a proxy to attend and vote on a poll on his behalf. A Proxy need not be a member of the Company. Proxies, in order to be effective, must be received at its Registered Office at 10, Middleton Row, Kolkata - 700 071, not less than forty-eight hours before the Annual General Meeting,
- 3) Members are requested to bring their copies of the Reports and Accounts to the Meeting. Members seeking any information or clarification on the Accounts are requested to send, in writing, queries to the Company, at least one week before the date of the meeting. Replies will be provided, in respect of such written queries, only at the meeting.
- 4) Members/Proxies should fill the Attendance Slip for attending the meeting. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
- 5) In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 6) Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorising their representatives to attend and vote at the Annual General Meeting.
- 7) Members holding shares in physical form are requested to notify any change in their address and particulars of their bank account immediately to the Company at its Registered office or its Registrar & Share Transfer Agents Office at M/s. Niche Technologies Pvt. Ltd., D-511, Bagree Market, 71, B.R.B.B. Road, Kolkata – 700 001. The following bank particulars are required:-
 - a) Name of First/Sole Shareholder and their Folio Number.
 - b) Name of Bank & their complete address of Branch
 - c) Account Type, whether Savings or Current account and their account number allotted by Bank.
- 8) Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company as per applicable regulations of the Depositories and the Company will not entertain any direct request from such members for change/deletion in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable on shares held in electronic form. Members may, therefore, give instruction regarding bank account to their Depository participants.



- 9) At present the Company's equity shares are listed on the Stock Exchanges at Kolkata and Mumbai and listing fees for the current financial year 2010-2011 have been paid to all the aforesaid Stock Exchanges. Members are informed that the scripts of the Company have been activated both in Central Depositories Services Limited (CDSL) and National Securities & Depository Limited (NSDL) and may be dematerialised under the ISIN - INE 590D 01016.
- 10) All documents referred to in accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 A.M. to 1.00 P.M. up to the date of the Annual General Meeting.
- 11) Consequent upon the introduction of Section 109A & 109B of the Companies act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form 2B to the Registrar & Share Transfer Agents M/s. Niche Technologies Pvt. Ltd.
- 12) Pursuant to the provision of Section 205A(5) and 205C of the Companies Act, 1956, dividend for the financial year ended 31st March, 2003 and thereafter, which remain unclaimed for a period of 7 years will be transferred by the Company to the **Investor Education and Protection Fund (IEP Fund)** established by the Central Government pursuant to Section 205C of the Companies Act, 1956. The Company has already transferred the unclaimed dividend for the year ended 31st March, 2002 to the Investor Education and Protection Fund (IEP Fund).

Information in respect of such unclaimed dividend when due for transfer to the said Fund is given below:-

Serial No.	Financial Year Ended	Date of declaration of dividend	Last date for claiming unpaid dividend	Due date for transfer to IEP Fund
1.	31/03/2003	30/08/2003	29/08/2010	28/09/2010
2.	31/03/2004	30/08/2004	29/08/2011	28/09/2011
3.	31/03/2005	31/08/2005	30/08/2012	29/09/2012
4.	31/03/2006	31/08/2006	30/08/2013	29/09/2013

Shareholders are requested to note that no claim shall lie against the Company or the said Fund in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claims.

- 13) *Shareholders may, kindly note that no gift/coupon will be distributed at the Annual General Meeting.*

Explanatory Statement Under Section 173(2) of The Companies Act, 1956**Item No. 5**

The Board of Directors of the Company (the "Board"), at its meeting held at November 30, 2009 has, subject to the approval of Shareholders/Members, re-appointed Mr. Asheesh Dabriwal as Managing Director of the Company, for a further period of approximate 5 years (from 20/12/2009 to 31/12/2014), from the expiry of his present term which was expire on December 19, 2009, on the remuneration approved by the Board.

It is proposed to seek the Shareholders/Members' approval for the re-appointment of and remuneration payable to Mr. Asheesh Dabriwal as Managing Director of the Company.

The particulars of the terms of re-appointment of and remuneration payable to Mr. Asheesh Dabriwal are as below :-

- (a) Basic Salary : Rs.37,500/- per month.
- (b) Perquisites & Allowances :
 - i) Rent free furnished accommodation, if required.
 - ii) Re-imbursement of medical expenses on self & family, if needed & required.
 - iii) Payment of Club Fees in relation to promotion of the business of the company and/or any personal nature. The same will be treated as wholly & exclusively for the purpose of business of the company and not to be considered as taxable perquisite in the hands of Mr. Asheesh Dabriwal.
 - iv) Leave pay, Bonus/Exgratia, contribution to Provident Fund etc. as per Company's rule applicable to the other Managerial Personnel.
 - v) Car with or without driver, telephone at residence and mobile phone etc. provided for the purpose of Company's business. The same will be treated as wholly & exclusively for the purpose of business of the company and not to be considered as taxable perquisite in the hands of Mr. Asheesh Dabriwal.

In the event of loss or inadequacy of profits of the Company in any financial year, Mr. Asheesh Dabriwal, shall be paid above remuneration as minimum remuneration, which is permissible under Section II of Part II of Schedule XIII of the Companies Act, 1956.

The office of Managing Director may be terminated by the Company or the concerned Director by giving the one (1) month prior notice in writing. As Managing Director of the Company, Mr. Asheesh Dabriwal, shall be subject to the superintendence, control and direction of the Board, has substantial power of the management and perform the duties and exercise the powers in relation or referable thereto and he will continue to be a non-rotational director.

Mr. Asheesh Dabriwal is also the promoter of the company.

The Directors therefore recommend passing of the Ordinary Resolution contained in Item No. 5 of the accompanying Notice.

Except Mr. Asheesh Dabriwal and Mrs. Anjum Dhandhanania (Relative of Mr. Asheesh Dabriwal), none of the directors is interested in this resolution.

This also constitutes an abstract in terms of section 302 of the Companies Act, 1956.

**INFORMATION REQUIRED TO BE FURNISHED UNDER CLAUSE 49 OF THE LISTING
AGREEMENT IN RESPECT OF DIRECTORS SEEKING RE-APPOINTMENT**

Name of the Director/ Managing Director	Sri Janak Bhardwaj	Dr. Subrata Halder	Sri Asheesh Dabrialwal
Director Identification Number	DIN - 00047641	DIN - 00089655	DIN - 00044783
Date of Birth	05-07-1963	25-04-1962	04-10-1967
Date of First Appointment & their Position thereto	25-06-1998 as Director-cum-Works Manager	17-05-2003 as Non-Executive & Independent Director	26-04-1991 as Director & 20-12-2004 as Managing Director
Educational Qualification	D.M.E.	M.B.B.S.	B.Com.
Expertise in specific functional areas	Production & Quality Control (Technical)	Doctor	Industrialist
Chairmanship/Membership of Committees in this Company	None	Member of the Audit Committee of this Company	Member of the Remuneration/ Management Committee and Shareholders/Investor Grievance Committee
Present Status of directorship in this Company	Non-Promoter & Executive Director	Non-Promoter, Non- Executive & Independent Director	Promoter & Executive Director
Directorship in other Public Limited Companies	None	None	None
Chairmanship/Membership of Committees in other Public Limited Companies	None	None	None
Shareholding as on 31st March, 2010	Nil	Nil	6,52,600 Equity Shares [21.75%]

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting their **Nineteenth** Annual Report together with the Audited Statement of Accounts and the Auditor's Report of your Company for the Financial Year ended 31st March, 2010.

FINANCIAL RESULTS :

The performance of the Company for the financial year ended March 31, 2010 is summarised below :-

	(Rs. in Lacs)	
Particulars	Year ended 31.03.2010	Year ended 31.03.2009
Net of Export Turnover of Sales	1837.38	1183.73
Net of Domestic Turnover of Sales	0.65	69.80
Net of Total Turnover of Sales	1838.03	1253.53
Total Income	1877.64	1285.64
Profit Before Interest, Depreciation, Provision for Investment & Tax	436.38	222.58
Less : Interest Cost	(-) 17.71	(-) 11.31
Less : Depreciation	(-) 80.93	(-) 74.78
Add/Less : Provision written back & provision for diminution of Investments	(+) 20.12	(-) 20.28
Profit Before Tax	357.86	116.21
Less : Provision for Taxation : (a) Income Tax	(-) 131.24	(-) 48.11
(b) Fringe Benefit Tax	N.A.	(-) 2.27
(c) Adj. of Deferred Tax Assets/Liabilities (-)	(+) 4.01	(-) 0.39
Profit After Tax	230.63	65.44
Add : Profit brought forward from previous year	0.75	2.07
Add/Less (-) : Net of Income Less Taxes related to earlier year	(-) 2.39	(-) 0.01
Profit Available for Appropriation	228.99	67.50
Appropriations		
Proposed Dividend on Equity Shares	(-) 30.00	Nil
Provision for Corporate Dividend Tax	(-) 5.10	Nil
Transfer to General Reserve	(-) 190.00	(-) 66.75
Surplus Carried to Balance Sheet	3.89	0.75
Net Worth (Capital employed at the year end)	1036.89	843.75
Book Value of Shares at the year end (in Rs.)	34.56	28.12

OPERATIONS

Your Company's operation during the year was satisfactory. During the year the Company manufactured 19,24,088 pcs of Domestic Pressure Regulators for LPG Cylinders & Accessories and Parts etc. This was higher by 32.14 % as compared to the preceding year.

FUTURE PROSPECTS

The year 2008 & 2009 saw a major financial melt down all over the world and consequent fall in demand in most products.

There has been a revival in most of the markets recently and your company has been able to post much improved annual performance as mentioned above. Your Directors are of opinion that the high qualities of products and continuous innovations in products as well as improvement in technology along with cost cutting efforts have to be continued to be maintained. The company is expected to continue to do well and improve further in the coming years even in the face of fierce competition

DIVIDEND AND RESERVES

Your Directors recommend a dividend of Re.1 Per share (Previous year Nil) on the Equity Share Capital of the Company for the year ended 31st March, 2010 i.e. @10% of total paid-up equity share capital. The above dividend will be payable out of current year's profit of the company. The dividend, if approved by the shareholders, will entail an out-flow of Rs.35.10 lacs (inclusive of Corporate Dividend Tax). The Reserves & Surplus thereafter will stand at Rs.736.89 lacs at a Book value of Rs.34.56 per Equity Share.

PUBLIC DEPOSITS

The Company did not invite or accept any deposits from public under Section 58A of the Companies Act, 1956 and the Rules made there under.

COMPLIANCE

The Company has not defaulted by SEBI / Depositories / Stock Exchanges / Any Financial Institution / Any Government & Semi-Government authorities for any compliances.

PROMOTER GROUP COMPANIES

Pursuant to an intimation from Promoters, the names of the Promoters and entities comprising "group" as defined under Monopolies and Restrictive Trade Practices Act, 1969, have been disclosed in the Annual Report of the Company for the purpose of Regulation 3(1)(e) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.

DIRECTORS

Sri Janak Bhardwaj & Dr. Subrata Haldar, Directors of the Company, retire from office by rotation in accordance with the requirements of the Companies Act, 1956, and the provision of Article 126 of the Articles of Association of the company and being eligible offer themselves for re-appointment.

During the year, the Board of Directors of the Company (the "Board"), at its meeting held at November 30, 2009 has, subject to the approval of Shareholders/Members, re-appointed Mr. Asheesh Dabrial as Managing Director of the Company, for a further period of approximate 5 years (from 20/12/2009 to 31/12/2014), from the expiry of his present term which was expire on December 19, 2009, on the remuneration approved by the Board.

Brief particulars and expertise of these Directors have been given in this Report on the Corporate Governance and in the Notice of the ensuing Annual General meeting of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed;

- (i) that in the preparation of the annual accounts for the financial year ended 31st March, 2010 the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that the directors had selected such accounting policies and applied them consistently and made