



DHP INDIA LIMITED

Corporate Identity Number (CIN) : L65921WB1991PLC051555



Registered Office : 7B Shreelekha, 7th Floor, 42A Park Street, Kolkata 700 016, India
Tel : +91(33) 2229-5735, 2229-7995, 4600-2601, 4600-2602
E-mail : info@dhpindia.com

Ref : 19(B)(B)/ 30875

30/05/2025

To

The General Manager /Asst. General Manager - Deptt. Of Corporate Services,
Bombay Stock Exchange Ltd., [Securities Code : 531306]
25, P. J. Towers, Dalal Street, Mumbai - 400 001.

Dear Sir,

Re : DHP INDIA LIMITED [ISIN : INE590D01016, Sec.Code BSE-531306]

Sub : Intimation of date of 34TH AGM will be held on 25/08/2025 & date of Book Closure from 19/08/2025 to 25/08/2025 (both day inclusive i.e. Record Dt. 18/08/2025 for payment of dividend) and Recommendation of dividend of Rs.4/- per Equity Shares (@40%) for year ended 31/03/2025 as per Reg.42(2) & 42(3) of SEBI (LODR) Regulation, 2015.

Please note that the Board of Directors of the company at their Board Meeting dated 30/05/2025 at 12.00 P.M. to 12.30 P.M. approved the Draft Notice for calling of 34th Annual General Meeting to be held on 25/08/2025 (Monday). The Notice as per Regulation 42(2) & 42(3) of SEBI (LODR) Regulations, 2015, the details of Book Closure, Record date and proposal of Dividend etc. are as below :-

- 1) **Type of Securities** : 30,00,000 Equity shares of Rs.10/- each fully paid up (Dist. Nos. 1 to 30,00,000).
- 2) **Dividend Recommended** : The Board of directors in their meeting dated 30/05/2025, recommended a final equity dividend of F.Y. 2024-25 i.e. Year Ended 31/03/2025 of Rs. 4/- per equity shares i.e. @40% of its paid-up equity share capital, subject to approval of the shareholders in ensuing Annual General Meeting. The above information provided as per requirement of Regulation 42(3) of the SEBI (LODR) Regulations, 2015.
- 3) **Book Closure & Record date** : The Share Transfer Book of the Member's of the Company will be closed from 19th August, 2025 (Tuesday) to 25th August, 2025 (Monday), both days inclusive. However the share transfer received in order by the Company at its Registered Office at 7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata-700016 or our Share Transfer Registrar's Office M/s. Niche Technologies Pvt. Ltd. 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata - 700 017 by close of business on Monday, the 18th August, 2025 i.e. Record date, will be eligible for dividend, if any approved by the shareholders in ensuing Annual General Meeting and to attending in 34th A.G.M. The above information provided as per requirement of Regulation 42(2) of the SEBI (LODR) Regulations, 2015.
- 4) **Date, place and time of 34th A.G.M.** : 34th Annual General Meeting will be held on 25/08/2025 (Monday) at 11.00 A.M. at the Y.W.C.A. Galloway House, 1 Middleton Row, Kolkata - 700 071, for approval of Standalone Audited Annual Accounts and Reports, Approval of Dividend and allied matters of year ended 31/03/2025 and Re-appointment of Rotational Director, Appointment of Independent Director, Re-appointment of Statutory Auditors and Appointment of New Secretarial Auditors etc. as circulated in Notice.

We confirm that all equity shares received for transfer 1(one) month's prior to the date of intimation have been duly transferred & dispatched to the respective transferees. The Company also undertake that the securities pending for transfer and further securities lodged for transfer will be transferred and dispatched within a period of 1 (one) months from the date of receipt.

Photo Copies of duly signed Notice by our Company Secretary-cum-Compliance Officer for Calling of 34th Annual General Meeting to be held on 25/08/2025, their Notes, Additional disclosure of Notice as per Requirement of Reg.36(3) of SEBI (LODR) Regulations, 2015, Draft Copy of Attendance Slip & Form of Proxy in Form No. MGT-11, and copy of Ballot Form, Route Map etc. along with specimen covering letter is also enclosed.

Thanking You,

Encl. : As stated above



Yours faithfully,
For DHP INDIA LIMITED

[Ashok Kumar Singh]
Chief Financial Officer

DHP INDIA LIMITED

Corporate Identity Number (CIN) : L65921WB1991PLC051555

Registered Office : 7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata – 700 016

Phone No : +91 (033) 2229-5735/7995, 4600-2601/2602

E-mail : info@dhpindia.com, Website : www.dilindia.co.in

ANNEXURE TO THE NOTICE DATED 30TH MAY, 2025 FOR THE 34TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON MONDAY, THE 25TH DAY OF AUGUST, 2025 AT 11.00 A.M.

1. Name and Registered Address of Sole/First named Member :

2. Joint Holders Name (If any) :

3. Registered Folio No. / DP ID & Client ID*:
(*Applicable to investors holding shares in demat form)

4. Number of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the 34TH Annual General Meeting (AGM) will be held on Monday, the 25th August, 2025 at 11.00 A.M. at Y.W.C.A. Galloway House, 1 Middleton Row, Kolkata – 700 071.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

EVSN (E-Voting Sequence Number)	User ID	PAN / Sequence No.

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
Friday, 22 ND August, 2025 from 9:00 a.m. (IST)	Sunday, 24 th August, 2025 till 05:00 p.m. (IST)

Please read the instructions mentioned in the Notice of the Annual General Meeting before exercising your vote.

Registered Office :

7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata – 700 016.

Corporate Identity Number (CIN) : L65921WB1991PLC051555

By Order of the Board of Directors

Date : 30th May, 2025

SD/-

SURUCHI TIWARI

Company Secretary-cum-Compliance Officer

Encl : AGM Notice (with Notes) / Attendance Slip / Proxy Form / Ballot Form / Annual Report / AGM Route MAP



DHP INDIA LIMITED

Corporate Identity Number (CIN) : L65921WB1991PLC051555

Registered Office : 7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata – 700 016

E-mail : info@dhpindia.com, Website : www.dhpindia.co.in

NOTICE

NOTICE IS HEREBY GIVEN THAT the **Thirty-Fourth (34th) Annual General Meeting (AGM)** of the Members of DHP INDIA LIMITED (“the Company”) will be held on Monday, the 25th August, 2025 at 11.00 A.M. at **Y.W.C.A. Galloway House, 1 Middleton Row, 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, 2025 and the Report of the Board of Directors (“the Board”) and Auditors thereon.

“**RESOLVED THAT**, the Audited Financial Statement (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, 2025 and the report of the Board of Directors and Auditors thereon as circulated to the members, be and hereby considered and adopted.”

Item No. (2) – Declaration of Dividend :

To declare a final dividend of Rs.4/- per equity share (@40% of Share Capital of the Company) for the year ended March 31, 2025.

“**RESOLVED THAT** a final dividend at rate of Rs.4/- (Rupees Four only) per equity share of Rs.10/- (Ten rupees) each fully paid-up of the Company i.e. @40% of paid-up equity share capital of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2025 and the same be paid out of the profits of the Company for the financial year ended March 31, 2025.”

Item No. (3)–Re-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 a Non-Executive and woman Director Smt. Anjum Dhandhanian are subject to retirement by rotation. Last year, Sri Janak Bhardwaj was subject to retirement by rotation and was appointed by shareholders. To the extent that Smt. Anjum Dhandhanian is required to retire by rotation, she would need to be re-appointed as Non-Executive Director.

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

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

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DHP INDIA LIMITED**NOTICE****SPECIAL BUSINESS : Ordinary Resolutions :****Item No. (4)–Re-Change of Secretarial Auditors :**

The Existing Secretarial Auditors M/s. Sushil Tiwari & Associates, Companies Secretaries, retire after signing of this Secretarial Audit Report, and as per new requirement the Secretarial Auditor will be appointed on or after 1st April, 2025 is subject to approval of shareholders and not related to any employees. However, the Board appointed a New Secretarial Auditor Mrs. Alpana. Sethia, Companies Secretaries, (ACS-15758, CP No.5098 & Peer Review Cert.No.I2002WB336200) for a Block of 5 years from F.Y.2025-26 to F.Y.2029-30 (from 01/04/2025 to 31/03/2030), and to fix their remuneration, and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204(1) of the Companies Act 2013 rule 9 of the Companies (Appointment and Remuneration personnel) Rules 2014 and other applicable provisions if any of the Companies Act 2013, Consent of the Board is be and is hereby given for appointment of **Mrs. Alpana Sethia, Practicing Company Secretaries [Membership No.ACS-15758 & C.P.No.-5098]** having peer review Certificate No. I2002WB336200, as Secretarial Auditors of the Company for a Audit Period of Block of Five (5) years from FY 2025-26 to FY 2029-30 (from 01/04/2025 to 31/03/2030) of the Company be and is hereby authorized to fix the remuneration from time to time in consultation with Audit Committee, as set out in the Explanatory Statement annexed to the Notice convening this Meeting."

"FURTHER RESOLVED THAT Mrs. Alpana Sethia, Practicing Company Secretaries [Membership No.ACS-15758 & C.P.No.-5098] will hold office from the conclusion of this meeting, subject to approval of shareholders in 34TH AGM until the conclusion of the ensuing next 38th Annual General Meeting will be held in 2030, and they shall conduct the Secretarial Audit for a Block of Five Audit Period from F.,Y.2025-26 to F.Y.2029-30 (from 01/04/2025 to 31/03/2030)."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution"

SPECIAL BUSINESS : Ordinary Resolutions :**Item No. (5)–Re- Reappointment of Statutory Auditors :**

The Existing Statutory & Tax Auditors M/S. NKSJ & ASSOCIATES, Chartered Accountants [Firm Reg.No.329563E] retire from the office on the conclusion of 34th AGM of the Company. The above firm seeking for re-appointment and give their consent. The "Audit Committee" recommend and "The Board" approve their proposal of Re-appointment for a Audit period of Five (5) years from FY 2025-26 to FY 2029-30 (from 01/04/2025 to 31/03/2030),), and to fix their remuneration, and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules mad thereunder, as amended or reenacted from time to time) and the retirement of existing Statutory & Tax Auditors M/S. NKSJ & ASSOCIATES, Chartered Accountants [Firm Reg.No.329563E] at 34th AGM held in 2025, the consent of the Company be and is hereby accorded to **RE-appoint** the Statutory & Tax Auditors M/S. NKSJ & ASSOCIATES, Chartered Accountants [Firm Reg.No.329563E for a Audit Period of Block of Five (5) years from FY 2025-26 to FY 2029-30 (from 01/04/2025 to 31/03/2030) of the Company be and is hereby authorized to fix the remuneration from time to time in consultation with Audit Committee, as set out in the Explanatory Statement annexed to the Notice convening this Meeting."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution"



DHP INDIA LIMITED**NOTICE****SPECIAL BUSINESS : Special Resolutions :**

Item No. (6)–To approve the fresh Appointment of Sri Surajit Raha (DIN-07019436) - who is retired as Non-Executive Independent Director from the Board on 31/03/2025 and after a two months gap again seeking fresh appointment), as a Non-Executive Independent Director (Non Rotational Director) of the Company for a period of 5(five) years from 30th May, 2025 to 29th May, 2030.

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

“RESOLVED THAT, pursuant to provisions of section 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that the Board, Mr. Surajit Raha (DIN : 07019436), a Non-Executive and Independent Director of the Company, who was retired on March 31, 2025, and seeks a fresh appointment for a further period of 5 (five) years from May 30, 2025 to May 29, 2030, and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act and who is eligible for appointment, be and is hereby appointed as a Non-Executive and Independent Director (Non-Rotational Director), be and is hereby appointed as an Independent Director of the Company for a further period of 5(five) years with effect from May 30, 2025 to May 29, 2030, and that he shall not be liable to retire by rotation, as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s)/Authorised Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office :

7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata – 700 016.

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Dated : 30th May, 2025

Enclosed : Notes (forming part of Notice)

By Order of the Board of Directors

SD/-

SURUCHI TIWARI

Company Secretary-cum-Compliance Officer



DHP INDIA LIMITED

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E-mail : info@dhpindia.com, Website : www.dilindia.co.in

NOTES :

- 1) Pursuant to the General Circular No.10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through Video Conferencing or Other Audio Visual, without the physical presence of the members at a common venue. Now as from our past experience and records of attendance in AGM, the total presence recorded only 20-25, hence the Board Decided to hold the Annual General Meeting in physical presence and not exercise the relaxation issued by above circular by MCA & SEBI.
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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 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 at 7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata-700 016, 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 an appropriate resolutions/authority, as applicable. A Proxy Form, Attendance Slip and the Route Map of the venue of the meeting are *annexed* to this Notice.
- 3) The Explanatory Statement setting out material facts, pursuant to section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meeting and Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Business – Ordinary Resolution under the Change/appointment of New Secretarial Auditors and Reappointment of Statutory Auditors and Special Business – Special Resolution under fresh Appointment of Independent Directors at the Thirty-Fourth Annual General Meeting under item Nos. 4, 5, & 6 of the accompanying Notice is *annexed* thereto.
- 4) Additional Information of Directors seeking re-appointment by rotation in respect of the Ordinary Business-Ordinary Resolution under item No. 3 and Appointment of Independent Directors in respect of the Company of Special Business-Special Resolution under item Nos. 6 at the Thirty-Fourth Annual General Meeting as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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**.
- 5) 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.
- 6) 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 or Company.

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DHP INDIA LIMITED**NOTES (continuing) :**

- 7) 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 in details of 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.
- 8) Electronic copy of the Annual Report for F.Y. 2024-25 (Year Ended March 31, 2025) is uploaded on the Company's website at 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 case of shares in dematerialized form) or with link in M/s. Niche Technologies Private Limited, 3A, Auckland Place, 7th 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 the Notice of the Thirty-Fourth AGM is uploaded on the Company's website at www.dilindia.co.in and also on the website of Central Depository Services (India) Limited at 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 2024-25 (Year Ended March 31, 2025) are being send through permitted mode. For any communication the Members may also send requests to the Company's email ID at : info@dhpindia.com .
- 9) The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the other statutory register etc. will be available for inspection by members during the AGM. Other 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 : 7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata-700 016 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.
- 10) 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 or Company.
- 11) 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.
- 12) Pursuant to the provisions of Section 91 of the Companies Act, 2013 and rules framed thereunder, the Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, the 19th August, 2025 to Monday, the 25th August, 2025** (both days inclusive), for the purpose of AGM and determining the names of Members eligible for dividend on Equity Shares, if declared at the AGM.



DHP INDIA LIMITED**NOTES (continuing) :**

- 13) Subject to the provisions of Section 126 of the Companies Act, 2013, if the Final Dividend on Equity Shares as recommended by the Board of Rs.4/- per Equity Shares, if approved/declared at the AGM, payment of such dividend will be made within 30 days from the date of declaration of dividend to :
- a) all those Beneficial Owner holding shares in electronic form, whose names shall appear in the statement of beneficial ownership data as may be made available to the Company by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on **Monday, the 18th August, 2025**;
- b) all those Members whose names appear in the Register of Members of the Company at the end of business hours on **Monday, the 18th August, 2025**, after giving effect to all valid share transfers in physical mode lodged with the Company/the RTA (i.e. Niche Technologies Private Limited) on or before **Monday, the 18th August, 2025**.
- 14) 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 31st March, 2017 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). During the current financial year ended from April 1, 2024 to March 31, 2025, the Company has transferred the unpaid or unclaimed dividend of FY 2016-17 to the **Investor Education and Protection Fund**. Those Members, who have not encashed their dividends for the FY 2017-18 to FY 2023-24, 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:-

<u>Serial No.</u>	<u>Financial Year Ended</u>	<u>Date of declaration of dividend</u>	<u>Last date for claiming unpaid dividend</u>	<u>Due date for transfer to IEP Fund</u>
1.	31/03/2018	24/09/2018	23/09/2025	22/10/2025
2.	31/03/2019	20/09/2019	19/09/2026	18/10/2026
3.	31/03/2020	28/09/2020	27/09/2027	26/10/2027
4.	31/03/2021	27/09/2021	26/09/2028	25/10/2028
5.	31/03/2022	26/09/2022	25/09/2029	24/10/2029
6.	31/03/2023	25/09/2023	24/09/2030	23/10/2030
7.	31/03/2024	29/07/2024	28/07/2031	27/08/2031

- 15) 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 November 23, 2024 shall be transferred by the Company to Investor Education and protection Fund ("IEPF").
- During the current financial year ended from April 1, 2024 to March 31, 2025, the Company has transferred the shares of constant unclaimed dividend from financial year ended 31st March, 2017 to till date to the **Investor Education and Protection Fund**. The Company has also written to the concern Shareholders intimating them their particulars of the Equity Shares due for transfer. These details are also available on the Company's website 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. All correspondence should be addressed to the RTA of the Company M/s. Niche Technologies Private Limited, 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata-700017, Tel : 033-22806616, Email : nichetechpl@nichetechpl.com.



DHP INDIA LIMITED**NOTES (continuing) :**

- 16) The cutoff date for the purpose of determining the members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM is **Monday, August 18, 2025**. 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 voted in 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 it 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 participate in the meeting, but shall not be entitled to cast their vote again.
- 17) 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. **Monday, August 18, 2025**, may obtain the login ID and password by sending a request at 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.
- 18) 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.
- 19) Members may note that the Income-tax Act, 1961 ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit their PAN (the above PAN is linked with Aadhar only).
- 20) Pursuant to provisions of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share capital and Debentures) Rules, 2014, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
- 21) SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhar by June 30, 2023 vide its circular dated March 16, 2023. Shareholders in physical mode are requested to submit their PAN, KYC and nomination details to the Company's RTA, Niche Technologies Private Limited.. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their DP. In case of holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 or link their PAN with Aadhar before June 30, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folio. The Securities in frozen folio shall be eligible to receive payment (including dividend) and lodge grievance only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA/the Company shall refer such securities to the administering authority under Benami Transactions (Prohibitions) act, 1988, and/or the Prevention of Money Laundering Act, 2002.
- 22) At present the Company's Equity Shares are listed on the Stock Exchange at BSE Limited, Mumbai (Securities Code : 531306) only and listing fees for the previous financial year 2023-24 and current financial year 2024-2025 of BSE Limited have been paid. 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/Issuer fees for the previous financial year 2024-25 and current financial year 2025-2026 have been paid to CDSL as well as NSDL.

Cont. page - 5



DHP INDIA LIMITED**NOTES (continuing) :****23) 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 Thirty-Fourth 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 Thirty-Fourth AGM in a fair and transparent manner.

II) THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The remote e-voting period begins on **Friday, August 22, 2025 (9.00 a.m. IST)** and ends on **Sunday, August 24, 2025 (5.00 p.m. IST)**. 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 **Monday, August 18, 2025**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders/Members holding shares in physical or in demat form as on the cut-off date (record date) of **Monday, August 18, 2025**, shall only be eligible for e-voting. Shareholders/Members who have already voted prior to the Meeting would not be entitled to vote at the Meeting.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on 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.



DHP INDIA LIMITED**NOTES (continuing) :****23) VOTING THROUGH ELECTRONIC MEANS****II) THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

Pursuant to abovesaid 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 Tab. 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 CDSL website https://web.cdslindia.com/myeasi/Registration/EasiRegistration and click on login & New System Myeasi Tab and then click on registration option. 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 NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.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.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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

DHP INDIA LIMITED

NOTES (continuing) :

23) VOTING THROUGH ELECTRONIC MEANS

II) THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

Pursuant to abovesaid 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) 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 features. 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 a toll free no. 1800 22 55 33
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 : 022-4886 7000 and 022 - 2499 7000

(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 to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders/Members" 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, and
 - (c) Shareholders/Members 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 Shareholders/Members holding shares in dematerialized form logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.



DHP INDIA LIMITED**NOTES (continuing) :****23) VOTING THROUGH ELECTRONIC MEANS****II) THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

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

6) If Shareholders/Members are first-time user then follow the steps given below :

For Physical Shareholders and other than individual shareholders holding shares in Dematerialised Form	
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 (DBD) 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 then 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/Members holding shares in physical form will then directly reach the Company selection screen. However, shareholders/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.
- (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 Company Name i.e. <DHP INDIA LIMITED> on which you choose to vote.
- (x) On the voting page, shareholders/members will see "RESOLUTION DESCRIPTION" and against the same the option "YES" or "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) Shareholders/Members should Click on the "RESOLUTIONS FILE LINK" if they wish to view the entire Resolution details.
- (xii) After selecting the Resolution they have decided to vote on, they should click on "SUBMIT". A confirmation box will be displayed. If they wish to confirm their vote, click on "OK", else to change their vote, click on "CANCEL" and accordingly modify their vote.
- (xiii) Once they "CONFIRM" their vote on the resolution, they will not be allowed to modify their vote.



DHP INDIA LIMITED**NOTES (continuing) :****23) VOTING THROUGH ELECTRONIC MEANS****II) THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

- (xiv) They 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 shareholders 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 & Custodians – For Remote Voting Only :**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.com> and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp & signed of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a "Compliance User" should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory, who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; sushiltiwari_associates@rediffmail.com or info@dhpindia.com, if they have opted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same on or before Saturday, 23rd September, 2023, up to 3.00 p.m. without which the vote shall not be treated as valid.

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

- 1) For shareholders holding shares in physical form – please provide necessary details like Folio No., Name of shareholders, 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 Company/RTA's email ID at info@dhpindia.com or nichetechpl@nichetechpl.com respectively.
- 2) For Demat shareholders – Please update your email ID & Mobile No. with your respective Depository Participant (DP).



DHP INDIA LIMITED

NOTES (continuing) :

23) **VOTING THROUGH ELECTRONIC MEANS**

II) THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

(xviii) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES (Cont.):

- 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.**
- 4) For shareholders holding shares in dematerialised form – please provide Demat account details (CDSL- 16 Digit beneficiary ID or NSDL-16 digit DPID+CLID), Name of shareholders, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA's email ID at info@dhpindia.com or nichetechpl@nichetechpl.com respectively.
- 5) The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the aforesaid shareholders.

(xix) OTHER INSTRUCTIONS :

- 1) Shareholders can update their mobile numbers and e-mail IDs (which may be used for sending future communication (s) by writing to the Company email as info@dhpindia.com / RTA email as nichetechpl@nichetechpl.com.
- 2) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. **Monday, August 18, 2025**, may obtain the login ID and password by sending an email to Company email info@dhpindia.com or RTA email nichetechpl@nichetechpl.com by mentioning their Folio No./DP ID and Client ID No.
- 3) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date only shall be entitled to avail the facility or remote e-voting or voting at the Meeting.
- 4) Mr. Sushil Tiwari, Practicing Company Secretary (Membership No. ACS 6199 & Certificate of Practice No. 1903), Proprietor of M/s. Sushil Tiwari & Associates, Companies Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner.
- 5) The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM , first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall be sent to the Chairman of a person authorized by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.



DHP INDIA LIMITED

NOTES (continuing) :

23) VOTING THROUGH ELECTRONIC MEANS

II) THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

(xix) *Other Instructions (Continuing) :*

- 6) The result declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://www.dilindia.co.in> and on the website of CDSL at <https://www.evoting.india.com> immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited, Mumbai, where the shares of the Company are listed.
- 7) The voting right of shareholders shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the cut-off date of **Monday, August 18, 2025**. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- 8) The shareholders shall have one vote per equity share held by them as on the cut-off date of **Monday, August 18, 2025**. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- 9) Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Monday, August 18, 2025**, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- 10) Notice of the AGM along with attendance slip, proxy form along with the process instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
- 11) Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.
- 12) 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.
- 13) The voting right of shareholders shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the cut-off date of **Monday, August 18, 2025**. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- 14) The shareholders shall have one vote per equity share held by them as on the cut-off date of **Monday, August 18, 2025**. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.



DHP INDIA LIMITED

NOTES (continuing) :

23) VOTING THROUGH ELECTRONIC MEANS

II) THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

(xix) *Other Instructions (Continuing) :*

- 15) Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Monday, August 18, 2025**, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- 16) Notice of the AGM along with attendance slip, proxy form along with the process instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
- 17) Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.

(xx) Shareholders/Members who need assistance before or during the AGM, or have any queries or issues regarding e-voting, they may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or Contact at toll free no. 1800 22 55 33.

(xxi) 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, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

24) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

Registered Office :

7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata – 700 016.

Corporate Identity Number (CIN) : L65921WB1991PLC051555

Date : 30th May, 2025

By Order of the Board of Directors

SD/-

SURUCHI TIWARI

Company Secretary-cum-Compliance Officer



DHP INDIA LIMITED

Corporate Identity Number (CIN) : L65921WB1991PLC051555

Registered Office : 7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata – 700 016

E-mail : info@dhpindia.com, Website : www.dilindia.co.in

Explanatory Statement in respect of Special Business pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard – 2 on Annual General Meeting and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(Annexure as referred to in the note No. 3 on Notice and Item Nos. 4, 5 & 6 of the Notice)

Item No. 4

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), however, the same is strictly not required as per Section 102 of the Companies Act, 2013 (“Act”).

The earlier Secretarial Auditors M/S. **Sushil Tiwari & Associates, Practicing Company Secretaries** (as per appointed by the Board only) conducted the **Secretarial Audit** of year ended 31/03/2025 and duly signed on 30/05/2025 and thereafter retire by immediate effect. A New Practicing Company Secretary **Mrs. Alpana Sethia**, seeking for conducting of Secretarial Audit of our Company.

The Board approved the appointment subject to the approval of the members in the ensuing Annual General Meeting on the same terms, conditions as approved by the Board, and hence the following resolution was passed :

After evaluating and considering various parameters such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on May, 30, 2025, proposed the appointment of a **New Secretarial Auditors Mrs. Alpana Sethia, Practicing Company Secretaries (Membership No. ACS-15758, Certificate of Practice No-5098 & Peer Review Certificate No.-I2002WB336200)**, as the New Secretarial Auditors of the Company, for a Audit period of Five (5) years from FY 2025-26 to FY 2029-30 (from 01/04/2025 to 31/03/2030), she holds office from the conclusion of 34th AGM of the Company held in 2025 till the conclusion of 38th AGM of the Company to be held in 2030, at a remuneration as may be mutually agreed between the Board of Directors and Secretarial Auditors.

Mrs. Alpana Sethia, Practicing Company Secretaries, have given her consent to act as the Secretarial Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 204 of the Act. They have further confirmed that she is not disqualified to act as the Secretarial Auditors in terms of the Act and the rules made thereunder.

It holds the ‘Peer Review’ certificate as issued by ‘ICSI’ vide Certificate No. **I2002WB336200**.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 4 of the Notice. The Board recommends the passing of an Ordinary Resolution as set out at Item No. 4 of the accompanying Notice for approval by the Members.

Item No. 5

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), however, the same is strictly not required as per Section 102 of the Companies Act, 2013 (“Act”).

The members of the Company at the 33rd Annual General Meeting (“AGM”) of the Company held on July 29, 2024 had approved the appointment of M/s. **NKSJ & ASSOCIATES, Chartered Accountants (Firm Registration No.329563E)** as the Statutory Auditors of the Company to hold office till the conclusion of the 34th AGM to be held in the current year 2025.

DHP INDIA LIMITED**Explanatory Statement (continuing)****Item No. 5 (continuing)**

After evaluating and considering various parameters such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on May, 30, 2025, proposed the Re-appointment of M/s. NKSJ & ASSOCIATES, Chartered Accountants (Firm Registration No.329563E), as Statutory & Tax Auditors of the Company, for a Audit period of Five (5) years from FY 2025-26 to FY 2029-30 (from 01/04/2025 to 31/03/2030), they holds office from the conclusion of 34th AGM of the Company held in 2025 till the conclusion of 38th AGM of the Company to be held in 2030, at a remuneration as may be mutually agreed between the Board of Directors and Statutory Auditors.

M/s. NKSJ & ASSOCIATES, Chartered Accountants, have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said re-appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act. They have further confirmed that they are not disqualified to act as the Statutory Auditors in terms of the Act and the rules made thereunder.

It holds the 'Peer Review' certificate as issued by 'ICAI' vide Certificate No.014684 valid till 30/11/2025.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 5 of the Notice. The Board recommends the passing of an Ordinary Resolution as set out at Item No. 5 of the accompanying Notice for approval by the Members.

Item No. 6

The Company had, pursuant to provisions of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of Special Business for Fresh Appointment of Mr. Surajit Raha (DIN-07019436), as Independent Director (Non-Executive) of the Company. Mr. Surajit Raha, Independent Director of our Company retired on March 31, 2025, and after a gap of two months, he seeks a fresh Appointment for a period of 5 years from May 30, 2025 to May 29, 2030. Pursuant to the provisions of section 149 of the Companies Act, 2013 (Act), which came into effect from April 1, 2014, every listed company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

Pursuant to Section 161 of the Companies Act, 2013, the Board, on May 30, 2025, appointed Mr. Surajit Raha (DIN-07019436), in the capacity of Non-Executive Independent Directors of the Company for a term of 5 (five) years with effect from May 30, 2025 to May 29, 2030 (both days inclusive) subject to the approval of the shareholders through a Special Resolution.

The Company has received the following from Mr. Surajit Raha :-

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- (iv) Declaration pursuant to BSE Circular No.LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;
- (vi) A declaration that he is in compliance with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent director maintain by the Indian Institute of Corporate Affairs.



DHP INDIA LIMITED

Explanatory Statement (continuing)

Item No. 6 (continuing)

The Company has received a notice in writing by a member proposing his candidature under Section 160 of the Act.

The Nomination and Remuneration Committee (NRC) has previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of Mr. Surajit Raha. In the opinion of the Board, Mr. Surajit Raha, fulfil the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws/regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Surajit Raha, skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for a fresh appointment as Independent Director.

A copy of the draft letter for the appointment of Mr. Surajit Raha as an Independent Directors setting out the terms and conditions is available for inspection by the members during normal business hours on working days up to August 25, 2025.

The resolution seeks the approval of members for the appointment of Mr. Surajit Raha as an Independent Directors of the Company for term of 5(five) years effective from May 30,2025 to May 29, 2030 (both days inclusive) pursuant to Section 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Surajit Raha as an Independent Directors of the Company, as a Special Resolution.

No director, KMP or their relatives except Mr. Surajit Raha, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item nos. 6.

This also constitutes an extract in terms of section 102 of the Companies Act, 2013

The Board recommends the Special Resolutions as set out in Item Nos. 6 of this notice for the approval of members.

Registered Office :

7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata – 700 016.

Corporate Identity Number (CIN) : L65921WB1991PLC051555

Date : 30TH May, 2025

By Order of the Board of Directors

SD/-

SURUCHI TIWARI



DHP INDIA LIMITED

Corporate Identity Number (CIN) : L65921WB1991PLC051555

Registered Office : 7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata – 700 016

E-mail : info@dhpindia.com, Website : www.dilindia.co.in “Annexure – 1

Additional Information of Directors seeking appointment and re-appointment at the Thirty-Third Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(Annexure as referred to in the Note Nos. 3 & 4 on Notice and Item Nos. 3, & 6 of the Notice)

Sl. No.	Name of Director	Smt. Anjum Dhandhanian	Mr. Surajit Raha
1	Director Identification Number	DIN- 00058506	DIN – 07019436
2	Date of Birth	07-12-1970	25-02-1967
3	Date of First Appointment & Gap if any,	31-01-2003	08-12-2014 Retire on 31-03-2025 Thereafter Appointed 30-05-2025
4	Educational Qualification	L.L.B.	Graduate
5	Expertise in specific functional areas	Business	Service
6	Chairmanship/Membership of Committees in this Company	Membership of the Nomination & Remuneration Committee and Stakeholders Committee	Membership of the Audit Committee, Nomination & Remuneration Committee & CSR Committee
7	Present Status of directorship in this Company	Non-Executive Director	Non-Executive Independent Director
8	Directorship in other Public Limited Companies	None	None
9	Chairmanship/Membership of Committees in other Public Limited Companies	None	None
10	Number of Meeting of the Board attended during the year	5 out of 5	5 out of 5
11	Relationship with other Directors	Sister of Managing Director	N. A.
12	Shareholding as on 31 st March, 2025	20,000 Equity Shares (0.66%)	Nil
13	Seeking appointment/re-appointment	Retire by rotation and seeking re-appointment	Retired on 31-03-2025 & after two months Gap again Seeking appointment as Non-Executive Independent Director on 30-05-2025
14	Rotational Status	Retire by Rotational Director	Non-Rotational Director
15	Tenure of appointment, if applied	Not Applicable	Five Years (From May 30, 2025 to May 29, 2030)

Registered Office :

7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata – 700 016.

Corporate Identity Number (CIN) : L65921WB1991PLC051555

By Order of the Board of Directors

Date : 30th May, 2025

SD/-

SURUCHI TIWARI

Company Secretary-cum-Compliance Officer



DHP INDIA LIMITED

Attendance Slip

Corporate Identity Number (CIN) : L65921WB1991PLC051555

Registered Office : 7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata – 700 016

E-mail : info@dhpindia.com, Website : www.dilindia.co.in

Thirty-Fourth Annual General Meeting at Y.W.C.A. Galloway House, 1 Middleton Row, Kolkata– 700 071
held on Monday, 25th August, 2025

Folio No. _____ DP ID No. _____ Client Id No. _____

Name of the Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

I certify that I am registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the Thirty-Fourth Annual General Meeting held on Monday, 25th August, 2025.

Member's / Proxy's Signature

Note : Shareholders / Proxy holders desiring to attend the meeting should bring their copy of the Annual Report as the same will not be distributed again at the meeting.

DHP INDIA LIMITED

Form of Proxy

Corporate Identity Number (CIN) : L65921WB1991PLC051555

Registered Office : 7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata – 700 016

E-mail : info@dhpindia.com, Website : www.dilindia.co.in

PROXY FORM – Form NO. MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Thirty-Fourth Annual General Meeting at Y.W.C.A. Galloway House, 1 Middleton Row, Kolkata– 700 071
held on Monday, 25th August, 2025

Name of the Member (s) :

Registered address :

E-mail Id :

Folio No./Client ID No. : DP Id No.

I/We, being the member(s) of shares of DHP India Limited, hereby appoint

Name : E-mail Id :

Address : Signature :

or falling him/her

Name : E-mail Id :

Address : Signature :

or falling him/her

Name : E-mail Id :

Address : Signature :

as my / our proxy to attend and vote (on a poll) for me / us on my / our behalf at the THIRTY-FOURTH ANNUAL GENERAL MEETING of the Company to be held on Monday, 25th August, 2025 at 11.00 A.M. and / or any adjournment thereof in respect of such resolutions as are indicated below :-

- Adoption of Standalone Financial Statements like Statement of Profit & Loss, Balance Sheet, Statement of Changes in Equity, Cash Flow Statement, and Report of Board of Directors and Auditors for the year ended March 31, 2025.
- Declaration of dividend of Rs.4/- per Equity Shares [@40%] for the financial year 2024-25.
- Re-appointment of Smt. Anjum Dhandhanika as a Director of the Company who retire by rotation.
- Appointment of Mrs. Alpana Sethia, Practicing Company Secretaries as New Secretarial Auditors of the Company.
- Re-Appointment of M/s.NKSJ & Associates, Chartered Accountants as Statutory Auditors of the Company.
- Appointment of Mr. Surajit Raha as Independent Director of the Company

Signed thisday of.....2025

Affix Revenue Stamp

Signature of shareholder Signature of Proxy holder(s).....

Note : 1. The Proxy must be deposited at the Registered Office of the Company at 7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata-700 016, not less than 48 hours before the time for holding of Annual General Meeting (on or before August 23, 2025 at 11.00 a.m.).

2. The form should be signed across the stamp as per specimen signature registered with the Company.



DHP INDIA LIMITED

BALLOT FORM

Corporate Identity Number (CIN) : L65921WB1991PLC051555

Registered Office : 7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata – 700 016

E-mail : info@dhpindia.com, Website : www.dilindia.co.in

(For voting for the resolutions to be passed at the Thirty-Fourth Annual General Meeting of the Company to be held on Monday, the 25th day of August, 2025 at 11.00 A.M. at "Y.W.C.A. Galloway House, 1 Middleton Row, Kolkata – 700 071)

Name of Member/Proxy attending meeting : _____

Name of Shareholders : _____

Folio No./Client ID No. _____ DP ID NO. _____

No. of Equity Shares Held _____

I/We hereby exercise my/our vote in respect of the Resolution to be passed through ballot for the business stated in the Notice of the Company dated 30th May, 2025 by conveying my/our assent or dissent to the said Resolution by placing the tick (V) mark at the appropriate box below :

Resolution Sr. No.	Description	I/we assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
	ORDINARY BUSINESS		
1	Ordinary Resolution to consider and adopt the Audited Financial Statements (including the Standalone Financial Statement like Balance Sheet, Statement of Profit & Loss, Statement of Changes in Equity, Cash Flow Statement and other Financial Reports) together with Report of the Board of Directors and Auditors report for the year ended March 31, 2025.		
2	Ordinary Resolution to declare a final dividend of Rs.4 per Equity Shares (i.e. @40% of Share Capital of the Company) for the financial year ended March 31, 2025.		
3	Ordinary Resolution seeking approval for re-appointment of Director Smt. Anjum Dhandhanian (DIN : 00058506), who retire by rotation and, being eligible offer herself for re-appointment.		
	SPECIAL BUSINESS		
4	Ordinary Resolution seeking approval for Appointment of New Secretarial Auditor Mrs. Alpana Sethia, Practicing Company Secretaries for Five Year from FY 2025-26 to FY 2029-30 (from 01/04/2025 to 31/03/2030)		
5	Ordinary Resolution seeking approval for Re-appointment of Statutory Auditor M/s. NKSJ & Associates, Chartered Accountants (Firm Reg.No.329563E) for Five Year from FY 2025-26 to FY 2029-30 (from 01/04/2025 to 31/03/2030)		
6	Special Resolution seeking approval for Appointment of Independent Director Sri Surajit Raha (DIN : 07019436), for 5(Five) years from May 30, 2025 to May 29, 2030.		

Signature of Member/Proxy Voting

Notes : This Ballot Form shall be used by the Shareholders/Proxy holders who does not have access to the e-voting system.



DHP INDIA LIMITED

Corporate Identity Number (CIN) : L65921WB1991PLC051555

Registered Office : 7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata – 700 016

E-mail : info@dhpindia.com, Website : www.dhpindia.co.in

A Route Map of Place of 34th Annual General Meeting to be held on Monday, 25th August, 2025 at 11. A.M. to Y.W.C.A. Gallway House, 1 Middleton Row, Kolkata – 700 071, is given below as per requirement of Secretarial Standard - 2

