D & H INDIA LIMITED

D&H/CS/26-27/44
Date: 05/09/2026

Online filing at: www.listing.bseindia.com

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

BSE Scrip ID: DHINDIA BSE Scrip Code: 517514
Subject: Filing of Notice of 41st Annual General Meeting to be held on 30th September, 2026

Dear Sir/Madam

we are pleased to submit a copy of the notice of the 41st Annual General Meeting of the company to be held on Wednesday, the 30th day of September 2026 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
Digitally signed by Rajesh Sen
Date: 2026.09.05 14:40:49 +05'30'

Rajesh Sen
Company Secretary

Encl: Notice of AGM

NOTICE

Notice is hereby given that the **41st Annual General Meeting** (AGM) of the members of **D & H India Limited (CIN: L28900MH1985PLC035822)** will be held on **Wednesday, the 30th day of September, 2026 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 (MH)** 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 containing the Balance Sheet as at 31st March, 2026, the Statement of Profit & Loss, Cash Flow and Change in Equity and notes thereto of the Company for the Financial Year ended 31st March 2026 and the reports of the Board and Auditors thereon as on that date and in this regard, to consider and if thought fit, to pass the following resolutions as an **Ordinary Resolutions:**

   a) **"RESOLVED THAT** the audited standalone financial statement of the Company for the Financial Year ended 31st March, 2026 and the reports of the Board and Auditors thereon, as circulated to the members, be and are hereby received considered and adopted."

   b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the Financial Year ended 31st March, 2026 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To appoint **Mr. Harsh Vora (DIN: 00149287),** who retires by rotation, as a director in terms of Section 152(6) of the Companies Act, 2013, at this Annual General Meeting and being eligible offers himself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. Harsh Vora (DIN: 00149287),** and who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company not liable to retire by rotation as determined by the Board of directors of the Company."

   SPECIAL BUSINESSES:

3. **To ratify the remuneration payable to the Cost Auditors of the company for the financial year 2026-27**

   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 Shivangi Bhavin Shah & Co., Cost Accountant, Ahmedabad (Registration No. 000707)** 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, 2027."

   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."

Rajesh Sen

Digitally signed by Rajesh Sen
Date: 2026.09.05 14:41:22 +05'30'

4. To re-appoint Mr. Saurabh Vora (DIN: 02750484) as the Whole-time Director of the company for a further period of 3 years w.e.f. 1st Oct., 2026 and to consider and if thought fit, the following resolution as a Special Resolution:

"**RESOLVED THAT** upon the recommendation of the Nomination and Remuneration Committee of the Board and the approval of the Board of Directors of the Company, pursuant to the provisions of section 152, 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any, of the Companies Act, 2013 and applicable Regulations 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being enforce), consent of the members hereby accorded for the re-appointment of **Mr. Saurabh Vora (DIN: 02750484)** as the Whole-time Director of the Company for a further period of 3 (Three) years w.e.f. 1st October, 2026 to 30th September, 2029, on such terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

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 approval of the Board of directors of the company, the consent of the members be and is hereby accorded for the revision in remuneration payable to Mr. Saurabh Vora, Whole-time Director of the Company, to the aggregate annual remuneration payable to him may exceeds 5% (Five percent) of the net profits of the company, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013

RESOLVED FURTHER THAT in the event of no profit or inadequacy of profits in any Financial Year, during the tenure of Mr. Saurabh Vora as Whole Time Director of the Company the aforesaid Remuneration shall be considered as the minimum remuneration payable by the company to Whole Time Directors.

RESOLVED FURTHER THAT the relations with Mr. Saurabh Vora and the Company shall be contractual as the Employee – Employers during his tenure as the Whole-time Director of the Company.

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.

RESOLVED FURTHER THAT the Board of Director of the Company be and is here by authorized to do all such acts, deeds and things as may be required in this regard to give effect to this resolution".

5. To re-appoint Mr. Harsh Vora (DIN: 00149287) as the Chairman and Managing Director of the company for a further period of 3 years w.e.f. 1st Oct., 2026 and to consider & if thought fit, the following resolution as a Special Resolution:

"**RESOLVED THAT** upon the recommended of the Nomination and Remuneration Committee of the Board and the approval of the Board of directors of the Company, pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and

Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any, of the Companies Act, 2013 and applicable Regulations 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being enforce), consent of members hereby accorded for the re-appointment of **Mr. Harsh Vora (DIN: 00149287)** as the Chairman and Managing Director of the Company for a further period of 3 (Three) years w.e.f 1st October, 2026 to 30th September, 2029, on such terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

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 approval of the Board of directors of the company, the consent of the members be and is hereby accorded for the revision in remuneration payable to **Mr. Harsh Vora, Chairman and Managing Director** of the Company, to the aggregate annual remuneration payable to him may exceeds 5% (Five percent) of the net profits of the company, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013

RESOLVED FURTHER THAT in the event of no profit or inadequacy of profits in any Financial Year, during the tenure of Mr. Harsh Vora as Chairman and Managing Director of the Company the aforesaid Remuneration shall be consider as the minimum remuneration payable by the company to the Managing Directors.

RESOLVED FURTHER THAT the relations with Mr. Harsh Vora and the Company shall be contractual as the Employee – Employers during his tenure as the Managing Director of the Company.

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.

RESOLVED FURTHER THAT the Board of Director of the Company be and is here by authorized to do all such acts, deeds and things as may be required in this regard to give effect to this resolution".

Place: Indore
Date: 12th August, 2026
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

By orders of the Board

RAJESH SEN
(COMPANY SECRETARY)
FCS 7689

NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ('Act'), setting out material facts concerning the business with respect to Item No. 4 and 5 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 appointment at this AGM is furnished as Annexure to this Notice.

2. 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 03/2025 dated September 22, 2025 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 41st AGM of the Company is being held through VC/OAVM on **Wednesday, September 30, 2026, at 1:00 p.m. (IST).** The registered office of the Company shall be deemed to be the venue for the AGM.

3. Pursuant to the MCA Circular, the facility to appoint a proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Therefore, the Proxy Form and Attendance Sheet for the 41st AGM is not annexed to the notice.

4. The Members can join the AGM through 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 number does not include the large Shareholders holding 2% or more share capital, 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 any restriction on account of first come first served basis.

5. 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 ("the Act"). Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.

6. In terms of the above statutory requirement, the said Corporate Members are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorised representative, to the Scrutiniser by e-mail at dkjaincs@gmail.com with a copy to rsen@dnhindia.com and helpdesk.evoting@cdslindia.com.

   The votes cast by your entity will be counted by the Scrutiniser subject to the receipt of the aforesaid authorisation document as mentioned above.

   The Board Resolution/Power of Attorney/Authority Letter etc. can also be uploaded by the said Corporate Members by clicking on 'Upload Board Resolution/Authority Letter' displayed under 'e-voting' tab in their login.

7. Pursuant to the provisions of section 108 of the Act 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 entered into an agreement with **Central Depository Services (India) Limited (CDSL)** for facilitating voting through electronic means, and independent agency for providing necessary platform for VC/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.

8. The Company has launched the 'Saksham Niveshak 100 Days Campaign' to create awareness amongst investors and updation of KYC and nomination details, and enable investors to claim their rightful entitlements. The Company has communicated the opening of this special window to the investors from time to time and the details are made available on the Company's website at www.dnhindia.com.

9. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 03/2025 dated September 22, 2025, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 issued by Securities and Exchange Board of India, the Notice of the AGM along with the Annual Report for FY 2025-26 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 Annual Report for FY 2025-26 can be accessed. The Company shall send the physical copy of Annual Report for FY 2025-26 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 2025-26, may request that by sending an email to the Company at rsen@dnhindia.com. mentioning their Folio No./DP ID and Client ID. The Notice convening the 41st AGM along with the Annual Report for FY 2025-26 will also be available on the weblink of the Company at https://dnhindia.com/investor-relation/financials/, 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.

10. The **cut-off date** for the purpose of entitlement for voting (including remote e-voting) is **Wednesday, 23rd September, 2026.**

11. The remote e-voting facility will be available during the flowing period after which the portal shall forthwith be blocked and shall not be available for remote e-voting:-

Commencement of remote e-voting	**9.00 am (IST) on Sunday 27th September, 2026**
End of remote e-voting	**5.00 pm (IST) on Tuesday, 29th September, 2026**

Once the vote on a resolution is casted by a member, such members shall not be allowed to change it subsequently.

12. 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. Wednesday, 23rd September, 2026** only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.

13. As per the Master Circular for Registrars to an Issue and Share Transfer Agents dated February 6, 2026 issued by SEBI, Members holding shares in physical is required to furnish their Permanent Account Number, Contact Details (Postal Address, Mobile Number and E-mail), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company/Ankit Consultancy Pvt. Ltd. In this regard the Company had sent letters, emails and SMS to its Members for furnishing the required details. Please refer to SEBI FAQs by

accessing the link: https://www.sebi.gov.in/sebi_data/faqfiles / jan2026/1767611333081.pdf.

14. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company www.dnhindia.com as soon as possible after the Meeting is over.

15. Members joining the meeting through VC/OAVM, who have not casted 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 casted their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again.

16. 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 Act will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of 41st AGM i.e. 30th September, 2026. Members seeking to inspect such documents may send an email to rsen@dnhindia.com.

17. CS Dilip Kumar Jain, Proprietor of M/s D. K. Jain & Co., Company Secretaries, Indore (M.P.) (F.R. No. S2003MP064600; Peer Review No. 6672/2025, M.No. FCS 3565 & C.P.No.2382), has been appointed as the Scrutinizer to scrutinize the e-voting at the AGM and remote e-voting process in a fair and transparent manner.

18. 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 RTA for prompt communication and update the same with their DP to receive soft copy of the Annual Report of the Company.

19. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board.

20. 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 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.

21. 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 (RTA) Ankit Consultancy Pvt. Ltd Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id investor@ankitonline.com; compliance@ankitonline.com to receive the soft copy of all communication and notice of the meetings etc. of the company.

22. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days, except Saturday, between 2:00 P.M. and 4:00 P.M. up to the date of the meeting.

23. Members may please note that SEBI, vide its Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, 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.

24. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 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.

    Please also note that SEBI by circular No. HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated 30th January, 2026 has decided to open special window for transfer and dematerialisation ("demat") of physical securities which were sold/purchased prior to April 01, 2019. The special window has already opened for a period of one year from February 05, 2026 to February 04, 2027. The same is also available for such transfer requests which were submitted earlier and were rejected/returned/not attended due to deficiency in the documents/process/or otherwise.

    The securities so transferred shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer. Such securities shall not be transferred/lien-marked/pledged during the said lock-in period.

25. 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.

26. 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/

27. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed and forms part of the Notice.

28. **Voting through electronic means:**

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

i. The voting period begins on **27th September, 2026 (Sunday), 9:00 A.M. (IST) and ends on 29th September, 2026 (Tuesday), 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 **(23rd September, 2026)** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again.

iii. Pursuant to Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30th, 2026, 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.

iv. In terms of Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30th, 2026, under Regulation 44 of Securities and Exchange Board of India (LODR)) Regulations, 2015, issued by SEBI 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.

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

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**	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**	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.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/ Secure Web/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. For OTP based login you can click on https://eservices.nsdl.com/Secure Web/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: 022-48867000 and 022-24997000

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) 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) • 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. • 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.

(ii) After entering these details appropriately, click on "SUBMIT" tab.

(iii) 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.

(iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN for **D & H INDIA LIMITED** to vote.

(vi) 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.

(vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(viii) 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.

(ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xi) 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.

(xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- 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.
- A scanned copy of the Registration Form bearing the stamp and sign 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 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 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 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 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 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.
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 AGM.
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 Company/RTA email id.
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 21 09911.

   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 toll free no. 1800 21 09911.

29. **General Guidelines for shareholders:**

   a. 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. 23rd September, 2026 (Wednesday),** may obtain the login ID and password by sending a request at rsen@dnhindia.com.

   b. 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. 23rd September, 2026 (Wednesday)** only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.

   c. 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.

   d. 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 (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 Limited (Stock Exchange).

   e. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents

Ankit Consultancy Pvt. Ltd. at the address: - Plot No. 60, Electronic Complex, Pardeshipura Indore (M.P.) 452010 Tel-0731-4281333/0731-4065797/99 Fax-0731-40657 98 Email id: investor@ankitonline.com

f. The 41st AGM will be held through VC/OAVM therefore, the requirement for route map is not applicable.

g. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same.

h. 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., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.

i. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to RTA, in case the shares are held in physical form.

j. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

BRIEF PROFILE OF THE DIRECTOR SEEKING APPOINTMENT OF THE NOTICE OF ENSUING ANNUAL GENERAL MEETING AS PER REG. 36(3) of SEBI (LODR) REGULATIONS, 2015 AND THE COMPANIES ACT, 2013.

Name of Director	**Harsh Vora (DIN:00149287)**	**Saurabh Vora (DIN:02750484)**
Designation	Chairman and Managing Director	Whole -Time Director
Category	Executive	Executive
Date of Birth	10/12/1962	11/09/1987
Date of Appointment	06/12/1990	01/10/2014
Qualification	B.Com	B. Tech
No. of shares held and %	10,99,745 (1 0.74 %)	16,88,600 (16.50 %)
List of outside Directorship	1. V & H Infra Pvt. Ltd. 2. V & H Fabricators Pvt. Ltd. 3.HKV Exp orts Pvt. Ltd.	1. V& H Fabricators Pvt. Ltd. 2. HKV Exports Pvt. Ltd. 3. Novarise Energy Pvt.Ltd. 4. Zorion Defence Pvt. Ltd.
Chairman / Member of the Committees of the Board of Directors of the Company	N.A.	Member of 1. Stakeholder Relationship Committee
Chairman/Member of the Committees of the Board, Directors of other Companies in which he is director	N.A.	N.A.
Disclosures of relationships between directors inter-se.	Father of Mr. Saurabh Vora WTD and Father in law of Mrs. Atithi Vora Women /WTD.	Son of Mr. Harsh Vora CMD and Spouse of Mrs. Atithi Vora Women /WTD.

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

Item No. 3:

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 Shivangi Bhavin Shah & Co., Cost Accountant, Ahmedabad (Registration No. 000707),** as Cost Auditors of the Company for the year 2026-27 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 their 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 41st AGM.

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. 3 of the Notice by way of an **Ordinary Resolution.**

ITEM NO. 4:

Mr. Saurabh Vora (DIN: 02750484)was appointed as a Whole-time Director for a term of 3 (Three) years w.e.f. 1st October, 2023 by the Shareholders of the Company at their Annual General Meeting held on 30th September, 2023, therefore his tenure as Whole-time Director shall be concluded on 30th September, 2026.

Mr. Saurabh Vora, aged about 39 year, is a B. Tech and having more than 16years 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.

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 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.

The Board of directors of your company comprises of three executive directors i.e. Mr. Harsh Vora, Chairman and Managing Director, Mr. Saurabh Vora, Whole-time Director and Mrs. Atithi Vora, Whole-time Director, belonging to Promoter and Promoter Group.

Mr. Saurabh Vora has given his consent to act as a Whole-time Director.The Nomination and Remuneration Committee of the Board and the Board of Directors at their meetings held on 12th August, 2026 has considered and approved his re-appointed as the Whole-time Director w.e.f. 1st October, 2026 and be designated as the Executive Director of the Company on the remuneration as 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,

(e) Group mediclaim /accidental insurance/keyman insurance,

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

(g) Club fees subject to maximum two clubs (excluding life membership).

2. Other exempted benefits:

In addition to 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 rules.

(b) Contribution to PF, FBF and \ Superannuation funds as per rules.

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

3. Facilities:

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

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

4. Minimum Remuneration

In the event of no profit or inadequacy of profits in any Financial Year, during the tenure of Mr. Saurabh Vora as 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 consider 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 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 Director will not be affected by the alterations in the terms and conditions of his appointment.
3. The agreement may be terminated by Mr. Saurabh Vora by giving three months' advance notice and in case of short notice; he will deposit an amount of his salary for the period short of three months. However, if the Company wishes to remove him, it will be liable to pay compensation as per the provisions of the Companies Act, 2013.
4. The appointment of Mr. Saurabh Vora as the Director of the Company, liable to retire by rotation."
5. Board / Nomination and Remuneration Committee of the Company is authorized to alter, modify or null all or any of the components of the remuneration of Mr. Saurabh Vora, within the aforesaid maximum limit subject to the applicable provisions of the Companies Act, 2013 as may be agreeable to Mr. Saurabh Vora.
6. No sitting fees shall be payable to Mr. Saurabh Vora for attending the meetings of the Members, Board or any Committee thereof.

Mr. Saurabh Vora concerned or interested, financially to the extent of the remuneration as may be drawn by him during his tenure in respect of his appointment as a Whole-time Director and Mr. Harsh Vora Chairman and Managing Director and Mrs. Atithi Vora, Whole Time Director of the Company who are his relatives and their other relatives, may be deemed to be concerned or interested otherwise in the appointment of Mr. Saurabh Vora. 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.4 of the Notice.The draft of the agreement to be entered into with the Whole-time Director is available for inspection.

Mr. Saurabh Vora belongs to Promoter Group and holds 16,88,600 equity shares of Rs. 10/- each consisting of 16.50% of the total paid up capital of the Company.

The explanatory statement together with the accompanying notice should be treated as an abstract of the terms of contract of re-appointment of Shri Saurabh Vora, the Whole-time Director in accordance with the provisions of section 190 of the Companies Act, 2013. Further, Mr. Saurabh Vora is not debarred from holding the office of a Director by virtue of any Order passed by the SEBI or any other such authority.

The Board recommends the proposed Resolution for your approval as Special Resolution as set out in Item No. 4 of the Notice.

The Information as required under section II, Part 2 of the Schedule V is being given after Item No. 5:

ITEM NO. 5:

Mr. Harsh Vora (DIN: 00149287)was appointed as the Chairman and Managing Director for a term of 3 (Three) years w.e.f. 1st October, 2023 which was approved by the Shareholders of the Company at their Annual General Meeting held on 30th September, 2023, therefore his tenure as Managing Director shall be concluded on 30th September, 2026. Mr. Harsh Vora has given his consent to act as a Chairman and Managing Director.

Mr. Harsh Vora is a commerce graduate and having more than 41 years of experience in the industry. He is one of the core promoters of the Company and is key instrumental since the incorporation and the Company has grown under his dynamic leadership and strong management.

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 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.

The Board of directors of your company comprises of three executive directors i.e. Mr. Harsh Vora, Chairman and Managing Director, Mr. Saurabh Vora, Whole-time Director and Mrs. Atithi Vora, Whole-time Director, belonging to Promoter and Promoter Group.

The Nomination and Remuneration committee at their meetings held on 12th August,2026 has considered and approved his re-appointment for a further term of 3 years on the remuneration, terms and conditions as mentioned herein under.

The Board has also considered that re-appointment of Mr. Harsh Vora, would of immense benefit to the Company and accepted the recommendation/approval of the Nomination and Remuneration Committee at their meeting held on 12th August, 2026 and has approved re-appointment of Mr. Harsh Vora as Chairman and Managing Director on the remuneration as below:-

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

The Chairman and Managing 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,

(e) Group Mediclaim/accidental insurance / keyman insurance,

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

(g) Club fees, subject to maximum two clubs (excluding life membership),

2. Other exempted benefits:

In addition to 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.

(b) Contribution to PF, FBF and Superannuation funds as per rules.

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

3. Facilities:

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

(b) The Company shall provide telephone at the residence of the Managing Director and a Cell phone with internet facility.

4. Minimum Remuneration

In the event of no profit or inadequacy of profits in any Financial Year, during the tenure of Mr. Harsh Vora as the 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 him.

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 Chairman and Managing Director will not be affected by the alterations in the terms and conditions of his appointment.
3. The agreement may be terminated by Mr. Harsh Vora by giving three months advance notice and in case of short notice; he will deposit an amount of his salary for the period short of three months. However, if the Company wishes to remove him, it will be liable to pay compensation as per the provisions of the Companies Act, 2013.
4. The appointment of Mr. Harsh Vora as the Director of the Company liable to retire by rotation.
5. Board/ Nomination and Remuneration Committee of the Company is authorized to alter, modify 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.
6. No sitting fees shall be payable to Mr. Harsh Vora for attending the meetings of the Members, Board or any Committee thereof.

The explanatory statement together with the accompanying notice should be treated as an abstract of the terms of contract of reappointment of Mr. Harsh Vora the Chairman and Managing Director in accordance with the provisions of section 190 of the Companies Act, 2013.

The Board of Directors recommends the proposed resolution for your approval as Special Resolution. The draft of the agreement to be entered into with the Managing Director is available for inspection.

Mr. Harsh Vora, being the appointee financially interested in the resolution to the extent of his remuneration as may be drawn by him during the tenure of appointment and Mrs. Atithi Vora and Mr. Saurabh Vora Whole-time directors may be deemed to be interested otherwise being his relatives in this resolution. 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.5 of the Notice

Mr. Harsh Vora is a Promoter and holds 10,99,745 equity shares of Rs. 10/- each consisting of 10.74% of the total paid up capital of the Company.

The explanatory statement together with the accompanying notice should be treated as an abstract of the terms of contract of re-appointment of Mr. Harsh Vora, the Chairman and Managing Director in accordance with the provisions of section 190 of the Companies Act, 2013. Further, Mr. Harsh Vora is not debarred from holding the office of a director by virtue of any Order passed by the SEBI or any other such authority.

The Board recommends the proposed Resolution for your approval as Special Resolution as set out in Item No. 5 of the Notice.

Common disclosure as per the provisions of the Schedule V to the Companies Act, 2013 in respect of re-appointment for Mr. Saurabh Vora, Whole-time Director and Mr. Harsh Vora, Chairman and Managing Director as per Item No.4 to 5of the Notice:

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:

(1)	Nature of industry	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.
(2)	Date or expected date of commencement of commercial production	N.A., already existing in business
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A., already existing in business
(4)	Financial performance based on given indicators	The Company has achieved Revenue from Operations of Rs.25269.29 Lakhs for the year ended 31st March, 2026 and earned profits before Tax Rs.1126.02 Lakhs.
(5)	Foreign investments or collaborations, if any.	There is no foreign investment or Foreign Collaboration in the Company except that the company is having NRI/ FPI holding in 1.59% equity shares as on 31st March, 2026.

II. Information about the appointee(s):

	Name of the Director	Harsh Vora Chairman & Managing Director (DIN: 00149287)	Saurabh Vora Whole-time Director (DIN: 02750484)
(1)	Background details	Mr. Harsh Vora aged about 64 year, 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 39 year, is a B. Tech. and having more than 16 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 promoter group of the Company.
(2)	Past remuneration (for the year 2025-26)	Rs. 240.00 Lakhs	Rs. 240.00 Lakhs
(3)	Recognition or awards	N.A.	N.A.
(4)	Job profile and his suitability	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 capable to 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. 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 company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The Company manufactures Welding Electrodes and pioneer in the industry and listed with the BSE and sound financial track records. There is no comparable data for matching the remuneration of the Chairman and Managing Director remuneration in the industry in the Country	The Company manufactures Welding Electrodes and pioneer in the industry and listed with the BSE and sound financial track records. 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.	Mr. Harsh Vora is the core promoter and holding 10,99,745 Equity Shares of Rs. 10/- each consisting 10.74% 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 16,88,600 Equity Shares of Rs. 10/- each consisting 16.50 % 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.

Place: Indore
Date: 12th August, 2026
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

By orders of the Board

RAJESH SEN
(COMPANY SECRETARY)
FCS 7689