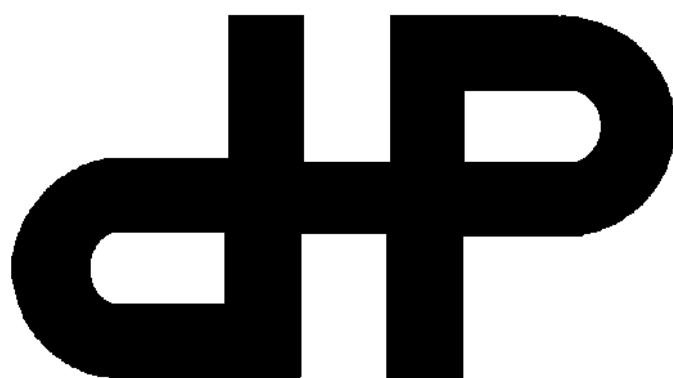


DHP INDIA LIMITED

[Corporate Identity Number (CIN) : L65921WB1991PLC051555]



TWENTY - SIXTH
ANNUAL REPORT
AND ACCOUNTS
2016-2017

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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)
DR. SUBRATA HALDAR	: Non-Executive & Independent Director (DIN – 00089655)
SURAJIT RAHA	: Non-Executive & Independent Director (DIN – 07019436)

COMMITTEES OF THE BOARD :

Audit Committee :

BUDDHADEB BASU	: <i>Chairman</i>
DR. SUBRATA HALDAR	: <i>Member</i>
SURAJIT RAHA	: <i>Member</i>

Nomination and Remuneration Committee :

BUDDHADEB BASU	: <i>Chairman</i>
ANJUM DHANDHANIA	: <i>Member</i>
SURAJIT RAHA	: <i>Member</i>

Shareholders / Investor Grievance Committee :

BUDDHADEB BASU	: <i>Chairman</i>
ANJUM DHANDHANIA	: <i>Member</i>
ASHEESH DABRIWAL	: <i>Member</i>

Corporate & Social Responsibility Committee :

BUDDHADEB BASU	: <i>Chairman</i>
SURAJIT RAHA	: <i>Member</i>
ASHEESH DABRIWAL	: <i>Member</i>

OTHER KEY MANAGERIAL PERSONNEL :

ASHOK KUMAR SINGH	: <i>Chief Financial Officer (C.F.O.)</i>
TARUN KUMAR DAS	: <i>Company Secretary-cum-Compliance Officer</i>
BANKER	: CITI BANK N.A.

AUDITORS :

Statutory & Tax Auditors : M/s. NAVIN NAYAR & CO., *Chartered Accountants,*
(Retire at this AGM)

Proposed Statutory & Tax Auditors (if AGM approved) : M/s. D. TIWARI & ASSOCIATES, *Chartered Accountants,*

Cost Auditors : M/s. K. MAJUMDAR & ASSOCIATES, *Cost Accountants,*

Secretarial Auditors : M/s. SUSHIL TIWARI & ASSOCIATES, *Company Secretaries,*

Internal Auditors : M/s. G. L. SINGHAL & CO., *Chartered Accountants,*

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 LTD. [Securities Code No. 10014058]

BOMBAY STOCK EXCHANGE LTD. [Securities Code No. 531306]

REGISTERED OFFICE :

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

FACTORY :

“Dhulagarh Industrial Park” P.O. - Kanduah, P. S. - Sankrail,
N. H. – 6, Howrah – 711 302, West Bengal.



NOTICE

NOTICE IS HEREBY GIVEN THAT the **Twenty-Sixth Annual General Meeting** of the Members of DHP INDIA LIMITED (the Company) will be held on Wednesday, the 20th September, 2017 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

Item No. (1) – Adoption of Financial Statements :

To receive, consider and adopt the Audited Financial Statements (including the Standalone Financial Statement like Balance Sheet, Statement of Profit and Loss, Cash Flow Statements and Other Financial Reports) of the Company for the financial year ended March 31, 2017 and the Report of the Board of Directors (“the Board”) and Auditors thereon.

Item No. (2) – Declaration of Dividend :

To declare a final dividend of Rs.2/- per equity share (@20% of Share Capital of the Company) for the year ended March 31, 2017.

Item No. (3) – Appointment of Smt. Anjum Dhandhanian (DIN : 00058506) as a director liable to retire by rotation :

To appoint a directors in place of Smt. Anjum Dhandhanian (DIN : 00058506), who retires by rotation and, being eligible, seeks re-appointment.

Explanation : Under the terms of their appointment, our Executive Director Sri Janak Bhardwaj and our Non-Executive and woman Director Smt. Anjum Dhandhanian are subject to retirement by rotation. Last year, Sri Janak Bhardwaj was subject to retirement by rotation and was appointed by shareholders. To the extent that Smt. Anjum Dhandhanian is required to retire by rotation, she would need to be re-appointed as Non-Executive Director.

Therefore, shareholders are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution :

“Resolved that, pursuant to provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to the re-appointment of Smt. Anjum Dhandhanian (DIN : 00058506) as a Non-Executive Director, to the extent that she is required to retire by rotation.

Item No. (4) – Appointment of New Statutory Auditors for Audit of Financial Year 2017-18 :

The Existing Auditors M/s. Navin Nayar & Company, retire at this A.G.M. and as per Section 139(4) read with Rule 6, the audit committee proposed & Board Recommend to appoint the New Statutory Auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution :

“Resolved that, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, and the retirement of existing statutory auditors M/s. Navin Nayar & Company, Chartered Accountants (Firm Registration No. 31711E) at this AGM, the consent of the Company be and is hereby accorded to appoint the new statutory auditors M/s. D Tiwari & Associates, Chartered Accountants (Firm Registration No. 328951E) for audit of financial year 2017-18 (from 01/04/2017 to 31/03/2018) on a remuneration to be mutually decided by the Board and the Auditors.”

Registered Office :
10, Middleton Row, Kolkata – 700 071.
Corporate Identity Number (CIN) : L65921WB1991PLC051555
Dated : 22nd May, 2017

By Order of the Board of Directors

TARUN KUMAR DAS
Company Secretary-cum-Compliance Officer

NOTES :

- 1) **A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself/herself, and the 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. A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company.**
- 2) Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorising their representatives to attend and vote on their behalf at the Annual General Meeting.
- 3) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- 4) Members/Proxies/Authorised Representatives should bring the duly filled Attendance Slip enclosed herewith to attend 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.
- 5) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 6) The Register of the Contracts or Arrangement in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 7) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 14th September, 2017 to Wednesday, the 20th September, 2017 (both days inclusive). Share transfer received in order by the Company at its Registered Office at 10, Middleton Row, Kolkata- 700 071 or its Registrar & Share Transfer Agents Office M/s. Niche Technologies Pvt. Ltd. D-511, Bagree Market, 5th Floor, 71, B.R.B.Basu Road, Kolkata – 700 001 by the close of business on Wednesday, the 13th September, 2017, 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 Wednesday, the 13th September, 2017, 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 Wednesday, the 13th September, 2017.
- 8) Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the AGM, will be paid within a period of 30 days from the date of the declaration, to those members whose names appeared on the Register of Members/Beneficiary Owners as on 13th September 2017. The final dividend is Rs.2/- per Equity Share.

- 9) Members whose share holding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are encouraged to utilize the electronic clearing system (ECS) for receiving dividends.
- 10) Members wishing to claim dividends, which has remained unclaimed, are requested to correspond with the Company's Registered Office only. Members are requested to note that dividends not claimed within 7 years from the date of transfer to the Company's Unpaid Dividend Accounts, will, as per Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013) be transferred to the Investor Education and Protection Fund (IEP Fund). The Company has transferred the unpaid or unclaimed dividend up to financial year ended 31st March, 2007, from time to time on due dates, to the **Investor Education and Protection Fund (IEP Fund)** established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 19, 2016 (date of last Annual General Meeting) on the website of Ministry of Corporate Affairs.

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.	31/03/2010	31/08/2010	30/08/2017	29/09/2017
2.	31/03/2013	23/09/2013	22/09/2020	21/10/2020
3.	31/03/2014	19/09/2014	18/09/2021	17/10/2021
4.	31/03/2015	28/09/2015	27/09/2022	26/10/2022
5.	31/03/2016	19/09/2016	18/09/2023	17/10/2023

- 11) Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM as per **Item No.3** of aforesaid notice, is furnished as Annexure to the Notice. The directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
- 12) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are required to submit their PAN to the Company and or its Registrars & Share Transfer Agents.
- 13) 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.
- 14) 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.
- 15) 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 M/s. Niche Technologies Pvt. Ltd., D-511, Bagree Market, 5th Floor, 71, B.R.B.Basu Road, Kolkata – 700 001. The following particulars are required :-
- a) Name of First/Sole Shareholder and their Folio Number.

- b) Name of Bank, complete address of Branch & IFS Code Number.
- c) Account Type, whether savings or current account and account number allotted by Bank.
- 16) 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 2017-2018 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. The custodian fees for the current financial year 2017-2018 have been paid to all the aforesaid Depositories.
- 17) 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.
- 18) The Ministry of Corporate Affairs (MCA) has come out with a Circular Nos. 17/2011 dated. 21/04/2011 & 18/2011 dated 29/04/2011 propagating "Green Initiative" encouraging Corporate to serve documents through electronic mode. In order to above, those shareholders, who want the Annual Report in electronic mode, are requested to send their e-mail address.
- 19) **Voting through Electronic means :**
 - I) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
 - II) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - III) **The process and manner for remote e-voting are as under :**
 - (i) The remote e-voting period commences on Sunday, September 17, 2017 (10.00 a.m. IST) and ends on Tuesday, September 19, 2017 (5.00 p.m. IST). During this period, members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 13, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - (iii) Click on "Shareholders" tab.
 - (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below.

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digit of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digit, enter the applicable number of 0's before the number and after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.</p>
Bank Account Number (Dividend Bank Details)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <p>Please enter the DOB or Bank Account Number in order to login.</p> <p>If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant Company Name i.e.<DHP INDIA LIMITED> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Notes for Institutional Shareholders & Custodians :

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) & Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp & signed of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xix) 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 contact them at 1800 200 5533.
- (xx) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 20) Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of duly authorized signatory (ies), who are authorized to vote, through e-mail at sushiltiwari_associates@rediffmail.com (Scrutiniser E-mail ID) with a copy marked

to helpdesk.evoting@cdslindia.com on or before Tuesday, 19th September, 2017, up to 5.00 p.m. without which the vote shall not be treated as valid.

- 21) The voting right of shareholders shall be in proportion to their shares of the paid-up equity capital of the Company as on the cut-off date of Wednesday, 13th September, 2017. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- 22) The shareholders shall have one vote per equity share held by them as on the cut-off date of Wednesday, 13th September, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- 23) Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 13th September, 2017, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- 24) Notice of the AGM along with attendance slip, proxy form along with the process instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
- 25) Investors who became members of the Company subsequently to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. Wednesday, 13th September, 2017, are requested to send the written / email communication to the Company at info@dhpindia.com by mentioning their Folio No./DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- 26) Mr. Sushil Tiwari, Practicing Company Secretary (Membership No. ACS 6199 & Certificate of Practice No. 1903), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 27) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dilindia.co.in and on the website of CDSL viz www.cdslindia.com . The same will be communicated to the listed stock exchanges viz. BSE Limited and The Calcutta Stock Exchange Ltd., where the shares of the Company are listed.
- 28) Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.
- 29) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

Registered Office :
10, Middleton Row, Kolkata – 700 071.
Corporate Identity Number (CIN) : L65921WB1991PLC051555
Dated : 22nd May, 2017

By Order of the Board of Directors

TARUN KUMAR DAS
Company Secretary-cum-Compliance Officer