



D & H INDIA LIMITED

D&H/CS/25-26/
Date: 21/07/2025

Online filing at: www.listing.bseindia.com

To,
The General Manager
DCS-CRD
Bombay Stock Exchange,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
MUMBAI

BSE Scrip ID: DHINDIA BSE Scrip Code: 517514

Subject: Filing of Notice of 40th Annual General Meeting to be held on 13th August, 2025

Dear Sir/Madam

we are pleased to submit a copy of the notice of the 40th Annual General Meeting of the company to be held on Wednesday, the 13th day of August 2025 at 1.00 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.

You are requested to please take on record the above said document for your reference and further needful.

Thanking You,

Yours sincerely,
For **D & H India Limited**


Rajesh Sen
Company Secretary



Encl: Notice of AGM

Head Off. & Correspondence Address : Plot 'A', Sector 'A', Industrial Area, Sanwer Road, **INDORE** - 452 015 (M.P.) **INDIA Ph.:** +91 731 2973101 & 2974501 **Email:** ho@dnhindia.com

Regd. Off.: A-204, Kailash Esplanade, Opp. Shreyas Cinema, L.B.S. Marg, Ghatkopar (W) **MUMBAI** - 400. 086 (MH) **INDIA Ph.:** +91 22 25006441, **Website:** www.dnhindia.com

CIN : L28900MH1985PLC035822



NOTICE

Notice is hereby given that the 40th **Annual General Meeting** (AGM) of the members of **D & H India Limited (CIN: L28900MH1985PLC035822)** will be held on **Wednesday, the 13th day of August, 2025 at 1:00 P.M.** through Video Conferencing or Other Audio Visual Means VC/OAVM for which purpose the Registered Office situated at **A-204, 2nd Floor Kailash Esplanade, Opposite Shreyas Cinema, L.B.S. Marg, Ghatkopar (West), Mumbai-400086 (M.H.)** 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 of the Company containing the Balance Sheet as at 31st March, 2025 and the Statement of Profit & Loss and Cash Flow and Statement of Changes in Equity and notes thereto of the Company for the Financial Year ended 31st March 2025 and the Reports of the Board's and Auditors thereon as on that date.
2. To appoint a director in place of **Mr. Saurabh Vora (DIN: 02750484)**, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

3. To consider the appointment of M/s ABN & Co., Chartered Accountants (FRN.004447C) as Statutory Auditors of the Company:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, **M/s ABN & Co., Chartered Accountants (FRN.004447C)**, who fulfill the criteria of independence be and are hereby appointed as the Statutory Auditors of the Company in place of the existing retiring auditor M/s Devpura Navlakha & Co., Chartered Accountants (FRN: 121975W), whose tenure shall be completed on the conclusion of this Annual General Meeting for a First term of 5(five) consecutive years i.e. commencing from the conclusion of this 40th Annual General Meeting until the conclusion of 45th Annual General Meeting to be held in the year 2030 and the Board of directors be and is hereby authorized to determine the remuneration and out of pocket expenses upon the recommendation of the Audit Committee in consultation with the Auditor.

RESOLVED FURTHER THAT any of the directors or Company Secretary of the Company be and are hereby severally authorized to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution.”

SPECIAL BUSINESS:

4. To ratify the remuneration payable to the Cost Auditors of the company for the financial year 2025-26

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the members of the Company be and hereby ratify the payment of remuneration of Rs. 1,25,000/- (Rs. One Lakh Twenty Five Thousand Only), plus applicable taxes and reimbursement of out of pocket expenses at actual to **M/s P.D. Modh & Associates, Cost Accountant, Ahmedabad (Registration No. 101004)** as appointed by the Board on the recommendation of the Audit Committee, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2026.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To confirm the appointment of M/s D.K. Jain & Co., Practicing Company Secretary as the Secretarial Auditors of the company:

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) read with applicable provisions of the Companies Act, 2013, each as amended, and based on the recommendation(s) of the Audit Committee and the Board of directors of the Company (‘Board’), **M/s D. K. Jain & Co., Practicing Company Secretaries** (FRN: S2003MP064600; C.P. No. 2382; Peer review no. 6672/2025), be and is hereby appointed as the Secretarial Auditors of the Company for a period of five consecutive years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 45th Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company in terms of section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, for the period beginning from the Financial Year 2025-26 to 2029-30, at such remuneration as may described in the explanatory statement attached to the notice.

RESOLVED FURTHER THAT the Board of directors be and is hereby authorized, to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/or otherwise considered by them to be in the best interest of the Company.”.

6. To confirm the appointment of Dr. Niranjana Shastri (DIN: 11101503), as a Non-Executive Independent Director of the company:

To consider and if thought fit to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the SEBI (LODR) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) **Dr. Niranjana Shastri (DIN: 11101503)**, who was appointed by the Board as an Additional Director under the category of Non-Executive Independent Director w.e.f. 14th May, 2025, in terms of the provisions of Section 161(1) of the Act and the Articles of Association of the Company and the applicable provisions of the SEBI (LODR) Regulations, 2015, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby confirmed and appointed as an Independent Director of the Company to hold office for a first term of 5 (Five) consecutive Years w.e.f. 14th May, 2025 till 13th May, 2030 and his office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT he would be entitled to receive sitting fees and out of pocket expenses for attending the meetings of the Board and its Committees, as may be determined by the Company.”

7. To confirm the appointment of Mrs. Atithi Vora (DIN: 06899964), as a Whole-time Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT, pursuant to the provisions of sections 190, 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable Regulations 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and such other consents and permissions as may be necessary, and upon the recommendation of the Nomination and Remuneration Committee, and approval of the Board of directors, consent of the members of the Company be and is hereby accorded to appoint Mrs. Atithi Vora (DIN: 06899964) from Director to a Whole-time Director, designated as Executive Director of the Company, for a period of 3 (Three) years with effect from 1st April, 2025, on the terms and conditions including remuneration as set out in the explanatory statement annexed hereto, with the liberty to the Board of directors to alter and vary the terms and conditions including remuneration in such manner as may be agreed to between the Board and Mrs. Atithi Vora.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and as per the recommendation of the Nomination & Remuneration Committee and the Board of directors of the company, the consent of the members be and is hereby accorded to the continuation of payment of remuneration, to Smt. Atithi Vora, the Whole-time Director, who is in the Promoter Group of the company, from 1st April, 2025 to 31st March, 2028, notwithstanding that the aggregate annual remuneration exceeds 5% (Five per cent) of the net profits of the company (taken together with all the Executive Promoter Directors) calculated as per the provisions of section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of directors of the Company (including any Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things, and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To confirm the revision in the remuneration of Mr. Saurabh Vora, (DIN 02750484) Whole-time Director:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 190, 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable Regulations 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and other applicable provisions, if any, including any statutory modifications or re-enactment thereof for the time being enforced, and upon the recommendation of the Nomination and Remuneration Committee, the approval of the members of the Company be and is hereby accorded for revision in the remuneration of **Mr. Saurabh Vora**, (DIN 02750484) Whole-time Director and designated at the Executive Director of the Company w.e.f. 1st April, 2025 for the remaining part of his tenure till 30th September, 2026 on such terms and conditions as given below:”

1. Remuneration: Gross Salary & Perquisites: Maximum upto Rs. 20,00,000/- p.m.

The Whole-time Director shall be entitled for the following perquisites and other benefits within the above said limit as may be decided by the Board and the same may be by way of perquisites and allowances payable or reimbursement, such as;

- (a) House rent allowance/rent free accommodation, house maintenance allowance,
- (b) Allowances for utilities such as gas, electricity, water, furnishing, repairs,
- (c) Servants salaries,
- (d) Medical reimbursement as per policy of the Company,
- (e) Group mediclaim /accidental insurance/keyman insurance Premium: Actual Premium as

may be determined by the Insurance Company.

(f) Leave travel concession for himself and his family, as per policy of the Company

(g) Club fees, maximum upto 2 clubs (Excluding life membership fee)

2. Other exempted benefits:

In addition to the above, he shall be entitled for the following benefits, which shall not be considered as remuneration within the provisions of the Schedule V of the Companies Act, 2013:

(a) Payment of gratuity as per the rules of the Company.

(b) Contribution to PF, FBF and Super annuation funds as per the rules of the Company.

(c) Leave encashment upto 15 days for every completed year in the employment, payable in each year as per rules of the Company.

(d) Directors Obligation Insurance Premium: Actual Premium as may be determined by the Insurance Company.

3. Facilities:

(a) The Company shall provide Company's car with driver for the Company's work and if the car is not provided, the Company shall reimburse car/taxi expenses on actual basis.

(b) The Company shall provide telephone/cell phone and internet facilities at the residence of the Whole-time Director.

4. Minimum Remuneration

In the event of no profit or inadequacy of profits in any Financial Year, during the tenure of Mr. Saurabh Vora (DIN: 02750484) as the Whole-time Director of the Company the aforesaid remuneration as approved by the members within the approved limit shall be considered as the minimum remuneration payable by the company to him.

5. Other Terms and Conditions:

The other terms and conditions are below:

1. Mr. Saurabh Vora as Executive Director shall be entrusted with the management of the Company under the direction, superintendence and control of the Managing Director and the Board of directors of the Company.

2. His tenure as director will not be affected by the alterations in the terms and conditions of his appointment.

3. The appointment of Mr. Saurabh Vora as the Whole-time Director of the Company, liable to retire by rotation.

4. Board/Nomination and Remuneration Committee of the Company is authorized to alter, modify within the aforesaid limits or null all or any of the components of the remuneration of Mr. Saurabh Vora, subject to the applicable provisions of the Companies Act, 2013 or as may be agreeable to Mr. Saurabh Vora.

5. No sitting fees shall be payable to Mr. Saurabh Vora for attending the meetings of the Board or any Committee thereof.

6. There shall be clear relation of the Company with Mr. Saurabh Vora as "the Employer-Employee" and each party may terminate the above said appointment with three months' notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT Mr. Saurabh Vora, the Whole-time Director shall also be entitled to reimbursement of actual entertainment, travelling time to time to perform his duties as per rules of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and as per the recommendation of the Nomination & Remuneration Committee and the Board of directors of the company, the consent of the members be and is hereby accorded to the continuation of payment of remuneration, to Mr. Saurabh Vora, Whole-time Director, who is in the Promoter Group of the company, from 1st April, 2025 to 30th Sept., 2026, notwithstanding that the aggregate annual remuneration exceeds 5% (Five per cent) of the net profits of the company (taken together with all the Executive Promoter Directors) calculated as per the provisions of Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board of directors be and is hereby authorized to do all such acts, deeds, matters and things and to decide breakup of his remuneration within the permissible limits in its absolute discretion as may considered necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, without seeking any approval of the members as may be otherwise considered by it to be in the best interest of the Company.

9. **To confirm the Revision in remuneration of Mr. Harsh Vora, (DIN 00149287) Chairman and Managing Director:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of section 190, 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014, and applicable Regulations 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and other applicable provisions, if any, including any statutory modifications or re-enactment thereof for the time being enforced, and on the recommendation of the Nomination and Remuneration Committee, the approval of the members of the Company be and is hereby accorded for revision in the remuneration of **Mr. Harsh Vora, (DIN 00149287) Chairman and Managing Director** of the Company w.e.f. 1st April, 2025 for the remaining part of his tenure till 30th September, 2026 on such terms and conditions as given below:

1. Remuneration: Gross Salary & Perquisites: Maximum upto Rs. 20,00,000/- p.m.

The Chairman and Managing Director shall be entitled to the following perquisites and other benefits within the above said limit as may be decided by the Board and the same may be by way of perquisites and allowances payable or reimbursement, such as;

- (a) House rent allowance/rent free accommodation, house maintenance allowance,
- (b) Allowances for utilities such as gas, electricity, water, furnishing, repairs,
- (c) Servants' salaries,
- (d) Medical reimbursement as per policy of the Company,
- (e) Group Medclaim/accidental insurance/ keyman insurance Premium: Actual Premium as may be determined by the Insurance Company.
- (f) Leave travel concession for himself and his family, as per policy of the Company
- (g) Club fees, maximum upto 2 clubs (Excluding life membership fee)

2. Other exempted benefits:

In addition to the above, he shall be entitled for the following benefits, which shall not be considered as remuneration within the provisions of the Schedule V of the Companies Act, 2013:

- (a) Payment of gratuity as per the rules of the Company.
- (b) Contribution to PF, FBF and \Super annuation funds as per rules of the Company.
- (c) Leave encashment upto 15 days for every completed year in the employment, payable in each year as per rules of the Company.
- (d) Directors Obligation Insurance Premium: Actual Premium as may be determined by the Insurance Company.

3. Facilities:

- (a) The Company shall provide Company's car with driver for the Company's work and if the car is not provided, the Company shall reimburse car/taxi expenses on actual basis.
- (b) The Company shall provide telephone and cell with internet facility at the residence of the Chairman And Managing Director.

4. Minimum Remuneration:

In the event of no profit or inadequacy of profits in any Financial Year, during the tenure of Mr. Harsh Vora (DIN: 00149287) as Chairman and Managing Director of the Company the aforesaid Remuneration as approved by the Members and as confirmed by the Board within the limit approved by the members, shall be consider as the minimum remuneration payable by the company to the Chairman and Managing Director.

5. Other Terms and Conditions:

The other terms and conditions are below:

1. Mr. Harsh Vora shall be entrusted with the management of the Company under the direction, superintendence and control of the Board of Directors of the Company.
2. His tenure as Managing Director will not be affected by the alterations in the terms and conditions of his appointment.
3. The appointment of Mr. Harsh Vora as the Director of the Company, liable to retire by rotation.
4. Board/Nomination and Remuneration Committee of the Company is authorized to alter, modify within the aforesaid limit or null all or any of the components of the remuneration of Mr. Harsh Vora, subject to the applicable provisions of the Companies Act, 2013 or as may be agreeable to Mr. Harsh Vora.
5. No sitting fees shall be payable to Mr. Harsh Vora for attending the meetings of the Members, Board or any Committee thereof.
6. There shall be clear relation of the Company with Mr. Harsh Vora as “the Employer-Employee” and each party may terminate the above said appointment with six months’ notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT Mr. Harsh Vora, the Chairman and Managing Director shall also be entitled to reimbursement of actual entertainment, travelling time to time to perform his duties as per rules of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and as per the recommendation of the Nomination & Remuneration Committee and the Board of directors of the company, the consent of the members be and is hereby accorded to the continuation of payment of remuneration, to Mr. Harsh Vora, Chairman and Managing Director, who is the Promoter of the company, from 1st April, 2025 to 30th Sept., 2026, notwithstanding that the aggregate annual remuneration exceeds 5% (Five per cent) of the net profits of the company (taken together with all the Executive Promoter Directors) calculated as per the provisions of Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board of directors be and is hereby authorized to do all such acts, deeds, matters and things and to decide breakup of his remuneration within the permissible limits in its absolute discretion as may considered necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, without seeking any approval of the members as may be otherwise considered by it to be in the best interest of the Company.

By orders of the Board

**RAJESH SEN
(COMPANY SECRETARY)
FCS 7689**

Place: Indore

Date: 19th July, 2025

D & H India Limited

CIN: L28900MH1985PLC035822

Regd. Office: A – 204, 2nd Floor Kailash Esplanade,

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

Ghatkopar (West), Mumbai – 400 086

NOTES:

1. The Statement pursuant to section 102 of the Companies Act, 2013 (“Act”), setting out material facts concerning the business with respect to Item No. 4 to 9 forms part of this Notice. Additional information pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings (“SS-2”) issued by The Institute of Company Secretaries of India in respect of the Director seeking re-appointment at this AGM is furnished as Annexure to this Notice.
2. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No.09/2024 dated September 19, 2024, other Circulars issued by the Ministry of Corporate Affairs (“MCA”)

from time to time, and the SEBI Master Circular No. SEBI/HO/CFD/PoD2/ CIR/P/0155 dated November, 11 2024 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India (collectively referred to as “SEBI Circulars”), the Notice of the AGM along with the Annual Report for FY 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participants (“DPs”). Additionally, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is also sending a letter to shareholders whose e-mail addresses are not registered with Company/Registrar/DP providing the weblink of Company’s website from where the Integrated Annual Report for FY 2024-25 can be accessed. The Company shall send the physical copy of Annual Report for FY 2024-25 to those Members who have made a request for the same, either to the RTA or the Company. Additionally, any member who desires to get a physical copy of the Annual Report FY 2024-25, may request for the same by sending an email to the Company at rsen@dnhindia.com mentioning their Folio No./DP ID and Client ID. The Notice convening the 40th AGM along with the Annual Report for FY 2024-25 will also be available on the weblink of the Company at [https:// dnhindia.com/investor-relation/financials/](https://dnhindia.com/investor-relation/financials/) annual-reports, websites of the Stock Exchanges i.e. BSE Limited (“BSE”) at www.bseindia.com. The AGM Notice is also available on the website of CDSL at www.evotingindia.com.

3. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of Companies Act, 2013 (“the Act”), Securities and Exchange Board of India (LODR) Regulations, 2015, (“SEBI Listing Regulations”) and Secretarial Standard-2 on General Meetings (“SS-2”) issued by The Institute of Company Secretaries of India and MCA Circulars, the 40th AGM of the Company is being held through VC/OAVM on Wednesday, August 13, 2025, at 1:00 p.m. (IST). The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at A-204, 2nd Floor Kailash Esplanade, Opposite Shreyas Cinema, L.B.S. Marg, Ghatkopar (West), Mumbai-400086 (M.H.).
4. Pursuant to the MCA Circulars issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Hence, the Proxy Form, Attendance Slip and Route Map of the AGM are not annexed to this Notice.
5. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after 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 1000 members on first come first served basis. However, this will not include Large Shareholders (Shareholders holding 2% or more shareholding), 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.
6. 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.
7. In case of voting by joint holders, voting by such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be counted for the purpose of this Meeting.
8. 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 (LODR) Regulations, 2015 (as amended), and the MCA Circulars, 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 Video Conference/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.
9. This 40th AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars issued by MCA from time to time.
10. The recorded transcript of the forthcoming 40th AGM shall also be made available on the website of the Company - <https://www.dnhindia.com/> as soon as possible after the Meeting is over.
11. 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.
12. The Register of Members and Share Transfer Books of the Company shall remain closed from **Thursday, 7th August, 2025 to Wednesday, 13th August, 2025** (both days inclusive) for the purposes of the 40th AGM.
 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 **6th August, 2025, (Wednesday)**.
 14. **CS (Dr.) Dilip Kumar Jain**, Practicing Company Secretary and Proprietor of M/s. D. K. Jain & Co., Company Secretaries, Indore (FRN: S2003MP064600; FCS: 3565; CP. No. 2382) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the e-voting at the 40th 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) – Intimate changes, if any, in their registered addresses immediately.
 - b) – Quote their ledger folio number in all their correspondence.
 - c) – Send their Email address to us for prompt communication and update the same with their D.P. 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 investor@ankitonline.com and compliance@ankitonline.com to receive the soft copy of all communication and notice of the meetings etc., of the Company.
 18. The report on the Corporate Governance and Management Discussion and Analysis also forms part to the report of the Board Report.
 19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members electronically during the 40th AGM. Members seeking to inspect such documents can send an email to rsen@dnhindia.com.
 20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
 21. To support the 'Green Initiative', Members who have not yet registered their E-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the RTA/Company in case the shares are held by them in physical form.
 22. 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 of the Company, Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id investor@ankitonline.com and compliance@ankitonline.com.
 23. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. Members holding shares in physical form are requested to submit their PAN details to the company's RTA.
 24. 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.,
 - **For shares held in electronic form:** to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.
 - **For shares held in physical form:** to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 as per instructions mentioned in the form. The said form can be downloaded from the Members' Reference

available on the Company's website <https://www.dnhindia.com>/under Standard documents for Investors and is also available on the website of the RTA.

25. Members may please note that SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, by rescinding earlier circulars, has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Standard documents for Investors available on the Company's website <https://dnhindia.com/investor-relation/shareholder-information/> and is also available on the website of the RTA i.e. <https://www.ankitonline.com/documents.aspx>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Members holding shares in physical form are required to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access <https://dnhindia.com/investor-relation/shareholder-information/> or <https://www.ankitonline.com/documents.aspx> for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agent.

26. In case a holder of physical securities whose folio do not have PAN, nomination, contact details, bank account details and specimen signature updated shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination and for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024.

In compliance with SEBI guidelines, the Company sent communications intimating about the submission of the above details to all the Members holding shares in physical form to the RTA/Company.

27. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members who are either not desiring to register for nomination or want to opt-out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the share are held in physical form, quoting their folio no.

28. Dispute Resolution Mechanism at Stock Exchanges-SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request.

In compliance with SEBI guidelines, the Company had sent communication intimating about the said Dispute Resolution Mechanism to all the Members holding shares in physical form.

29. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 4, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through their Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://dnhindia.com/investor-relation/shareholder-information/>.

30. SEBI vide its notification dated January 24, 2022 has amended Regulation 40(1) of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

31. Voting through electronic means

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on **10th August, 2025 (Sunday)** and ends on **12th August, 2025, (Tuesday)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **6th August, 2025 (Wednesday)** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, under Regulation 44 of Securities and Exchange Board of India (LODR)) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the Public Non-Institutional Shareholders/Retail Shareholders is at a negligible level.
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will

	authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1. If you are already registered for NSDLIDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 4886 7000 and 022- 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on “Shareholders” module.
3. 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.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit 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 sent by Company/RTA or contact Company/RTA.
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.

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

- xv. 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.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - a. 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.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. 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.
 - d. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - e. It is Mandatory that, 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.
 - f. Alternatively Non Individual shareholders are required mandatory 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.

Instructions for Shareholders attending the AGM through VC/OAVM & E-Voting during meeting are as under:

1. The procedure for attending meeting & e-Voting on the day of the 40th AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 atleast **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 to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. However, the company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.
9. Only those shareholders who are 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 available during the EGM.
10. 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 may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. 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/investor@ankitonline.com and compliance@ankitonline.com.

2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. For Individual Demat shareholders – Please update your Email Id & Mobile No. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

4. 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).

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. **6th August, 2025 (Wednesday)**, may obtain the login ID and password by sending a request at investor@ankitonline.com

5. 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., **6th August, 2025 (Wednesday)** only shall be entitled to avail of the facility of remote e-voting as well as e- voting at the AGM.

6. 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.

7. The Results of the voting on the resolutions along with the report of the Scrutinizer shall be declared and placed on the website of the Company - <https://www.dnhindia.com/> and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Ltd.

8. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents at the following address:

M/s. Ankit Consultancy Pvt. Ltd.

60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010

Tel: 0731-4281333,4065797/99E-mail: investor@ankitonline.com

**BRIEF PROFILE OF THE DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT
AT THE ENSUING AGM IS ANNEXED AS FOLLOWS.**

Name of Director	Dr. Niranjana Shastri (DIN:11101503)	Mrs. Atithi Vora (DIN: 06899964)	Saurabh Vora (DIN:02750484)
Designation	Independent Director	Whole-time Director	Whole-time Director
Category	Non Executive	Executive	Executive
Date of Birth	22/05/1980	27/03/1988	11/09/1987
Date of Appointment	14/05/2025	01/10/2014	01/10/2014
Qualification	CMA/CS	Chartered Accountant	B. Tech
No. of shares held and %	921 (0.01%)	50,000 (0.61%)	14,01,100(17.11%)
List of outside Directorship	Nil	Nil	1. V & H Fabricators Pvt. Ltd. 2.HKV Exports Private Limited
Chairman/Member of the Committees of the Board of Directors of the Company	Member of Audit and Nomination Committee	Member of 1. Stakeholder Relationship Committee 2. Audit Committee	Member of 1. Stakeholder Relationship Committee
Chairman/Member of the Committees of the Board, Directors of other Companies in	Nil	Nil	Nil

which he is director			
Disclosures of relationships between directors inter-se.	N.A.	Daughter in Law of Harsh Vora MD, and Spouse of Saurabh Vora WTD.	Son of Mr. Harsh Vora, MD; and Spouse of Mrs. Atithi Vora Director.

DETAILS OF STATUTORY AUDITORS SEEKING APPOINTMENT AT THE FORTHCOMING 40TH ANNUAL GENERAL MEETING [PURSUANT TO REG. 36(5) OF THE SEBI (LODR) REGULATIONS, 2015.

The Members of the company appointed **M/s Devpura Navlakha & Co**, Chartered Accountant (F.R. No. 121975W) at their meeting held on 30thSept., 2020, for the First term of 5 (Five) consecutive years which is being completed on conclusion of this 40thAnnual General Meeting to be held on 13thAugust, 2025.

The Board of Directors of the company based on recommendation of Audit committee has recommended the appointment of **M/s ABN & Co.**, Chartered Accountants (FRN.004447C)in its meeting held on 19thMay, 2025, subject to approval of members, of the company at the ensuing 40th Annual General Meeting as the term of appointment of M/s Devpura Navlakha & Co, Chartered Accountant (F.R. No. 121975W),being completed at the conclusion of 40th AGM.Brief profile and the terms of appointment are detailed as under:

Brief Profile

M/s ABN & Co., Chartered Accountants (FRN.004447C) is a practicing CA firm based in Indore and the firm has a strong reputation for providing a wide range of financial, taxation and auditing services. They offer expertise in areas such as auditing, taxation, advisory services, and business restructuring. The firm emphasizes building strong client relationships and fostering financial growth for their clients.

Terms of appointment and fee

To hold office of the Statutory Auditors from conclusion of the 40th AGM until the conclusion of 45th AGM to be held in the Calendar Year 2030 on such remuneration as may be mutually determined between the said Auditors and the Board of Directors of the Company.

The fee for the year 2024-25 for various services of M/s Devpura Navlakha & Co, Chartered Accountant (F.R. No. 121975W), which includes Statutory Audit, Limited Reviews and Certification work is being discussed and details of the same is already provided in Corporate Governance Report.

M/s ABN & Co., Chartered Accountants (FRN.004447C), have confirmed that their appointment, if made, would be in accordance with the conditions as prescribed in Rule 4 of the Companies (Audit and Auditors) Rules,2014 and that they satisfy the criteria provided in section 141 of the Companies Act,2013. The Board of directors upon recommendation of Audit committee have recommended the appointment of M/s ABN & Co., Chartered Accountants (FRN.004447C)as the Statutory Auditors of the Company.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

As per the provision of section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the company is required to have an audit conducted by a cost accountant in practice for products covered under the rules, as upon the recommendation of the Audit Committee, Board of directors of your Company have appointed M/s P.D. Modh & Associates, Cost Accountant, Ahmedabad (Firm Registration No.101004), as Cost Auditors of the Company for the year 2025-26 on the remuneration of Rs.1,25,000/- (Rs. One Lakh Twenty Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actual. The Cost Auditor has given his consent and eligibility for appointment as Cost Auditor.

In accordance with section 148(3) read with Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors, as recommended by Audit Committee and approved by Board of Directors, is to be ratified by the Shareholders in ensuing 40thAGM.

None of the Directors, Key Managerial Personal or their relatives are, in any way, concerned or interested financially or otherwise in the aforesaid resolution.The Board of directors recommend to pass necessary resolution as set out in Item No. 4 of the Notice by way of an **Ordinary Resolution**.

Item No. 5:

Pursuant to provisions of section 204 of the Companies Act, 2013, and relevant rules thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), every listed company is required to annex with its Board’s Report, a secretarial audit report, issued by a Practicing Company Secretary.

Pursuant to the Listing Regulations, shareholders’ approval is required for the appointment of Secretarial Auditors. Further, such Secretarial Auditor must be a peer reviewed Company Secretary from Institute of Company Secretaries of India (ICSI) and should not have incurred any of the disqualifications as specified by SEBI

In compliance with the aforesaid provision, the Board of directors, on the recommendations the Audit Committee, at their meeting held on 29th May, 2025, has approved the appointment of **M/s D.K. Jain & Co., Practicing Company Secretaries** (FRN: S2003MP064600; FCS 3565; C.P. No.2382; Peer Review No.6672/2025) as Secretarial Auditor of the Company to hold office from Financial Year 2025-26 till 2029-30.

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015, the approval of the shareholder is sought for appointment of M/s. D.K. Jain & Co. as Secretarial Auditor of the Company to hold office from Financial Year 2025-26 till 2029-30.

M/s. D.K. Jain & Co., has given its consent to act as the Secretarial Auditors, confirmed that they hold a valid peer review certificate issued by ICSI and that they are not disqualified from being appointed as Secretarial Auditors. The documents related to appointment of M/s. D.K. Jain & Co., are available for inspection at both the Registered Office and the Corporate office of the Company.

None of the directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the Resolution No. 5 set out in this Notice.

The disclosure under Regulation 36(5) of the Securities and Exchange Board of India (LODR) Regulations, 2015 is given hereunder:

Terms of Appointment	For a term of 5 (Five) consecutive years from Financial Year 2025-26 till 2029-30
Proposed Audit fees payable to the Secretarial Auditors	Remuneration for the FY 2025-26 is Rs. 1,50,000 plus GST with an Annual Increment of 20% for subsequent Financial Years.
Material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	NA
Basis of recommendation and Auditor credentials	The proposal for proposed appointment of M/s. D. K. Jain & Co., was considered and approved by Audit Committee on the basis that: - 1. The firm is in Secretarial Practice for more than 28 years. 2. The firm is well exposed to the secretarial practices, followed by listed companies and Corporate Restructuring, IBC, Valuation and other matters. 3. CS (Dr.) Dilip Kumar Jain proprietor of D. K. Jain & Co., Company Secretaries is the renowned Author of more than 75 Books on Company Law, IBC, LLPs, Cost Audit, and merger and amalgamations, etc. 4. The Secretarial Auditor holds a valid certificate of Peer Review as prescribed by the ICSI vide certificate number 6672/2025.

The Board recommends the Resolution set forth at Item No.5 for approval of the members as an **Ordinary Resolution**.

ITEM NO. 6:

The Nomination and Remuneration Committee has recommended and the Board of Directors at their meeting held on 14th May, 2025 had appointed **Dr. Niranjana Shastri** (DIN: 11101503) as an Additional Director under the category of the Non-Executive Independent Director of the Company w.e.f. 14th May, 2025 pursuant to section 161 of the Companies Act, 2013; subject to the approval of Members at General Meeting within a period of 3 months from the date of appointment.

Aforesaid Independent Director proposed for appointment is not disqualified to act as a director in terms of section 164 of the Act and other applicable laws and has given his consent to act as an independent director. The Company has also received a declaration from him stating that he meets the criteria of independence as

prescribed under section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. In the opinion of the Board, he fulfils the criteria of independence and the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015 and is also registered under the Independent Directors Databank maintained by IICA.

The resolution set out in Item No. 6 seeks the approval of members for the appointment of Dr. Niranjana Shastri (DIN: 11101503) as an Independent Director of the Company for a first term of 5 (five) consecutive years w.e.f. 14th May, 2025 to 13th May, 2030; pursuant to section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. His office shall not be liable to retire by rotation. The brief profile of Dr. Niranjana Shastri (DIN: 11101503) is given in the Notice of AGM with the details of the directors seeking appointment/re-appointment.

A copy of the draft letter of appointment setting out the terms and conditions of his appointment is available for inspection by the members at the Registered Office and on the website of the Company.

The aforesaid director may be considered as financially interested in the resolution to the extent of the sitting fees as may be paid to him for attending the Board/committee meeting. Except that none of the directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Special Resolution.

Dr. Niranjana Shastri (DIN: 11101503) holds 2,126 equity shares (0.03%) along with his relatives in the Company.

ITEM NO. 7:

The Board of directors of the Company, on the recommendation of the Nomination and Remuneration Committee, has appointed **Mrs. Atithi Vora** (DIN: 06899964) director as the Whole-Time Director (Executive Director) of the Company with effect from 1st April, 2025, for a period of three (3) years, subject to the approval of the shareholders at the ensuing General Meeting. Mrs. Atithi Vora has been associated with the Company and possesses considerable experience in Finance and Accounts, management, and corporate governance. Her continued association and full-time involvement are expected to benefit the Company significantly in achieving its strategic objectives.

1. Remuneration: Gross Salary & Perquisites: Maximum upto Rs. 10,00,000/- p.m.

The Whole-time Director shall be entitled for the following perquisites and other benefits within the above said limit as may be decided by the Board and the same may be by way of perquisites and allowances payable or reimbursement, such as;

- (a) House rent allowance/rent free accommodation, house maintenance allowance,
- (b) Allowances for utilities such as gas, electricity, water, furnishing, repairs,
- (c) Servants salaries,
- (d) Medical reimbursement as per policy of the Company,
- (e) Group mediclaim/accidental insurance/ keyman insurance Premium: Actual Premium as may be determined by the Insurance Company.
- (f) Leave travel concession for herself and her family, as per policy of the Company
- (g) Club fees, maximum upto 2 clubs (Excluding life membership fee)

2. Other exempted benefits:

In addition to the above, she shall be entitled for the following benefits, which shall not be considered as remuneration within the provisions of the Schedule V of the Companies Act, 2013:

- (a) Payment of gratuity as per the rules of the Company.
- (b) Contribution to PF, FBF and Super annuation funds as per rules of the Company.
- (c) Leave encashment upto 15 days for every completed year in the employment, payable in each year as per rules of the Company.
- (d) Directors Obligation Insurance Premium: Actual Premium as may be determined by the Insurance Company.

3. Facilities:

- (a) The Company shall provide Company's car with driver for the Company's work and if the car is not provided, the Company shall reimburse car/taxi expenses on actual basis.
- (b) The Company shall provide telephone/cell phone and internet facilities at the residence of the Whole-time Director.

4. Minimum Remuneration

In the event of no profit or inadequacy of profits in any Financial Year, during the tenure of Mrs. Atithi Vora (DIN: 06899964) as the Whole-time Director of the Company the aforesaid Remuneration as approved by the Members and as confirmed by the Board within the limit approved by the members, shall be considered as the minimum remuneration payable by the company to her.

5. Other Terms and Conditions:

The other terms and conditions are below:

1. Mrs. Atithi Vora as Executive Director shall be entrusted with the management of the Company under the direction, superintendence and control of the Managing Director and the Board of Directors of the Company.
2. Her tenure as director will not be affected by the alterations in the terms and conditions of her appointment.
3. The appointment of Mrs. Atithi Vora as the Whole-time Director of the Company, liable to retire by rotation.
4. Board/Nomination and Remuneration Committee of the Company is authorized to alter, modify within the aforesaid limits or null all or any of the components of the remuneration of Mrs. Atithi Vora, subject to the applicable provisions of the Companies Act, 2013 or as may be agreeable to Mrs. Atithi Vora.
5. No sitting fees shall be payable to Mrs. Atithi Vora for attending the meetings of the Board or any Committee thereof.
6. There shall be clear relation of the Company with Mrs. Atithi Vora as “the Employer-Employee” and each party may terminate the above said appointment with three months’ notice in writing or salary in lieu thereof.

Mrs. Atithi Vora is not disqualified from being appointed as a director in terms of section 164 of the Companies Act, 2013 and further she is not being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has received her consent in Form DIR-2. In accordance with the provisions of Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if –

- (i) the annual remuneration payable to such executive anywhere director exceeds Rs.5 crore or 2.5% of the net profits of the company, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the company: Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director. The net profits shall be calculated as per section 198 of the Companies Act, 2013.

Mrs. Atithi Vora is concerned or interested, financially to the extent of the remuneration as may be drawn by her during her tenure and Mr. Harsh Vora the Chairman and Managing Director and Mr. Saurabh Vora, Whole-time Director of the Company, her relatives, may be deemed to be concerned or interested otherwise. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice. The Board recommends the proposed Resolution for your approval as a Special Resolution as set out in Item No.7 of the Notice.

Mrs. Atithi Vora, Whole-time Director of the company holds 50,000 (0.61%) of the total paid-up capital of the company. Disclosure as required under Schedule V is given along with Item No. 7 to 9.

ITEM NO. 8:

Shri Saurabh Vora (DIN: 02750484), was appointed as Whole-time Director of the Company w.e.f.1stOctober, 2023 for a term of 3 Years upto 30thSept., 2026 at yearly remuneration of Rs. 1,20,00,000/- (Rs. One Crore Twenty Lakh per annum).

He is entrusted with control over the marketing department and marketing affairs of the Company and due to his marketing strategy, the company is growing continuously. He has varied experience of around 18 years in the field of marketing and other management areas. In view of this, Nomination & Remuneration Committee at its meeting held on 31stMarch, 2025 examined the existing remuneration being paid to him in comparison other peer company, it is desirable to increase his remuneration suitably and pursuant to provisions of the Schedule V and section 196, and 197 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, recommended revision in remuneration of Shri Saurabh Vora for payment upto Rs. 20,00,000/- (Rs. Twenty Lakh only) per month and other perquisites as detailed in the Notice w.e.f.1stApril, 2025 for the remaining part of his tenure till 30thSeptember, 2026 which was approved by the Board of Directors at their Meeting held on 31stMarch, 2025 subject to further approval of Members of the Company in the next General Meeting.

In accordance with the provisions of Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if –

- (i) the annual remuneration payable to such executive anywhere director exceeds Rs.5 crore or 2.5% of the net profits of the company, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the company: Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director. The net profits shall be calculated as per section 198 of the Companies Act, 2013.

Mr. Saurabh Vora is concerned or interested, financially to the extent of the remuneration as may be drawn by him during his tenure and Mr. Harsh Vora the Chairman and Managing Director and Mrs. Atithi Vora, whole-time Director of the Company who are his relatives, may be deemed to be concerned or interested otherwise. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the Notice.

The Board recommends the proposed Resolution for your approval as Special Resolution as set out in Item No.8 of the Notice.

Shri Saurabh Vora, Whole-time Director of the company holds 14,01,100 (17.11%) of the total paid-up capital of the company. Disclosure as required under Schedule V is given along with Item No. 7 to 9.

ITEM NO. 9:

Shri Harsh Vora (DIN: 00149287), was appointed as Managing Director of the Company w.e.f.1stOctober, 2023 for a term of 3 Years upto 30thSept., 2026 at yearly remuneration of Rs.1,50,00,000/- (Rs. One Crore Fifty Lakh per annum). He is entrusted with control over the affairs of the Company. He has varied experience of around 41 years in the business activities of the Company.

In view of this, Nomination & Remuneration Committee at its meeting held on 31stMarch, 2025 examined the existing remuneration being paid to him in comparison to peer companies it is desirable to increase his remuneration suitably and pursuant to provisions of the Schedule V and section 196, and 197 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, recommended revision in remuneration of Shri Harsh Vora for payment upto Rs.20,00,000/- (Rs. Twenty Lakh only) per month and other perquisites as detailed in the Notice w.e.f. 1stApril, 2025 till the remaining part of his tenure which was approved by the Board of directors at their Meeting held on 31stMarch, 2025 subject to further approval of Members of the Company in the next General Meeting.

In accordance with the provisions of Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if –

- (i) the annual remuneration payable to such executive anywhere director exceeds Rs.5 crore or 2.5% of the net profits of the company, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the company:

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director. The net profits shall be calculated as per section 198 of the Companies Act, 2013.

Mr. Harsh Vora concerned or interested, financially to the extent of the remuneration as may be drawn by him during his tenure and Mr. Saurabh Vora and Mrs. Atithi Vora, Whole-time Directors of the Company who are his relatives may be deemed to be concerned or interested otherwise. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.9 of the Notice.

The Board recommends the proposed Resolution for your approval as Special Resolution. Shri Harsh Vora holds 10,99,745(13.43 %) of the total paid-up capital of the company.

Common disclosure as per the provisions of the Schedule V to the Companies Act, 2013 in respect of change in designation of Mrs. Atithi Vora as the Whole-time Director and revision in terms of appointment for Mr. Saurabh Vora, Whole-time Director and Mr. Harsh Vora, Managing Director as per Item No.7 to 9 of the Notice:

As per the provisions of the Schedule V to the Companies Act, 2013, the Company proposes to pay the remuneration in excess of the limit as prescribed under Part II, Section II of the said Schedule and the proposed aforesaid remuneration/salary may in excess of the ceiling prescribed under section 197, i.e. more than 5%/10% or 11% of the net profits of the Company, which can be paid by way of approval of the members as special resolution without requirement for seeking approval of the Central Govt.

Your directors submit the following Information pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 for consideration of the members:

I. General Information:

The Company is engaged in manufacturing and dealing in welding electrodes which is the backbone of infrastructure industry. The Company is in the manufacturing activities since Incorporation and is pioneer in its field.

II. Information about the appointee:

	Name of the Director	Atithi Vora Whole-time Director (DIN: 06899964)	Harsh Vora Chairman & Managing Director(DIN: 00149287)	Saurabh Vora Whole-time Director (DIN: 02750484)
(1)	Background details	Mrs. Atithi Vora aged about 37 year is a Chartered Accountant by profession andhaving 11 years of experience in the field of Accounts and finance. Mrs. Atithi Vora is also one of the member of the promoter group of the Company.	Mr. Harsh Vora aged about 63year, is a commerce graduate having more than 41 years of experience in the Company and he has been the Managing Director of the Company since 1990 with his vision, your Company has come out with so many challenges in the domestic market and grown to this level. Mr. Harsh Vora is also one of the core promoter of the Company.	Mr. Saurabh Vora, aged about 38year, is a B. Tech. and having more than 18 years of experience in the Industry and he is the Whole-time Director of the Company since 2014 with his vision, your Company has come out with so many challenges in the domestic and international market and grown to this level.Mr. Saurabh Vora is also one of the member of the promotergroup of the Company.
(2)	Past remuneration (for the year 2024-25)	N.A.	Rs. 144.00 Lakhs	Rs. 120.00 Lakhs
(3)	Recognition or awards	N.A.	N.A.	N.A.
(4)	Job profile and his suitability	Mrs. Atithi Vora is a Chartered and having reach experience in the field of Accounts and finance and he is the Director since 2014 of the Company. She is the Incharge of the Accounts Department of the Company.	Mr. Vora being the Chairman and Managing Director is managing whole of the affairs of the Company under the supervision of the Board of directors. He is assisted by two whole-time directors and the team of the qualified manager and engineers, technocrats. Mr. Harsh Vora is responsible for overall performance as well as the administration of the company.	Mr. Saurabh Vora is the most suitable and dedicated towards the growth of the Company. He is having capacity to accept the challenges of any nature and capableto achieve the visionary target. He is the Incharge of the Production, sales & marketing department of the Company.
(5)	Remuneration proposed	Gross remuneration upto of Rs. 120.00 Lakhs p.a during her tenure in the manner of Salary, and other allowances and other perks as stated in the explanatory statement.	Gross remuneration upto of Rs. 240.00 Lakhs p.a during his tenure in the manner of Salary, and other allowances and other perks as stated in the Resolution.	Gross remuneration upto of Rs. 240.00 Lakhs p.a during his tenure in the manner of Salary, and other allowances and other perks as stated in the Resolution.
(6)	Comparative remuneration profile with respect to industry, size of the	The Company manufactures Welding Electrodes and pioneer in the industry and listed with the BSE and sound financial track records.	The Company manufactures Welding Electrodes and pioneer in the industry and listed with the BSE and sound financial track records.	The Company manufactures Welding Electrodes and pioneer in the industry and listed with the BSE and sound financial track records.

	company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	There is no comparable data for matching the remuneration of the Whole-time Director remuneration in the industry in the Country	There is no comparable data for matching the remuneration of the Chairman and Managing Director remuneration in the industry in the Country There has been phenomenal increase in the package of CEO/WTD all around the manufacturing industries in India and World; your industry is no more exception to it. In order to retain good talent, it is inevitable to increase the remuneration of Mr. Harsh Vora needs to be considered.	There is no comparable data for matching the remuneration of the Whole-time Director remuneration in the industry in the Country
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mrs. Atithi Vora holding 50,000 Equity Shares of Rs. 10/- each consisting 0.62 % of the paid-up share capital in the Company and is not drawing any other benefits. Mr. Harsh Vora, the Chairman and Managing Director and Mr. Saurabh Vora, the Whole-time Directors are relatives of Mrs. Atithi Vora.	Mr. Harsh Vora is the core promoter and holding 10,99,745 Equity Shares of Rs. 10/- each consisting 13.43% of the paid up share capital in the Company and is not drawing any other benefits except the remuneration as the Chairman and Managing Director. Mrs. Atithi Vora and Mr. Saurabh Vora, Whole-time Directors are relatives of Mr. Harsh Vora.	Mr. Saurabh Vora holding 14,01,100 Equity Shares of Rs. 10/- each consisting 17.11 % of the paid up share capital in the Company and is not drawing any other benefits except the remuneration as the whole-time director. Mr. Harsh Vora the Chairman and Managing Director and Mrs. Atithi Vora Whole-time Directors are relatives of Mr. Saurabh Vora.

III. Other Information:

1.	Reasons of loss or inadequate profits	There is no loss or inadequacy of the profit at present.
2.	Steps taken or proposed to be taken for Improvement	N.A.
3.	Expected increase in productivity and profits in measurable terms	The company is expected to increase in productivity and profit as per prevailing market and industry which cannot be ascertain.

BY ORDER OF THE BOARD

**RAJESH SEN
(COMPANY SECRETARY)
FCS7689**

**PLACE: Indore
DATE: 19thJuly, 2025
D & H India Limited
CIN: L28900MH1985PLC035822
A-204, Kailash Esplanade,
Opposite Shreyas Cinema, L.B.S. Marg, Ghatkopar (West),
Mumbai – 400 086**