

# **DHP INDIA LIMITED**

**[Corporate Identity Number (CIN) : L65921WB1991PLC051555]**

## **TWENTY-EIGHTH ANNUAL REPORT AND ACCOUNTS 2018-2019**

# **DHP INDIA LIMITED**

## **CONTENTS**

<b>Corporate Information</b>	<b>1</b>
<b>Notice of the Twenty-Eighth Annual General Meeting with their Notes</b>	<b>2-10</b>
<b>Explanatory Statement U/s.102 of the Companies Act [Part of Notice]</b>	<b>11-12</b>
<b>Information as per Reg.36(3) of SEBI(LODR) Regulation 2015 [Part of Notice]</b>	<b>13</b>
<b>Directors' Report</b>	<b>14-20</b>
<b>Annexure – “I” of Directors Report (Conservation of Energy etc.)</b>	<b>21-22</b>
<b>Annexure – “II” of Directors Report (Annual Return-MGT : 9)</b>	<b>23-31</b>
<b>Annexure – “III” of Directors Report (CSR Report)</b>	<b>32</b>
<b>Annexure – “IV” of Directors Report (Remuneration to Managerial Personnel)</b>	<b>33</b>
<b>Corporate Governance Report</b>	<b>34-48</b>
<b>Management Discussion and Analysis Report</b>	<b>49-50</b>
<b>Declaration by C.E.O. &amp; Managing Director for Code of Conduct</b>	<b>51</b>
<b>Certificate from Company Secretary in Practice as per clause 10 of Part C of Schedule V of SEBI (LODR) regarding Directors &amp; KMP</b>	<b>52</b>
<b>Certificate by Chief Executive Officer (C.E.O.) and Chief Financial Officer (C.F.O.)</b>	<b>53</b>
<b>Secretarial Audit Report (Form MR-3) along with Annexure–“A” of Secretarial Annual Compliance Report</b>	<b>54-57</b>
<b>Auditors' Certificate on Corporate Governance</b>	<b>58</b>
<b>Independent Auditors' Report on Financial Statement</b>	<b>59-62</b>
<b>Annexure-“A” of Auditors' Report (Internal Financial Control)</b>	<b>63-64</b>
<b>Annexure-“B” of Auditors' Report (CARO,2016)</b>	<b>65-66</b>
<b>Balance Sheet</b>	<b>67</b>
<b>Statement of Profit and Loss</b>	<b>68</b>
<b>Statement of Change in Equity</b>	<b>69</b>
<b>Cash Flow Statement</b>	<b>70</b>
<b>Notes accompanying Forming Parts of Financial Statements (Note “1” to “24”)</b>	<b>71-87</b>
<b>Attendance Slip and Proxy Form</b>	<b>88</b>
<b>Ballot Form</b>	<b>89</b>
<b>AGM Route MAP</b>	<b>90</b>

# DHP INDIA LIMITED

## BOARD OF DIRECTORS :

Asheesh Dabrial	:	Managing Director & Chief Executive Officer (DIN – 00044783)
Janak Bhardwaj	:	Executive Director & Chief Operating Officer (DIN – 00047641)
Anjum Dhandhan	:	Non-Executive Director (DIN – 00058506)
Buddhadeb Basu	:	Non-Executive & Independent Director (DIN – 00061771)
Dr. Subrata Halder	:	Non-Executive & Independent Director (DIN – 00089655)
Surajit Raha	:	Non-Executive & Independent Director (DIN – 07019436)

## COMMITTEES OF THE BOARD :

### Audit Committee :

Buddhadeb Basu	:	Chairman
Dr. Subrata Halder	:	Member
Surajit Raha	:	Member

### Nomination and Remuneration Committee :

Buddhadeb Basu	:	Chairman
Anjum Dhandhan	:	Member
Surajit Raha	:	Member

### Shareholders/Investor Grievance Committee :

Buddhadeb Basu	:	Chairman
Anjum Dhandhan	:	Member
Asheesh Dabrial	:	Member

### Corporate & Social Responsibility Committee :

Buddhadeb Basu	:	Chairman
Surajit Raha	:	Member
Asheesh Dabrial	:	Member

## OTHER KEY MANAGERIAL PERSONNEL :

Ashok Kumar Singh	:	Chief Financial Officer (C.F.O.)
Suruchi Tiwari	:	Company Secretary-cum-Compliance Officer

**BANKER** : Citibank N.A.

## AUDITORS :

Statutory & Tax Auditors	:	M/s. NAVIN NAYAR & Co., Chartered Accountants,
Cost Auditors	:	M/s. K. MAJUMDAR & ASSOCIATES, Cost Accountants,
Secretarial Auditors	:	M/s. SUSHIL TIWARI & ASSOCIATES, Companies Secretaries,
Internal Auditors	:	Mr. Timir Baran Hazra, Chartered Accountants,

## REGISTRARS & SHARE TRANSFER AGENTS :

M/s. Niche Technologies Private Limited, 3A-Auckland Place, 7<sup>th</sup> Floor, Room No. 7A & 7B, Kolkata – 700 017.

## SHARES LISTED WITH :

THE CALCUTTA STOCK EXCHANGE LTD. [Securities Code No.10014058]  
BOMBAY STOCK EXCHANGE LTD. [Securities Code No. 531306]

## SHARES ACTIVATED WITH DEPOSITORIES :

CENTRAL DEPOSITORIES SERVICES LIMITED (CDSL) AND NATIONAL SECURITIES & DEPOSITORY LIMITED (NSDL) UNDER ISIN – INE590D01016

## 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.

# **DHP INDIA LIMITED**

**Corporate Identity Number (CIN) : L65921WB1991PLC051555**

Registered Office : 10, Middleton Row, Kolkata – 700 071

E-mail : [info@dhpindia.com](mailto:info@dhpindia.com), Website : [www.dilindia.co.in](http://www.dilindia.co.in)

## **NOTICE**

NOTICE IS HEREBY GIVEN THAT the **Twenty-Eighth Annual General Meeting** of the Members of DHP INDIA LIMITED (the Company) will be held on Friday, the 20<sup>th</sup> September, 2019 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 : Ordinary Resolutions :**

#### **Item No. (1) – Adoption of Standalone Audited Financial Statements :**

To receive, consider and adopt the Standalone Audited Financial Statements (including the Statement of Financial Results, the Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity, the Statement of Cash Flow and Other Financial Reports) of the Company for the financial year ended March 31, 2019 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.2.50 per equity share (@25% of Share Capital of the Company) for the year ended March 31, 2019.

#### **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 women 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.

### **SPECIAL BUSINESS : Ordinary Resolutions :**

#### **Item No. (4) – To approve the Re-appointment of Sri Asheesh Dabriwal ( DIN : 00044783), as Managing Director for a term of 5 (Five) years from 01/04/2019 to 31/03/2024 with a revised remuneration agreement.**

To consider and if thought fit to pass with or without modification(s) of the following resolution as an **Ordinary Resolution :**

**“Resolved that,** pursuant to Section 196, 197 and 203 and any applicable section of the Companies Act, 2013 and their Schedules V to the Companies Act, 2013 and Rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as may applicable, and also such other consents/approvals may be required and accordance with Articles 164 of the Articles of Association of the Company, the approval to the Company be and is hereby accorded to the re-appointment of Sri Asheesh Dabriwal (DIN : 00044783) as Managing Director of the Company for a new tenure of 5 (Five) years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024, as per terms and conditions including increased remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

*Cont. page 2*

## **DHP INDIA LIMITED**

**“Further Resolved that** as per existing provisions of Companies Articles No. 165 of the the Articles of Association of the Company, read with applicable sections of the Companies Act, 2013 & other applicable provisions, if any Sri Asheesh Dabriwal (DIN : 00044783), as Managing Director of the Company is exempted from retirement by rotation, and Managing Director has been called as Non-Rotational Director.”

**Item No. (5) – To approve the Re-appointment of Sri Buddhadeb Basu (DIN : 00061771), as a Non-Executive, Independent Director (Non Rotational Director) of the Company, who retire on September 18, 2019, offer himself for re-appointment for a new terms approximate 5 years from September 18, 2019 to March 31, 2024.**

To consider and if thought fit to pass with or without modification(s) of the following resolution as an **Ordinary Resolution :**

**“Resolved that** pursuant to the provisions of sections 149, 152 read with Schedule IV, 161 and other applicable provisions, if any of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any Statutory modifications(s) or re-enactment(s) thereof for the time being in force) and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be in force from time to time, Sri Buddhadeb Basu (DIN : 00061771) a Non-Executive and Independent Director of the Company, who has retired on September 18, 2019, and seeks for re-appointment for a further period of approximate 5 (five) years from September 18, 2019 to March 31, 2024, and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive and Independent Director (Non-Rotational Director) of the Company for a further period of approximate 5(five) years with effect from September 18, 2019 to March 31, 2024.”

**Item No. (6) – To approve the Re-appointment of Dr. Subrata Halder (DIN : 00089655), as a Non-Executive, Independent Director (Non Rotational Director) of the Company, who retire on September 18, 2019, offer himself for re-appointment for a new terms approximate 5 years from September 18, 2019 to March 31, 2024.**

To consider and if thought fit to pass with or without modification(s) of the following resolution as an **Ordinary Resolution :**

**“Resolved that** pursuant to the provisions of sections 149, 152 read with Schedule IV, 161 and other applicable provisions, if any of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any Statutory modifications(s) or re-enactment(s) thereof for the time being in force) and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be in force from time to time, Dr. Subrata Halder (DIN : 00089655) a Non-Executive and Independent Director of the Company, who has retired on September 18, 2019, and seeks for re-appointment for a further period of approximate 5 (five) years from September 18, 2019 to March 31, 2024, and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive and Independent Director (Non-Rotational Director) of the Company for a further period of approximate 5(five) years with effect from September 18, 2019 to March 31, 2024.”

**Registered Office :**

**10, Middleton Row, Kolkata – 700 071.**

**Corporate Identity Number (CIN): L65921WB1991PLC051555 Company Secretary-cum-Compliance Officer**

**By Order of the Board of Directors**

**SURUCHI TIWARI**

**Dated : 30<sup>TH</sup> May, 2019**

# DHP INDIA LIMITED

Corporate Identity Number (CIN) : L65921WB1991PLC051555

Registered Office : 10, Middleton Row, Kolkata – 700 071

E-mail : [info@dhpindia.com](mailto:info@dhpindia.com), Website : [www.dilindia.co.in](http://www.dilindia.co.in)

## NOTES :

- 1) The Company's Statutory Auditors, M/s. Navin Nayar & Company, Chartered Accountants (Firm Registration No. 328951E), were appointed as Statutory Auditors of the Company for a period of 5 (Five) consecutive years from Financial Year 2018-19 to financial year 2022-23 (from April 1, 2018 to March 31, 2023) at the Annual General Meetings ("AGM") of the Members held on September 24, 2018 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

Their appointment was subject to ratification by the Members at every subsequent AGM held after the AGM held on September 24, 2018. Pursuant to the amendments made to section 139 of the Companies Act, 2013 by the Companies (Amendments) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the members of the appointment of the Statutory Auditors has been withdrawn from the statute.

In view of the above, ratification by the members for continuance of their appointment at this AGM is not been sought. The Statutory Auditors' have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

- 2) The Explanatory Statement setting out material facts, pursuant to section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Business under item Nos. 4 to 6 of the accompanying Notice is *annexed* hereto.
- 3) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding 50 (Fifty) in number and holding in the aggregate not more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights. A member holding more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder. Proxies in order to be effective, should be deposited at the Registered Office of the Company as at 10, Middleton Row, Kolkata - 700 071, duly completed and signed, not less than forty-eight hours before the commencement of the Annual General Meeting. Proxies submitted on behalf of the Companies, Societies etc., must be supported by and appropriate resolutions/authority, as applicable. A Proxy Form is *annexed* to this Notice.
- 4) Corporate Members are required to send a certified true copy of the Board Resolution, pursuant to section 113 of the Companies Act, 2013, authorising their representatives to attend and vote on their behalf at the Annual General Meeting.
- 5) Members, Proxies and Authorised Representatives are requested to bring to the Annual General Meeting, the attendance slip enclosed herewith, duly completed and signed mentioning their details for their DP ID and Client ID/Folio No. and Number of Shares holding. Duplicate attendance slip or copies of the Report and Accounts will not be made available at the AGM venue. 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.

## DHP INDIA LIMITED

- 6) A brief resume to each of the Directors proposed to be appointed/re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership/chairmanships of Board Committees, Shareholding and relationship between directors inter se as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, and other requisite information as per clause 1.2.5 of Secretarial Standard-2 of Annual General Meetings, are provided in **Annexure-1**.
- 7) Electronic copy of the Annual Report for F.Y. 2018-19 (Year Ended March 31, 2019) is uploaded on the Company's website [www.dilindia.co.in](http://www.dilindia.co.in) and is being send to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. Members are requested to support Green Initiative by registering/updating their email addresses with the Depository Participant (in casew of shares in dematerialized form) or with link in M/s. Niche Technologies Private Limited, 3A, Acuckland Place, 7<sup>th</sup> Floor, Room No.7A & 7B, Kolkata- 700017, the Registrars and Transfer Agents ("RTA") of the Company (in case of shares held in physical form). Electronic copy of this Notice of the Twenty-Eighth AGM is uploaded on the Company's website [www.dilindia.co.in](http://www.dilindia.co.in) and also on the website of Central Depository Services (India) Limited viz. [www.evotingindia.com](http://www.evotingindia.com) of the Company inter alia indicating the process and manner of e-voting along with attendance slip and Proxy Form and same is being send to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies of this Notice and the Annual Report for FY 2018-19 (Year Ended March 31, 2019) are being send through permitted mode. For any communication the Members may also send requests to the Company's email ID; [info@dhpindia.com](mailto:info@dhpindia.com) .
- 8) Relevant documents refer to in the accompanying Notice and in the Explanatory Statement are opened for inspection by the Members at the Companies Registered Office : 10, Middleton Row, Kolkata – 700 071 on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 AM 1:00 PM up to the date of this AGM and also at the AGM.
- 9) The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company/Company.
- 10) SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
- 11) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 14<sup>th</sup> September, 2019 to Friday, the 20<sup>th</sup> September, 2019 (both days inclusive), for determining the names of Members eligible for dividend on Equity Shares, if declared at the AGM.

## DHP INDIA LIMITED

- 12) The dividend on Equity Shares proposed Rs.2.50 per Equity Shares, if declared at the AGM will be paid on or after 20<sup>th</sup> September, 2019 to Members whose names appear on the record of Depositories [National Securities Depository Limited and Central Depository Services (India) Limited] on as at the end of business day hours on Friday, the 13<sup>th</sup> September, 2019 (for shares held in demat mode) and in the Register of Members of the Company (for shares held in physical mode) updated as on the end of business day hours on Friday, the 13<sup>th</sup> September, 2019. The dividend will be paid to the Members within the stipulated time.
- 13) Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, the Company has transferred on due dates, all unclaimed dividends up to the financial years ended 31<sup>st</sup> March, 2010 to Investor Education and Protection Fund ("said Fund") established by the Central Government. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has uploaded the details of the unpaid and unclaimed amounts lying with the Company on the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)). During the current financial year ended from April 1, 2018 to March 31, 2019, no amount will fall due for transfer to the said Fund. Those Members, who have not encashed their dividends for the FY 2012-13 to FY 2018-19, are requested to claim it from the Company immediately.

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

<b>Serial No.</b>	<b>Financial Year Ended</b>	<b>Date of declaration of dividend</b>	<b>Last date for claiming unpaid dividend</b>	<b>Due date for transfer to IEP Fund</b>
1.	31/03/2013	23/09/2013	22/09/2020	21/10/2020
2.	31/03/2014	19/09/2014	18/09/2021	17/10/2021
3.	31/03/2015	28/09/2015	27/09/2022	26/10/2022
4.	31/03/2016	19/09/2016	18/09/2023	17/10/2023
5.	31/03/2017	20/09/2017	19/09/2024	18/10/2024
6.	31/03/2018	24/09/2018	23/09/2025	22/10/2025

- 14) Pursuant to the provisions of Sections 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all Equity Shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more on February 19, 2018 shall be transferred by the Company to Investor Education and protection Fund ("IEPF"). During the current financial year ended from April 1, 2018 to March 31, 2019, no shares will fall due for transfer to the said Fund. The Company has also written to the concern Shareholders intimating them their particulars of the Equity Shares due for transfer. This details are also available on the Company's website [www.dilindia.co.in](http://www.dilindia.co.in). No claim shall lie against the Company in respect of this Equity Shares post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim this Equity Shares only from the IEPF Authority by making and online application, the details of which are available at [www.iepf.gov.in](http://www.iepf.gov.in). All correspondence should be addressed to the RTA of the Company viz. Link M/s. Niche Technologies Private Limited, 3A, Auckland Place, 7<sup>th</sup> Floor, Room No. 7A & 7B, Kolkata-700017, Tel : 033-22806616, Email : [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com).
- 15) The cutoff date for the purpose of determining the members eligible for participation in remote e-voting (e-voting form a place other than venue of the AGM) and voting at the AGM is September 13, 2019. Please note that Members can opt for only one mode of voting i.e. either by voting at the meeting or remote e-voting. If Members of remote e-voting, then they should not vote at the meeting and vice versa. However, once an e-vote on a resolutions is casted by a Member, such Member is not permitted to change its subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the AGM can attend the meeting and participant in the meeting, but shall not be entitled to cast their vote again.



## DHP INDIA LIMITED

- 16) Any person, who acquired shares of the Company and becomes a Member of the Company after dispatched of the Notice, hold shares as of the cut-off date i.e. September 13, 2019, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if the Member is already registered with CDSL, for remote e-voting, then he/she can use his/her existing user ID and password for casting the vote. Only a Member which entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on the cut-off date should treat the same as intimation only.
- 17) In case of Joint holders attending the meeting, the joint holders who is highest in the order of names will be entitled to vote at the AGM.
- 18) A route map showing directions to the venue of the Twenty-Eighth AGM is **given** at the end of this Notice as per the requirement of the Secretarial Standard-2 on AGM.
- 19) 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 2019-2020 of Mumbai Stock Exchange have been paid and wait for Bills for Kolkata Stock Exchange for payment.. 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 2019-2020 have been paid to both depository.

20) **Voting through Electronic means :**

- I) Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide its Members the facility of remote e-voting to exercise their right to vote at the Twenty-Eighth Annual General Meeting (AGM). The business may be transacted through e-voting services rendering by Central Depository Services (India) Limited (CDSL).

The Board has appointed Mr. Sushil Tiwari, Practicing Company Secretary (Membership No. ACS 6199 & Certificate of Practice No. 1903) as the Scrutinizer to scrutinize the remote e-voting and voting process at the Twenty-Eighth AGM in a fair and transparent manner.

**II) The instructions for shareholders voting electronically are as under :**

- (i) The voting period begins on Tuesday, September 17, 2019 (10.00 a.m. IST) and ends on Thursday, September 19, 2019 (5.00 p.m. IST). The e-voting module shall be disabled by CDSL for voting thereafter. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, September 13, 2019, may cast their vote electronically.
- (ii) Members holding shares in physical or in demat form as on the cut-off date (record date) of Friday, September 13, 2019, shall only be eligible for e-voting.
- (iii) The shareholders should log to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iv) Click on "Shareholders/Members" tab.

## DHP INDIA LIMITED

- (v) Now Enter your User ID :
- For CDSL : 16 digits beneficiary ID,
  - For NSDL : 8 Character DP ID followed by 8 Digits Client ID, and
  - Members 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](http://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.

<b>For Members holding shares in Demat Form and Physical Form</b>	
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> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DBD)	<p>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.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company then please enter the Member ID / folio number in the Dividend Bank Details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) A Member can opt for only one mode of voting i.e. either through e-Voting or by ballot. If a Member cast vote by both modes, then voting done through e-Voting shall prevail and ballot shall be treated as invalid.
- (xiii) Click on the EVSN for the relevant Company Name i.e. <DHP INDIA LIMITED> on which you choose to vote.
- (xiv) 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.
- (xv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.