D&H/CS/21-22/32
Date: 02/09/2021

Online filing at: www.listing.bseindia.com

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

**BSE Scrip Code: 517514**

**Subject: Pursuant to Regulation 34(1) of SEBI (LODR) Regulations, 2015, submission of 36th Annual Report alongwith the Notice of Annual General Meeting to be held on 30th September, 2021 at 1.00 P. M. through Video Conferencing or Other Audio Visual Means (OAVM).**

Dear Sir/Madam,

Pursuant to provision of regulation 34(1) of SEBI (LODR) Regulations, 2015 related to submission of 36th Annual Report alongwith the Notice of Annual General Meeting to be held on 30th September, 2021 at 1.00 P. M. through Video Conferencing or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company 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.

We are pleased to submit a Copy of the 36th Annual Report for the year 2020-21 of the Company containing the Balance Sheet as at 31st March 2021, Statement of Changes in Equity and the Statement of the Profit and Loss and Cash Flow for the Year ended 31st March 2021 and the Board's Report along with Corporate Governance Report and the Auditors Report on that date and its annexure.

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

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

Rajesh Sen

D & H INDIA LIMITED

**Rajesh Sen**
**Company Secretary**
Encl: Annual Report 2020-21 along with Notice of AGM



# ANNUAL REPORT 2020-2021

## D & H INDIA LIMITED

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**BOARD OF DIRECTORS**

1. Mr. Sunil Kathariya : Chairman of the Board- Independent Director
2. Mr. Harsh Vora : Managing Director
3. Mr. Madhusudan Jain : Whole-time Director (ceased w.e.f. 7th April 2021)
4. Mr. Saurabh Vora : Whole-time Director
5. Mrs. Atithi Vora : Women Non-Executive Director
6. Mr. Sushil Rawka : Non Executive Director
7. Mr. Eshanya B Guppta : Independent Director
8. Mr. Balraj Kishore Namdeo : Independent Director
9. Miss. Suhani Vora : Additional Director (appointed w.e.f. 6th Aug., 2021)

**AUDIT COMMITTEE**

1. Mr. Eshanya B Guppta : Independent Director – Chairman
2. Mr. Sunil Kathariya : Independent Director – Member
3. Mr. Balraj Kishore Namdeo : Independent Director – Member
4. Mr. Sushil Rawka : Non Executive Director – Member

**STAKEHOLDERS' RELATIONSHIP COMMITTEE**

1. Mr. Sushil Rawka : Non Executive Director – Chairman
2. Mr. Madhusudan Jain : Whole-time Director – Member (upto 7th April 2021)
3. Mr. Sunil Kathariya : Independent Director – Member
4. Mr. Saurabh Vora : Whole-time Director – Member (from 7th April 2021)

**NOMINATION AND REMUNERATION COMMITTEE**

1. Mr. Eshanya B Guppta : Independent Director – Chairman
2. Mr. Sunil Kathariya : Independent Director – Member
3. Mr. Sushil Rawka : Non-Executive Director – Member

**COMPANY SECRETARY**
CS Rajesh Sen

**CHIEF FINANCIAL OFFICER**
Mr. Sanat Kumar Jain (ceased w.e.f. 21st June 2021)
Mr. Rajesh Songirkar (Appointed w.e.f. 24th June 2021)

**AUDITORS**
**Devpura Navlakha & Co.**,
Chartered Accountant
13, Timothy Building,
75 S. S. Gaikwad Marg,
Opp. Metro Cinema, Mumbai-400002

**SECRETARIAL AUDITORS**
**D K Jain & Co.**
Company Secretaries
401, Silver Ark Plaza, 20/1, New Palasia
Indore – 452 001

**INTERNAL AUDITORS:**
Ashish K Jain & Associates
Chartered Accountant
130 Kanya Kubja Nagar
Airport Road, Indore-452001

**BANKERS:**
HDFC Bank Ltd.

**REGISTERED OFFICE:**
A - 204, Kailash Esplanade,
Opposite Shreyas Cinema, L.B.S. Marg,
Ghatkopar (West), Mumbai – 400 086
Website: www.dnhindia.com
Email: ho@dnhindia.com
Phone: 022-25006441

**ADMINISTRATIVE OFFICE CUM WORKS:**
Plot 'A', Sector 'A', Industrial Area,
Sanwer Road, Indore – 452 015 (M.P.)
Phone: 0731-2973501
Email: ho@dnhindia.com
Website : www.dnhindia.com

**OTHER WORKS / PLANTS:**
1. Village Sejvaya, Dhar Road, Ghatabillod, District Dhar, (MP)
2. Plot no. 115-116, Zone B Industrial Growth Center,
   Village Borai, Post Rasmada, District Durg, Chhattisgarh

**SHARE TRANSFER AGENT:**
Ankit Consultancy Pvt. Ltd.
Plot No. 60, Electronic Complex,
Pardeshipura, Indore (M.P.) 452 010,
Phone: 0731-2551745,
Email: investor@ankitonline.com, compliance@ankitonline.com

**STOCK EXCHANGE:**
BSE Ltd.
Scrip Code: 517514

## NOTICE

**Notice** is hereby given that the **36th Annual General Meeting** of the members of **D & H India** Limited (CIN: L28900MH1985PLC035822) will be held on **Thursday**, the **30th day of September, 2021 at 01:00 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 of the Company containing the Audited Balance Sheet as at 31st March, 2021 and the Statement of Profit & Loss and Cash Flow along with statement of changes in equity for the year ended 31st March, 2021 and the Reports of the Board's and Auditors thereon.
2. To appoint a Director in place of **Mr. Sushil Rawka (DIN: 00156990),** who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Mrs. Atithi Vora (DIN: 06899964),** who retires by rotation and being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS**

4. **To confirm the appointment of Ms. Suhani Vora (DIN: 09237526) as a Director:**
   To consider 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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time and provisions of SEBI (LODR), Regulations, 2015, **Miss. Suhani Vora** (DIN: 09237526), who was appointed as an Additional Director in the category of Non-Executive Promoter Director with effect from 6th August, 2021 on recommendation of Nomination and Remuneration Committee and to hold office upto the date of forthcoming Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 (the "Act") and Article of Association of the Company be and is hereby appointed as a Director of the Company and she shall be liable to retire by rotation.

5. **Approval of request received from Mr. Madhusudan Jain (Promoter alongwith the person acting in concert with him) for reclassification from "Promoter" category to "Public" category**: To consider & if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Regulation 31A of SEBI (LODR) Regulations, 2015 (the "Listing Regulations"), and subject to approval from the BSE Limited (herein after referred to as stock exchanges), the Securities and Exchange Board of India and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded to reclassify the following applicant from "Promoter" category to "Public" category:

| Name | Status | No. of shares held | % of Total shares |
|---|---|---|---|
| Mr. Madhusudan Jain | Self (Promoter) | NIL | NIL |
| Ms. Suchita Kakrecha | Wife (belong to Promoter Group Madhusudan Jain), Person acting in concert | NIL | NIL |
| Mr. Somu Kakrecha | Son (belong to Promoter Group Madhusudan Jain), Person acting in concert | NIL | NIL |
| Ms. Priya Kakrecha | Daughter (belong to Promoter Group Madhusudan Jain), Person acting in concert | NIL | NIL |
| Ms. Aishwarya Ajay Lunia | Son's Wife (belong to Promoter Group Madhusudan Jain), Person acting in concert | 1,28,451 | 1.74% |
| Corna Infra Limited | Company (belong to Promoter Group Madhusudan Jain), Person acting in concert | NIL | NIL |

**RESOLVED FURTHER THAT** in supersession of any provision, the applicant's special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

**RESOLVED FURTHER THAT** the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such re-classification, shall continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from "Promoter" to "Public".

**RESOLVED FURTHER THAT** on approval of the Stock Exchange(s) upon application for re-classification of the aforementioned applicant, the Company shall effect such re-classification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance to SEBI (SAST) Regulations, 2011, SEBI (PIT) Regulations, 2015 and other applicable provisions.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/ filings to stock exchange(s), seeking approvals from the SEBI and BSE Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions".

**6. To Revise the remuneration of Mr. Saurabh Vora, (DIN 02750484) Whole-Time Director:**

To consider & if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of section 190, 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014, SEBI (LODR) Regulation, 2015 and other applicable provisions, if any, including any statutory modifications or re-enactment thereof for the time being enforced, the approval of the members of the Company be and is hereby accorded for revision in the remuneration of Mr. Saurabh Vora, (DIN 02750484) Whole-time Director of the Company w.e.f. 1st October, 2021 for the remaining part of his tenure till 30th September, 2023 on such terms and conditions as given below:"

**1. Remuneration:**

Gross Salary & Perquisites: Maximum upto Rs. 84,00,000/- p.a.

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

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

**2. Other exempted benefits:**

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

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

**3. Facilities:**

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

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

**4. Minimum Remuneration**

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

**5. Other Terms and Conditions:**

The other terms and conditions are below:

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

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

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee and 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 , or as may be otherwise considered by it to be in the best interest of the Company.

**7. To Revise the remuneration of Mr. Harsh Vora, (DIN 00149287) Managing Director:**

To consider & if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 190, 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014, SEBI (LODR) Regulation, 2015 and other applicable provisions, if any, including any statutory modifications or re-enactment thereof for the time being enforced, the approval of the members of the Company be and is hereby accorded for revision in the remuneration of **Mr. Harsh Vora**, (DIN 00149287) Managing Director of the Company w.e.f. 1st October, 2021 for the remaining part of his tenure till 30th September, 2023 on such terms and conditions as given below:

1. **Remuneration:**

Salary & Perquisites: Maximum upto Rs. 84,00,000/- p.a.

The 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 as per policy of the Company,
(e) Group Mediclaim/accidental insurance/life insurance / keyman insurance Premium: Actual Premium as may be determined by the Insurance Company.
(f) Leave travel concession for himself and his family, as per policy of the Company
(g) club fees, maximum upto 2 clubs (Excluding life membership fee)

**2. Other exempted benefits:**
In addition to the above, he shall be entitled for the following benefits, which shall not be considered as remuneration within the provisions of the Schedule V of the Companies Act, 2013:
(a) Payment of gratuity as per the rules of the Company.
(b) Contribution to PF, FBF and \Super annuation funds as per rules of the Company.
(c) Leave encashment upto 15 days for every completed year in the employment, payable in each year as per rules of the Company.
(d) Directors Obligation Insurance Premium: Actual Premium as may be determined by the Insurance Company.

**3. Facilities:**
(a) The Company shall provide Company's Car with driver for the Company's work and if the Car is not provided, the Company shall reimburse Car/taxi expenses on actual basis.
(b) The Company shall provide telephone and Cell with internet facility at the residence of the Managing Director.

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

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

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

**RESOLVED FURTHER THAT** 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 , or as may be otherwise considered by it to be in the best interest of the Company.

**By orders of the Board**

**Place: Indore**
**Date: 6th August, 2021**
**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

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

**Notes:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 (extended the time line for holding of Annual General Meetings through VC/OAVM till 31stDecember, 2021) Securities and Exchange Board of India("SEBI") also vide its Circular dated 12th May, 2020 permitted holding of Annual General Meetings through VC/OAVM which was further extended by its circular dated 15th January, 2021 till December 31, 2021 physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.
2. Pursuant to the Circular No. 14/2020 dated 8thApril, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Therefore, the Proxy Form and Attendance Sheet for the 36th AGM is not annexed to the notice.
3. The Members can join the AGM the VC/OAVM mode 15 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.
4. 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. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board Resolution / authorization letter to the Scrutinizer by email through its registered email address to dkjain@dkjaincs.com with a copy of the same marked to the Company at www.dnhindia.com.
5. 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 Circulars issued by the MCA dated 8thApril, 2020, 13th April, 2020,5th May,2020 and 13th January, 2021 the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for 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.
6. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. 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.

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

| | |
|---|---|
| **Commencement of remote e-voting** | **09.00 am (IST) on Monday 27th September, 2021** |
| **End of remote e-voting** | **05.00 pm (IST) on Wednesday, 29th September, 2021** |

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

10. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business i.e. Items No. 4, 5, 6 and 7 set out in the Notice, is annexed thereto.
11. The company has notified closure of Register of Members and Share Transfer Books from **24th September, 2021, Friday to 30th September, 2021, Thursday** (both days inclusive) for the Annual General Meeting.
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. Thursday, 23rd September, 2021** only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.
13. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date **23rd September, 2021 (Thursday).**
14. CS (Dr.) D.K. Jain, Company Secretary in Practice (F.R. No.: I1995MP067500, M. No. FCS 3565 & C.P. No. 2382) has been appointed as the Scrutinizer of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
15. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7(Seven) days before the date of the Meeting through email on rsen@dnhindia.com so that the information required may be made available at the Meeting.
16. 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.
17. The Members are requested to:
    (a) Quote their ledger folio number in all their correspondence.
    (b) Send their Email address to RTA for prompt communication and update the same with their DP to receive softcopy of the Annual Report of the Company.
18. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 having email Id investor@ankitonline.com; compliance@ankitonline.com
19. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board Report.
20. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 36th AGM. Members seeking to inspect such documents can send an email to rsen@dnhindia.com
21. Pursuant to the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), the Company has, during the financial year 2020-21 transferred all the equity shares in respect of which (Dividend year 2012-13) dividend has not been claimed / encashed for 7 (Seven) or more consecutive years to the Investor Education and Protection Fund Authority (IEPF) of the Central Government as on the due date of transfer. The Company further transferred to the IEPF Authority all the shares in respect of which dividend had remained unpaid or unclaimed for 7 (seven) consecutive years or more as for the dividend declared in the year 2012-13 on the due date of transfer. The details of shares transferred / unpaid dividend to the IEPF Authority are posted on the website of the Company at www.dnhindia.com The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: http://www.iepf.gov.in/ Members may note that the shares as well as the unclaimed dividend so transferred to the IEPF authority can be claimed back from the IEPF Authority as per the procedure prescribed under the Rules.
    21.1. Members who have not encashed the dividend for the year 2013-14 to 2014-15 are requested to please approach the Company for obtaining duplicate dividend warrants/Cheque. Please note that the amount remained unpaid or unclaimed for the year 2013-14 for a period upto 7 years shall be transferred to the IEPF Authority of the Central Government and no claim in respect thereof shall be entertained by the Company thereafter.
    21.2. SEBI has disallowed listed Companies from accepting request of transfer of securities which are held in physical form w.e.f 01/04/2019.Therefore shareholders holding shares in physical form are advised to get it converted into demat form.

22. Due dates for transfer of unclaimed/unpaid dividends as at 31st March, 2021 and due date for transfer thereafter to IEPF are as under:

| Financial Year | Date of Declaration | Rate of Dividend per Share Rs. | Due date for transfer to IEPF | Amount of dividend remains unpaid / unclaimed |
|---|---|---|---|---|
| 2013-14 | 30.09.2014 | 0.50 | 05.11.2021 | 3,29,581.00 |
| 2014-15 | 30.09.2015 | 0.50 | 05.11.2022 | 2,14,283.50 |

23. As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent (RTA) of the Company, Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (MP) 452010 having email Id investor@ankitonline.com ; compliance@ankitonline.com The Company has already sent letter and 2 reminders in the physical form by the Registered Post. It may please be noted very carefully by the shareholders who are unable to provide required details to the RTA, or informed that the shares available in their name as per records to the share transfer agent does not belong to them or letter return back shall be subject to enhanced due diligence by the Company and the Share Transfer Agent.
24. SEBI has mandated that for registration of transfer of the shares in the d-mat form only after 1st April, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form if any to get convert into the D-mat form.

25. **THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**
    (i) The voting period begins on 27th September, 2021 Monday (I.S.T. 9.00 A. M.) and ends on 29th September, 2021 Wednesday (I.S.T. 5.00 P. M.). 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 23rd September 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
    (iii) Pursuant to 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.

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** | 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 arehttps://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System My Easi.<br>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e voting is in progress as per the |

| | |
|---|---|
| | information provided by company. On clicking the e voting 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.<br>3. If the user is not registered for Easi/Easiest, option to register is availableathttps://web.cdslindia.com/myeasi/Registration/EasiRegistration<br>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/EvotingLoginThe 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 e voting 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** | 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.<br>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>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 |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | 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.comor contact at 022-23058738 and 22-23058542-43. |

| | |
|---|---|
| Individual Shareholders holding securities in Demat mode with **NSDL** | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

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

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

| | **For Physical shareholders and other than individual shareholders holding shares in Demat.** |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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. |

7) After entering these details appropriately, click on "SUBMIT" tab.
8) 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.
9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10) Click on the EVSN for the relevant "**D & H India Limited"** on which you choose to vote.
11) 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.
12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13) 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.
14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
16) 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.

26. **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 "Corporate" 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 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; 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.

27. **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 (company email id). 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 (company email id). These queries will be replied to by the company suitably by email.
    8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
    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 shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

28. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES**
    1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to rsen@dnhindia.com **/investors@ankitonline.com, compliance@ankitonline.com**.
    2. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP)
    3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

    If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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 on 022-23058542/43.

29. **OTHER INSTRUCTIONS**

1. 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, 2021 (Thursday),** may obtain the login ID and password by sending a request at investor@ankitonline.com; compliance@ankitonline.com.
2. 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, 2021 (Thursday)** only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.
3. 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.
4. 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 48 hours of 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.
5. The result declared along with the Scrutinizer's Report shall be placed on the Company's website http://www.dnhindia.com and on the website of CDSL immediately. The Company shall simultaneously forward the results to BSE Ltd., where the shares of the Company are listed.
6. For any other queries relating to the shares of the Company, you may contact the RTA at the following address:
   M/s. Ankit Consultancy Pvt. Ltd.
   60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010
   Tel: 0731-4281333, 4065797/99; E-mail: investor@ankitonline.com; compliance@ankitonline.com
7. 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 Ankit Consultancy Private Limited, Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010, in case the shares are held by them in physical form.
8. 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 Ankit Consultancy Pvt. Ltd, Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010, in case the shares are held in physical form.
9. 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.
10. Members may also note that the Annual Report for year 2020-21 is also available on Company's website www.dnhindia.com
11. As the 36thAGM is being held through VC, the route map is not annexed to this Notice.
12. The Brief profile of the director seeking revise remuneration and re-appointment at the ensuing annual general meeting is annexed as follows.

| **Name of Director** | **Harsh Vora (DIN:00149287)** | **Saurabh Vora (DIN:02750484)** | **Suhani Vora (DIN:09237526)** | **Sushil Rawka (DIN:00156990** | **Atithi Vora (DIN:06899964)** |
|---|---|---|---|---|---|
| Designation | Managing Director | Whole-time Director | Director | Director | Director |
| Category | Executive | Executive | Non- Executive | Non- Executive | Non- Executive |
| Date of Birth | 10/12/1962 | 11/09/1987 | 30/07/1996 | 06/02/1952 | 27/03/1988 |
| Date of Appointment | 06/12/1990 | 01/10/2014 | 06/08/2021 | 01/04/2005 | 01/10/2014 |
| Qualification | B.Com | B. Tech | BBA | Commerce Graduate | CA |
| No. of shares held and % | 3,11,745 (4.21 %) | 12,66,600 (17.12%) | 50,000 (0.68%) | 63,278 (0.86%) | 50,000 (0.68%) |

| | | | | | |
|---|---|---|---|---|---|
| List of outside Directorship | V & H Infra Pvt. Ltd.<br>V & H Fabricators Pvt. Ltd.<br>Commonwealth Mining Pvt. Ltd.<br>HKV Exports Private Limited | V & H Infra Pvt. Ltd.<br>V & H Fabricators Pvt. Ltd.<br>HKV Exports Private Limited | Nil | Nil | Nil |
| Chairman / Member of the Committees of the Board of Directors of the Company | N.A. | N.A. | N.A. | Chairman of Stakeholder Grievance Committee<br>Member of:-<br>1.Audit Committee;<br>2.Nomination and Remuneration Committee;<br>3.Stakeholder Relationship Committee | Nil |
| Chairman/Member of the Committees of the Board, Directors of other Companies in which he is director | N.A. | N.A. | N.A. | N.A. | N.A. |
| Disclosures of relationships between directors inter-se. | Father of Mr. Saurabh Vora WTD and Miss. Suhani Vora, Additional Director, Father in law of Mrs. Atithi Vora Women Director. | Son of Mr. Harsh Vora, MD; Brother of Miss. Suhani Vora, and Spouse of Mrs. Atithi Vora Director. | Daughter of Harsh Vora MD, Sister of Saurabh Vora WTD and Sister in law of Mrs. Atithi Vora, Director. | N.A. | Wife of Mr. Saurabh Vora, Whole-time Director; Sister in Law of Miss. Suhani Vora and Mr. Harsh Vora, Managing Director is father in law |

**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 4:**

**Miss Suhani Vora (DIN: 09237526)** upon the recommendation of the Nomination and Remuneration Committee the Board at their meeting held on 6th August, 2021 have appointed as the Additional Director in the category of Promoter Director of the Company. The SEBI (LODR) Regulations 2015 *inter alia* stipulating the conditions for the appointment of directors by a listed company in addition to the section 149 of the Companies Act, 2013

It is proposed to appoint the aforesaid Director under Section 149 of the Act and SEBI (LODR) Regulation 2015 to hold office w.e.f. 6th August, 2021 and she shall be liable to retire by rotation

The above said director is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has received declarations from Miss Suhani Vora that he meets the criteria of Director as prescribed both under Section 149 of the Act read with the SEBI (LODR) Regulation 2015. In the opinion of the Board, she fulfills the conditions for appointment as Director as specified in the Act and the SEBI (LODR) Regulations 2015.

Brief resume of Miss Suhani Vora, nature of her expertise in specific functional areas, shareholding and relationships between directors *inter-se* as stipulated under SEBI (LODR) 2015, are provided in the note to the Notice of the Annual General Meeting and in Corporate Governance Report forming part of the Annual Report.

Miss Suhani Vora, is deemed to be financially interested in the resolutions as set out respectively at Item No. 4 of the Notice with regard to her respective appointments to the extent of the sitting fee as may be received by her during her tenure and Mr. Harsh Vora Managing Director, Mr. Saurabh Vora WTD and Mrs. Atithi Vora, Directors of the Company who are her relatives and their other relatives, may be deemed to be concerned or

interested otherwise, Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

Miss. Suhani Vora is holding 50,000 (0.68%) of the total paid-up capital of the company.
The Board recommends the Ordinary Resolution set out at No. 4 of the Notice for approval by the shareholders.

**ITEM NO. 5:**
The Company had received request from Mr. Madhusudan Jain, (alongwith his person acting in concert) one of the Promoter of the Company for reclassification from the 'Promoter' category to 'Public' category. The following are the details regarding his shareholding in the Company:

| Name | Status | No. of shares held | % of Total shares |
|---|---|---|---|
| Mr. Madhusudan Jain | Self (Promoter) | NIL | NIL |
| Ms. Suchita Kakrecha | Wife (belong to Promoter Group Madhusudan Jain), Person acting in concert | NIL | NIL |
| Mr. Somu Kakrecha | Son (belong to Promoter Group Madhusudan Jain), Person acting in concert | NIL | NIL |
| Ms. Priya Kakrecha | Daughter (belong to Promoter Group Madhusudan Jain), Person acting in concert | NIL | NIL |
| Ms. Aishwarya Ajay Lunia | Son' Wife (belong to Promoter Group Madhusudan Jain), Person acting in concert | 1,28,451 | 1.74% |
| Corna Infra Limited | Company (belong to Promoter Group Madhusudan Jain), Person acting in concert | NIL | NIL |

Pursuant to Regulation 31A of SEBI (LODR) Regulations, 2015 (the "Listing Regulations") along with amendments thereto, provides that the Board of Directors of the Company shall analyze the request, place the same before the shareholders in a general meeting for approval and apply for stock exchanges' approval subsequently. Mr. Madhusudan Jain was the erstwhile Whole-time Director of the Company. On the basis of the request received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of Listing Regulations, Mr. Madhusudan Jain alongwith persons acting in concert with him seeking re-classification confirmed that:

i) They do not hold more than ten per cent of the total Voting Rights in the Company;
ii) They do not exercise control over the affairs of the Company directly or indirectly;
iii) They do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
iv) They do not represent on the Board of Directors (including not having a Nominee Director) of the Company;
v) They do not act as a Key Managerial Person in the Company;
vi) They are not 'willful defaulter' as per the Reserve Bank of India Guidelines;
vii) They are not fugitive economic offender.

Further, they have confirmed that subsequent to re-classification, they would continue to comply with the requirements as mentioned in Regulation 31A of Listing Regulations. The said requests for reclassification were considered, analyzed and approved by the Board of Directors at its meeting held on 6th August, 2021, subject to members' approval and stock exchanges' approval subsequently.

The Promoter shareholding in the Company after considering the reclassification as per Item No. 5, the same would be 48.92%. None of the Directors/KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 5 of this Notice. The Board recommends the resolution set forth in Item No. 5 for the approval of the Members

**ITEM NO. 6:**
Shri Saurabh Vora (DIN: 02750484), was appointed as Whole-time Director of the Company w.e.f.1st October, 2020 for a term of 3 Years upto 30th Sept., 2023 at yearly remuneration of Rs. 30,00,000/- (Rs. Thirty Lakh per annum) and other benefits.

He is entrusted with control over the marketing department and marketing affairs of the Company and due to his marketing strategy, the company is growing continuously. He has varied experience of around 11 years in the field of marketing and other management areas. In view of this, Nomination & Remuneration Committee at its meeting held on 6th August, 2021 examined the existing remuneration being paid to him in comparison to other senior managerial personnel it is desirable to increase his remuneration suitably and pursuant to provisions of the Schedule V and section 196, and 197 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, recommended revision in remuneration of Shri Saurabh Vora for payment upto Rs. 84,00,000/- (Rs. Eighty Four Lakh only) per annum which was approved by the Board of Directors at their Meeting held on 6thAugust, 2021 subject to further approval of Members at 36th Annual General Meeting.

Mr. Saurabh Vora may be deemed to be concerned or interested, financially to the extent of the remuneration as may be drawn by him during his tenure and Mr. Harsh Vora Managing Director, Mrs. Atithi Vora, Directors and Miss Suhani Vora Additional Director of the Company who are his relatives and their other relatives, may be deemed to be concerned or interested otherwise in the increased remuneration 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.6 of the Notice.

The Board recommends the proposed Resolution for your approval as Special Resolution. Shri Sourabh Vora, Whole-time Director of the company holds 12,66,600 (17.12%) of the total paid-up capital of the company. Disclosure as required under Schedule V is given along with Item No. 7.

**ITEM NO. 7:**
Shri Harsh Vora (DIN: 00149287), was appointed as Managing Director of the Company w.e.f.1st October, 2020 for a term of 3 Years upto 30th Sept., 2023 at yearly remuneration of Rs. 54,00,000/- (Rs. Fifty Four Lakh per annum) and other benefits.

He is entrusted with control over the affairs of the Company. He has varied experience of around 36 years in the field of management areas. In view of this, Nomination & Remuneration Committee at its meeting held on 6th August, 2021 examined the existing remuneration being paid to him in comparison to other senior managerial personnel it is desirable to increase his remuneration suitably and pursuant to provisions of the Schedule V and section 196, and 197 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, recommended revision in remuneration of Shri Harsh Vora for payment upto Rs. 84,00,000/- (Rs. Eighty Four Lakh only) per annum which was approved by the Board of Directors at their Meeting held on 6thAugust, 2021 subject to further approval of Members at 36th Annual General Meeting.

Mr. Harsh Vora may be deemed to be concerned or interested, financially to the extent of the remuneration as may be drawn by him during his tenure and Mr. Saurabh Vora Whole Time Director, Mrs. Atithi Vora, Directors and Miss Suhani Vora Additional Director of the Company who are his relatives and their other relatives, may be deemed to be concerned or interested otherwise in the increased remuneration of Mr. Harsh 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.7 of the Notice. The Board recommends the proposed Resolution for your approval as Special Resolution. Shri Harsh Vora holds 3,11,745 (4.21 %) of the total paid-up capital of the company.

**Common disclosure as per the provisions of the Schedule V to the Companies Act, 2013 in respect of Mr. Saurabh Vora WTD and Mr. Harsh Vora MD for revision in remuneration as per Item No. 6 & 7 of the Notice:**
As per the provisions of the Schedule V to the Companies Act, 2013, the Company proposes to pay the remuneration in excess of the limit as prescribed under Part II, Section II of the said Schedule and the proposed aforesaid remuneration/salary may in excess of the ceiling prescribed under section 197, i.e. more than 5% /10% or 11% of the net profits of the Company, which can be paid by way of approval of the members as special resolution without requirement for seeking approval of the Central Government

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

**I. General Information**:

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

***II. Information about the appointee:***

| | Name of the Director | Harsh Vora | Saurabh Vora |
|---|---|---|---|
| (1) | Background details | Mr. Harsh Vora aged about 59 years, is a commerce graduate having more than 36 years of experience in the Company and he is 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. Vora is also one of the core promoters of the Company and is associated since the incorporation of the Company. | Mr. Saurabh Vora, aged about 34 years, is a B. Tech and having more than 11 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. |
| (2) | Past remuneration (for the year 2020-21) | Rs. 26,55,452/- | Rs. 15,48,306/- |
| (3) | Recognition or awards | N.A. | N.A. |
| (4) | Job profile and his suitability | Mr. Vora being the Managing Director is managing whole of the affairs of the Company under the supervision of the Board of Directors. He is assisted by One whole-time director and the team of the qualified manager and engineers, technocrats. Mr. Vora is responsible for overall performance as well as the administration of the company as a whole | 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 sales & marketing Department of the Company. |
| (5) | Remuneration proposed | Gross remuneration upto Rs. 84,00,000/- p.a. during his tenure in the manner of Salary, and other allowances and other perks as stated in the explanatory statement. | Gross remuneration upto Rs. 84,00,000/- p.m. during his tenure in the manner of Salary, and other allowances and other perks as stated in the explanatory statement |
| (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 is manufacturing Welding Electrodes and pioneer in the industry and listed with the BSE and the sound financial track records. There is no comparable data for matching the remuneration of the Managing Director remuneration in the industry in the Country<br>There has been phenomenal increase in the package of CEO/WTD all around the manufacturing industries in India and World; your industry is no more exception to it. In order to retain good talent, it is inevitable to increase the remuneration of Mr. Harsh Vora needs to be considered. | The Company is manufacturing Welding Electrodes and pioneer in the industry and listed with the BSE and the 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 | Mr. Harsh Vora is the core promoter and holding 3,11,745 Equity Shares of Rs. 10/- each consisting 4.21 % of the paid up share capital in the Company and is not drawing any other benefits except the remuneration as the managing director and getting dividend together with the other members | Mr. Saurabh Vora holding 12,66,600 Equity Shares of Rs. 10/- each consisting 17.12 % of the paid up share capital in the Company and is not drawing any other benefits except the remuneration as the whole-time director and getting dividend together |

| | | | |
|---|---|---|---|
| | personnel, if any. | of the Company. Mrs. Atithi Vora, Miss Suhani Vora, Directors and Mr. Saurabh Vora the Whole-time Director are relatives of Mr. Harsh Vora. | with the other members of the Company. Mr. Harsh Vora, Managing Director, Miss Suhani Vora, Additional Director and Mrs. Atithi Vora, Director are relatives of Mr. Saurabh Vora. |

**III. Other information:**

(1) The Company has incurred losses during the year ended 31st March, 2021, due to tremendous increase in administrative overhead and bad debts written off as well as stiff competition from the domestic and China the Company's profitability is lower. Further that during the past three years due to worldwide financial recession including India, the new manufacturing units could not be set up in the country as per projections, resulting, the demand, margin and profitability has been affected. Otherwise it was always having track record of profit making,

(2) To increase the profitability, the Company is trying hard to pass on the increased cost to its customer, develop export market, improve in the quality and develop some more ranges in the manufacturing line, which will give positive results in the years to come.

**BY ORDER OF THE BOARD**
**FOR D&H INDIA LIMITED**

**RAJESH SEN**
**(COMPANY SECRETARY)**
**FCS7689**

PLACE: INDORE
DATE: 6th August, 2021
D & H India Limited
CIN L28900MH1985PLC035822
A-204, Kailash Esplanade,
Opposite Shreyas Cinema, L.B.S. Marg, Ghatkopar (West),
Mumbai – 400 086

# BOARD'S REPORT

**To**
**THE MEMBERS OF**
**D & H INDIA LIMITED**

The Directors take pleasure in presenting their 36th Annual Report along with the Audited Standalone and Consolidated financial statements for the year ended 31st March, 2021.

**1. Highlights of Performance**

- Consolidated income for the year was Rs. 6775.85 Lakh as compared to Rs. 7914.12 Lakh in 1the previous year, a decrease of 14.38%.
- Consolidated net sales for the year was Rs. 6761.53 Lakh as compared to Rs. 7901.83 Lakh in the previous year, a decrease of 14.43%;
- Consolidated loss before tax for the year was Rs. (94.88) Lakh as compared to Rs. (189.03) Lakh loss in the previous year;
- Consolidated loss after tax for the year was Rs. (77.75) Lakh as compared to Rs. (171.94) Lakh loss in the previous year.

**2. Financial Results** (Rs. In Lakhs)

| Particulars | Consolidated | | Standalone | |
|---|---|---|---|---|
| | **31.03.2021** | **31.03.2020** | **31.03.2021** | **31.03.2020** |
| **Revenue from Operations (Net) & other income** | 6775.85 | 7914.12 | 6775.66 | 7913.94 |
| **Profit before Financial Cost & Depreciation** | 217.23 | 170.06 | 217.59 | 171.18 |
| Financial Cost | 138.83 | 180.31 | 137.98 | 179.54 |
| Depreciation | 173.28 | 178.78 | 171.09 | 176.56 |
| **Profit Before Tax (PBT)** | (94.88) | (189.03) | (91.48) | (184.92) |
| Provision for Tax | (17.14) | (17.09) | (16.70) | (16.66) |
| **Profit After Tax (PAT)** | (77.74) | (171.94) | (74.78) | (168.25) |
| Less: Minority Interest | - | - | - | - |
| Balance brought forward from previous year | 1150.36 | 1322.71 | 1183.51 | 1351.76 |
| Profit available for Appropriations | 1023.56 | 1150.36 | 1059.69 | 1183.51 |
| **Earnings Per Share (Basic and Diluted)** | (0.92) | (2.34) | (0.88) | (2.29) |

**3. Dividend**

In view of the loss incurred during the financial year and considering uncertain economic scenario due to second wave of Covid-19, your directors has not recommended any dividend for the financial year 2020-21. (Previous year Nil)

**4. Share Capital**

The paid-up Equity Share Capital as on 31st March, 2021 was Rs. 740 Lakh divided into 74 Lakh equity shares of Rs. 10/- each. During the year under review, there were no change in the capital structure and the Company has not issued shares with differential voting rights nor granted stock options nor issued sweat equity shares.

**5. Transfer of profits to reserves**

During the year under review your company has not transferred any amount to the general reserves. (Previous year Nil)

**6. Finance**

The Company continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

**7. Public Deposits**

Your Company has not accepted deposits from the public falling within the ambit of section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and there were no unclaimed deposits as on 31st March, 2021. Further, the Company has not accepted any deposit or

loans in contravention of the provisions of the Chapter V of the Companies Act, 2013 and the Rules made there under.

| S.No. | Particulars | Amt in Rs. |
|---|---|---|
| 1 | Details of Deposits accepted during the year | Nil |
| 2 | Deposits remaining unpaid or unclaimed at the end of the year | Nil |
| 3 | Default in repayment of deposits<br>At the beginning of the year<br>Maximum during the year<br>At the end of the year | N.A. |
| 4 | Deposits not in compliance with law | N.A. |
| 5 | NCLT/ NCLAT orders w.r.t. depositors for extension of time and penalty imposed | N.A. |

**8. Subsidiaries & Associates**

As on 31st March, 2021 Your Company has following companies as its Subsidiaries and Associate. Further, your company is not a subsidiary, associate or joint venture of any other company during the period under review:-

| **S. No.** | **Name of the Company** | **Status as on 1st April, 2020** | **Any change in status** | **Status as on 31st March, 2021** |
|---|---|---|---|---|
| 1 | V & H Fabricators Pvt. Ltd. | Wholly Owned Subsidiary | No Change | Wholly Owned Subsidiary |
| 2 | Commonwealth Mining Pvt. Ltd. | Associate | Company filed application u/s 248 of the Companies Act, 2013 in form STK-2 for removal of its name from Register of Companies on 12/03/2020 | Associate (Strike off name approval is pending from the Registrar of Companies) |

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, your Company has prepared Consolidated Financial Statements of your Company which is forming part of this Annual Report. Further, a Statement containing salient features of financial information of the Subsidiary Company and Associate is disclosed in the prescribed form AOC-1, pursuant to Section 129(3) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is annexed to this Report **"Annexure-A"**. The Statement also provides details of performance and financial position of above said Companies. The Company will provide a copy of annual account in respect of its subsidiary and Associate Company to shareholder who asks for it.

In accordance with the provisions of Section 136 of the Companies Act, 2013, the Standalone and Consolidated Audited Financial Statements and the related information of the Company and the Audited Accounts of the Subsidiary Company, are available on our website i.e. **www.dnhindia.com** These documents shall also be available for inspection during the business hours, i.e. between 10.00 A.M. to 6.00 P.M. on all working days (except Saturday and Sunday) at the Registered Office of the Company. In accordance with the Accounting Standard AS-21, the Consolidated Financial Statements are furnished herewith and forms part of this Annual Report.

The consolidated and standalone financial statements are in compliance with the applicable Indian Accounting Standards (IND AS) to the Company.

**9. Director & Key Managerial Personnel's:**

**Executive Directors and KMPs**

Your Company is having requisite Key Managerial Personnel as per the requirements of section 203 of the Companies Act, 2013 as well as the SEBI (LODR) Regulations, 2015. There are no changes in the composition of key managerial personnel during the year under review. Except the following:-

(a) Mr. Saurabh Vora (DIN: 02750484) Whole-time Director of the company proposed for re-appointment as the Whole-time Director of the Company for term of 3 years at the 35th Annual General Meeting of the Company held on 30th September, 2020. However, the said resolution was not passed by the members and his office of Whole-time Director was vacated w.e.f. 30th Sept., 2020;

(b) Mr. Harsh Vora (DIN: 00149287) Managing Director of the company proposed for re-appointment as the Managing Director of the Company for term of 3 years at the 35th Annual General Meeting of the Company held on 30th September, 2020. However, the said resolution was not passed by the members and his office of Managing Director was vacated w.e.f. 30th Sept., 2020;

(c) Upon the recommendation of the Nomination and Remuneration Committee and with the approval of Board and further approval Members at the Extra-Ordinary General Meeting held on 7th Nov., 2020 has appointed Mr. Harsh Vora (DIN: 00149287) as the Managing Director and Mr. Saurabh Vora (DIN: 02750484) as the Whole-time Director for a period of 3 years w.e.f. 1st Oct., 2020;

After the closure of the Financial Year, the following changes took place in the Directors/KMP's:

(a) Mr. Madhusudan Jain (DIN: 00149287) Whole Time Director has resigned from the Directorship of the Company w.e.f. 7th April, 2021;

(b) Mr. Sanat Kumar Jain, has resigned from the post of Chief Financial Officer of the company w.e.f. 21st June, 2021;

(c) Miss Suhani Vora (DIN:09237526) was appointed as an Additional Director on the Board of the Company in the category of Non-Executive Promoter Director of the Company w.e.f. 6th August, 2021. Further the Board of Director is seeking approval of members in the ensuing General Meeting for confirmation of her appointment as the Director;

**Declaration for Independency of Independent Directors**

The Company has received necessary declarations from all the independent directors as required under section 149(6) of the Companies Act, 2013 confirming that they meet the criteria of Independence as per the SEBI (LODR) Regulation, 2015 and the Companies Act, 2013**.** In the Opinion of the Board, all the independent directors fulfills the criteria of the independency as required under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

All Independent Directors have registered themselves with Independent Directors Data Bank. The independent directors taking affective steps to pass the proficiency test as per requirement of the Companies Act, 2013.

**Directors liable to retire by rotation seeking re-appointment:**

Shri Sushil Rawka (DIN:00156990) and Mrs. Atithi Vora (DIN: 06899964) Directors of the company are liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers themselves for re-appointment. Your directors recommend passing necessary resolution as proposed in the Item No. 2 & 3 of the Notice.

**10. Remuneration and Nomination Policy**

The Board has, on the recommendation of the Nomination and Remuneration Committee (NRC) framed a nomination, remuneration and evaluation policy which lays down the criteria for identifying the persons who are qualified to be appointed as directors and/or senior management personnel of the company, along with the criteria for determination of remuneration of directors, KMP's and other employees and their evaluation and includes other matters, as prescribed under the provisions of section 178 of Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations 2015. Policy of the Company has been given at the website of the Company at *Link:-* *http://www.dnhindia.com* The details of the same are also covered in Corporate Governance Report forming part of this Annual Report.)

**11. Board Meeting and Committees of the Board:**

***11.1 Number of meetings of the Board:***

Total Five (5) meetings of the Board were held during the year. The intervening gap between any two meetings was not exceeding 120 days as prescribed by the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. Except for the first board meeting of the year held on 25th July, 2020 as the previous board meeting was held on 8th Feb., 2020 which is exceeding the period of 120 days

pursuant to the various circulars issued by the MCA and SEBI in this regard. For further details of the meetings, please refer the Corporate Governance Report which forms part of this report.

***11.2 Committees of the Board***

In accordance with the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 and other purposes the Board has the following 3 (Three) committees:

(a) Audit Committee
(b) Nomination and Remuneration Committee (NRC)
(c) Stakeholders' Relationship Committee (SRC)

Apart from the aforesaid committees under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 the Company has also constituted Internal Complaints Committee (ICC) under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. A detailed note on the Board and its committees is provided under the Corporate Governance Report section in this report.

**12. Particulars of Loans, Guarantees or Investments by Company**

During the period under review, your company has not provided any loans, guarantees, or provided any security or made any fresh investment in any other Body Corporate in terms of provisions of section 186 of the Companies Act, 2013 except that the company has made investment details as specified in the relevant Notes in the Financial Statements.

The Investment made and loan given by the company are within the limits as provided in section 186 of the Companies Act, 2013. In addition to the above, the company has policy of providing advances against salary or otherwise to employees of the company and on which no interest being charged.

**13. Whistle Blower Policy/ Vigil Mechanism**

Your company has a Vigil Mechanism in place which also includes a whistle blower policy in terms of the Listing regulations for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. The Vigil Mechanism / Whistle Blower Policy of the Company can be accessed on the Company's website at the link: http://www.dnhindia.com and the same is being attached with this Report as ***"Annexure-B"***.

All the employees have the right / option to report their concern / grievance to the Chairman of the Audit Committee. During the year under review no protected disclosure from any Whistle Blower was received by the designated officer under the Vigil Mechanism.

**14. Transfer of Amounts to Investor Education and Protection Fund**

Pursuant to the provisions of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") notified by the Ministry of Corporate Affairs, All unpaid or unclaimed dividend are required to be transferred by the company to the IEPF established by the Government of India, after the completion of seven years. Further, according to the rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the Demat account of the IEPF Authority. Accordingly, the company has already transferred the unclaimed and unpaid dividends of Rs.1,86,934/- and has also transferred 28,701 shares of Rs. 10/- each to the IEPF Authority for the year 2012-13 as per the requirement of the said IEPF rules.

The detail related to dividend remained unpaid-unclaimed in the Company has been given in the Corporate Governance Report attached with the Annual Report of the Company.

The company shall further transfer the unpaid or unclaimed dividends for the year 2013-14 and the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the Demat account of the IEPF authority as per the requirement of the Law.

**15. Energy Conservation, Technology Absorption and Foreign Exchanges Earnings and Outgo**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as ***"Annexure C"***.

**16. Particulars of Remuneration of Employees**

The particulars of the remuneration to the directors pursuant to the section 197(12) of the Companies Act, 2013 read with the Rule 5(1) of the Companies (Appointment and Remuneration to the Managerial Personnel) Rules 2014 are enclosed as "**Annexure D"**.

None of the employees have drawn remuneration of Rs 8,50,000/- per month or Rs`1,02,00,000/- per year, therefore the particulars of employees as required u/s 197(12) of the Companies Act, 2013 read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not applicable to the Company.

**17. Risk Management & Internal Financial Control and Its Adequacy**

The Company has an effective risk management framework for identifying, prioritizing and mitigating risks which may impact attainment of short and long-term business goals of your company. The risk management framework is aligned with strategic planning, deployment and capital project evaluation process of the Company. The process aims to analyze internal and external environment and manage economic, financial, market, operational, compliance and sustainability risks and capitalizes opportunities of business success.

The Internal Financial control framework has been designed to provide reasonable assurance with respect to recording and providing reliable financial and operational information, complying with applicable laws, safeguarding assets from unauthorized use, executing transaction with proper authorization and ensuring compliances with corporate policies.

**18. Annual evaluation by the Board**

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant the provision of the act and the corporate governance requirement as prescribed by the SEBI (LODR) Regulation 2015.

The performance of the board was evaluated by the Board after seeking inputs from all the Directors on the basis of criteria such as board composition and structure, effectiveness of board processes, information and functioning, etc. as provided by the Guidance Note on Board Evaluation issued by the SEBI.

The performance of the committee was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of the committee, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual director on the basis of criteria such as the contribution of the individual directors to the board and committee meeting like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meeting, etc.

**19. Director's Responsibility Statement**

In pursuance of Section 134(3)(c) read with section 134(5) of the Companies Act, 2013, the Director's statement, as an averment of their responsibility, is as under:

(i) The Company has, in the preparation of the annual accounts for the year ended March 31, 2021, followed the applicable accounting standards along with proper explanations relating to material departures, if any.

(ii) They had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs as at 31st March 2021 and of the Loss of the Company for the year ended.

(iii) They have taken proper and sufficient care to the best of their knowledge for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

(iv) They have prepared the annual accounts for the financial year ended 31st March 2021 on a going concern basis.

(v) They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and

*(vi)* They had devised proper systems to ensure compliance with the provisions of all applicable laws and those systems are adequate and operating effectively.

**20. Auditors and Auditor's Report & Comments on the Observations by the Auditors**

***Statutory Auditors Appointment and their Report***

The Company's Auditors, **M/s Devpura Navlakha & Co.**, Chartered Accountants, (FRN 121975W) were appointed for a term of Five years at the Annual General Meeting of the Company held on 30th September, 2020.

Your Board is pleased to inform that there are no such observations made by the Auditors in their report for the year 2020-21which needs any explanation by the Board.

***Cost Records and Auditors Appointment and their Report***

Pursuant to provisions of section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost records are maintained by the Company in respect of its manufacturing activity however, the same are not required to be audited during the year 2020-21. There is no requirement for appointment of the Cost Auditors for the year 2021-22.

***Secretarial Auditors Appointment and their Report***

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s D K Jain & Co., a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit for the year 2020-21 is annexed herewith as ***"Annexure E"***.

Your Board is pleased to inform that there are no such observations made by the Secretarial Auditors in their report for the year 2020-21 which needs any explanation by the Board.

**21. Management Discussion and Analysis Report**

The Management Discussion and Analysis Report covering the matters listed in Reg. 34(2) (e) read with Schedule V of the SEBI (LODR) Regulations, 2015, for the year under review is given as a separate Report in the Annual Report.

**22. Corporate Governance**

Your Company firmly believes and adopts the highest standard of practice under Corporate Governance. A separate section on Corporate Governance is attached in which the following Certificate's are given:-

1) Certificate from Mr. Harsh Vora, Managing Director and Mr. Rajesh Songirkar, Chief Financial Officer, pursuant to provisions of the SEBI (LODR) Regulations, 2015 for the year under review was placed before the Board of Directors of the Company at its meeting held on 24th June, 2021;
2) Auditors Certificate on the Corporate Governance;
3) Certificate from M/s Ritesh Gupta & Co., Practicing Company Secretary, Indore stating that none of the directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry Corporate Affairs.

**23. CSR Initiatives**

In view of the profits and turnover of the company during the previous years, the Company does not meet the criteria prescribed under the provisions of the section 135 of the Companies Act, 2013 and the rules made their under.

**24. Annual Return**

Pursuant to section 134(3)(a) and section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Annual Return in form MGT-7 for the year ended 31st March, 2021 is hosted on www.dnhindia.com is provided through the following link: **http://www.dnhindia.com/PDFs/Annual_Return_N/Form_MGT_7_as_on_31_03_2021.pdf**

The same shall be filed to Registrar of Companies after Annual General Meeting to be held on 30th Sept., 2021.

**25. Related Party Transactions**

All related party transactions that were entered into during the financial year under review were on arm's length basis and in the ordinary course of the business. Thus, disclosures in Form AOC-2 in terms of section 134 of the Companies Act, 2013 is not required. There were no material significant Related Party Transactions made by the Company during the year that require shareholders' approval under Regulation 23 of the Listing Regulations.

All Related Party Transactions are placed before the Audit Committee for prior approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature or the need for them cannot be foreseen in advance.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. Disclosure as required under section 134(3)(h) of the Companies Act, 2013 and the Rule

8(2) of the Companies (Accounts) Rules, 2014 is hosted on the website of the Company at www.dnhindia.com

**26. Disclosures under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

Your Company has zero tolerance towards sexual harassment at workplace. It has a well - defined policy in compliance with the requirements of the Sexual Harassment of women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under. An Internal Committee is in place to redress complaints received regarding sexual harassment. The Company has not received any complaint of sexual harassment during the financial year 2020-2021.

**27. Economic Scenario and Outlook**

The low economic growth appears to have bottomed out and a gradual increase in economic activity is expected in 2021. The medium term to long term growth prospects look positive in view of the Government's determination to bring in reforms. For the year 2021, the economy is expected to grow at a lower rate than in 2020 due to COVID-19 pandemic effect. The long term prospect for the economy is optimistic.

**28. Occupational Health & Safety (OH&S)**

With regard to contractor safety, two key areas of focus identified were Facility Management for the contractors' employees and Equipment, Tools & Material Management. The Facility Management initiative was implemented to ensure adequate welfare facilities for contract labour such as washrooms with bathing facilities, rest rooms, availability of drinking water etc. The Equipment, Tools & Material Management program ensured that the tools used by the contractors were safe. The process of screening of contractors was made more stringent to ensure that the contractors were aligned with the Company's objectives to ensure 'Zero Harm'.

**29. Human Resources**

Many initiatives have been taken to support business through organizational efficiency, process change support and various employee engagement programs which have helped the Organization achieve higher productivity levels. A significant effort has also been undertaken to develop leadership as well as technical / functional capabilities in order to meet future talent requirement.

The Company's HR processes such as hiring and on-boarding, fair transparent online performance evaluation and talent management process, state-of-the-art workmen development process, and market aligned policies have been seen as benchmark practices in the Industry.

During the year under review, the following Human Resources initiatives received greater focus:

- Employer of Choice: Employees are encouraged to express their views and are empowered to work independently. Employees are given the opportunity to learn through various small projects which make them look at initiatives from different perspectives and thus provide them with a platform to become result oriented. This has helped greatly in overall development of the employee and has significantly arrested the attrition rate.
- Leadership Development: As a part of leadership development, talented employees have been seconded to the senior leadership team to mentor them and prepare them for the next higher role.
- Industrial Relations: The Company's Industrial Relations policy has been benchmarked by the manufacturing sector. The Company shares relevant business information with the Unions in order to enlighten them and make them sensitive towards business requirements. This has helped to build a healthy relationship and resolve issues through mutual dialogue.

**30. Significant and material orders passed by the Regulators or Courts:**

There are no significant material orders passed by the Regulators/Courts of law which have impact on the going concern status of the Company and its future operations.

**31. Enhancing Shareholders Value**

Your Company believes that its Members are the most important stakeholders. Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation. Your Company is also committed to creating value for its other stakeholders by ensuring that its corporate actions positively impact the socio-economic and environmental dimensions and contribute to sustainable growth and development.

**32. Material changes and commitments affecting the financial position of the company. (COVID Effect)**

The outbreak of the novel corona virus pandemic (Covid-19) is causing significant discrepancies in economic activities, the impact of which has been discussed in Review of Operations and the Management Discussion and Analysis report which forms part of this Annual Report.

Except the above no material changes and commitments affecting the financial position of the Company occurred during the Financial Year to which this financial statements relate and the date of report.

**33. Details of Fraud**

There are no instances of fraud reported by the Auditors to the Central Government which needs to be disclosed as per requirement of the provisions of section 134(3)(ca) of the Companies Act, 2013 during the year 2020-21.

**34. Change in the nature of business.**

During the year under review, there was no change in the nature of business of the Company.

**35. Covid-19 Impact.**

In the last month of FY 2019-2020 and FY 2020-2021, the COVID-19 pandemic developed rapidly into a global crisis, Government to enforce lock-downs of all economic activity. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees and on minimizing disruption to services for all our customers globally. The operations of the Company were completely suspended w.e.f. 23rd March, 2020 as per the directives of Government due to Covid-19 pandemic and resumed in a phased manner w.e.f. 23rd May, 2020 taking into account directives from the Government. As a result of lockdown the volume for the first quarter of FY 2020-21 and Month of March 2021 have been affected and consequently, the performance for the June-2020 quarter and Month of March, 2021 has also been affected. The Company has evaluated the impact of this pandemic in its business operations, liquidity and financial position and based on management review of current indicators and economic conditions; there is material impact on its financial results as at 31st March, 2021.

The impact assessment of Covid-19 is a continuing process given the uncertainties associated with its nature and duration accordingly the impact may be different from that estimated as at the date of approval of these financial results. The company will continue to monitor any material changes to future economic conditions.

**36. Provision of Voting by Electronic Means.**

Your Company is providing E-voting facility as per section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015. The ensuing AGM will be conducted through Video Conferencing/OVAM and no physical meeting will be held, and your company has make necessary arrangements with CDSL to provide facility for remote e-voting and e-voting at AGM. The details regarding e-voting facility is provided with the notice of the Meeting.

**37. General.**

Your Directors state that during the year under review:

a. The Company has not issued shares (including sweat equity shares) to employees of the Company under any scheme;
b. The company has not filed any application or there is no application or proceeding pending against the company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year under review;
c. There is no requirement to conduct the valuation by the bank and Valuation done at the time of one-time Settlement during the period under review;
d. Neither the Managing Director nor the Whole-time Directors receive any remuneration or commission from its subsidiary.
e. The Company has complied with the applicable Secretarial Standards under the Companies Act, 2013.
f. The company is not required to have risk management Committee, therefore the said committee was dissolved. However, the Audit Committee will frame, implement and monitor the risk management plan for the Company.

**38. Acknowledgments**

Your Directors thank the various Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

**For and on behalf of the Board**

| | | |
|---|---|---|
| | **Harsh Vora** | **Sushil Rawka** |
| **Place: Indore** | **Managing Director** | **Director** |
| **Date: 6th August, 2021** | **DIN 00149287** | **DIN 00156990** |

**Annexure-A**

# Form AOC-1

*(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)*

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

**Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs. Lakh)

| S. No. | Name of Subsidiary | V & H Fabricators Pvt. Ltd. |
|---|---|---|
| 1 | The date since when subsidiary was acquired | 07/07/2012 |
| 2 | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | 01/04/2020 to 31/03/2021 |
| 3 | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries. | INR |
| 4 | Share capital | 51,25,000 |
| 5 | Reserves & surplus | 99,48,812 |
| 6 | Total assets | 1,58,09,605 |
| 7 | Total Liabilities | 7,35,793 |
| 8 | Investments | - |
| 9 | Turnover | 0 |
| 10 | Profit before taxation | (3,40,678) |
| 11 | Provision for taxation Including Differed Tax | (43,679) |
| 12 | Profit after taxation | (2,96,999) |
| 13 | Proposed Dividend | - |
| 14 | % of shareholding | 100.00 |

*The above said company is not having any operations during the year 2020-21*

Notes:

1. Names of subsidiaries which are yet to commence operations: Nil
2. Names of subsidiaries which have been liquidated or sold during the year: Nil

**Part "B": Associates and Joint Ventures**

***S**tatement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:*

| S. No. | Name of Associates and Joint Ventures | Commonwealth Mining Pvt. Ltd.* |
|---|---|---|
| 1 | Latest audited Balance Sheet Date | - |
| 2 | Date on which the Associate or Joint Venture was | 11.03.2013 |

| | | |
|---|---|---|
| | associated or acquired | |
| 3 | Shares of Associate/Joint Ventures held by the company on the year end: -- | - |
| | No. of Shares | 9000 |
| | Amount of Investment in Associates/Joint Venture | 1 |
| | Extend of Holding % | 50% |
| 4 | Description of how there is significant influence | - |
| 5 | Reason why the associate/joint venture is not consolidated | Due to no operation and the Company has applied for strike off u/s 248 of the CA 2013 on 12th March, 2020 |
| 6 | Net worth attributable to Shareholding as per latest audited Balance Sheet | - |
| 7 | Profit / Loss for the year: -- | |
| | (i) Considered in Consolidation | - |
| | (ii) Not Considered in Consolidation | - |

1. Name of Associate or Joint Venture which are yet to commence operations: N.A.
2. *Name of associates or Joint Venture which have been liquidated or sold during the year:*
   **Commonwealth Mining Pvt. Ltd. (Associate concern of the company) has made an application to Registrar of Companies, Mumbai for removal of the name of the company from the Register maintained by the Registrar by filing Form STK-2 on 12th March, 2020. The status of the form is pending for approval as on the date of issuance of Form AoC-1.*

**For, M/s Devpura Navlakha & Co.,**
**Chartered Accountants**
**FRN – 016344C**

**For and on behalf of Board**

**Harsh Vora**
**Managing Director**
**DIN 00149287**

**Sushil Rawka**
**Director**
**DIN 00156990**

**Pramodkumar Navlakha**
**Partner**
**M. No. 405296**
**Date: 06.08.2021**
**Place: Indore**

**Rajesh Sen**
**Company Secretary**
**FCS 7689**

**Rajesh Songirkar**
**CFO**

**Annexure-B**

# VIGIL MECHANISM

**WHISTILEBLOWER POLICY**

**The Purpose of this policy**

D & H INDIA LIMITED and its subsidiaries are committed to complying with the foreign and domestic laws that apply to them, satisfying the Company's Code of Conduct and Ethics, and particularly to assuring that business is conducted with integrity and that the Company's financial information is accurate. If potential violations of Company policies or application laws are recognized and addressed promptly, both the Company and those working for or with the Company could face government investigation, prosecution, fines, and penalties. That can be costly. Consequentially, and to promote the highest ethical standards, the Company will maintain a workplace that facilitates the reporting of potential violations of Company policies and applicable laws. Employees must be able to raise concerns regarding such potential violations easily and free of any fear of retaliation. That is the purpose of this policy (the "Policy" or the "Whistleblower Policy"). You are required to read this Policy and submit the attached certificate that you will comply with it.

**Your Duty to Report**

Everyone is required to report to the Company any suspected violation of any law that applies to the Company and any suspected violation of the Company's Code of Conduct and Ethics. It is important that you report all suspected violations. Retaliation includes adverse actions, harassment, or discrimination in your employment relating to your reporting of your reporting of suspected violation.

It is the policy of the Company that you must, when you reasonably suspect that a violation if an application law or the Company's Code of Conduct and Ethics has occurred or is occurring, repot that potential violation. Reporting is crucial for early detection, proper investigation and remediation, and deterrence of violations of Company policies or applicable laws. You should not fear any negative consequences for reporting reasonably suspected violation because retaliation for reporting suspected violation is strictly prohibited by Company policy. Failure to report any reasonable belief that a violation has occurred or is occurring is itself a violation of this Policy and such failure will be addressed with appropriate disciplinary action, including possible termination of employment.

**How to Report**

You must report all suspected violation to

1. immediate supervisor; or
2. the Chief Compliance Officer; or
3. anonymously, by sending an e-mail to: whistleblower@dnhindia.com or
4. By sending an anonymous letter to the Company Secretary.

Rajesh Sen, Company Secretary & Compliance Officer
D & H India Limited
Plot A, Sector A, Industrial Area,
Sanwer Road, Indore, E-mail: rsen@dnhindia.com, Phone no. 0731-2974501

If you have reason to believe that you're immediate supervisor or the Chief Compliance Officer is involved in the suspected violation, your report may be made to the Audit Committee of D & H INDIA LIMITED, at:

**Mr. Eshanya B Guppta, Chairman of the Audit Committee**
Plot A, Sector A, Industrial Area, Sanwer Road, Indore

Because you have several means of reporting, you need never report to someone you believe may be involved in the suspected violation or from whom you would fear retaliation. Your report should include as much information about the suspected violation as you can provide. Where possible, it should describe the nature of the suspected violation; the identities of the persons involved in the suspected violation; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred. Where you have not reported anonymously, you may be contacted for further information.

**Investigation after You Report**

All reports under this Policy will be promptly and appropriately investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with application law. Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation can be the basis for disciplinary action, including termination of employment. If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violation of Company policy.

**Retaliation is not tolerated**

No one may take any adverse action against any employee for complaining about, reporting, or participating or assisting in the investigation of, a reasonably suspected violation of any law, this Policy, or the Company's Code of Conduct and Ethics. The Company takes repots of such retaliation seriously. Incidents of retaliation against any employee reporting a violation or participating in the investigation of a reasonably suspected violation will result in appropriate disciplinary action against anyone responsible, including possible termination of employment. Those working for or with the Company who engage in retaliation against reporting employees may also be subject to civil, criminal and administration penalties.

**Document Retention**

All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the Company's policy and applicable law.

**Modification**

The Audit Committee or the Board of Director's of D & H INDIA LIMITED can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with federal, state or local regulations and / or accommodate organizational changes within the Company.

Please sing the acknowledgment form below and return it to Human Resources. This will let the Company know that you have received the Whistleblower Policy and are aware of the Company's commitment to a environment free of retaliation for reporting violations of any Company policies or any applicable laws.

**Acknowledgement and agreement regarding the Whistleblower Policy**

This is to acknowledge that I have received a copy of the Company's Whistleblower Policy. I understand that compliance with applicable laws and the Company's Code of Conduct and Ethics is important and, as a public Company, the integrity of the financial information of the Company is paramount. I further understand that the Company is committed to a work environment free of retaliation for employees who have raised concerns regarding violation of this Policy, the Company's Code of Conduct and Ethics or any applicable laws and the Company specifically prohibits retaliation whenever an employee make a good faith report regarding such concerns.

**Annexure-C**

# CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

*[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies Accounts) Rules, 2014]*

**(A) Conservation of energy**

| S. No. | Particulars | | |
|---|---|---|---|
| (i) | the steps taken or impact on conservation of energy; | The Company has installed LED lights, and alarming for wastage of lights at the plant and work stations. | |
| (ii) | the steps taken by the company for utilizing alternate sources of energy; | The Company has installed the DG Sets and solar lights | |
| (iii) | the capital investment on energy conservation equipments | Nil | |
| **(B) Technology absorption** | | | |
| (i) | the efforts made towards technology absorption | - | |
| (ii) | the benefits derived like product improvement, cost reduction, product development or import substitution | - | |
| (iii) | in case of imported technology (imported during the last three years reckoned from the beginning of the financial year | Nil | |
| | (a) the details of technology imported | Nil | |
| | (b) the year of import | Nil | |
| | (c) whether the technology been fully absorbed | Nil | |
| | (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and | Nil | |
| (iv) | the expenditure incurred on Research and Development | Rs. 45.78 Lakhs (Rs. 108.66 Lakhs in Previous Year) | |
| **(C ) Foreign exchange earnings and Outgo** | | **2020-21** | **2019-20** |
| (i) | The Foreign Exchange earned in terms of actual inflows during the year; | Rs.98,59,005 | Rs. 79,80,645 |
| (ii) | And the Foreign Exchange outgo during the year in terms of actual outflows. | Rs. 72,39,323 | Rs. 5,57,14,618 |

**Annexure-D**

# PARTICULARS OF EMPLOYEES

The applicable information required pursuant to Section 197 of the Companies Act, 2013 read with Rule (5) of the Companies(Appointment and Remuneration of Managerial Personnel), Rules 2014 in respect of the employees are as under.

**(i)** The percentage of remuneration of each Director, Chief Financial Officer and Company Secretary, during the Financial year 2020-21, ratio of the remuneration of each Director to the median remuneration of employees of the Company for the Financial year 2020-21 are as under:

| Sr. No. | Name | Remuneration of Director/KMP for the FY 2020-21 | % increase in remuneration in the FY 2019-20 | Ratio of Remuneration of each Director to median remuneration of employees |
|---|---|---|---|---|
| 1 | Mr. Harsh Vora Managing Director | 26,55,452/- | -35.00 | 12.58 |
| 2 | Mr. Madhusudan Jain Executive Director | 15,93,974/- | -55.81 | 7.55 |
| 3 | Mr. Saurabh Vora Executive Director | 15,48,306/- | -13.26 | 7.33 |
| 4 | Mr.Sanat Kumar Jain CFO | 12,85,679/- | -22.51 | - |
| 5 | Mr. Rajesh Sen, CS | 4,92,585/- | -6.17 | - |

**(ii)** The median remuneration of employees of the Company during the financial year was Rs. 2.11 Lakhs.

**(iii)** In the financial year, there was a decreased of average 12.45 %, in the median remuneration of employees.

**(iv)** The number of permanent employees on the roll of the company is 100 Employees.

**(v)** **Average percentile increase/decrease already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase/decrease in the managerial remuneration:**

Based on Remuneration Policy of the Company, salary of the employees was decreased at 21.00% and managerial remuneration was decreased at 33.00% this is based on Remuneration Policy of the Company that rewards people based on their contribution to the success of the company and also ensures that external market competitiveness and internal relativities are taken care of.

**(vi) Affirmation that the remuneration is as per the Remuneration Policy of the Company:**

The Company affirms that remuneration is as per the remuneration policy of the Company:

**(vii) Details of employees who received remuneration in excess of Rs. One Crore and Two lakh or more per annum:**

The information for remuneration paid in excess of Rs. 102.00 Lakh in the year or Rs. 8.50 Lakh p.m. for the part of the years required pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel), Rules 2014 in respect of the employees are not applicable as none of the employee is drawing the remuneration in excess of the aforesaid limits.

**(viii)** Name of the top 10 employees in terms of remuneration drawn in the financial year 2020-21:A statement of top-10 employees in terms of remuneration drawn as per rule 5(2) read with rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended, is as follows:-

| S. No. | Name of Employee | Designation | Remuneration received in Rs | Nature of Employment (Contractual/ Otherwise) | Qualification & Experience | Date of commencement | Age (Year) | Last employment held before joining the company | Whether any such employee is a relative of any director/ Manager of the company and if so name of such director or manager | % of shares held |
|---|---|---|---|---|---|---|---|---|---|---|
| 1 | Harsh Vora | Managing Director | 26,55,452 | Contractual | Graduate | 06/12/1990 | 59 | N A | Madhusudan Jain Saurabh Vora and Atithi Vora | 4.21 |
| 2 | Madhusudan Jain | WTD | 15,93,974 | Contractual | Mechanical Engineer | 24/01/2004 | 55 | N A | Harsh Vora | 1.36 |
| 3 | Saurabh Vora | WTD | 15,48,30 | Contractual | B Tech | 01/10/2014 | 34 | N A | Harsh Vora and Atithi Vora | 17.12 |
| 4 | Anil Shintre | SR. Executive | 12,54,711 | On roll | M. Sc (Chemistry) | 28.06.1992 | 66 | N A | N.A. | 0.002 |
| 5 | Sanat Jain | CFO | 12,54,711 | On roll | Graduate | 01/04/2014 | 65 | N A | N.A. | 0.005 |
| 6 | Shinu Kunjuman | Marketing Executive | 12,06,868 | On roll | Graduate | 07.03.2015 | 40 | N A | N A | Nil |
| 7 | Hemal U Patel | Marketing Executive | 9,76,447 | On roll | Graduate | 01.08.2014 | 44 | N A | N A | Nil |
| 8 | Akhil Chaturvedi | Marketing Executive | 8,68,503 | On roll | Graduate | 18.06.2019 | 31 | N A | N A | Nil |
| 9 | Sanju K Gupta | Marketing Executive | 7,03,520 | On roll | Graduate | 15.03.2019 | 57 | N A | N A | Nil |
| 10 | Gajendra Prasad Sharma | EDP Manger | 6,81,000 | On roll | Graduate | 01.08.2004 | 50 | N A | N A | Nil |

**Annexure-E**

## Form MR-3 SECRETARIAL AUDIT REPORT
## FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2021

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,
The Members,
**D & H India Limited**
A-204, 2nd Floor, Kailash Esplanade
Opp. Shreyas Cinema, L.B.S. Marg,
Ghatkopar (West) Mumbai 400086

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **D & H India Limited** (hereinafter called (**"the Company"**).

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and representations made by the management and considering the relaxations granted by the Ministry of Corporate Affairs and SEBI warranted due to the spread of the COVID-19 pandemic, We hereby report that in our opinion, the Company has, during the audit period covering the **Financial year ended 31st March, 2021 ("Audit Period")**complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2021, according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder**;**
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
(iii) The Depositories Act, 1996 and the Regulations and By-laws framed thereunder;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (*No FDI/ODI/ECB were made/availed by the Company during the Audit Period*);
(v) (i) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
    (a) The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations,2011**;**
    (b) The SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
    (c) The SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

    (ii) Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report: -
    (a) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
    (b) The SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines,1999;
    (c) The SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
    (d) The SEBI (Delisting of Equity Shares) Regulations, 2009; and
    (e) The SEBI (Buyback of Securities) Regulations, 1998.
(vi) The Company is having business of manufacturing of general engineering goods (Electrodes) and no such specific law is applicable to the Company.

**We have also examined compliance with the applicable clauses of the following**:

(i) Secretarial Standards issued by the Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and
(ii)The SEBI (LODR) Regulations, 2015 as amended from time to time.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that** the Board of directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Further that, during the period under review following changes occurred in the Directorship of the company: -

1) Cessation of office of Mr. Harsh Vora (DIN: 00149287) as the Managing Director and Mr. Saurabh Vora (DIN: 02750484) as the Whole-time Director w.e.f. 30th Sept., 2020;
2) Appointment of Mr. Harsh Vora (DIN: 00149287) as the Managing Director w.e.f. 01.10.2020;
3) Appointment of Mr. Saurabh Vora (DIN: 02750484) as the Whole-time Director w.e.f. 01.10.2020;

Adequate notice was given to all the directors to schedule the Board Meetings and agenda were also sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of directors and Committee of the Board, as the case may be.

Based on the records and process explained to us for compliances under the provisions of other specific Acts applicable to the Company, we further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This report is to be read with our letter of even date which is annexed as ***Annexure I*** and forms an integral part of this report.

**We further report that** during the audit period of the Company has certain specific events which have bearing on company's affairs which are as follows: -

1) The operation of the plant was closed from 1st April, 2020 till 20th June, 2020 due to nationwide lockdown pursuant to the COVID-19 Pandemic and necessary disclosures thereof was given to the BSE Ltd. as required under the Regulation 30 of the SEBI (LODR) Regulations, 2015.
2) One of the Promoter Group headed by Mr. Madhusudan Jain has transfer their entire shareholding in the Company to another group of the Promoters headed by Mr. Harsh Vora.

**For, D.K. JAIN & CO.**
**COMPANY SECRETARIES**
**FRN No. I1995MP067500**

**CS (Dr.) D.K. JAIN**
**PROPRIETOR**
FCS 3565: CP 2382
Peer review: 743/2020
**UDIN: F003565C000715958**
Place: Indore
Date: 31st July, 2021

## Annexure - I to the Secretarial Audit Report

To,
The Members,
**D & H India Limited**
A-204, 2nd Floor, Kailash Esplanade
Opp. Shreyas Cinema, L.B.S. Marg,
Ghatkopar (West), Mumbai 400086

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of treatment of various tax liabilities and payment thereof, compliance of the applicable accounting standards, financial records and Books of Accounts of the company as the same is subject to the statutory audit being performed by the independent auditors.
4. Wherever required, we have obtained the Management representation and also relied about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, guidelines, standards etc., are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. We do not take any responsibility for any person if taking any commercial, financial or investment decision based on our secretarial audit report as aforesaid and they needs to take independent advise or decision as per their own satisfaction.
8. We have relied on electronic/soft copies of documents as produced for verification of compliances of various laws due to the COVID-19 Pandemic. However, the Company Secretary of the Company has visited to our office and has provided necessary information and explanation as was desired by us.

**For, D.K. JAIN & CO.**
**COMPANY SECRETARIES**
**FRN No. I1995MP067500**

**CS (Dr.) D.K. JAIN**
**PROPRIETOR**
FCS 3565: CP 2382
Peer review: 743/2020
**UDIN: F003565C000715958**
Place: Indore
Date: 31st July, 2021

# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

**A. Economic Scenario and Outlook:**

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organization (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is to have 4.2 per cent in 2020-21 and is expected to decrease by 3.2 per cent in 2021-22, due to pandemic of COVID-19

The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP from the current 17 per cent.

Government initiatives such as development of SEZs, industrial corridors, industrial clusters, fab cities and textile parks, and subsidies and tax cuts to manufacturing groups are also fuelling growth in the industrial sector in the region. Improvements in road, rail and marine infrastructure and trade related benefits from governments such as abolishment/reduction in import duties and excise duties on certain imported raw materials and semi-finished goods and special export related incentives on finished goods, machinery and equipment.

The Indian Engineering sector has witnessed a sustainable growth over the last few years driven by increased investments in infrastructure and industrial production. The engineering sector, being closely associated with the manufacturing and infrastructure sectors, is of strategic importance to India's economy.

Program for modernization of plant & machinery will continue from its internal resources and committed to continual quality improvements, R & D & innovations.

**B. Industry structure and developments:**

Your Company deals in two segment i.e. manufacturing and sale of the welding consumable and Metallurgical Cored Wire, which are mainly used in various sector of industries including infrastructure projects, Thermal Power Plants, Steel, Metal, Cement, etc. New projects in these sectors have important contribution towards growth and profitability of the Company.

**C. Quality Management System:**

The Quality Management System in the Company is well defined and is well in place.

**D. Internal Control System:**

The Company has adequate internal control systems and procedures in place for effective and smooth conduct of business and to meet exigencies of operation and growth. The transactions are recorded and reported in conformity with generally accepted accounting practices. The internal control systems and procedures ensure reliability of financial reporting, compliance with the Company's policies and practices, governmental regulations and statutes. Internal Audit is conducted by independent firm of auditors. Internal Auditors regularly check the adequacy of the system, their observations are reviewed by the management and remedial measures, as necessary, are taken. Internal Auditors report directly to the Chairman of the Audit Committee to maintain its objectivity and independence.

**E. Opportunities and Threats:**

Since your company is catering the needs of almost all sectors of Industries, therefore it has a good business cushion against recession in one or other sector as the other sector may improve concurrently.

The Indian Government focus on infrastructure growth will offer more opportunities to capital goods sector.

The Banking system in the domestic market is facing an unprecedented situation of uncertainty and economic challenge due to non- performing assets (NPAs). Though the Government and the central Bank are seized of the gravity of the situation and are moving ahead with initiative to contain and resolve the problem, global macro-economic factors, beyond the control of the domestic economy can disrupt the equilibrium. In such a scenario the entire capital goods sector itself will face difficulties due to lack of new projects and liquidity crisis.

Apart from the normal risk demand-supply conditions, raw material prices, competitor strategies, changes in government regulations, tax regimes, economic developments within the country and globally no major risks are foreseen.

**F. Covid 19 Impact:**

The COVID-19 has put a lot of uncertainty in all the industries in the world, and also in India, due to the lockdown announcement towards end of March to May 2020 and April 2021. Further, the Government of India did not exempt the engineering industry from operation lockdown and movement; local factors like factory being in the containment zone, reverse migration of labour, delay in availability of raw material and delay in transportation of goods due to restriction on travel are some factors which will impact operations to some extent in the current year. The imposition of the country wide lockdown and subsequent packages announced by the Government of India to revive and give relief to various segments of the society and industry segments, has severely impacted the fiscal position of the government. We are already facing delay in receiving of outstanding amount from Company's debtors which are likely to impact the working to some extent.

**G. Human Resources:** We are committed to providing our employees with a work environment that is based on fairness, openness and mutual respect. Our on-ground work force and our employees together are the key to successes of our Company.

The Company emphasizes on the highest level of professional ethics, personal decorum, adherence to deadliness, compliance to standards and customer service.

The Company continues with its dedicated efforts to identify talent and has been recognized for its exemplary people-related parties in the Industry.

**H. Health, Safety and environment measures:** Company is committed to meet the highest standards of health, safety and environmental performance. It continues to accord highest priority to conducting safe operations while being responsible towards the environment and ecology.

The Company focused on safe operations in line with its commitments to improve its health, safety and environment performance. Internal and external safety audits and inspections were carried out regularly. Emergency management plans have been developed to deal with any emergency within the factory premises.

Considering the health and safety of the employees of the Company and in line with the advisories, orders and directions issued by both State and Central Government in order to prevent the spread

Due to the corona virus (Covid19) outbreak, the Company has operated their operations at plant level as per advisories till the lockdown period. Further the Company has also implemented Work from Home Policy to ensure the safety of employees post Covid19 issue. The HR department of the Company is continuously in touch with the employees to guide them and solve their problems. The HR Department of the Company has continuously created the awareness of Covid 19 among the employees of the Company through E-mails and has also educated the employees in respect of personal hygiene and precautions which needs to be taken in this situation of pandemic.

The Company has conducted the interviews through telephone and meetings through Video Conferencing in order to maintain social distancing which is most essential due to the spread of Covid-19. The Company has also prepared a systematic operating plan to deal with Covid-19 issue, which will be implemented after the lock down is lifted.

**I. Segment Reporting & Finance performance of the Product:** Company has two segments i.e. manufacturing of welding consumable and Metallurgical Cored Wires, and the financial performance of the company is being incorporated in the Director's Report section.

**J. Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial rations, alongwith detailed explanation there of:**

**Your** company undertakes that, there is no significant change in respect to the following ratios as compared to immediate previous financial years.

- Debtors Turnover;
- Inventory Turnover;
- Interest Coverage Ratio;
- Current Ratio;
- Debt Equity Ratio;

But Operating Profit Margin was -0.585% as compared to -0.058% in the previous year & Net Profit Margin was (1.51) % as compared to (1.98) % in the previous year, due to Company has earned net loss before tax is Rs. 91,47,849/- in the current year.

**K. Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof.**

Net worth decreased by Rs. 1,13,90,574/- as compared to the last year as Company has incurred net loss after tax is Rs. 64,86,003/-in the current year and The company has adopted IND AS 116 "LEASES" w.e.f.01.04.2020, to give effect of difference between ROU assets and Lease Liability i.e. Rs. Rs.49,04,571/- Lacs, retained earnings is being reduced to that extent.

**L. Cautionary statement:**

Statement made in the management discussion and analysis report regarding the expectations or predictions are forward looking statements within the meaning of applicable laws and Regulations. Actual performance may deviate from the explicit or implicit expectations.

**M. Industrial Relations:**

Company's Industrial relations has continued to be healthy, cordial and harmonious during the period under review.

**N. Compliance with Indian Accounting Standards**

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards as notified. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

## CORPORATE GOVERNANCE REPORT FOR THE YEAR 2020-21

*(Forming Part of the 36th Board's Report, for the year ended 31st March, 2021)*

**1. Company's philosophy on corporate governance**

Corporate Governance at D & H India Limited has been a continuous journey and the business goals of the Company are aimed at the overall well being and welfare of all the constituents of the system. The Company is committed to conduct its business in compliance with applicable laws, rules and regulations with highest standards of business ethics. The Company firmly believes and has consistently practiced good Corporate Governance.

The Company's policy is reflected by the values of transparency, fairness, professionalism and accountability, effective management control, social responsiveness with complete disclosure of material facts and independence of Board. D & H India Limited constantly strives towards betterment and these aspects and thereby perpetuate in generating long term economic value for its Shareholders, Customer, Employees other associated persons and the society as a whole.

Your Company confirms the compliance of Corporate Governance as contained in Chapter IV of the SEBI (LODR) Regulations, 2015 as amended , the details of which are given below.

**2. Board of Directors**

The Company's Board plays a pivotal role in ensuring that the Company runs on sound and ethical business practices and that its resources are utilized for creating sustainable growth and societal wealth. The Board operates within the framework of a well defined responsibility matrix which enables it to discharge its fiduciary duties of safeguarding the interest of the Company; ensuring fairness in the decision making process, integrity and transparency in the Company's dealing with its Members and other stakeholders.

**Composition of the Board as on March 31, 2021**

| Category | No. of Directors |
|---|---|
| Non-Executive Independent Directors | 3 |
| Other Non-Executive Directors | 2 |
| Managing Director & Executive Directors | 3 |

The Chairman of the Board of Directors is the Independent Director.

As required under section 149(3) of the Companies Act, 2013, Mrs. Atithi Vora, is a Woman Director on the Board.

**Directors' Profile**:

The Board of Directors comprises highly renowned professionals drawn from diverse fields. They bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's decision-making process. The brief profile of the Company's Board of Directors is as under:

| **Name of Directors** | **Shri Harsh Vora** | **Shri Madhusudan Jain** | **Shri Saurabh Vora** | **Shri Sushil Rawka** | **Mrs. Atithi Vora** | **Shri Sunil Kathariya** | **Shri Balraj Kishore Namdeo** | **Shri Eshanya B Guppta** |
|---|---|---|---|---|---|---|---|---|
| DIN: | 00149287 | 00145329 | 02750484 | 00156990 | 06899964 | 07155856 | 06620620 | 01727743 |
| Date of Birth | 10.12.62 | 19.07.66 | 11.09.87 | 05.02.52 | 27.03.88 | 01.06.60 | 17.10.56 | 05.11.76 |
| Date of Appointment in the current term | 01.10.2020 | 24.01.19 | 01.10.2020 | 01.04.05 | 29.09.17 | 15.05.20 | 15.05.20 | 15.05.20 |
| Expertise / Experience in specific functional areas | More than 36 years experience in the field of Company's product, | More than 30 years experience in the industry. | 11 years experience in the industry and Industrial Management . | 40 years experience in commercial matters | 7 years experience in the field of Accounts, Finance, Taxation | He has rich experience in the field of Engineering and Steel industries | He has rich experience in the field of Petroleum industries | 20 years experience in the Accounts, Finance, and Taxation. |
| Qualification | B.Com | BE Mechanical | B Tech | B. Com | CA | BE Mechanical, PGDBM | BE Mechanical, M Tech | MBA |
| No. & % of Equity Shares held | 3,11,745 4.21% | - | 12,66,600 17.12% | 63,278 0.86% | 50,000 0.68% | - | - | - |
| List of outside Company's directorship held including Listed Companies if any. | 1.V & H Fabricators Pvt. Ltd. 2.V & H Infra Pvt. Ltd. 3.HKV Exports Pvt. Ltd. | 1.Swarnim Caplease Service Ltd. | 1.V & H Fabricators Pvt. Ltd. 2.V & H Infra Pvt. Ltd. 3.HKV Exports Pvt. Ltd. | - | - | - | 1.Furnace Fabricat India Pvt. Ltd. | 1. Finmen Advisors Pvt. Ltd. 2. Start Jump Education LLP 3. Tech Pears Technologies Pvt. Ltd. 4. Mark Energy Solution India Ltd. 5.Valencia Nutrition Ltd. 6.Carton Hill Pvt. Ltd. |
| Chairman / Member of the Committees of the Board of Directors of the Company | Nil | 1. Stakeholder Relationship Committee- **Member** Upto 07.04.21 | 1. Stakeholder Relationship Committee- **Member** from 07.04.21 | 1. Stakeholder Relationship Committee- **Chairman** 2.Nomination & Remuneration Committee- **Member** 3.Audit Committee- **Member** | - | 1. Nomination & Remuneration Committee- 2. Audit Committee- **Member** | 1. Audit Committee- **Member** | 1. Nomination & Remuneration Committee- **Chairman** 2. Audit Committee- **Chairman** |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Chairman / Member of the Committees of the Board, of other Companies in which he is director | - | - | - | - | - | - | - | - |
| Directors Interest | Father of Mr. Saurabh Vora, Father in Law of Mrs. Atithi Vora and Brother in Law of Mr. Madhusudan Jain | Brother in Law of Mr. Harsh Vora | Son of Mr. Harsh Vora, Spouse of Mrs. Atithi Vora | Nil | Spouse of Mr. Saurabh Vora and Daughter in Law of Mr. Harsh Vora | Nil | Nil | Nil |

**Attendance of Directors at Board Meetings and Annual General Meeting**

Total 5 (Five) Board meetings were held during the year ended 31st March 2021. These were held on 25th July, 2020, 31st August, 2020, 6th October, 2020, 11th November, 2020 and 21st January 2021. The maximum time gap between any two board meetings was less than 120 days. The details of director's attendance at board meetings held during financial year 2020-21 and at the last Annual General Meeting are as under:

| **Name of Director** | **Date of the Board Meetings** | | | | | **Date of AGM** | **Date of EGM** |
|---|---|---|---|---|---|---|---|
| | 25.07.20 | 31.08.20 | 06.10.20 | 11.11.20 | 21.01.21 | 30.09.20 | 07.11.21 |
| Mr. Harsh Vora | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| Mr. Madhusudan Jain | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| Mr. Saurabh Vora | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| Mrs. Atithi Vora | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| Mr. Sushil Rawka | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| Mr. Balraj Kishore Namdeo | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| Mr. Sunil Kathariya | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| Mr. Eshanya B Guppta | Yes | Yes | Yes | Yes | Yes | Yes | Yes |

**Induction and Familiarization Program for Directors**:

On appointment, the concerned Director is given a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through an induction and familiarization programs including the presentation and interactive session with the Managing Director, Committee Members and other Functional Heads on the Company's manufacturing, marketing, finance and other important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director. On the matters of specialized nature, the Company engages outside experts/consultants for presentation and discussion with the Board members. The details of familiarization program can be accessed from the website: www.dnhindia.com.

**Skills / Expertise / Competencies of the Board of Directors:**

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

**Matrix Setting out Skills / Expertise / Competencies:**

| Skills / Expertise / Competencies | Shri Sunil Kathariya Chairman and Independent Director | Shri Eshanya B Guppta, Independent Director | Shri Balraj Kishore Namdeo, Independent Director | Shri Sushil Rawka, Director | Mrs. Atithi Vora, Women Director | *Shri Madhusudan Jain, Whole Time Director | Shri Saurabh Vora, Whole Time Director | Shri Harsh Vora, Managing Director |
|---|---|---|---|---|---|---|---|---|

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Knowledge about Company's product | Excellent | | | | | | | |
| Behavioural skills | Effectively using in the Company | | | | | | | |
| Business Strategy | | Excellent | | | | | | |
| Sales & Marketing | Excellent | Excellent | Very Good | at limited level | Good | Excellent | Excellent | Excellent |
| Corporate Governance | Excellent | | | | | | | |
| Forex Management | Good | Excellent | Good | No | Very Good | Excellent | Excellent | Excellent |
| Administration | Very Good | Very Good | Very Good | Having at limited level | Having at limited level | Excellent | Excellent | Excellent |
| Decision Making | Effectively using in the Company | | | | | Excellent | Excellent | Excellent |
| Financial Skills | Having at limited level | Excellent | Very Good | Having at limited level | Very Good | Excellent | Excellent | Excellent |
| Management skills | Very Good | Excellent | Very Good | Good | Good | Excellent | Excellent | Excellent |
| Technical skills | Having at limited level | Excellent | Having at limited level | Having at limited level | Having at limited level | Excellent | Excellent | Excellent |
| Professional skills | Excellent | | | | | | | |
| specialized knowledge in relation to Company's business | Excellent | | | | | | | |

*Note:- Shri Madhusudan Jain has resigned from the Directorship of the company w.e.f. 7th April, 2021.*

**Confirmation with respect to Independent Director's:**

Your Board of Directors is of the opinion that the Independent Directors fulfill the conditions specified in the SEBI (LODR) Regulations, 2015 and are independent of the management. Further, all the Independent Directors have furnished their declaration(s) that they meet the criteria of Independence laid down under the Companies Act, 2013 and the Listing Regulations.

**3. Committee of Directors**

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the following mandatory committees viz.

1. Audit Committee,
2. Stakeholders' Relationship Committee,
3. Nomination and Remuneration Committee,
4. Internal Committee for (Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 redressal of complaint at the workplace.

The terms of reference of these Committees are determined by the Board and their relevance is reviewed from time to time. Meetings of these Committees are convened by the respective Chairman of the Committee, who also informs the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors individually and tabled at the Board Meetings.

**3.1. Audit committee**

The Audit Committee is constituted in accordance with the provisions of Regulation 18 of the SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013. The Audit Committee of D & H India Limited consists of four members, viz., Mr. Eshanya B Guppta, Mr. Sunil Kathariya, Mr. Sushil Rawka and Mr. Balraj Kishore Namdeo. The Chairman of the Committee is Mr. Eshanya B Guppta and Mr. Rajesh Sen acts as the Secretary to the Committee. In case of absence of Chairman in the meeting, Mr. Sunil Kathariya shall act as Chairman of the meeting.

**The terms of reference of the Audit Committee mandated by the statutory and regulatory requirements, which are also in line with the mandate given by your Board of Directors, are:**

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
   a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of Clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
   b. Changes, if any, in accounting policies and practices and reasons for the same.
   c. Major accounting entries involving estimates based on the exercise of judgment by management.
   d. Significant adjustments made in the financial statements arising out of audit findings.
   e. Compliance with listing and other legal requirements relating to financial statements.
   f. Disclosure of any related party transactions.
   g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower Mechanism;
19. Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

    Review of information by Audit Committee.
21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 Crores or 10% of the asset size of the subsidiary,

whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

**The Audit Committee reviews the following information**:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee) submitted by management;
3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
6. Statement of deviations:
   (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
   (b) annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7).

The Committee held Four (4) meetings during the financial year 2020-21. The table below provides the date of the meeting, attendance of the Audit Committee members and the composition of the committee

| **Name of the Member** | **Category** | **Attendances at the Audit Committee meeting held** | | | |
|---|---|---|---|---|---|
| | | 25.07.2020 | 31.08.2020 | 11.11.2020 | 21.01.2021 |
| Mr. Eshanya B Guppta | ID/Chairman | Yes | Yes | Yes | Yes |
| Mr. Sushil Rawka | D/Member | Yes | Yes | Yes | Yes |
| Mr. Sunil Kathariya | ID/Member | Yes | Yes | Yes | Yes |
| Mr. Balraj Kishore Namdeo | ID/Member | Yes | Yes | Yes | Yes |

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess knowledge of finance, accounting practices and internal controls. Mr. Rajesh Sen, Company Secretary also functions as the Secretary to the Committee.

The representatives of the Statutory Auditors are permanent invitees to the Audit Committee Meetings. The Chief Financial Officer (CFO) and Internal Auditor also attend Audit Committee Meetings. The Internal Auditor reports directly to the Audit Committee.

During the year under review, the Audit Committee held a separate meeting with the Statutory Auditors and the Internal Auditor to get their inputs on significant matters relating to their areas of audit

**3.2. Stakeholders Relationship Committee**

The Stakeholders Relationship Committee has been constituted by the Board in compliance with the requirement of Section 178(5) of the Act and Regulation 20 of the Listing Regulations. During the financial year 2020-21, the Committee met 1 time i.e., on 21 January 2021. Mr. Sushil Rawka is the Chairman of the committee while Mr. Rajesh Sen, the Compliance Officer of the Company, acts as the secretary to the committee.

The terms of reference mandated by your Board, which is also in line with the statutory and regulatory requirements are:

1. Resolving the grievances of the security holders of the company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the company in respect of various services being rendered by the Registrar & Share Transfer Agent.

4. Review of the various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The composition of the Stakeholders' Relationship Committee as at 31st March, 2021 and details of the Members participation at the Meetings of the Committee are as under:

| Name of the Member | Category | Attendances at the Stakeholders Relationship Committee meeting held 21st January, 2021 |
|---|---|---|
| Mr. Sushil Rawka | Chairman | Yes |
| Mr. Madhusudan Jain | WTD/Member | Yes |
| Mr. Sunil Kathariya | ID/Member | Yes |

During the meeting all queries like non-receipt of annual reports, dividend, transfer of shares, new share certificates, change of address etc., were resolved to the satisfaction of the shareholders. Stakeholders are requested to furnish their telephone no. and email addresses to facilitate prompt action. During the year company had received Total 2 complaints and resolved. There were no complaints outstanding as on March 31, 2021.

The Committee's Composition meets with the requirements of Section 178(5) of the Companies Act, 2013 and Clause 20 (Chapter IV) of the SEBI (LODR) Regulations, 2015.

**3.3. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee determines and recommends to the Board the compensation payable to the directors. The remuneration committee consists of three non–executive directors as members, viz., Mr. Sunil Kathariya, Mr. Eshanya B Guppta, and Mr. Sushil Rawka. Mr. Rajesh Sen acts as the secretary and Mr. Eshanya B Guppta is the Chairman of the committee. The Committee's composition meets with requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015. Two meetings of the committee were held during the financial year 2020-21. In case of absence of Chairman in the meeting, Mr. Sunil Kathariya shall act as Chairman of the meeting.

Terms of Reference of Nomination, Remuneration and Compensation Committee:

The Remuneration Committee is duly constituted in accordance with the provisions of SEBI (LODR) Regulations, 2015 and Section 178 and other provisions of Companies Act, 2013 and is empowered to do the following:

1. To formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to appointment and remuneration for Directors, Key Managerial Personnel and other senior employees;
2. To formulate criteria for evaluation of the members of the Board of Directors including Independent Directors, the Board of Directors and the Committees thereof;
3. To devise policy on Board Diversity;
4. To identify persons, qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and where necessary, their removal;
5. To formulate policy ensuring the following:
   a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully,
   b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
   c. Remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
   d. Recommendation to the board, all remuneration, in whatever form, payable to senior management.

6. To design Company's policy on specific remuneration packages for Executive/ Whole Time Directors and Key Managerial Personnel including pension rights and any other compensation payment;
7. To determine, peruse and finalize terms and conditions including remuneration payable to Executive/ Whole Time Directors and Key Managerial Personnel of the Company from time to time;
8. To review, amend or ratify the existing terms and conditions including remuneration payable to Executive/Whole Time Directors, Senior Management Personnel and Key Managerial Personnel of the Company;
9. Any other matter as may be assigned by the Board of Directors.

The composition of the Nomination and Remuneration Committee as at 31st March, 2021 and the details of Members participation at the Meetings of the Committee are as under:

| **Name of the Member** | **Category** | **Attendances at the Nomination and Remuneration Committee meeting held** | |
|---|---|---|---|
| | | 31.08.2020 | 06.10.2020 |
| Mr. Eshanya B Guppta | ID/Chairman | Yes | Yes |
| Mr. Sunil Kathariya | ID/Member | Yes | Yes |
| Mr. Sushil Rawka | NED/ Member | Yes | Yes |

**4. PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and other Committees.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

**TERMS OF APPOINTMENT & REMUNERATION – MD/WTD**

| **Particulars** | **Mr. Harsh Vora, Managing Director** | **Mr. Saurabh Vora (WTD)** | **Mr. Madhusudan Jain (WTD)** |
|---|---|---|---|
| Period of Appointment | 01.10.2020 to 30.09.2023 | 01.10.2020 to 30.09.2023 | 24.01.2019 to 23.01.2022 |
| Salary including Allowances | Maximum upto Rs. 4,50,000/- P.M. | Maximum upto Rs. 2,50,000 P.M. | Maximum upto Rs. 5,00,000/- P.M. |
| Perquisites | Contribution to PF as per Rules | Contribution to PF as per Rules | Contribution to PF as per Rules |
| Retrial Benefits | Gratuity and Leave encashment as per Rules | Gratuity and Leave encashment as per Rules | Gratuity and Leave encashment as per Rules |
| Performance Bonus | - | - | - |
| Deferred Bonus | - | - | - |
| Minimum Remuneration | As per provisions of the Schedule V of the Companies Act, 2013 | As per provisions of the Schedule V of the Companies Act, 2013 | As per provisions of the Schedule V of the Companies Act, 2013 |
| Notice Period and fees | 3 months from either side | 3 months from either side | 3 months from either side. |

**Terms of Remuneration – Non-Executive Directors/Independent Directors**

| **Particulars** | **Mr. Sunil Kathariya, Independent** | **Mr. Balraj Kishore Namdeo,** | **Mr. Eshanya B Guppta, Independent** | **Mr. Sushil Rawka,** | **Mrs. Atithi Vora, Directors** |
|---|---|---|---|---|---|

| | Directors | Independent Directors | Directors | Directors | |
|---|---|---|---|---|---|
| Period of Appointment | 15.05.2020 to 15.05.2025 | 01.04.2019 to 31.03.2024 | 15.05.2020 to 15.05.2025 | - | - |
| Sitting Fees | For meeting of the Board and any Committee thereof | For meeting of the Board and any Committee thereof | For meeting of the Board and any Committee thereof | For meeting of the Board and any Committee thereof | For meeting of the Board and any Committee thereof |
| Salary including Allowances | - | - | - | - | - |
| Perquisites | - | - | - | - | - |
| Retrial Benefits | - | - | - | - | - |
| Performance Bonus | - | - | - | - | - |

**Remuneration Policy:**

The Policy for Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under section 178(3) is uploaded on Company's website. (Link:-http://www.dnhindia.com) and has been attached with Board report.

**5. Information on General Body Meeting**

The details of the location and time for last three Annual General Meetings are given hereunder: -

| Year | Location | Date | Time | Special Resolution | Special Resolution through postal Ballot |
|---|---|---|---|---|---|
| 2019-20 | EGM- through Video Conferencing or Other Audio Visual Means (OAVM) for which the deemed venue for the was A–204,2nd Floor Kailash Esplanade, Opposite Shreyas Cinema, L.B.S. Marg, Ghatkopar (West), Mumbai–400086 MH | 7th November 2020 | 1.00 P.M. | - | No |
| 2019-20 | AGM- through Video Conferencing or Other Audio Visual Means (OAVM) for which the deemed venue for the was A–204, 2nd Floor Kailash Esplanade, Opposite Shreyas Cinema, L.B.S. Marg, Ghatkopar (West), Mumbai–400086 MH. | 30th Sept., 2020 | 1.00 P.M. | 2 | No |
| 2018-19 | AGM at Mumbai Party Hall, 1st floor Patanwala Compound, opposite Shreyas Cinema L.B.S. Marg Ghatkopar (East), Mumbai | 30th Sept., 2019 | 10.00 A.M | 3 | No |
| 2017-18 | AGM at Lavender Bough, 90 feet Road, Garodia Nagar, Ghatkopar (East), Mumbai – 400077 | 29th Sept., 2018 | 10.00 A.M | 3 | No |

During the year under review, no resolution was passed through the Postal Ballot process.

**6. Disclosures:**

**A. Subsidiary Companies**

The Company is having one wholly owned subsidiary in the name of V & H Fabricators Pvt. Ltd.

**B. Related Party Transactions**

All the transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013.

The Audit Committee and the Board has approved a policy for related party transactions which has been uploaded on the Company's website.

**C. Providing voting by Electronic Means**.

Your Company is providing E-voting facility under Regulation 44 of SEBI (LODR) Regulations, 2015 and Companies Act, 2013. The details regarding e-voting facility is being given with the notice of the Meeting.

**D. Strictures and Penalties**

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.

**E. Compliance with Indian Accounting Standards**

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards as notified. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

**F. Vigil Mechanism/Whistle Blower Policy**

The Company has laid down a Whistle Blower Policy/vigil mechanism. The company encourages an open door policy where employees have access to the Head of the business/function. The company takes cognizance of the complaints made and suggestions given by the employees and others. Complaints are looked into and whenever necessary, suitable corrective steps are taken. No employee of the company has been denied access to the Audit Committee in this regard

As part of our corporate governance practices, the company has adopted the Whistleblower policy that covers our directors and employees. The policy is provided pursuant to the SEBI (LODR) Regulations, 2015 at our website, http://www.dnhindia.com and also annexed with the Board Report.

**G. prevention of insider trading:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Company Secretary & Head Compliance is responsible for implementation of the Code.

**H. Proceeds from public issues, rights issue, preferential issues, etc**

The Company has not raised money through an issue (public issues, rights issues, preferential issues etc.) during the year under review.

**I. Disclosures with respect to demat suspense account/ Unclaimed Suspense Account:**

There are no equity shares lying in the demat suspense account/ Unclaimed Suspense Account.

**7. Code of Conduct:**

The Board has adopted the code of conduct for all its Directors and Senior Management which has been displayed on the Company's website. All Board members and senior management personnel have affirmed compliance with the code on annual basis. A declaration to this effect by CEO of the Company forms part of this Annual Report.

**8. Means of Communication:**

The company regularly intimates it's Un-Audited as well as Audited Financial Results to the Stock Exchange immediately after these are taken on record / approved by the Board. These financial results are published in the Free Press Journal (English) and in Nav Shakti (Marathi), the vernacular newspaper. The results of the company are also available on the website of the company, at www.dnhindia.com

**9. MD/CFO Certification:**

The MD and the CFO have issued certificate pursuant to the provisions of Regulation 17(8) of SEBI (LODR) Regulations, 2015. The said certificate is annexed and forms part of the Annual Report.

**10. Certificate from Practicing Company Secretary for Non Disqualification of directors**

CS Ritesh Gupta, Proprietor of M/s Ritesh Gupta & Co., Company Secretaries (FCS: 5200 CP: 3764) has given us the certificate as required under Schedule V Para C Point No. 10(i) of the SEBI (LODR) Regulations, 2015 related to Non disqualification of the existing directors of the company which is attached and forms part of the Annual Report.

**11. Compliance under non-mandatory/discretionary requirements under the listing regulations requirements of listing regulations**:

The Company complied with all mandatory requirements and has adopted non-mandatory requirements as per details given below:

**A. The Board:**

The Company does have Non-Executive Chairman.

**B. Shareholder's Rights:**

The quarterly and half yearly results are published in the newspapers, displayed on the website of the Company and are sent to the Stock Exchanges where the shares of the Company are listed. The quarterly and half-yearly results are not separately circulated to the shareholders.

**C. Audit Qualification:**

The auditors have not qualified the financial statements of the Company. The Company continues to adopt best practices in order to ensure unqualified financial statements.

**D. Reporting of Internal Auditor:**

The Internal Auditors of the Company report to the Audit Committee.

**E.** Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

No. of Complaints on Sexual Harassment received during year: NIL
No. of Complaints disposed off during the Year: Not Applicable
No. of cases pending as on end of the Financial Year: Not Applicable

**12. Declaration Affirming Compliance of Code of Conduct**

As provided under Regulation 26(3) of Securities and Exchange Board of India (LODR) Regulations, 2015, the Board Members and senior management personnel have confirmed compliance with the code of conduct for the year ended 31st March, 2021.

**13.General Information to Shareholders**

| | |
|---|---|
| Date, Time and Venue of Annual General Meeting | 30th day of September, 2021 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 |
| E-voting period | From 27.09.2021 on 9:00 A.M. [IST] To 29.09.2021 on 5:00 P. M [IST] |
| Financial Calendar Results<br>for the quarter ending 30th June, 2021<br>for the quarter ending 30th Sept, 2021<br>for the quarter ending 31st Dec., 2021<br>for the quarter ending 31st March, 2022 | <br>On or Before 14th August, 2021<br>On or Before 14th November, 2021<br>On or Before 14th February, 2022<br>On or Before 30th May, 2022 |
| Board Meeting for consideration of Annual Accounts for the financial year 2020-21 | 24/06/2021 (the same has been extended by SEBI upto 30th June, 2021) due to Covid-19 |
| Book Closure | 24th Sept., 2021 to 30th Sept., 2021 (both days inclusive) |
| Cutoff date for E-voting | 23rd September, 2021 |
| Posting/mailing of Annual Report | Before 5th September, 2021 |
| Last date for receipt of Proxy | N.A. |
| Dividend | N.A. |

| | |
|---|---|
| Listing on Stock Exchange | The equity shares of the company are listed at BSE Ltd. and the listing fees has been paid for 2021-2022 |
| Registered Office | A-204, Kailash Esplanade, Opposite Shreyas Cinema, L.B.S. Marg, Ghatkopar (West), Mumbai – 400086 |
| Compliance Officer and Company Secretary | CS Rajesh Sen |
| Registrars and Share Transfer Agents | Ankit Consultancy Pvt. Ltd., Plot No.60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 Tel: 0731- 2551745/46 Email: ankit_4321@yahoo.com |
| Scrutinizer for E-voting | CS D. K. Jain, Practicing Company Secretary |
| Scrip Code | 517514 |
| ISIN NO | INE589DO1018 |
| The financial year covered by this Annual Report | April 1, 2020 to March 31, 2021 |
| Share Transfer System | Transfers are registered and returned by the Registrar Share Transfer Agents within a period of 15 days from the date of receipt of the documents, provided the same are in order |
| Plant Location | **1. Sanwer Road Plant**:<br>Plot 'A', Sector 'A', Industrial Area,<br>Sanwer Road, Indore – 452015 (M.P.)<br>Phone: 0731-6633501 Email: ho@dnhindia.com<br>Website www.dnhindia.com<br>**2.Ghatabillod Plant:** Village Sejvaya, Dhar Road, Ghatabillod, District Dhar, (M.P.)<br>**3. Durg Plant:** Plot no. 115-116, Zone B Industrial Growth Center, Village Borai, Post Rasmada, District Durg, Chhattisgarh |

There were no instances the Board has not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year.

Total fees for all the services paid by the listed entity and its subsidiaries on a consolidated basis to the statutory auditor is as follows:-

| S. No. | Name of the company | Status | Services Provided | Amount in Rs. |
|---|---|---|---|---|
| 1. | D & H India Ltd. | Listed company | Audit Fees | 1,00,000 |
| 2 | V & H Fabricators Pvt. Ltd. | Subsidiary | Audit Fees | 13,000 |
| | | **TOTAL** | | **1,13,000** |

**14.Equity Share Price on BSE April, 2020 – March, 2021**

| **Month** | **BSE Sensex Closed** | **Equity Share Price** | | | **No of Shares Traded during the month** | **Turnover In Rs.** |
|---|---|---|---|---|---|---|
| | | **High** | **Low** | **Close** | | |
| April-2020 | 33717.62 | 15.40 | 12.85 | 14.77 | 19120 | 270493 |
| May-2020 | 32424.10 | 14.84 | 12.22 | 13.03 | 19878 | 267301 |
| June-2020 | 34915.80 | 15.85 | 12.70 | 14.40 | 72688 | 1032900 |
| July-2020 | 37606.89 | 15.20 | 12.88 | 13.11 | 53437 | 725786 |
| August-2020 | 38628.29 | 15.50 | 12.50 | 13.80 | 62902 | 880579 |
| September 2020 | 38067.93 | 13.99 | 12.45 | 12.70 | 27841 | 365661 |
| October-2020 | 39614.07 | 13.64 | 12.06 | 13.00 | 8920 | 112977 |
| November-2020 | 44149.72 | 14.80 | 12.00 | 12.35 | 43018 | 548650 |

| | | | | | | |
|---|---|---|---|---|---|---|
| December-2020 | 47751.33 | 14.00 | 12.40 | 13.97 | 77701 | 1032727 |
| January-2021 | 46285.77 | 17.99 | 13.08 | 15.27 | 194160 | 3034757 |
| February-2021 | 49099.99 | 16.50 | 14.00 | 14.85 | 52729 | 784861 |
| March-2021 | 49509.15 | 16.00 | 14.00 | 14.99 | 29311 | 441505 |

**15.Distribution of Shareholding as on March, 31, 2021**

| Nos. of shares | No. of Owners | % of Share Holders | Share Amount (Rs) | % to Total |
|---|---|---|---|---|
| Upto 1000 | 2041 | 50.52 | 16,76,110 | 2.27 |
| 1001 -2000 | 664 | 16.44 | 12,72,720 | 1.72 |
| 2001 -3000 | 262 | 6.49 | 7,43,280 | 1.00 |
| 3001 -4000 | 96 | 2.38 | 3,69,460 | 0.50 |
| 4001 -5000 | 252 | 6.24 | 12,50,760 | 1.69 |
| 5001 -10000 | 319 | 7.90 | 27,21,240 | 3.68 |
| 10001-20000 | 172 | 4.26 | 26,65,270 | 3.60 |
| 20001-30000 | 74 | 1.83 | 19,01,170 | 2.57 |
| 30001-40000 | 40 | 0.99 | 13,83,580 | 1.87 |
| 40001-50000 | 27 | 0.67 | 13,06,790 | 1.77 |
| 50001-100000 | 47 | 1.16 | 35,44,260 | 4.79 |
| 100001- Above | 46 | 1.14 | 5,51,65,360 | 74.55 |
| **TOTAL** | **4040** | **100.00** | **7,40,00,000** | **100.00** |

The Company has entered into agreements with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby Members have an option to dematerialize their shares with either of the depositories.

**16.Shareholding Pattern as on 31st March, 2021**

| | **No. of Shares held** | **%** |
|---|---|---|
| Promoters & directors | 36,19,859 | 48.92 |
| Banks, Financial Institutions, Insurance Companies & Mutual Funds | | |
| i. Banks | 2,415 | 0.03 |
| ii. Financial Institutions | 0 | 0 |
| iii. Insurance Companies | 0 | 0 |
| iv. Mutual Funds/UTI | 0 | 0 |
| Central & State Governments | 0 | 0 |
| Foreign Institutional Investors | 0 | 0 |
| NRIs / Foreign Nationals | 51,932 | 0.70 |
| Public and Others | 37,25,794 | 50.35 |
| **TOTAL** | **74,00,000** | **100.00** |

**17. Details of Demat Shares as on 31st March 2021**

| | **No. of Shareholders / Beneficial Owners** | **No. of Shares** | **% of Capital** |
|---|---|---|---|
| NSDL & CDSL | 2843 | 71,57,485 | 96.72 |
| Shares in physical form | 1260 | 2,42,515 | 3.28 |
| **Grand Total** | **4,103** | **74,00,000** | **100.00** |

Note: As per the Shareholding Pattern filed by the company for the quarter ended 31st March, 2021, is 4040 but as per the records maintained by the NSDL/CDSL and physical the total number of members is 4103 and the difference of 63 members is due to having multiple D-mate Account.

**18. Share Transfer system/ Dividend and other related matters**

**i. Nomination facility for shareholding**

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them.

Members holding shares in physical form may obtain nomination form, from the Share Department of the Company or download the same from the MCA's website. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

**ii. Permanent Account Number (PAN)**

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders/legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

**iii. Unclaimed Dividends & Transfer of Shares to IEPF Authority**

During the Financial Year 2020-21, the Company has credited Rs. 1,86,934/- lying unpaid /unclaimed in the dividend account (2012-13) to the Investor Education & Protection Fund pursuant to Section 125(1) of the Companies Act, 2013.The Company is required to transfer dividends which have remained unpaid/ unclaimed for a period of seven years to the Investor Education & Protection Fund established by the Government. The Company shall transfer to the said fund shares in November, 2021and the dividends for the years ended 31st March, 2014 which has remained unclaimed / unpaid. The dates by which the dividend amounts remains unpaid as on 31.03.2021 are as under:

| Financial Year | Date of Declaration | Rate of Dividend per Share Rs. | Due date for transfer to IEPF | Amount of dividend remains unpaid/ unclaimed |
|---|---|---|---|---|
| 2013-14 | 30.09.2014 | 0.50 | 05.11.2021 | 3,29,581.00 |
| 2014-15 | 30.09.2015 | 0.50 | 05.11.2022 | 2,14,283.50 |

Individual reminders are sent each year to those Members by way of note to the notice of the Annual General Meeting whose dividend amounts remain unclaimed for a period of seven years from the date they became due for payment, before transferring the monies to the Investor Education & Protection Fund (IEPF). The information on unclaimed dividend is also posted on the website of the Company as aforesaid.

Further that pursuant to the provisions of section 124 of the Companies Act, 2013, the Company is required to transfer the shares held by the members who have not claimed / paid dividend for the consecutive period of 7 years. Therefore all the members who have not claimed their dividend upto 2013-14 in any of the years thereafter, and shares remained in their names are liable to the transferred to the IEPF authority on the date as may be specified.

However, the Member of such shareholders may claim their unpaid dividend and the shares transferred if any to the IEPF authority by applying in Form IEPF-5 to the IEPF authority.

**iv. Pending Investors' Grievances**

Any Member/Investor, whose grievance has not been resolved satisfactorily, may kindly write to the Company Secretary and Head Compliance at the Registered Office with a copy of the earlier correspondence.

**v. Dematerialization of shares & liquidity**

The shares of the Company are under compulsory demat segment and are listed on Bombay Stock Exchange, Mumbai. The Company's shares are available for trading in the depository of both NSDL & CDSL.

**vi. Reconciliation of Share Capital Audit**:

As stipulated by Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to stock exchanges, NSDL and CDSL and is also placed before the Board of Directors. No discrepancies were noticed during these audits.

**Notes:**

I. Annual Custody Fee for the Year 2021-22 has been paid to NSDL and CDSL.
II. The Company's financial results and official press releases are displayed on the Company's website www.dnhindia.com
III. The financial statements, shareholding pattern, quarterly compliances and other relevant corporate communication are filed with Bombay Stock Exchange Limited electronically through BSE Listing Centre.
IV. We solicit suggestion for improving our investor services.

## CERTIFICATE ON COMPLIANCE WITH CORPORATE GOVERNANCE

To,
The Members
D & H INDIA LIMITED

We have examined the relevant records of D & H India Limited, for the purpose of certifying compliance with the conditions of Corporate Governance for the year ended 31 March, 2021, as stipulated in the SEBI (LODR) Regulation, 2015. (Listing Regulation). We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination has been limited to the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated in the said Listing Regulations. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance to the further viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For, Devpura Navlakha & Co**
**Chartered Accountants**
**FRN – 121975WC**

Place: Indore
Date: 16th August, 2021
UDIN: 21033342AAAADK7501

**Pramodkumar Devpura**
**Partner**
**M. No. 033342**

## Declaration by the Managing Director under SEBI (LODR) Regulation, 2015 Regarding Compliance with Code of Conduct

In accordance with Schedule V, Para D of the SEBI (LODR) Regulation, 2015 as amended from time to time, I the Managing Director of the Company hereby confirm that, all the Directors and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended March 31, 2021.

**Place: Indore**
**Date: 24th June 2021**

**Harsh Vora**
**Managing Director**
**DIN 00149287**

**MANAGING DIRECTOR AND CFO CERTIFICATION AS PER SEBI (LODR) REGULATIONS, 2015**

To
The Board of Directors,
D & H India Limited

(a) We have reviewed the balance sheet, profit and loss account and all its schedules and notes on accounts, as well as the cash flow statement as at 31st March, 2021 and that to the best of our knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) We further certify that, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware. We have taken necessary steps or propose to take necessary actions to rectify these deficiencies.

(d) We have indicated to the Auditors and the Audit Committee that there is:
- No significant change in internal control over financial reporting during the year.
- No significant change in accounting policies during the year under review and
- No instance of any fraud in the Company in which the management has any role.

| | | |
|---|---|---|
| **Place: Indore** | **Harsh Vora** | **Rajesh Songirkar** |
| **Date: 24th June, 2021** | **Managing Director** | **CFO** |
| | **DIN 00149287** | |

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,
The Members of
**D & H India LIMITED**
A-204, Kailash Esplanade,
Opp. Shreyas Cinema,
L.B.S. Marg, Ghatkopar (West),
Mumbai-400086,

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **D & H India Limited** having CIN L28900MH1985PLC035822 and having registered office at A-204, Kailash Esplanade, Opp. Shreyas Cinema, L.B.S. Marg, Ghatkopar ( West), Mumbai-400086, (Hereinafter referred to as "the Company"), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31 March, 2021 have been disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs and any such other Statutory Authority.

| Sr. No. | Name of Director | DIN | Date of Appointment at current Designation |
|---|---|---|---|
| 1 | Harsh Vora | 00149287 | 06/12/1990 |
| 2 | Madhusudan Jain | 00145329 | 24/01/2004 |
| 3 | Saurabh Vora | 02750484 | 01/10/2014 |
| 4 | Atithi Vora | 06899964 | 01/10/2014 |
| 5 | Sushil Rawka | 00156990 | 29/09/1995 |
| 6 | Eshanya B Guppta | 01727743 | 15/05/2015 |
| 7 | Sunil Kathariya | 07155856 | 15/05/2015 |
| 8 | Balraj Kishore Namdeo | 06620620 | 01/04/2019 |

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Ritesh Gupta & Co.**
**Company Secretaries**

**Ritesh Gupta**
**FCS: 5200**
**CP No: 3764**

**Date: 10th August, 2021**
**Place: Indore**
**UDIN: F005200C000762321**

## INDEPENDENT AUDITOR'S REPORT

**To the Members of M/S D & H INDIA LIMITED**
**Report on the Standalone Financial Statements**

**Opinion**
We have audited the accompanying standalone financial statements of **D & H INDIA LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2021, and the statement of Profit and Loss (including Other Comprehensive Income), the statement of changes in equity and the statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**
We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on standalone financial statements.

**Key Audit Matters**
Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance Report, and Shareholder Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

**Management's Responsibility for the Standalone Financial Statements**
The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
The Board of Directors are also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SA, we exercise professional judgment and maintain professional skepticism throughout the audit.
A further description of the auditor's responsibilities for the audit of the standalone financial statements is included in "**Annexure A"**. This description forms part of our auditor's report.

**Other Matters –** We have nothing to report in this regard

**Report on Other Legal and Regulatory Requirements**
1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure "B"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:
a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
c) The standalone Balance Sheet, the standalone Statement of Profit and Loss including other comprehensive income , the standalone statement of changes in equity and the standalone statement of Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure C"**.
g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended : In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note to the standalone financial statements;
ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
iii. The company has transferred Rs. 186934/- to the Investor Education and Protection Fund in respect of unpaid dividend.

**For M/s Devpura Navlakha & Co.**
**Chartered Accountants**
**FRN 121975W**

**(Ca Pramodkumar Devpura)**
**Partner**
**M.No. 033342**
**Date 24.06.2021**
**Place Indore**
**UDIN: 21033342AAAACO8276**

**Annexure A**

**Responsibilities for Audit of Standalone Financial Statement**
As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**For M/s Devpura Navlakha & Co.**
**Chartered Accountants**
**FRN 121975W**

**(CA Pramodkumar Devpura)**
**Partner**
**M.No. 033342**
**Date 24.06.2021**
**Place Indore**

## *ANNEXURE-B TO THE INDEPENDENT AUDITORS' REPORT*

(Referred to in paragraph 1 under the heading of "report on other legal and regulatory requirements" of our report of even date)

(i) a. The proper records showing full particulars including quantitative details and situation of the fixed assets are being maintained by the company.
b. All the fixed assets have been physically verified by the management during the year, which in our opinion is reasonable having regard to the size of the company and the nature of its

assets. As per information and explanations given to us, no material discrepancies were noticed.

c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(ii) The inventory of the company has been physically verified by the management during the year at reasonable intervals. In our opinion, the frequency of verification is reasonable, the discrepancies noticed on physical verification of inventory, as compared to book records were not material and have been properly dealt with in the books of account.

(iii) The Company has granted loan to one body corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').

a. In our opinion, other terms and conditions on which the loans had been granted to the body corporate listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company.

b.The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount and payment of interest.

c.There are not any repayment schedule and the loans are repayable on demand, hence we are unable to comment on overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under section 189 of the Act.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

(v) In our opinion and according to the information & explanations given to us, the company has not accepted deposits as per directives issued by Reserve Bank of India and provisions of section 73 to 76 or any other relevant provisions of Companies Act and Rules framed there under.

(vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1)(d) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed accounts and cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited with the appropriate authorities and there are no undisputed statutory dues payable for a period of more than six months from the date they become payable as at 31st March, 2021.

b. According to the information and explanations given to us, there are no material dues of duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of Sales tax & Entry tax have not been deposited by the Company on account of disputes:

| Nature of Statute | Nature of the dues | Period to which the amount relates | Amount in Rs. | Forum where the dispute is pending |
|---|---|---|---|---|
| CST | Regular assessment | 2006-07<br>2008-09<br>2009-10<br>2010-11<br>2011-12<br>2012-13<br>2013-14<br>2016-17<br>2017-18 | 8,15,554<br>1,85,077<br>6,24,322<br>8,79,994<br>12,28,390<br>9,41,050<br>7,99,868<br>9,46,041<br>3,88,152 | Additional Commissioner, Indore |
| Entry Tax | Regular assessment | 2005-06<br>2016-17<br>2017-18 | 1,66,968<br>32,444<br>51,090 | Additional Commissioner, Indore |
| VAT | Regular assessment | 2016-17<br>2017-18 | 2,32,217<br>3,00,382 | Additional Commissioner, Indore |
| Income Tax | Regular assessment | 2011-12<br>2017-18 | 7,00,346<br>1,99,080 | Assessing Officer<br>Assessing Officer |

(viii) According to the records of the company, examined by us and the information & explanations given to us, the Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders during the year.

(ix) According to the records of the company, examined by us and the information & explanations given to us, term loan if any taken have been applied for the purposes for which they were raised. Further the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year.

(x) According to the records of the company, examined by us and the information & explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards.

(xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with

directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) According to the explanation and information given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For M/s Devpura Navlakha & Co.**
**Chartered Accountants**
**FRN 121975W**

**(CA Pramodkumar Devpura)**
**Partner**
**M.No. 033342**
**Date 24.06.2021**
**Place Indore**

**ANNEXURE 'C' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF D & H INDIA LIMITED**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **D & H INDIA LIMITED** ("the Company") as of 31 March 2021 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**
Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting,

assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**
A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:
1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

2.Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**
In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For M/s Devpura Navlakha & Co.**
**Chartered Accountants**
**FRN 121975W**

**(CA Pramodkumar Devpura)**
**Partner**
**M.No. 033342**
**Date 24.06.2021**
**Place Indore**

## D & H INDIA LIMITED
## Standalone Balance Sheet as at 31st March 2021

| Particulars | Note No. | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|
| **(1) ASSETS** | | | |
| **Non-current assets** | | | |
| (a) Property, Plant and Equipment | **1.1** | 131,872,759 | 150,049,543 |
| (b) Right-of-Use of Assets | **1.2** | 4,113,401 | - |
| (c) Capital Work In progress | **1.3** | 3,550,812 | 1,171,022 |
| (d) Intangible assets under development | **1.4** | 1,546,987 | 1,379,283 |
| (e) Financial Assets | | | |
| (i) Investments | **2** | 19,563,504 | 18,571,974 |
| (f) Other non-current assets | **3** | 4,569,744 | 4,473,975 |
| **Total Non-Current Assets** | | **165,217,207** | **175,645,797** |
| **(2) Current assets** | | | |
| (a) Inventories | **4** | 218,499,029 | 252,009,881 |
| (b) Financial Assets | | | |
| (i) Trade receivables | **5** | 155,737,489 | 154,590,438 |
| (ii) Cash and cash equivalents | **6** | 2,459,439 | 5,482,244 |
| (iii) Loans | **7** | 8,063,080 | 7,100,039 |
| (c) Other current assets | **8** | 6,327,381 | 6,932,464 |
| **Total Current Assets** | | **391,086,418** | **426,115,066** |
| **Total Assets** | | **556,303,625** | **601,760,863** |
| **EQUITY AND LIABILITIES** | | | |
| **EQUITY** | | | |
| (a) Equity Share capital | **9** | 74,000,000 | 74,000,000 |
| (b) Other Equity | **10** | 213,501,919 | 224,892,493 |
| **Total Equity** | | **287,501,919** | **298,892,493** |
| **LIABILITIES** | | | |
| **Non-current liabilities** | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | **11** | 42,464,418 | 16,314,979 |
| (ii) Lease Liability | **12** | 4,067,735 | **-** |
| (b) Deferred tax liabilities (Net) | **13** | 13,640,660 | 15,310,975 |
| (c) Other Non current liabilities | **14** | 3,937,085 | 4,349,668 |
| **Total Non-current liabilities** | | **64,109,898** | **35,975,622** |
| **Current liabilities** | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | **15** | 95,481,492 | 127,175,338 |
| (ii) Trade payables | **16** | | |
| Total Outstanding dues of micro & small enterprises | | **-** | **-** |
| Total Outstanding dues of creditors other than micro and micro and small enterprises | | 75,331,985 | 97,030,377 |
| (iii) Other financial liabilities | **17** | 7,843,693 | 10,973,371 |
| (b) Other current liabilities | **18** | 16,305,944 | 18,209,639 |
| (c) Provisions | **19** | 9,728,694 | 13,504,021 |
| **Total Current liabilities** | | **204,691,808** | **266,892,747** |
| **Total Liabilities** | | **268,801,706** | **302,868,369** |
| **Total Equity and Liabilities** | | **556,303,625** | **601,760,863** |

See Significant Accounting Policies & Notes 1-38 are an integral part of these financial statements.

**As per our report of even date attached**
**for and on behalf of M/s Devpura Navlakha & Co.** **For and on behalf of the Board**
**Chartered Accountants**
**FRN-121975W**

**(CA Pramodkumar Devpura)**
Partner
M.No. 033342

**( Harsh Vora)**
Managing Director
DIN: 00149287

**(Sushil Rawka)**
Director
DIN: 00156990

**Place: Indore**
**Date: 24.06.2021**

**(Rajesh Sen)**
Company Secretary

**(Rajesh Songirkar)**
Chief Financial Officer

# D & H INDIA LIMITED

## Standalone Statement of Profit and Loss for the year ended 31st March, 2021

| | Particulars | Note No | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|---|
| I. | Revenue from operations(Gross) | **20** | 795,028,303 | 931,815,633 |
| | Less : GST Recovered | | 118,875,557 | 141,632,173 |
| | Revenue from operations(Net) | | 676,152,746 | 790,183,460 |
| II. | Other Income | **21** | 1,413,646 | 1,210,950 |
| III. | **Total Income (I +II)** | | 677,566,392 | 791,394,410 |
| IV. | **Expenses:** | | | |
| | Cost of material consumed | **22** | 459,484,850 | 557,242,731 |
| | Purchase of Stock-in-Trade | | 13,228,172 | 14,513,873 |
| | Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | **23** | 36,696,602 | 3,042,706 |
| | Employee benefit expense | **24** | 72,878,863 | 86,899,397 |
| | Financial costs | **25** | 13,798,184 | 17,953,910 |
| | Depreciation and amortization expense | **1.1 & 1.2** | 17,108,798 | 17,656,275 |
| | Other expenses | **26** | 73,731,704 | 109,518,386 |
| | **Total Expenses (IV)** | | 686,927,172 | 806,827,279 |
| V. | Profit before exceptional item and tax (III - IV) | | (9,360,779) | (15,432,869) |
| VI. | Exceptiional Items : Income /(Expenses) | | 212,931 | (3,059,017) |
| VII. | Profit before tax (V - VI) | | (9,147,849) | (18,491,886) |
| VIII. | Tax expense: | | | |
| | (1) Current tax | | - | - |
| | (2) Deferred tax | **13** | (1,670,315) | (1,666,706) |
| IX. | Profit/(Loss) for the period (VII-VIII) | | (7,477,534) | (16,825,180) |
| X | Other Comprehensive Income | | | |
| | A (i) Items that will not be reclassified to profit or loss | | 991,531 | (129,820) |
| | (ii) Income tax relating to items that will not be reclassified to profit or loss | | - | - |
| | B (i) Items that will be reclassified to profit or loss | | - | - |
| | (ii) Income tax relating to items that will be reclassified to profit or loss | | - | - |
| XI. | Total Comprehensive Income for the Year (IX-X) | | (6,486,003) | (16,955,000) |
| XII. | Earning per equity share of face value of Rs. 10 each | **27** | | |
| | (1) Basic | | (0.88) | (2.29) |
| | (2) Diluted | | (0.88) | (2.29) |

See Significant Accounting Policies & Notes 1-38 are an integral part of these financial statements.

**As per our report of even date attached**
**for and on behalf of M/s Devpura Navlakha & Co.**
**Chartered Accountants**
**FRN-121975W**

**For and on behalf of the Board**

**(CA Pramodkumar Devpura)**
Partner
M.No. 033342

**( Harsh Vora)**
Managing Director
DIN: 00149287

**(Sushil Rawka)**
Director
DIN: 00156990

**Place: Indore**
**Date: 24.06.2021**

**( Rajesh Sen)**
Company Secretary
FCS: 7689

**(Rajesh Songirkar)**
Chief Financial Officer

**D & H INDIA LIMITED**

**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2021**

| | | 31.03.2021 | 31.03.2020 |
|---|---|---|---|
| **A.** | **Cash flow from Operating Activities** | | |
| | Net profit before tax & Extraordinary items | **(9,360,779)** | (15,432,869) |
| | Adjustment for : Depreciation | **17,108,798** | 17,656,275 |
| | Loss/(Profit) on sale of fixed assets | **156,879** | 299,093 |
| | Other Income | **(1,413,646)** | (1,210,950) |
| | Interest Paid / Bank Charges | **13,798,184** | 17,953,910 |
| | **Operating Profit before working Capital Changes Adjustment for:** | **20,289,435** | **19,265,459** |
| | Trade & other receivable | **(1,147,051)** | 4,743,468 |
| | Inventories | **33,510,852** | 9,410,249 |
| | Trade Payables & Other Provisions | **(30,507,093)** | (27,965,760) |
| | **Cash generated from Operations** | **22,146,143** | **5,453,415** |
| | Direct Tax paid | **-** | (5,150,000) |
| | **Cash flow before extraordinary items** | **22,146,143** | 303,415 |
| | Extraordinary items | **(1,157,070)** | (3,059,017) |
| | **Net Cash from Operating Activities** | **20,989,074** | **(2,755,601)** |
| **B.** | **Cash Flow from Investing Activities** | | |
| | Purchase of fixed assets (Net) | **(4,038,999)** | 3,225,252 |
| | capital WIP | **(2,379,790)** | - |
| | Intengible Assets WIP | **(167,704)** | - |
| | Loans & Advances | **(453,727)** | 11,042,645 |
| | Interest received / Misc Receipts | **301,755** | 436,712 |
| | Other Income | **661,809** | - |
| | Dividend Income | **37,499** | 62,220 |
| | Net cash used in Investing Activities | **(6,039,157)** | **14,766,829** |
| **C.** | **Cash Flow from Financing Activities** | | |
| | Proceeds from subsidy | **1,370,000** | |
| | Proceeds from long term & Short term borrowings | **(5,544,407)** | 3,332,795 |
| | Interest Paid | **(13,798,184)** | (17,953,910) |
| | Reduction in Lease Liability | **(132)** | |
| | Dividend Paid (Including Dividend Distribution Tax) | | - |
| | Net cash used in Financing Activities | **(17,972,722)** | **(14,621,115)** |
| | Net increase in Cash and Cash equivalent (A+B+C) | **(3,022,805)** | (2,609,888) |
| | Cash & Cash Equivalents As at 01.04.2020 | **5,482,244** | 8,092,131 |
| | Cash & Cash Equivalents As at 31.03.2021 | **2,459,439** | 5,482,244 |

**for and on behalf of M/s Devpura Navlakha & Co.**
**Chartered Accountants**
**FRN-121975W**

**For and on behalf of the Board**

**(CA Pramodkumar Devpura)**
Partner
M.No. 033342

**(Harsh Vora)**
Managing Director
DIN: 00149287

**(Sushil Rawka)**
Director
DIN: 00156990

**(Rajesh Sen)**
Company Secretary
FCS: 7689

**(Rajesh Songirkar)**
Chief Financial Officer

**Place: Indore**
**Date: 24.06.2021**

## D & H INDIA LIMITED

## Statement of Changes in Equity For The Year Ended 31 March 2021

| A. Equity Share Capital | Balance at the beginning of the reporting period i.e 1st April 2020 | Changes in equity share capital during the year 2020-2021 | Balance at the end of the reporting period i.e 31st March 2021 |
|---|---|---|---|
| | 74,000,000 | - | 74,000,000 |

| B. Other Equity | Balance at the 1st of April 2020 | Total Comprehensive Income for the Year | Dividends | Transfer to Retained Earnings | Balance at the 31st March 2021 |
|---|---|---|---|---|---|
| **Share application money pending allotment** | - | - | - | - | - |
| **Reserve & Surplus** | | | | | |
| Capital Reserve | 15,800,000 | - | - | - | 15,800,000 |
| Securities Premium Reserve | 21,484,800 | - | - | - | 21,484,800 |
| General Reserve | 68,000,000 | - | - | - | 68,000,000 |
| Retained Earnings | 118,350,995 | (7,477,534) | - | (4,904,571) | 105,968,890 |
| **Other items of Other Comprehensive Income** | 1,256,698 | 991,531 | - | - | 2,248,228 |
| **Total** | 224,892,493 | (6,486,003) | - | (4,904,571) | 213,501,919 |

**As per our report of even date attached**
**for and on behalf of M/s Devpura Navlakha & Co.**
**Chartered Accountants**
**FRN-121975W**

**For and on behalf of the Board**

**(CA Pramodkumar Devpura)**
Partner
M.No. 033342

**(Harsh Vora)**
Managing Director
DIN: 00149287

**(Sushil Rawka)**
Director
DIN: 00156990

**Place: Indore**
**Date: 24.06.2021**

**(Rajesh Sen)**
Company Secretary
FCS: 7689

**(Rajesh Songirkar)**
Chief Financial Officer

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS:-

### A. Corporate Information

**D & H India Limited** is engaged in Manufacturing business primarily dealing in Welding Electrodes & Consumables, CO2 Wire, M Core Wire, Flux Powder, Flux cored Wire, Stainless Steel Wire & other similar activities. The company has manufacturing plants in India and sales primarily in India.

The company is a public limited company incorporated and domiciled in India and has its registered office at Mumbai, Maharashtra, India. Its shares are listed on the Bombay Stock Exchange Ltd. (BSE).

### B. SIGNIFICANT ACCOUNTING POLICIES:-

#### B.1 Basis of Preparation & Presentation

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

#### B.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:-

**(a) Use of Estimates**

The preparation of the Company's Financial Statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in next financial years.

**(b) Property, Plant & Equipment**

Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Gains or losses arising from derecognition of a Property, Plant and Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Upon first-time adoption of Ind AS, the Company has elected to measure all its property, plant and equipment at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., 1st April,2016.

**(C) Intangible Assets under Development**

Intangible Assets under Development comprises of the cost of fixed assets that are not yet

ready for their intended use at the reporting date.

Upon first-time adoption of Ind AS, the Company has elected to measure its intangible assets at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., 1st April,2016.

**(D) Inventories**

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, except in case of by-products which are valued at net realisable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition. Cost of raw materials, chemicals, stores and spares, packing materials, trading and other products are determined on weighted average basis.

**(E) Revenue Recognition**

Revenue from sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.

Revenue from operations is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

**(F) Other Income**

Interest : Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend : Dividend from Investment are recognized when the right to receive payment is established.

**(G) Provisions, Contingent Liabilities And Contingent Assets**

Provision is recognized in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent Liabilities are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are neither recognized nor disclosed in the financial statement.

**(H) Cash Flow Statement**

Cash flow are reported using indirect method. The cash flow from operating, financing and investing activities of the company are segregated.

**(I) Employees Benefits**

**Short Term Employee Benefits**

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services.

**Post-Employment Benefits**

Defined Contribution Plans

The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid.

Post employment benefits such as Gratuity liability is funded as per group gratuity scheme of Life Insurance of Corporation of India.

**(J) Finance Cost**

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

**(K) Research and Development Expenditure**

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are charged to the Statement of Profit and Loss.

**(L) Taxation**

The tax expense for the period comprises of current tax and deferred income tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the Other Comprehensive Income or in equity. In which case, the tax is also recognised in Other Comprehensive Income or Equity.

**i) Current tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the Income Tax authorities, based on tax rates and laws that are enacted at the Balance sheet date.

**ii) Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

**(M) Foreign Currency Transactions**

(i) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction.

(ii) Monetary items denominated in foreign currencies, if any, at the end of the year are restated at year end rates. Non monetary foreign currency items are carried at cost.

(iii) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and Loss Account, except in cases where they relate to acquisition of fixed assets, in which case, they are adjusted to the carrying cost of such assets.

**(N) Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period

attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

**(O) Government Grants and subsidies**

Grants & Subsidies from the government are recognized when there is reasonable assurance that the company will comply with the conditions attached to them, and the grant/subsidy will be received.

When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related cost.

When the grant or subsidy relates to capital assets, it is recognized as deferred income and released to profit & loss a/c on a systematic basis over the periods necessary to match them with the related cost.

**(P) Financial Instruments**

**Recognition & Measurement**

**a) Financial Assets**

Financial Assets are recognized when, and only when, the company becomes a party to the contractual provisions of the+B11 financial instrument. The company determines the classification of its financial assets at initial recognition

When financial assets are recognized initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss directly attributable transaction cost. Transactions cost of financial assets carried at fair value through profit or loss are expensed in the statement of profit and loss.

**b) Financial Liabilities**

Financial Liabilities are recognized when, and only when, the company becomes a party to the contractual provisions of the financial instrument. The company determines the classification of its financial liabilities at initial recognition.

When financial liabilities are recognized initially, they are measured at fair value, plus, in the case of financial liabilities not at fair value through profit or loss directly attributable transaction cost Equity Instruments: The Company subsequently measures all equity investments (other than the investment in subsidiaries, joint ventures and associates which are measured at cost) at fair value. Where the Company has elected to present fair value gains and losses on equity investments in other comprehensive income ("FVTOCI"), there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognized in Statement of Profit and Loss as other income when the company's right to receive payment is Established. At the date of transition to Ind AS, the company has made an irrevocable election to present in Other Comprehensive Income subsequent changes in the fair value of equity investments that are not held for trading.

When the equity investment is derecognized, the cumulative gain or loss recognized in other comprehensive income is reclassified from Other Comprehensive Income to Retained Earnings directly.

Determination of Fair Value: The fair value of a financial instrument on initial recognition is normally the transaction price (fair value of the consideration given or received). Subsequent to initial Recognition, the company determines the fair value of financial instruments that are quoted in the active markets using the quoted bid prices(financial assets held) or quoted ask price(financial liabilities held). Costs of certain unquoted equity instruments has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range. These investments in equity instruments are not held for trading. Instead, they are held for medium or long term strategic purpose. Upon the application of Ind AS 109, the group has chosen to designate these investments in equity instruments as at FVTOCI as the directors believes this provides a more meaningful presentation for medium or long term strategic investments, than reflecting changes in fair value immediately in profit or loss.

**(Q)Estimation of uncertainties relating to the global health pandemic from COVID-19:**

The company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, intangibles, investments and other assets. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the Group has used internal and external sources of information. The Group has reviewed the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered. The impact of COVID-19 on the Group's financial statements may differ from that estimated as at the date of approval of these financial statements and the Group will continue to closely monitor any material changes to future economic conditions

**(Q) Leases:**

The Company's lease asset classes primarily consist of leases for Land. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset. At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets. For these short-term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease. The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently re-measured by increasing the carrying amount to reflect interest on the lease liability and reducing the carrying amount to reflect the lease payments made. A lease liability is re-measured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The re -measurement normally also adjusts the leased assets. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows

**D & H INDIA LIMITED**

**Note -1.1- PROPERTY, PLANT & EQUIPMENT**

| Particulars | Gross Block | | | | Depreciation | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|
| | As On 31.03.20 Rupees | Addition Rupees | Deduction Rupees | As On 31.03.21 Rupees | As On 31.03.20 Rupees | As On 31.03.21 Rupees | Written Back Rupees | As On 31.03.21 Rupees | As On 31.03.21 Rupees | As On 31.03.20 Rupees |
| | | | | | | | | | | |
| Free Hold Land | 4,853,296 | - | - | 4,853,296 | - | - | - | - | 4,853,296 | 4,853,296 |
| Office Building | 2,504,370 | - | - | 2,504,370 | 1,809,377 | 124,265 | - | 1,933,642 | 570,728 | 694,993 |
| Factory Building | 98,640,046 | 441,120 | - | 99,081,166 | 29,383,670 | 2,806,306 | - | 32,189,976 | 66,891,190 | 69,256,376 |
| Plant & Machinery | 137,455,573 | 1,613,562 | - | 139,069,135 | 85,775,865 | 11,386,399 | - | 97,162,264 | 41,906,871 | 51,679,708 |
| Electric Installation | 16,100,308 | 96,297 | - | 16,196,605 | 10,024,183 | 1,254,259 | - | 11,278,442 | 4,918,163 | 6,076,125 |
| Laboratory Equip. | 847,667 | - | - | 847,667 | 610,644 | 54,392 | - | 665,036 | 182,631 | 237,023 |
| Vehicles | 9,474,404 | 1,870,238 | 2,209,660 | 9,134,982 | 3,765,212 | 737,233 | 1,344,469 | 3,157,976 | 5,977,006 | 5,709,192 |
| Furniture & Fixtures | 5,360,565 | 149,265 | - | 5,509,830 | 3,127,233 | 113,529 | - | 3,240,762 | 2,269,068 | 2,233,332 |
| Office Equipment | 3,637,512 | 267,931 | - | 3,905,443 | 2,559,849 | 84,275 | - | 2,644,124 | 1,261,319 | 1,077,663 |
| Computers | 2,833,409 | 190,762 | - | 3,024,171 | 2,094,347 | 308,144 | - | 2,402,491 | 621,680 | 739,062 |
| Mobile Instruments | - | 118,136 | - | 118,136 | - | - | - | - | 118,136 | - |
| R & D Assets | 2,679,705 | - | - | 2,679,705 | 181,254 | 195,780 | - | 377,034 | 2,302,671 | 2,498,451 |
| | | | | | | | | | | |
| **Total (A)** | **284,386,855** | **4,747,311** | **2,209,660** | **286,924,506** | **139,331,634** | **17,064,582** | **1,344,469** | **155,051,747** | **131,872,759** | **145,055,222** |

**Note -1.2 RIGHT-OF-USE OF ASSETS (ROU Assets)**

| Particular | Balance as on 01.04.2020 (Transition Balances) | Addition for new leases | +/(-) Adjustment to Get Current Value of Lease | As On 31.03.21 | Amortization Balance as upto 31.03.2020 | Amortization for the year | Written Back | Amortization Balance as upto 31.03.2021 | As On 31.03.21 | As On 31.03.20 |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | | |
| Lease Hold Land | 89,750 | - | - | 89,750 | - | - | - | 0 | 89,750 | 89,750 |
| Lease Hold Land Durg | 4,904,571 | - | 836,704 | 4,067,867 | - | 44,216 | - | 44,216 | 4,023,651 | 4,904,571 |
| | | | | | | | | | | |
| **Total (B)** | **4,994,321** | **-** | **836,704** | **4,157,617** | **-** | **44,216** | **-** | **44,216** | **4,113,401** | **4,994,321** |
| | | | | | | | | | | |
| **Total (A+B)** | **289,381,176** | **4,747,311** | **3,046,364** | **291,082,123** | **139,331,634** | **17,108,798** | **1,344,469** | **155,095,963** | **135,986,160** | **150,049,543** |
| | | | | | | | | | | |
| **Prev.Year (A+B)** | **295,251,584** | **2,615,054** | **8,485,462** | **289,381,176** | **125,710,854** | **17,656,275** | **4,035,496** | **139,331,634** | **150,049,543** | **169,540,728** |

**Note -1.3 - Capital Work In Progress Rs. 3550812 (Pre. Yr. Rs. 1171022) under development include Plant & Machinery under development**
**Note -1.4 - Intangible Assets Rs. 1546987 (Pre. Yr. Rs. 1379283) under development include SAP under development**

| Note No | Particulars | AS AT 31.03.2021 RUPEES | | AS AT 31.03.2020 RUPEES | |
|---|---|---|---|---|---|
| | | Quantity | Amount | Quantity | Amount |
| 2 | **Non-current investments** | | | | |
| a | **Investment Measured at cost** | | | | |
| | **In Equity Shares of Subsidiary Company** | | | | |
| | **Unquoted, fully paid up** | | | | |
| | V&H Fabricators Pvt. Ltd. (wholy Owned Subsidiary) | 512500 | 17,237,500 | 512500 | 17,237,500 |
| | **In Equity Shares of Associate Company** | | | | |
| | **Unquoted, fully paid up** | | | | |
| | Commonwealth Mining Pvt.Ltd | 9000 | 1 | 9000 | 1 |
| | **Total of Investment Measured at Cost** | | 17,237,501 | | 17,237,501 |
| b | **Investment Measured at Fair Value through other Comprehensive Income** | | | | |
| | **In Equity Shares ,Quoted, fully paid up** | | | | |
| | Tata Consultancy Services | 732 | 2,326,003 | 732 | 1,334,473 |
| | **Total of Investment Measured at Fair Value through other Comprehensive Income** | | **2,326,003** | | **1,334,473** |
| | **Total Non current Investment(a+b)** | | **19,563,504** | | **18,571,974** |
| | Aggregate amount of quoted investments | | 2,326,003 | | 1,334,473 |
| | Market Value of quoted investment | | 2,326,003 | | 1,334,473 |
| | Aggregate amount of unquoted investments | | 17,237,501 | | 17,237,501 |
| **2.1** | **Category -wise Non current Investment** | | | | |
| | Investment Measured at cost | | 17,237,501 | | 17,237,501 |
| | Investment Measured at Fair Value through other Comprehensive Income | | 2,326,003 | | 1,334,473 |
| | **Total Non current Investment** | | **19,563,504** | | **18,571,974** |

**D & H INDIA LIMITED**
**NOTES TO THE FINANCIAL STATEMENT**

| Note No | | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|
| | | | |
| 3 | **Other non-current assets** | | |
| | Security Deposits | 4,569,744 | 4,473,975 |
| | **Total** | **4,569,744** | **4,473,975** |
| 4 | **Inventories** | | |
| | Raw materials | 64,859,554 | 61,698,231 |
| | Work in progress | 10,200,320 | 15,048,965 |
| | Finished goods | 140,259,987 | 172,520,035 |
| | Stock in trade | 812,516 | 400,425 |
| | Stores and spares | 2,366,652 | 2,342,225 |
| | **Total** | **218,499,029** | **252,009,881** |
| 5 | **Trade receivables** | | |
| | **Unsecured & considered good :** | | |
| | Exceeding Six months | 24,987,737 | 21,833,942 |
| | Others | 130,749,752 | 132,756,496 |
| | **Total** | **155,737,489** | **154,590,438** |
| 6 | **Cash and cash equivalents** | | |
| | Balances with banks in india | 225,748 | 211,758 |
| | Cash on hand | 743,772 | 1,538,849 |
| | FDR with Banks | 1,489,918 | 3,731,637 |
| | **Total** | **2,459,439** | **5,482,244** |
| **6.1** | Fixed Deposit maintained by the company with bank,which can be withdrawn by the company at any point of time. | | |
| **6.2** | FDR with Banks Includes, FD with HDFC Bank which is lien mark against letter of credit/Bill Discounting /Bank Guarantee. | | |
| 7 | **Loans** | | |
| | Unsecured Considered good | | |
| | Loans & Advances to related parties ( Wholly owned Subsidiary Company & Associates) | 779,329 | 701,466 |
| | Other Loans and advances * | 7,283,751 | 6,398,573 |
| | **Total** | **8,063,080** | **7,100,039** |
| 7.1 | *Other Loans and advances includes Advance to Vendors / Service Providers. | | |
| 8 | **Other Current Assets** | | |
| | Balance with Government Authorities | 4,263,208 | 5,097,846 |
| | Prepaid Expenses & Other Receivables | 2,064,173 | 1,834,618 |
| | **Total** | **6,327,381** | **6,932,464** |

| Note No | | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|
| 9 | **Share Capital** | | |
| | **Equity Share Capital :** | | |
| | Authorised Share capital<br>1,00,00,000 Equity Shares of Rs.10/- Each | 100,000,000 | 100,000,000 |
| | Issued, subscribed & fully paid share capital<br>74,00,000 Equity Shares of Rs.10/- each (Fully Paid up) | 74,000,000 | 74,000,000 |
| | **Total** | **74,000,000** | **74,000,000** |
| 9.1 | **Reconciliation of Number of Shares** | | |
| | **Equity Shares :** | No. of Shares | No. of Shares |
| | Balance as at the beginning of the year | 7,400,000 | 7,400,000 |
| | Add : Shares Issued During the period | - | - |
| | Balance As at the end of the year | 7,400,000 | 7,400,000 |
| 9.2 | **Terms/Rights attached to equity Shares**<br>Equity Shares: The company has one class of equity shares having par value of Rs.10 per share. Each share holder is eligible for one vote per share held. In the event of uidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. | | |
| 9.3 | **Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company** | **AS AT 31.03.2021 RUPEES** | **AS AT 31.03.2020 RUPEES** |
| | **Equity Shares :** | No. of Shares | No. of Shares |
| | 1. Harsh Kumar Vora (HUF) | 673,600<br>(9.10%) | 673,600<br>(9.10%) |
| | 2. Kiran Vora | 941,385<br>(12.72%) | 314,300<br>(4.25%) |
| | 3. Saurabh H. Vora | 1,266,600<br>(17.12%) | 533,600<br>(7.21%) |
| | 4. Suchita Kakrecha | -<br>- | 537,085<br>(7.26%) |
| | 5. Corna Infra Limited | -<br>- | 315,000<br>(4.26%) |
| 9.4 | Nil Equity Shares were issued in the last 5 years under the Employee Stock Options Plan as consideration for services rendered by employees. | | |

| Note No | | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|
| 10 | **Other Equity** | | |
| | **Capital Reserves** | | |
| | Balance As Per last Balance Sheet | 15,800,000 | 15,800,000 |
| | **Total** | 15,800,000 | 15,800,000 |
| | **Securities Premium** | | |
| | As Per last Balance Sheet | 21,484,800 | 21,484,800 |
| | **Total** | 21,484,800 | 21,484,800 |
| | **General Reserve** | | |
| | As Per last Balance Sheet | 68,000,000 | 68,000,000 |
| | Add : Amount Transferred from Surplus Balance in Statement of profit & Loss | - | - |
| | **Total** | 68,000,000 | 68,000,000 |
| | **Retained Earning** | | |
| | As Per last Balance Sheet | 118,350,995 | 135,176,175 |
| | Profit for the Year | (7,477,534) | (16,825,180) |
| | +/(-) Appropriations/Allocations | (4,904,571) | - |
| | **Total** | 105,968,891 | 118,350,995 |
| | **Other Comprehensive Income(OCI)** | | |
| | As Per last Balance Sheet | 1,256,698 | 1,386,518 |
| | Movement in OCI during the period | 991,531 | (129,820) |
| | **Total** | 2,248,228 | 1,256,698 |
| | **Grand Total** | **213,501,919** | **224,892,493** |

| | | | |
|---|---|---|---|
| 11 | **Borrowings- Non Current** | | |
| | Secured | | |
| | Term Loans from Banks | | |
| | Term Loans HDFC Bank (83636971) : | 19633304 | 16,314,979 |
| | Term Loans HDFC Bank (82763084) : | 664415 | - |
| | Term Loans HDFC Bank (ECLGS) (8500482) : | 20500000 | - |
| | Term Loans Axis Bank (ECLGS) : | 6200000 | - |
| | Term Loans HDFC Bank (New) : | 1767981 | - |
| | Car Loan Axis Bank (AUR004305318738) : | 1282812 | - |
| | **Total** | **50,048,512** | **16,314,979** |
| | Less : Trf to Current maturities of long term debt (Refer Note 17) | 7,584,094 | - |
| | **Total** | **42,464,418** | **16,314,979** |

| Note No | | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|

| | | |
|---|---|---|
| 11.1 | **Nature of Security and terms of repayment for secured borrowings** | |
| | **Nature of Security** | **Terms of Repayment** |
| | a) Working Capital Term Loan From HDFC Bank amounting Rs. 250 Lakhs is secured by way of Hypothecation by First and exclusive charges of Stock, Book debts & Plant & Machinery. & Collateral security by way of first mortgage of industrial property situated at village: Sejwaya, Gram Ghatabillod, District Dhar & industrial property situated at village: Borai, District Durg, chattisgarh,post dated cheques & Personal Guarantee of Mr. Harsh Vora & Mr. Saurabh Vora | Repayble in 67 Monthly installment of Rs. 528107/-@ MCLR+1% Int. statrting from 07/04/2019 end on 07/10/2024 |
| | b) Working Capital Term Loan From HDFC Bank amounting Rs. 200 Lakhs is secured by way of Hypothecation by First and exclusive charges of Stock, Book debts & Plant & Machinery. & Collateral security by way of first mortgage of industrial property situated at village: Sejwaya, Gram Ghatabillod, District Dhar & industrial property situated at village: Borai, District Durg, chattisgarh,post dated cheques & Personal Guarantee of Mr. Harsh Vora & Mr. Saurabh Vora | Repayble in 43 Monthly installment of Rs. 642531/-@ MCLR+1% Int. statrting from 07/10/2017 end on 07/04/2021 |
| | c) ECLGS Term Loan From HDFC Bank amounting Rs. 205 Lakhs is secured by Guarantee of Mr. Harsh Vora & Mr. Saurabh Vora. | Repayble in 36 Month installment of (36 Installment starting from 07/02/2022 & Interest Charge separately @ RR+4.25% Int. |
| | d) ECLGS Term Loan From Axis Bank amounting Rs. 62 Lakhs is secured by Guarantee of Mr. Harsh Vora & Mr. Saurabh Vora. | Repayble in 36 Month installment of (35 Installment @ Rs. 172000/-+1 Installment @ 180000) starting from 31/01/2022 & Interest Charge separately @ RR+ 4% Int. |
| | e) Term Loan From HDFC Bank amounting Rs. 75 Lakhs is secured by way of Hypothecation by First and exclusive charges of Stock, Book debts & Plant & Machinery. & Collateral security by way of first mortgage of industrial property situated at village: Sejwaya, Gram Ghatabillod, District Dhar & industrial property situated at village: Borai, District Durg, chattisgarh,post dated cheques & Personal Guarantee of Mr. Harsh Vora & Mr. Saurabh Vora | Disbursment is still going on year Interest @ MCLR+1% Int. |

| | | | |
|---|---|---|---|
| **12** | **Lease Liability** | | |
| | As on 01.04.2020 | 4,067,867 | - |
| | Less : Amortization for the year | 132 | - |
| | **Total** | **4,067,735** | - |

| Note No | | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|
| **13** | **Deferred Tax Liability (Net)** | | |
| | At the start of the year | 15,310,975 | 16,977,681 |
| | Charge/(credit) to statement of profit & loss | (1,670,315) | (1,666,706) |
| | At the end of the year | **13,640,660** | **15,310,975** |
| 13.1 | **Deferred Tax Liability/(Assets) in relation to** | | |
| | Property , Plant & Equipment | 15,054,556 | 16,899,935 |
| | Provision | (1,413,896) | **(1,588,960)** |
| | **Total** | **13,640,660** | **15,310,975** |
| **14** | **Deffered Income** | | |
| | Government grant | 4,349,668 | 4,762,251 |
| | Less: Shown Under other current liabilities | 412,583 | 412,583 |
| | **Total** | **3937085** | **4,349,668** |
| **15** | **Borrowing-Current** | | |
| | **Secured** | | |
| | **From Bank** | | |
| | Loan repayable on demand from HDFC (CC A/C) | 45,520,026 | 76,123,131 |
| | LC & Bill Discounting Facility From HDFC Bank | 29,217,450 | 17,113,052 |
| | Channel Finance Facility From Axis Bank | 20,744,016 | 33,939,155 |
| | **Total** | **95,481,492** | **127,175,338** |
| 15.1 | Working capital limit and LC & Bill Discounting limit are secured by way of Hypothecation by First and exclusive charges of Stock, Book debts & Plant & Machinery. & Collateral security by way of first mortgage of industrial property situated at village: Sejwaya, Gram Ghatabillod, District Dhar & industrial property situated at village: Borai, District Durg, chattisgarh,Post dated cheques & Personal Guarantee of Mr. Harsh Vora & Mr. Saurabh Vora | | |
| 15.2 | Channel Finance facility From Axis Bank are secured by post dated cheques & Personal Guarantee of Mr. Harsh Vora & Mr. Saurabh Vora. | | |
| **16** | **Trade Payables** | | |
| | (i) Total Outstanding dues of micro & small enterprises | - | - |
| | (ii)Total Outstanding dues of creditors other than micro and small enterprises | 75,331,985 | 97,030,377 |
| | **Total** | **75,331,985** | **97,030,377** |
| 16.1 | In the absence of information from all suppliers of their status being small / micro enterprises, all the units are classified into other. | | |

| Note No | | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|
| 17 | **Other Financial liabilities- Current** | | |
| | Current maturities of long term debt | | 10,812,710 |
| | Term Loans HDFC Bank (81620273) : | - | |
| | Term Loans HDFC Bank (83636971) : | 4891003 | - |
| | Term Loans HDFC Bank (82763084) : | 664416 | - |
| | Term Loans HDFC Bank (8500482) : | 1011115 | - |
| | Term Loans Axis Bank (ECLGS) : | 516000 | - |
| | Term Loans HDFC Bank (New) : | - | - |
| | Car Loan Axis Bank (AUR004305318738): | 501560 | - |
| | Trf from Current maturities of long term debt (Refer Note 11) | | |
| | **Total Current Maturity** | **7,584,094** | **10,812,710** |
| | Interest Accrued but not due on borrowings | 259,599 | 160,661 |
| | **Total** | **7,843,693** | **10,973,371** |
| 18 | **Other current liabilities** | | |
| | Sundry Staff Payble | 4,692,371 | 6,777,852 |
| | Advance Received From Customer | 3,418,613 | 4,637,806 |
| | Dealer Deposits | 3,212,791 | 3,272,791 |
| | Statutory Dues Payables | 4,569,586 | 3,108,608 |
| | Others | - | - |
| | **Deferred Income ( Government Grant)** | 412,583 | 412,583 |
| | Opening Balance 412583 | | |
| | Less:Transferred to Other Income (412583) | | |
| | Add: Tran. fm Defe Inc Non Current 412583 | | |
| | **Total** | **16,305,944** | **18,209,639** |
| 19 | **Provisions- Current** | | |
| | Provision for employee benefits | 1,443,805 | 5,308,214 |
| | Other Provisions | 8,284,889 | 8,195,807 |
| | Provision for Income Tax (Net of Advance Tax) | - | - |
| | **Total** | **9,728,694** | **13,504,021** |
| 20 | **Revenue from Operations** | | |
| | Revenue from - Sale of Manufactured Goods | 777,414,181 | 911,787,519 |
| | Revenue from - Sale of Trading Goods | 17,614,122 | 20,028,114 |
| | **Total** | **795,028,303** | **931,815,633** |
| 20.1 | **Particulars Of Sale Of Products** | | |
| | Electrodes , Flux, Wire etc. | 777,414,181 | 911,787,519 |
| | Wires & Other (Trading) | 17,614,122 | 20,028,114 |
| | **Total** | **795,028,303** | **931,815,633** |

| Note No | | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|
| **21** | **Other Income** | | |
| | Interest income | 301,755 | 389,292 |
| | Dividend income | 37,499 | 62,220 |
| | Income Related to Earlier Yr. | 16,865 | - |
| | Bad Debts Recovered | 208,203 | - |
| | Deferred Income (Government Grant) | 412,583 | 412,583 |
| | Exc.Diff,In.Foreign.Currency | 236,129 | 299,435 |
| | Other non-operating income | 200,612 | 47,420 |
| | **Total** | **1,413,646** | **1,210,950** |
| **22** | **Cost of Material Consumed** | | |
| | Imported | - | 14,202,130 |
| | % of Consumption | 0.00% | 2.55% |
| | Indigenous | 459,484,850 | 543,040,601 |
| | % of Consumption | 100.00% | 97.45% |
| 22.1 | **Cost of Material Consumed** | | |
| | Wire, Chemicals, Packing Material | 459,484,850 | 557,242,731 |
| **23** | **Changes In Inventories of Finished Goods, Stock-In-Process And Stock-In-Trade** | | |
| | **Inventories at Close** | | |
| | Finished Goods | 140,259,987 | 172,520,035 |
| | Semi Finished Goods | 10,200,320 | 15,048,965 |
| | Stock In Trade | 812,516 | 400,425 |
| | **Total** | 151,272,823 | 187,969,425 |
| | **Inventories at Commencement** | | |
| | Finished Goods | 172,520,035 | 176,994,723 |
| | Semi Finished Goods | 15,048,965 | 11,653,008 |
| | Stock In Trade | 400,425 | 2,364,400 |
| | **Total** | 187,969,425 | 191,012,131 |
| | **Increase In Inventories** | **36,696,602** | **3,042,706** |
| **24** | **Employee Benefits Expense** | | |
| | Salaries and wages | 67,479,570 | 79,472,170 |
| | Contribution to provident and other funds | 4,489,155 | 6,148,300 |
| | Staff welfare expenses | 910,138 | 1,278,927 |
| | **Total** | **72,878,863** | **86,899,397** |
| 24.1 | **Defined Benefit plans :** | | |
| | a. The employees' gratuity fund scheme managed by Life Insurance Corporation of India for the Company is a defined benefit plan. During the year the company paid Rs. NIL (Pre. Year Rs. NIL ) for future gratuity benefits of the employees of company. | | |
| | b.Company has made provision for benefit related to the leave encashment as per the policy of the company. | | |

| Note No | | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|
| **25** | **Finance Costs** | | |
| | Interest expenses | 12,669,035 | 17,047,521 |
| | Other borrowing costs | 793,280 | 906,389 |
| | Interest on Lease Liability | 335,868 | - |
| | **Total** | **13,798,184** | **17,953,910** |
| **26** | **Other Expenses** | | |
| | **Manufacturing Expenses :** | | |
| | Consumption of stores and spare parts & Others(Indigenous) | 3,915,594 | 4,628,516 |
| | Power and fuel | 19,396,703 | 23,591,787 |
| | Repairs to buildings | 803,230 | 1,131,395 |
| | Repairs to machinery | 2,050,489 | 1,705,436 |
| | Repairs to others | 531,936 | 619,211 |
| | Laboratory Expenses | 348,156 | 1,161,486 |
| | Packing & Other Expenses | 349,063 | 60,222 |
| | **Administrative Expenses :** | | |
| | Rates and Taxes, excluding taxes on income | 103,794 | 160,135 |
| | Rent | 439,095 | 1,074,254 |
| | Printing & Stationery | 360,769 | 564,929 |
| | Postage & Telegram | 132,196 | 307,923 |
| | Telephone Charges | 434,364 | 758,911 |
| | Travelling Exp. Foreign (Directors) | - | 839,460 |
| | Travelling Exp. (Directors) | 405,914 | 1,067,883 |
| | Travelling Exp. Staff & others | 866,984 | 3,543,851 |
| | Vehicle Expenses | 1,108,032 | 1,940,750 |
| | Payment To Auditors | 118,000 | 100,000 |
| | Legal & Professional Charges | 7,607,815 | 12,232,515 |
| | Membership & Testing Fees | 2,339,247 | 1,800,675 |
| | Loss on Sale of Shares (Diminution in Share Price) | - | 89,999 |
| | Insurance Expenses | 1,228,790 | 1,215,263 |
| | Office General & Misc. Exp. | 1,492,687 | 2,474,427 |
| | Director's Sitting Fees | 250,000 | 160,000 |
| | Donation | 122,000 | 45,250 |
| | Loss on Sale of Fixed Assets | 156,879 | 209,094 |
| | **Selling & Distribution Expense :** | | |
| | Freight & Cartage Outward | 20,438,136 | 24,139,138 |
| | Advertisement & Publicity | 209,731 | 151,439 |
| | Sales Promotion | 594,305 | 1,452,794 |
| | Commission & Discount | 7,682,126 | 6,380,088 |
| | Bed Debts W/Off | 245,670 | 15,911,558 |
| | **Total** | **73,731,704** | **109,518,386** |

| Note No | | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|
| 26.1 | **Payment to Auditors** | | |
| i | Audit Fees | 100,000 | 100,000 |
| ii | Tax Audit Fees | - | - |
| iii | Certification fees | 18,000 | - |
| | | **118,000** | **100,000** |
| **27** | **Earning Per Share** | | |
| i | Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders | (6,486,003) | (16,955,000) |
| ii | Weighted Average number of equity shares used as denominator for calculating EPS | 7,400,000 | 7,400,000 |
| iii | Basic earning per share | (0.88) | (2.29) |
| iv | Diluted earning per share | (0.88) | (2.29) |
| v | Face Value per equity share | 10 | 10 |
| **28** | **Related Party Disclosures** | | |

As per Ind As 24, the discloures of transaction with the related parties are given below

**Subsidiary Company**

V & H Fabricators Pvt. Ltd.(Wholly Owned)

**Associate Company**

Commonwealth Mining Private Limited

**Key Managerial Persons**

Shri Harsh Kumar Vora (Managing Director)
Shri Madhusudan Jain (Whole Time Director)
Shri Saurabh Vora (Whole Time Director)
Shri Sanat Jain (Chief Financial Officer)
Shri Rajesh Sen ( Company Secretary)

**Enterprises Over which Key Managerial Person are able to Exercise Significant Influence**

Vora Wires Industries (India) Limited
Corna Infra Limited

**Transactions with related Parties**

| **Nature of Transactions** | **31.03.2021** | **31.03.2020** |
|---|---|---|
| Sale of Goods | - | 29,955 |
| Rent Received | - | 30,000 |
| Loan & Advances Given | - | - |
| Unsecured Loan Taken | - | 3,300,000 |
| Repayment of Unsecured Loan | - | 6,681,491 |
| Interest Paid | - | 430,847 |
| Interest Received | 84,176 | 75,971 |
| Remuneration to Director | 5,797,732 | 9,478,519 |
| Remuneration to other Key Managerial Person | 1,778,264 | 2,184,170 |
| **Outstanding Balances** | | |
| Trade & Other Receivables | 919,329 | 731,466 |
| Trade & Other Paybles | 298,388 | 1,666,478 |

| Note No | | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|
| 29 | Various items included under the head Current Assets, Loan & Advances, as well as Current Liabilities are subject to confirmation / reconciliation. | | |
| 30 | In the opinion of the Management, the value on realization of loans and advances, and other current assets will be at least equal to the amounts stated in the books of accounts, if realized in the ordinary course of the business. | | |
| 31 | Amortization of lease hold land is being done as per the Ind AS 116 using the modified retrospective method, with the date of initial application on April 01 ,2020 | | |

| 32 | **Contingent Liabilities & Commitments (To the Extent not provided for)** | | |
|---|---|---|---|
| i | Guarantees given on behalf of the company | 13,555,098 | 1,281,366 |
| ii | CST Demand (in appeal) | 6,808,448 | 8,719,118 |
| iii | Vat Demand (in appeal) | 532,599 | 292,668 |
| iv | Entry Tax Demand (in appeal) | 250,502 | 166,968 |
| v | Income Tax Demand (appeal) | 899,426 | 899,426 |
| | **Total** | **22,046,073** | **11,359,546** |

| 32.1 | Some cases have been filed against the company related to trademark and the same are pending before the Hon'ble courts but management believes that the ultimate outcome of these proceedings will not have a material adverse effects on the Company's financial position and results of operation.<br>Company has also filed cases againts the other parties related to trademark & recovery of outstanding debtors. |
|---|---|

| 33 | **Value of Imports on (CIF Basis)** | **31.03.2021** | **31.03.2020** |
|---|---|---|---|
| | Raw Materials | - | 14,202,130 |
| | Capital Goods | - | - |
| | Trading Goods | 7,239,323 | 12,480,473 |
| | **Total** | **7,239,323** | **26,682,603** |

| 34 | **Expenditure in foreign exchange** | **-** | **29,032,015** |
|---|---|---|---|

| 35 | **Earning in foreign exchange**<br>Value of Export (Receipt in Foreign Currency) | **9,859,005** | **7,980,645** |
|---|---|---|---|

| 36 | **Details Of Research and development** | | |
|---|---|---|---|
| | **Year** | **2020-21** | **2019-20** |
| | Capital | **-** | 8,591 |
| | Revenue | 4,578,605 | 10,857,196 |
| | **Total** | **4,578,605** | **10,865,787** |

**37 Segment Reporting**

The Group's operating segments are established on the basis of those components of the Group that are evaluated regularly by the Executive Committee (the 'Chief Operating Decision maker' as defined in Ind AS-108-'operating segment'), in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of products and services, the differing risks and returns and the internal business reporting systems.
The accounting policies adopted for segment reporting are in line with the accounting policy of the company.

**(i) Primary Segment Information**

| | Particulars | Welding Consumables | Welding Consumables | Metallurgical Cored Wire | Metallurgical Cored Wire | Unallocable | Unallocable | Total | Total |
|---|---|---|---|---|---|---|---|---|---|
| | Year | 2020-21 | 2019-20 | 2020-21 | 2019-20 | 2020-21 | 2019-20 | 2020-21 | 2019-20 |
| 1 | **Segment Revenue** | | | | | | | | |
| | External Turnover | 786,090,565 | 850,897,583 | 8,937,738 | 80,918,050 | - | | 795,028,303 | 931,815,633 |
| | Inter segment Turnover | - | - | - | - | - | | - | - |
| | **Value of Sales and Services(Revenue)** | 786,090,565 | 850,897,583 | 8,937,738 | 80,918,050 | - | | 795,028,303 | 931,815,633 |
| | Less; GST Recovered | 117,512,174 | 129,288,742 | 1,363,383 | 12,343,431 | - | | 118,875,557 | 141,632,173 |
| | Revenue From Operations ( Net of GST) | 668,578,391 | 721,608,841 | 7,574,355 | 68,574,619 | - | | 676,152,746 | 790,183,460 |
| | | | | | | | | | |
| 2 | **Segment result before Interest & Taxes** | 5,774,038 | 4,067,553 | (1,425,458) | (4,994,821) | | | 4,348,580 | (927,267) |
| | Less: Interest Expenses | - | - | - | - | 13,798,184 | 17,953,910 | 13,798,184 | 17,953,910 |
| | Add: Interest Income | - | - | - | - | 301,755 | 389,292 | 301,755 | 389,292 |
| | Profit before Tax | 5,774,038 | 4,067,553 | (1,425,458) | (4,994,821) | (13,496,429) | (17,564,618) | (9,147,849) | (18,491,886) |
| | Less: Current tax | - | - | - | - | - | - | - | - |
| | Less; Deffered Tax | - | - | - | - | (1,670,315) | (1,666,706) | (1,670,315) | (1,666,706) |
| | Profit After tax | 5,774,038 | 4,067,553 | (1,425,458) | (4,994,821) | (11,826,113) | (15,897,913) | (7,477,534) | (16,825,180) |
| | | | | | | | | | |
| 3 | **Other Information** | | | | | | | | |
| | Segment Assets | 549,948,205 | 578,521,580 | 5,294,350 | 22,178,213 | 1,061,070 | 1,061,070 | 556,303,625 | 601,760,863 |
| | Segment Liabilities | 268,801,706 | 297,278,454 | - | 5,589,916 | 287,501,919 | 298,892,493 | 556,303,625 | 601,760,863 |

**38** These financial statements have been prepared in the format prescribed by the revised Schedule III(Division II) to the companies Act 2013. Previous period figures have been recasted/ restated to confirm to the current period Figures. Current period figure have been rounded off to the nearest Rupee.

As per our report of even date attached

**for and on behalf of M/s Devpura Navlakha & Co.**
**Chartered Accountants**
**FRN-121975W**

**For and on behalf of the Board**

**(CA Pramodkumar Devpura)**
Partner
M.No. 033342

**(Harsh Vora)**
Managing Director
DIN: 00149287

**(Sushil Rawka)**
Director
DIN: 00156990

**Place: Indore**
**Date: 24.06.2021**

**(Rajesh Sen)**
Company Secretary
FCS: 7689

**(Rajesh Songirkar)**
Chief Financial Officer

## INDEPENDENT AUDITOR'S REPORT

**To the Members of M/S D & H INDIA LIMITED**
**Report on the Consolidated Financial Statements**

**Opinion**

We have audited the accompanying consolidated financial statements of **D & H INDIA LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2021, and the statement of Profit and Loss (including Other Comprehensive Income), the statement of changes in equity and the statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on consolidated financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Information Other than the Financial Statements and Auditor's Report Thereon**

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance Report, and Shareholder Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that

there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Management's Responsibility for the consolidated Financial Statements**
The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance,

but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
As part of an audit in accordance with SA, we exercise professional judgment and maintain professional skepticism throughout the audit.

A further description of the auditor's responsibilities for the audit of the standalone financial statements is included in "**Annexure A"**. This description forms part of our auditor's report.

**Other Matters –** We have nothing to report in this regard

**Report on Other Legal and Regulatory Requirements**
2. As required by Section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

c) The Consolidated Balance Sheet, the consolidated statement of Profit and Loss including other comprehensive income , the consolidated statement of changes in equity and the consolidated statement of Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended : In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company & Its Subsidiary & Associate Companies to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Notes to the consolidated financial statements;
ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
iii. The company has transferred Rs.186934/- to the Investor Education and Protection Fund in respect of unpaid dividend.

**For M/s Devpura Navlakha & Co.**
**Chartered Accountants**
**FRN 121975W**

**(Ca Pramodkumar Devpura)**
**Partner**
**M.No. 033342**
**Date 24.06.2021**
**Place Indore**
**UDIN:21033342AAAACN2031**

**Annexure A**

**Responsibilities for Audit of Standalone Financial Statement**
As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**For M/s Devpura Navlakha & Co.**
**Chartered Accountants**
**FRN 121975W**

**(Ca Pramodkumar Devpura)**
**Partner**
**M.No. 033342**
**Date 24.06.2021**
**Place Indore**

## ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF D & H INDIA LIMITED

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **D & H INDIA LIMITED** ("the Company") as of 31 March 2021 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Holding Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting,
assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the

auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Holding Company and its subsidiary and associate companies, has in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For M/s Devpura Navlakha & Co.**
**Chartered Accountants**
**FRN 121975W**

**(Ca Pramodkumar Devpura)**
**Partner**
**M.No. 033342**
**Date 24.06.2021**
**Place Indore**

# D & H INDIA LIMITED
## Consolidated Balance Sheet as at 31st March, 2021

| Particulars | Note No. | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|
| **(1) ASSETS** | | | |
| **Non-current assets** | | | |
| (a) Property, Plant and Equipment | **1.1** | 132,500,210 | 150,896,409 |
| (b) Right-of-Use of Assets | **1.2** | 4,113,401 | - |
| (c) Capital Work In progress | **1.3** | 3,550,812 | 1,171,022 |
| (d) Intangible assets under development | **1.4** | 1,793,673 | 1,625,969 |
| (e) Goodwill | | 6,798,212 | 6,798,213 |
| (f) Financial Assets | | | |
| (i) Investments | **2** | 2,326,004 | 1,334,474 |
| (g) Other non-current assets | **3** | 5,771,451 | 5,674,145 |
| **Total Non-Current Assets** | | **156,853,763** | **167,500,232** |
| **(2) Current assets** | | | |
| (a) Inventories | **4** | 224,056,027 | 257,566,879 |
| (b) Financial Assets | | | |
| (i) Trade receivables | **5** | 162,248,244 | 161,101,193 |
| (ii) Cash and cash equivalents | **6** | 3,469,948 | 6,556,210 |
| (iii) Loans | **7** | 7,283,751 | 7,100,039 |
| (c) Other current assets | **8** | 6,982,876 | 7,586,719 |
| **Total Current Assets** | | **404,040,846** | **439,911,041** |
| **Total Assets** | | **560,894,610** | **607,411,274** |
| **EQUITY AND LIABILITIES** | | | |
| **EQUITY** | | | |
| (a) Equity Share capital | **9** | 74,000,000 | 74,000,000 |
| (b) Other Equity | **10** | 217,839,440 | 229,527,013 |
| **Total Equity** | | **291,839,440** | **303,527,013** |
| **LIABILITIES** | | | |
| **Non-current liabilities** | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | **11** | 42,464,418 | 16,314,979 |
| (ii) Lease Liability | **12** | 4,067,735 | - |
| (b) Deferred tax liabilities (Net) | **13** | 13,731,810 | 15,445,805 |
| (c) Other Non current liabilities | **14** | 3,937,085 | 4,349,668 |
| **Total Non-current liabilities** | | **64,201,048** | **36,110,452** |
| **Current liabilities** | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | **15** | 95,481,492 | 127,175,338 |
| (ii) Trade payables | **16** | | |
| Total Outstanding dues of micro & small enterprises | | | |
| Total Outstanding dues of creditors other than micro and small enterprises | | 75,331,985 | 97,030,377 |
| (iii) Other financial liabilities | **17** | 7,843,693 | 11,674,837 |
| (b) Other current liabilities | **18** | 16,468,257 | 18,389,236 |
| (c) Provisions | **19** | 9,728,694 | 13,504,021 |
| **Total Current liabilities** | | **204,854,121** | **267,773,809** |
| **Total Liabilities** | | **269,055,169** | **303,884,261** |
| **Total Equity and Liabilities** | | **560,894,610** | **607,411,274** |

See Significant Accounting Policies & Notes 1-40 are an integral part of these financial statements.

**As per our report of even date attached**
**for and on behalf of M/s Devpura Navlakha & Co.**
**Chartered Accountants**
**FRN-121975W**

**For and on behalf of the Board**

**(CA Pramodkumar Devpura)**
Partner
M.No. 033342

**(Harsh Vora)**
Managing Director
DIN: 00149287

**(Sushil Rawka)**
Director
DIN: 00156990

**Place: Indore**
**Date: 24.06.2021**

**(Rajesh Sen)**
Company Secretary
FCS: 7689

**(Rajesh Songirkar)**
Chief Financial Officer

# D & H INDIA LIMITED

## Consolidated Statement of Profit and Loss for the year ended 31st March, 2021

| | Particulars | Note No | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|---|
| I. | Revenue from operations(Gross) | **20** | 795,028,303 | 931,815,633 |
| | Less : GST | | 118875557 | 141,632,173 |
| | Revenue from operations(Net) | | 676,152,746 | 790,183,460 |
| II. | Other Income | **21** | 1,432,163 | 1,228,382 |
| III. | **Total Income (I +II)** | | **677,584,909** | **791,411,841** |
| IV. | *Expenses:* | | | |
| | Cost of materials consumed | **22** | 459,484,850 | 557,242,731 |
| | Purchase of Stock-in-Trade | | 13228172 | 14,513,873 |
| | Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | **23** | 36,696,602 | 3,042,706 |
| | Employee benefit expense | **24** | 72,878,863 | 86,992,247 |
| | Financial costs | **25** | 13,883,297 | 18,030,651 |
| | Depreciation and amortization expense | **1.1 &1.2** | 17,328,217 | 17,877,843 |
| | Other expenses | **26** | 73,786,367 | 109,555,810 |
| | **Total Expenses (IV)** | | **687,286,367** | **807,255,861** |
| V. | Profit before exceptional item and tax (III - IV) | | (9,701,457) | (15,844,020) |
| VI. | Exceptiional Items : Income /(Expenses) | | 212931 | (3,059,017) |
| VII. | Profit before tax (V - VI) | | **(9,488,527)** | **(18,903,037)** |
| VIII. | Tax expense: | | | |
| | (1) Current tax | | | |
| | (2) Deferred tax | **13** | (1,713,994) | (1,708,996) |
| IX. | Profit/(Loss) for the period (VII-VIII) | | **(7,774,533)** | **(17,194,041)** |
| X | Other Comprehensive Income | | | |
| | A (i) Items that will not be reclassified to profit or loss | | 991,531 | (129,820) |
| | (ii) Income tax relating to items that will not be reclassified to profit or loss | | - | - |
| | B (i) Items that will be reclassified to profit or loss | | - | - |
| | (ii) Income tax relating to items that will be reclassified to profit or loss | | - | - |
| XI. | Total Comprehensive Income for the Year (IX-X) | | (6,783,002) | (17,323,861) |
| XII. | Earning per equity share of face value of Rs. 10 each | **27** | | |
| | (1) Basic | | (0.92) | (2.34) |
| | (2) Diluted | | (0.92) | (2.34) |

See Significant Accounting Policies & Notes 1-40 are an integral part of these financial statements.

**As per our report of even date attached**
**for and on behalf of M/s Devpura Navlakha & Co.** **For and on behalf of the Board**
**Chartered Accountants**
**FRN-121975W**

**(CA Pramodkumar Devpura)**
Partner
M.No. 033342

**( Harsh Vora)**
Managing Director
DIN: 00149287

**(Sushil Rawka)**
Director
DIN: 00156990

**Place: Indore**
**Date: 24.06.2021**

**( Rajesh Sen)**
Company Secretary
FCS: 7689

**(Rajesh Songirkar)**
Chief Financial Officer

## D & H INDIA LIMITED

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR 2020-21

| | | 31.03.2021 | 31.03.2020 |
|---|---|---|---|
| **A.** | **Cash flow from Operating Activities** | | |
| | Net profit before tax & Extraordinary items | **(9,701,457)** | **(15,844,020)** |
| | Adjustment for : Depreciation | **17,328,217** | **17,877,843** |
| | Deferred Revenue Expenditure | **-** | - |
| | Preliminary Expenditure | **-** | - |
| | Loss/(Profit) on sale of fixed assets | **156,879** | 299,093 |
| | Other Income | **(1,432,163)** | **(1,228,382)** |
| | Interest Paid / Bank Charges | **13,883,297** | **18,030,651** |
| | Operating Profit before working Capital Changes Adjustment for: | **20,234,772** | **19,135,185** |
| | Trade & other receivable | **(1,147,051)** | 4,843,468 |
| | Inventories | **33,510,852** | 9,410,249 |
| | Trade Payables & Other Provisions | **(31,225,841)** | (27,151,439) |
| | Cash generated from Operations | **21,372,732** | **6,237,463** |
| | Direct Tax paid | **-** | (5,150,000) |
| | Cash flow before extraordinary items | **21,372,732** | 1,087,463 |
| | Extraordinary items | **(1,157,070)** | **(3,059,017)** |
| | Net Cash from Operating Activities | **20,215,662** | (1,971,554) |
| **B.** | **Cash Flow from Investing Activities** | - | - |
| | Purchase of fixed assets (Net) | **(4,038,999)** | 3,225,255 |
| | capital WIP | (2,379,790) | - |
| | Intengible Assets WIP | (167,704) | - |
| | Loans & Advances | **(338,984)** | 10,457,245 |
| | Interest received / Misc Receipts | **320,272** | 454,144 |
| | Other Income | **661,809** | - |
| | Dividend Income | **37,499** | 62,220 |
| | Net cash used in Investing Activities | **(5,905,896)** | **14,198,863** |
| **C.** | **Cash Flow from Financing Activities** | | |
| | Proceeds from subsidy | **1,370,000** | - |
| | Proceeds from long term & Short term borrowings | **(4,882,600)** | 3,332,795 |
| | Interest Paid | **(13,883,297)** | (18,030,651) |
| | Reduction in Lease Liability | **(132)** | |
| | Dividend Paid (Including Dividend Distribution Tax) | **-** | - |
| | Net cash used in Financing Activities | **(17,396,028)** | **(14,697,856)** |
| | Net increase in Cash and Cash equivalent (A+B+C) | **(3,086,262)** | (2,470,548) |
| | Cash & Cash Equivalents As at 01.04.2020 | **6,556,210** | 9,026,758 |
| | Cash & Cash Equivalents As at 31.03.2021 | **3,469,948** | **6,556,210** |

**for and on behalf of M/s Devpura Navlakha & Co.**
**Chartered Accountants**
**FRN-121975W**

**For and on behalf of the Board**

**(CA Pramodkumar Devpura)**
Partner
M.No. 033342

**(Harsh Vora)**
Managing Director
DIN: 00149287

**(Sushil Rawka)**
Director
DIN: 00156990

**Place: Indore**
**Date: 24.06.2021**

**(Rajesh Sen)**
Company Secretary
FCS: 7689

**(Rajesh Songirkar)**
Chief Financial Officer

## D & H INDIA LIMITED

**Consolidated Statement of Changes in Equity For The Year Ended 31st March 2021**

**A. Equity Share Capital**

| Balance at the beginning of the reporting period i.e 1st April 2020 | Changes in equity share capital during the year 2020-21 | Balance at the end of the reporting period i.e 31st March 2021 |
|---|---|---|
| 74,000,000 | - | 74,000,000 |

**B. Other Equity**

| | Balance at the 1st of April 2020 | Total Comprehensive Income for the year | Dividends | Transfer to retained earnings | Balance at the 31st March 2021 |
|---|---|---|---|---|---|
| **Share application money pending allotment** | - | - | - | - | - |
| **Reserve & Surplus** | | | | | |
| Capital Reserve | 15,800,000 | - | - | - | 15,800,000 |
| Securities Premium | 29,434,800 | - | - | - | 29,434,800 |
| General Reserve | 68,000,000 | - | - | (4,904,571) | 63,095,429 |
| Retained Earnings | 115,035,516 | (7,774,533) | - | - | 107,260,983 |
| **Other items of Other Comprehensive Income** | 1,256,698 | 991,531 | - | - | 2,248,229 |
| **Total** | 229,527,014 | (6,783,002) | - | (4,904,571) | 217,839,441 |

As per our report of even date attached

**for and on behalf of M/s Devpura Navlakh**
**Chartered Accountants**
**FRN-121975W**

**For and on behalf of the Board**

**(CA Pramodkumar Devpura)**
Partner
M.No. 033342

**(Harsh Vora)**
Managing Director
DIN: 00149287

**(Sushil Rawka)**
Director
DIN: 00156990

**Place: Indore**
**Date: 24.06.2021**

**(Rajesh Sen)**
Company Secretary
FCS: 7689

**(Rajesh Songirkar)**
Chief Financial Officer

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS:-**

**A. SIGNIFICANT ACCOUNTING POLICIES:-**

**A.1. BASIS OF PREPARATION & PRESENTATION**

The consolidated financial statements have been prepared on the historical cost basis Except for the following assets and liabilities which have been measured at fair value amount.
(i) Certain financial assets and liabilities.
The Financial statements of the company have been prepared to comply with the Indian Accounting standards ( Ind AS) including the rules notified under the relevant provisions Of the companies Act, 2013. Up to the year ended 31st march 2017, the company has prepared its financial statement In accordance with the requirement of Indian generally accepted accounting principle (GAAP) , which include standard notified under the companies (Accounting Standard) Rules 2006 and considered as "Previous GAAP"

These financial statements are the company's first IND AS standalone financial statements.

**A.2. PRINCIPLES OF CONSOLIDATION**

The consolidated financial statements relate to D&H India Limited (the company) and its Subsidiary & associate company. The consolidated financial statements have been prepared on the following basis:

a) The financial statements of the company and its subsidiary company are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, and income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with " Ind – As",

b) the difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiary is recognized in the financial statements as goodwill or capital reserve, as the case may be.

c) the audited financial statements of subsidiaries and associates have been prepared in accordance with the Ind AS.

d) the consolidated financial statement are prepared using uniform accounting policies are presented in the same manner as the company's standalone financial statements.

e) Investment in associate company has been accounted under the equity method as per Ind AS 28 – investment in associates and joint ventures.

f) the carrying amount of the parents investment in each subsidiary is offset (eliminated) against the parents portion of equity in each subsidiary.

g) other significant accounting policies.

These are set out under "significant accounting policies" as given in the company's standalone financial statement.

## D & H INDIA LIMITED

**Note -1.1- PROPERTY ,PLANT & EQUIPMENT**

| Particulars | Gross Block | | | | Depriciation | | | | Net Block | |
|---|---|---|---|---|---|---|---|---|---|---|
| | As On 31.03.20 Rupees | Total Addition Rupees | Total Deduction Rupees | As On 31.03.21 Rupees | As On 31.03.20 Rupees | For The Year Rupees | Written Back Rupees | Up To 31.03.21 Rupees | As On 31.03.21 Rupees | As On 31.03.20 Rupees |
| Free Hold Land | 4,853,296 | - | - | 4,853,296 | - | - | - | - | 4,853,296 | 4,853,296 |
| Office Building | 2,504,370 | - | - | 2,504,370 | 1,809,377 | 124265 | - | 1,933,642 | 570,728 | 694,993 |
| Factory Building | 97,964,587 | 441,120 | - | 98,405,707 | 29,383,670 | 2806306 | - | 32,189,976 | 66,215,731 | 68,580,917 |
| Plant & Machinery | 140,721,382 | 1,613,562 | - | 142,334,944 | 88,134,153 | 11598849 | - | 99,733,002 | 42,601,942 | 52,587,229 |
| Electric Installation | 16,100,308 | 96,297 | - | 16,196,605 | 10,150,433 | 1254259 | - | 11,404,692 | 4,791,913 | 5,949,875 |
| Laboratory Equip. | 847,668 | - | - | 847,668 | 610,644 | 54392 | - | 665,036 | 182,631 | 237,023 |
| Vehicles | 9,986,904 | 1,870,238 | 2,209,660 | 9,647,482 | 3,753,338 | 737233 | 1,344,469 | 3,146,102 | 6,501,382 | 6,233,565 |
| Commercial Vehicle | 505,866 | | - | 505,866 | 480,572 | - | - | 480,572 | 25,294 | 25,294 |
| Furniture & Fixtures | 5,431,315 | 149,265 | - | 5,580,580 | 3,183,587 | 120498 | - | 3,304,085 | 2,276,495 | 2,247,728 |
| Office Equipment | 3,637,512 | 267,931 | - | 3,905,443 | 2,566,547 | 84275 | - | 2,650,822 | 1,254,621 | 1,070,965 |
| Computers | 2,838,010 | 190,760 | - | 3,028,770 | 2,094,347 | 308144 | - | 2,402,491 | 626,279 | 743,663 |
| Mobile Instruments | - | 118,138 | - | 118,138 | - | - | - | - | 118,138 | - |
| Nursurery Shed | 179,090 | - | - | 179,090 | - | - | - | - | 179,090 | 179,090 |
| R & D Assets | 2,679,705 | - | - | 2,679,705 | 181,254 | 195,780 | - | 377,034 | 2,302,671 | 2,498,451 |
| **Total** | **288,250,012** | **4,747,311** | **2,209,660** | **290,787,663** | **142,347,923** | **17,284,001** | **1,344,469** | **158,287,455** | **132,500,210** | **145,902,088** |

**Note -1.2 Right-of-use assets (ROU Assets)**

| Particular | Balance as on 31.03.2020 (Transition Balances) | Addition for new leases | +/(-) Adjustment to Get Current Value of Lease | As On 31.03.21 | Amortization Balance as upto 31.03.2020 | Amortization for the year | Written Back | Amortization Balance as upto 31.03.2021 | As On 31.03.21 | As On 31.03.20 |
|---|---|---|---|---|---|---|---|---|---|---|
| Lease Hold Land | 89,750 | - | - | 89,750 | - | - | - | - | 89,750 | 89,750 |
| Lease Hold Land Durg | 4,904,571 | | 836,704 | 4,067,867 | | 44,216 | 0 | 44,216 | 4,023,651 | 4,904,571 |
| **Total (B)** | **4,994,321** | **0** | **836,704** | **4,157,617** | **0** | **44,216** | **0** | **44,216** | **4,113,401** | **4,994,321** |
| **Total (A+B)** | **293,244,333** | **4,747,311** | **3,046,364** | **294,945,280** | **142,347,923** | **17,328,217** | **1,344,469** | **158,331,671** | **136,613,611** | **150,896,409** |
| **Pre. Total** | **299,114,741** | **2,615,054** | **8,485,462** | **293,244,333** | **128,505,576** | **17,877,843** | **4,035,496** | **142,347,923** | **150,896,410** | **170,609,165** |

**Note -1.3 - Capital Work In Progress Rs. 3550812 (Pre. Yr. Rs. 1171022) Plant & Machinery under development.**

**Note -1.4 - Intangible Assets Rs. 1793675 (Pre. Yr.1625969) under development include SAP under development.**

| Note No | | AS AT 31.03.2021 RUPEES | | AS AT 31.03.2020 RUPEES | |
|---|---|---|---|---|---|
| | | Quantity | Amount | Quantity | Amount |
| 2 a | **Non-current investments**<br>**Investment Measured at cost( Accounted using Equity Method)**<br>**In Equity Shares of Associate Company**<br>**Unquoted, fully paid up** | | | | |
| | Commonwealth Mining Pvt.Ltd | 9000 | 1 | 9000 | 1 |
| | **Total of Investment Measured at Cost** | | 1 | | 1 |
| b | **Investment Measured at Fair Value through other Comprehensive Income**<br>**In Equity Shares ,Quoted, fully paid up** | | | | |
| | Tata Consultancy Services | 732 | 2,326,003 | 732 | 1,334,473 |
| | **Total of Investment Measured at Fair Value through other Comprehensive Income** | | **2,326,003** | | **1,334,473** |
| | **Total Non current Investment(a+b)** | | **2,326,004** | | **1,334,474** |
| | Aggregate amount of quoted investments | | 2,326,003 | | 1,334,473 |
| | Market Value of quoted investment | | 2,326,003 | | 1,334,473 |
| | Aggregate amount of unquoted investments | | 1 | | 1 |
| **2.1** | **Category -wise Non current Investment** | | | | |
| | Investment Measured at cost(Accounted using equity method) | | 1 | | 1 |
| | Investment Measured at Fair Value through other Comprehensive Income | | 2,326,003 | | 1,334,473 |
| | **Total Non current Investment** | | **2,326,004** | | **1,334,474** |

## D & H INDIA LIMITED
## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT

| Note No | | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|
| | | | |
| 3 | **Other non-current assets** | | |
| | Security Deposits | 4,822,451 | 4,725,145 |
| | Deposit & Advances | 949,000 | 949,000 |
| | **Total** | **5,771,451** | **5,674,145** |
| 4 | **Inventories** | | |
| | Raw materials | 67,016,552 | 63,855,229 |
| | Work in progress | 13,600,320 | 18,448,965 |
| | Finished goods | 140,259,987 | 172,520,035 |
| | Stock in trade | 812,516 | 400,425 |
| | Stores and spares | 2,366,652 | 2,342,225 |
| | **Total** | **224,056,027** | **257,566,879** |
| 5 | **Trade receivables** | | |
| | **Unsecured & considered good :** | | |
| | Exceeding Six months | 24,987,737 | 21,833,942 |
| | Others | 137,260,507 | 139,267,251 |
| | **Total** | **162,248,244** | **161,101,193** |
| 6 | **Cash and cash equivalents** | | |
| | Balances with banks in india | 395,074 | 416,281 |
| | Cash on hand | 1,320,196 | 2,159,273 |
| | FDR with Banks | 1,754,678 | 3,980,656 |
| | **Total** | **3,469,948** | **6,556,210** |
| 6.1 | Fixed Deposit maintained by the company with bank,which can be withdrawn by the company at any point of time. | | |
| 6.2 | FDR with Banks Includes, FD with HDFC Bank which is lien mark against letter of credit. | | |
| 7 | **Loans** | | |
| | Unsecured Considered good | | |
| | Loans & Advances to related parties ( Wholly owned Subsidiary Company & Associates) | - | 701,466 |
| | Other Loans and advances * | 7,283,751 | 6,398,573 |
| | **Total** | **7,283,751** | **7,100,039** |
| 7.1 | *Other Loans and advances includes Advance to Vendors / Service Providers. | | |
| 8 | **Other Current Assets** | | |
| | Balance with Government Authorities | 4,918,703 | 5,752,101 |
| | Prepaid Expenses | 2,064,173 | 1,834,618 |
| | **Total** | **6,982,876** | **7,586,719** |

| Note No | | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|
| 9 | **Share Capital** | | |
| | **Equity Share Capital :** | | |
| | Authorised Share capital<br>1,00,00,000 Equity Shares of Rs.10/- Each | 100,000,000 | 100,000,000 |
| | Issued, subscribed & fully paid share capital<br>74,00,000 Equity Shares of Rs.10/- each (Fully Paid up) | 74,000,000 | 74,000,000 |
| | **Total** | **74,000,000** | **74,000,000** |
| 9.1 | **Reconciliation of Number of Shares** | | |
| | **Equity Shares :** | No. of Shares | No. of Shares |
| | Balance as at the beginning of the year | 7,400,000 | 7,400,000 |
| | Add : Shares Issued During the period | - | - |
| | Balance As at the end of the year | 7,400,000 | 7,400,000 |
| | | | |
| 9.2 | **Terms/Rights attached to equity Shares** | | |
| | Equity Shares: The company has one class of equity shares having par value of Rs.10 per share. Each share holder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. | | |
| | | | |
| 9.3 | **Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company** | **AS AT 31.03.2021 RUPEES** | **AS AT 31.03.2020 RUPEES** |
| | **equity Shares :** | No. of Shares | No. of Shares |
| | 1. Harsh Kumar Vora (HUF) | 673,600 | 673,600 |
| | | (9.10%) | (9.10%) |
| | 2. Kiran Vora | 941,385 | 314,300 |
| | | (12.72%) | (4.25%) |
| | 3. Saurabh H. Vora | 1,266,600 | 533,600 |
| | | (17.12%) | (7.21%) |
| | 4. Suchita Kakrecha | - | 537,085 |
| | | - | (7.26%) |
| | 5. Corna Infra Limited | - | 315,000.00 |
| | | - | (4.26%) |
| 9.4 | Nil Equity Shares were issued in the last 5 years under the Employee Stock Options Plan as consideration for services rendered by employees. | | |

| Note No | | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|
| 10 | **Other Equity** | | |
| | **Capital Reserves** | | |
| | Balance As Per last Balance Sheet | 15,800,000 | 15,800,000 |
| | | - | |
| | **Total** | 15,800,000 | 15,800,000 |
| | **Securities Premium** | | |
| | As Per last Balance Sheet | 29,434,800 | 29,434,800 |
| | | - | - |
| | **Total** | 29,434,800 | 29,434,800 |
| | **General Reserve** | | |
| | As Per last Balance Sheet | 68,000,000 | 68,000,000 |
| | Add : Amount Transferred from Surplus Balance in Statement of profit & Loss | - | - |
| | **Total** | 68,000,000 | 68,000,000 |
| | **Retained Earning** | | |
| | As Per last Balance Sheet | 115,035,515 | 132,271,542 |
| | Profit for the Year | (7,774,533) | (17,194,041) |
| | Share In Profit of Commonwealth Mining Private Limited(Net) | - | (41,986) |
| | Appropriations/Allocations | (4,904,571) | - |
| | **Total** | 102,356,412 | 115,035,515 |
| | **Other Comprehensive Income(OCI)** | | |
| | As Per last Balance Sheet | 1,256,698 | 1,386,518 |
| | Movement in OCI during the Year | 991,531 | (129,820) |
| | **Total** | 2,248,229 | 1,256,698 |
| | **Grand Total** | **217,839,440** | **229,527,013** |

| | | | |
|---|---|---|---|
| 11 | **Borrowings- Non Current** | | |
| | **Secured** | | |
| | Term Loans from Banks | | |
| | Term Loans HDFC Bank (81620273) : | - | - |
| | Term Loans HDFC Bank (83636971) : | 19,633,304 | 16,314,979 |
| | Term Loans HDFC Bank (82763084) : | 664,415 | - |
| | Term Loans HDFC Bank (ECLGS) (8500482) : | 20,500,000 | - |
| | Term Loans Axis Bank (ECLGS) : | 6,200,000 | - |
| | Term Loans HDFC Bank (New) : | 1,767,981 | - |
| | Car Loan Axis Bank (AUR004305318738) : | 1,282,812 | - |
| | | **50,048,512** | **16,314,979** |
| | Less : Trf to Current maturities of long term debt (Refer Note | 7,584,094 | - |
| | **Total** | **42,464,418** | **16,314,979** |

| Note No | | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|
| 11.1 | **Nature of Security and terms of repayment for secured borrowings** | | |
| | **Nature of Security** | | **Terms of Repayment** |
| | a) Working Capital Term Loan From HDFC Bank amounting Rs. 250 Lakhs is secured by way of Hypothecation by First and exclusive charges of Stock, Book debts & Plant & Machinery. & Collateral security by way of first mortgage of industrial property situated at village: Sejwaya, Gram Ghatabillod, District Dhar & industrial property situated at village: Borai, District Durg, chattisgarh,post dated cheques & Personal Guarantee of Mr. Harsh Vora & Mr. Saurabh Vora | | Repayble in 67 Monthly installment of Rs. 528107/-@ MCLR+1% Int. statrting from 07/04/2019 end on 07/10/2024 |
| | b) Working Capital Term Loan From HDFC Bank amounting Rs. 200 Lakhs is secured by way of Hypothecation by First and exclusive charges of Stock, Book debts & Plant & Machinery. & Collateral security by way of first mortgage of industrial property situated at village: Sejwaya, Gram Ghatabillod, District Dhar & industrial property situated at village: Borai, District Durg, chattisgarh,post dated cheques & Personal Guarantee of Mr. Harsh Vora & Mr. Saurabh Vora | | Repayble in 43 Monthly installment of Rs. 642531/-@ MCLR+1% Int. statrting from 07/10/2017 end on 07/04/2021 |
| | c) ECLGS Term Loan From HDFC Bank amounting Rs. 205 Lakhs is secured by Guarantee of Mr. Harsh Vora & Mr. Saurabh Vora. | | Repayble in 36 Month installment of (36 Installment starting from 07/02/2022 & Interest Charge separately @ RR+4.25% Int. |
| | d) ECLGS Term Loan From Axis Bank amounting Rs. 62 Lakhs is secured by Guarantee of Mr. Harsh Vora & Mr. Saurabh Vora. | | Repayble in 36 Month installment of (35 Installment @ Rs. 172000/-+1 Installment @ 180000) starting from 31/01/2022 & Interest Charge separately @ RR+ 4% Int. |
| | e) Term Loan From HDFC Bank amounting Rs. 75 Lakhs is secured by way of Hypothecation by First and exclusive charges of Stock, Book debts & Plant & Machinery. & Collateral security by way of first mortgage of industrial property situated at village: Sejwaya, Gram Ghatabillod, District Dhar & industrial property situated at village: Borai, District Durg, chattisgarh,post dated cheques & Personal Guarantee of Mr. Harsh Vora & Mr. Saurabh Vora | | Disbursment is still going on year Interest @ MCLR+1% Int. |
| **12** | **Lease Liability** | | |
| | As on 01.04.2020 | 4,067,867 | - |
| | Less : Amortization for the year | 132 | - |
| | **Total** | **4,067,735** | - |

| Note No | | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|
| **13** | **Deferred Tax Liability (Net)** | | |
| | At the start of the year | 15,445,804 | 17,154,801 |
| | Charge/(credit) to statement of profit & loss | (1,713,994) | (1,708,996) |
| | At the end of the year | **13,731,810** | **15,445,805** |
| | | | |
| 13.1 | **Deferred Tax Liability/(Assets) in relation to** | | |
| | Property , Plant & Equipment | 15,145,706 | 17,077,055 |
| | Provision | (1,413,896) | (1,631,250) |
| | **Total** | **13,731,810** | **15,445,805** |
| **14** | **Other non current liabilities** | | |
| | **Deffered Income** | | |
| | Government grant | 4,349,668 | 4,762,251 |
| | Less: Shown Under other current liabilities | 412,583 | 412,583 |
| | **Total** | **3,937,085** | **4,349,668** |
| **15** | **Secured** | | |
| | **From Bank** | | |
| | Loan repayable on demand from HDFC Banks (CC A/C) | 45,520,026 | 76,123,131 |
| | LC & Bill Discounting Facility From HDFC Bank | 29,217,450 | 17,113,052 |
| | Channel Finance Facility From Axis Bank | 20,744,016 | 33,939,155 |
| | **Unsecured** | - | |
| | Froms Directors | - | - |
| | From Body Corporates | - | - |
| | **Total** | **95,481,492** | **127,175,338** |
| 15.1 | Working capital limit and LC & Bill Discounting limit are secured by way of Hypothecation by First and exclusive charges of Stock, Book debts & Plant & Machinery & Collateral security by way of first mortgage of industrial property situated at village: Sejwaya, Gram Ghatabillod, District Dhar & industrial property situated at village: Borai, District Durg, chattisgarh,Post dated cheques & Personal Guarantee of Mr. Harsh Vora & Mr. Saurabh Vora | | |
| 15.2 | Channel Finance facility From Axis Bank are secured by post dated cheques & Personal Guarantee of Mr. Harsh Vora & Mr. Saurabh Vora. | | |
| | | | |
| **16** | **Trade Payables** | | |
| | (i) Total Outstanding dues of micro & small enterprises | **-** | **-** |
| | (ii)Total Outstanding dues of creditors other than micro and small enterprises | 75,331,985 | 97,030,377 |
| | **Total** | **75,331,985** | **97,030,377** |
| 16.1 | In the absence of information from all suppliers of their status being small / micro enterprises, all the units are classified into other. | | |

| Note No | | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|
| **17** | **Other Financial liabilities** | | |
| | Current maturities of long term debt (Refer Note 11) | | |
| | Current maturities of long term debt | - | 11,514,176 |
| | Term Loans HDFC Bank (81620273) : | - | - |
| | Term Loans HDFC Bank (83636971) : | 4,891,003 | - |
| | Term Loans HDFC Bank (82763084) : | 664,416 | - |
| | Term Loans HDFC Bank (8500482) : | 1,011,115 | - |
| | Term Loans Axis Bank (ECLGS) : | 516,000 | - |
| | Car Loan Axis Bank (AUR004305318738): | 501,560 | - |
| | | 7,584,094 | 11,514,176 |
| | Interest Accrued but not due on borrowings | 259,599 | 160,661 |
| | **Total** | **7,843,693** | **11,674,837** |

| | | | | |
|---|---|---|---|---|
| **18** | **Other current liabilities** | | | |
| | Sundry Staff Payble | | 4,692,371 | 6,777,852 |
| | Advance Received From Customer | | 3,418,613 | 4,637,806 |
| | Dealer Deposits | | 3,212,791 | 3,272,791 |
| | Statutory Dues Payables | | 4,569,586 | 3,108,608 |
| | Others | | 162,313 | 179,597 |
| | **Deferred Income ( Government Grant)** | | 412,583 | 412,583 |
| | Opening Balance | 412583 | | - |
| | Less:Transferred to Other Income | (412583) | - | - |
| | Add: Tran. from Deferred Income Non Current | 412583 | - | - |
| | | | - | - |
| | **Total** | | **16,468,257** | **18,389,236** |

| | | | |
|---|---|---|---|
| **19** | **Provisions- Current** | | |
| | Provision for employee benefits | 1,443,805 | 5,308,214 |
| | Provision for Income Tax (Net of Advance Tax) | 8,284,889 | - |
| | Other Provisions | - | 8,195,807 |
| | **Total** | **9,728,694** | **13,504,021** |

| | | | |
|---|---|---|---|
| **20** | **Revenue from Operations** | | |
| | Revenue from - Sale of products | 777,414,181 | 911,787,519 |
| | Revenue from - Sale of Trading Goods | 17,614,122 | 20,028,114 |
| | **Total** | **795,028,303** | **931,815,633** |

| Note No | | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|
| **21** | **Other Income** | | |
| | Interest income | 320,272 | 405,476 |
| | Dividend income | 37,499 | 62,220 |
| | Income Related to Earlier Yr. | 16,865 | - |
| | Bad Debts Recovered | 208,203 | - |
| | Deferred Income (Government Grant) | 412,583 | 412,583 |
| | Exc.Diff,In.Foreign.Currency | 236,129 | 299,435 |
| | Other non-operating income | 200,612 | 48,668 |
| | **Total** | **1,432,163** | **1,228,382** |
| **22** | **Cost of Material Consumed** | | |
| | Wire, Chemicals, Packing Material | 459,484,850 | 557,242,731 |
| **23** | **Changes In Inventories Of Finished Goods, Stock-In-Process And Stock-In-Trade** | | |
| | **Inventories at Close** | | |
| | Finished Goods | 140,259,987 | 172,520,035 |
| | Semi Finished Goods | 13,600,320 | 18,448,965 |
| | Stock In Trade | 812,516 | 400,425 |
| | **Total** | **154,672,823** | **191,369,425** |
| | **Inventories at Commencement** | | |
| | Finished Goods | 172,520,035 | 176,994,723 |
| | Semi Finished Goods | 18,448,965 | 15,053,008 |
| | Stock In Trade | 400,425 | 2,364,400 |
| | **Total** | **191,369,425** | **194,412,131** |
| | **Increase In Inventories** | 36,696,602 | 3,042,706 |
| **24** | **Employee Benefits Expense** | | |
| | Salaries and wages | 67,479,570 | 79,529,170 |
| | Contribution to provident and other funds | 4,489,155 | 6,184,150 |
| | Staff welfare expenses | 910,138 | 1,278,927 |
| | **Total** | **72,878,863** | **86,992,247** |
| 24.1 | **Defined Benefit plans :**<br>a. The employees' gratuity fund scheme managed by Life Insurance Corporation of India for the Company is a defined benefit plan. During the year the company paid Rs. NIL (Pre. Year Rs. NIL ) for future gratuity benefits of the employees of company.<br>b.Company has made provision for benefit related to the leave encashment as per the policy of the company. | | |
| **25** | **Finance Costs** | | |
| | Interest expenses | 12,753,211 | 17,123,489 |
| | Other borrowing costs | 794,217 | 907,161 |
| | Interest on Lease Liability | 335,868 | - |
| | **Total** | **13,883,297** | **18,030,651** |

| Note No | | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|
| **26** | **Other Expenses** | | |
| | **Manufacturing Expenses :** | | |
| | Consumption of Stores and Spare Parts & Others (Indigenous) | 3,915,594 | 4,628,516 |
| | Power and fuel | 19,396,703 | 23,591,787 |
| | Repairs to buildings | 803,230 | 1,131,395 |
| | Repairs to machinery | 2,050,489 | 1,705,436 |
| | Repairs to others | 531,936 | 619,211 |
| | Laboratory Expenses | 348,156 | 1,161,486 |
| | Packing & Other Expenses | 349,063 | 60,222 |
| | **Administrative Expenses :** | | |
| | Rates and Taxes, excluding taxes on income | 130,060 | 163,559 |
| | Rent | 439,095 | 1,074,254 |
| | Printing & Stationery | 360,769 | 564,929 |
| | Postage & Telegram | 132,196 | 307,923 |
| | Telephone Charges | 434,364 | 758,911 |
| | Travelling Exp. Foreign (Directors) | - | 839,460 |
| | Travelling Exp. (Directors) | 405,914 | 1,067,883 |
| | Travelling Exp. Staff & others | 866,984 | 3,543,851 |
| | Vehicle Expenses | 1,108,032 | 1,940,750 |
| | Payment To Auditors | 131,000 | 113,000 |
| | Legal & Professional Charges | 7,612,815 | 12,253,515 |
| | Membership & Testing Fees | 2,339,247 | 1,800,675 |
| | Loss on Sale of Shares (Diminution in Share Price) | - | 89,999 |
| | Insurance Expenses | 1,239,187 | 1,215,263 |
| | Office General & Misc. Exp. | 1,492,687 | 2,474,427 |
| | Director's Sitting Fees | 250,000 | 160,000 |
| | Donation | 122,000 | 45,250 |
| | Loss on Sale of Fixed Assets | 156,879 | 209,094 |
| | **Selling & Distribution Expense :** | | |
| | Freight & Cartage Outward | 20,438,136 | 24,139,138 |
| | Advertisement & Publicity | 209,731 | 151,439 |
| | Sales Promotion etc. | 594,305 | 1,452,794 |
| | Commission & Discount | 7,682,126 | 6,380,088 |
| | Bed Debts W/Off | 245,670 | 15,911,558 |
| | **Total** | **73,786,367** | **109,555,810** |

| | | | |
|---|---|---|---|
| 26.1 | **Payment to Auditors** | | |
| i | Audit Fees | 113,000 | 113,000 |
| ii | Tax Audit Fees | - | - |
| iii | Certification fees | 18,000 | - |
| | | **131,000** | **113,000** |

| Note No | | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|
| **27** | **Earning Per Share** | | |
| i | Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders | (6,486,003) | (17,323,861) |
| ii | Weighted Average number of equity shares used as denominator for calculating EPS | 7,400,000 | 7,400,000 |
| iii | Basic earning per share | (0.88) | (2.34) |
| iv | Diluted earning per share | (0.88) | (2.34) |
| v | Face Value per equity share | 10 | 10 |

| | | | |
|---|---|---|---|
| **28** | **Related Party Disclosures** | | |
| | **As per Ind AS the discloures of transaction with the related parties are given below** | | |
| | **Subsidiary Company** | | |
| | V & H Fabricators Pvt. Ltd.(Wholly Owned) | | |
| | **Associate Company** | | |
| | Commonwealth Mining Private Limited | | |
| | **Key Managerial Persons** | | |
| | Shri Harsh Kumar Vora (Managing Director) | | |
| | Shri Madhusudan Jain (Whole Time Director) | | |
| | Shri Saurabh Vora (Whole Time Director) | | |
| | Shri Sanat Jain (Chief Financial Officer) | | |
| | Shri Rajesh Sen ( Company Secretary) | | |
| | **Enterprises Over which Key Managerial Person are able to Exercise** | | |
| | Vora Wires Industries (India) Limited | | |
| | Corna Infra Limited | | |
| | **Transactions with related Parties** | | |
| | **Nature of Transactions** | **31.03.2021** | **31.03.2020** |
| | Sale of Goods | - | 29,955 |
| | Rent Received | - | 30,000 |
| | Unsecured Loan Taken | - | 3,300,000 |
| | Repayment of Unsecured Loan | - | 6,681,491 |
| | Interest Paid | - | 430,847 |
| | Interest Received | 84,176 | 75,971 |
| | Remuneration to Director | 5,797,732 | 9,478,519 |
| | Remuneration to other Key Managerial Person | 1,778,264 | 2,184,170 |
| | Outstanding Balances as on 31.03.2021 | | |
| | Trade & Other Receivables | 919,329 | 731,466 |
| | Trade & Other Paybles | 298,388 | 1,666,478 |
| **29** | Enterprises consolidated as subsidiary & Associates in accordance with Indian Accounting Standard 110/28 in Consolidated Financial statement | | |
| S. No. | **Name Of Enterprises** | **Country of Incorporation** | **Proportion of Ownership** |
| 1 | V & H Fabricators Private Limited | India | 100% |
| 2 | Commonwealth Mining Private Limited | India | 50% |

| Note No | | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|
| **30** | Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises Consolidated as Subsidiary/Associates | | |
| | | **Net Assets i.e Total Assets Minus Total** | |
| **Part -A** | **Name of the Enterprise** | **As % of Consolidated Net** | **Amount ( In Rupees)** |
| | **Parent** | | |
| | D & H India Limited | 96.92 | 285,762,626 |
| | **Subsidiaries** | | |
| | **India** | | |
| | V & H Fabricators Private Limited | 2.08 | 6,076,813 |
| | **Foreign** | Nil | Nil |
| | **Minority Interest In All Subsidaries** | - | - |
| | **Associates (Investment As Per the Equity Method)** | | |
| | **India** | | |
| | Commonwealth Mining Private Limited | 1 | 1 |
| | **Foreign** | Nil | Nil |
| | Joint ventures (As per Proportionate consolidation / Investment As per Equity Method) | | |
| | **India** | Nil | Nil |
| | **Foreign** | Nil | Nil |
| | **Total** | **100.00** | **291,839,440** |
| | | **Share In Total Comprehensive Income** | |
| **Part-B** | **Name of the Enterprise** | **As % of Consolidated Profit** | **Amount ( In Rupees)** |
| | **Parent** | | |
| | D & H India Limited | 95.62 | (6,486,003) |
| | **Subsidiaries** | | |
| | **India** | | |
| | V & H Fabricators Private Limited | 4.38 | (296,999) |
| | **Foreign** | Nil | Nil |
| | **Minority Interest In All Subsidaries** | - | - |
| | **Associates (Investment As Per the Equity Method)** | | |
| | **India** | | |
| | Commonwealth Mining Private Limited | - | - |
| | **Foreign** | Nil | Nil |
| | **Joint ventures (As per Proportionate consolidation / Investment As per Equity Method)** | | |
| | India | Nil | Nil |
| | Foreign | Nil | Nil |
| | **Total** | **100.00** | **(6,783,002)** |

| Note No | | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|
| 31 | **Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**<br>(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, | | |
| | **Part "A": Subsidiaries**<br>(Information in respect of each subsidiary to be presented with amounts in Rs ) | | |
| | 1. Sl. No. | **1** | |
| | 2. Name of the subsidiary | **V & H Fabricators Private Limited** | |
| | 3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period | No | |
| | 4. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign | INR | |
| | subsidiaries. | | |
| | 5. Equity Share capital | 5,125,000 | |
| | 6. Other Equity | 9,948,812 | |
| | 7. Total assets | 15,809,605 | |
| | 8. Total Liabilities | 735,793 | |
| | 9. Investments | - | |
| | 10. Turnover | - | |
| | 11. Profit before taxation | (340,678) | |
| | 12. Provision for taxation(Including Deffered Tax) | (43,679) | |
| | 13. Profit After taxation | (296,999) | |
| | 14. Other Comprehensive Income | - | |
| | 15. Total Comprehensive Income | (296,999) | |
| | 16 .Proposed Dividend | - | |
| | 17. % of Share Holding | 100 | |
| | 1. Names of subsidiaries which are yet to commence operations | N.A | |
| | 2. Names of subsidiaries which have been liquidated or sold during the year | N.A | |
| | **Part "B": Associates and Joint Ventures**<br>**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures** | | |
| | **S.NO** | **1** | |
| | Name of Associates/Joint Ventures | **COMMONWEALTH MINING PRIVATE** | |
| | 1. Latest audited Balance Sheet Date | **31/03/2021** | |
| | 2. Shares of Associate/Joint Ventures held by the company on the year end | | |
| | Numbers of Share | 9,000 | |
| | Amount of Investment in Associates/Joint Venture | 1 | |
| | Extend of Holding % | 50% | |
| | 3. Description of how there is significant influence | Share holding Upto 50% | |
| | 4. Reason why the associate/joint venture is not consolidated | N.A | |
| | 5. Networth attributable to Shareholding as per latest audited Balance Sheet | (1) | |
| | 6. Profit / Loss for the year | | |
| | i. Considered in Consolidation | | |
| | ii. Not Considered in Consolidation | | |
| | 1. Names of associates or joint ventures which are yet to commence operations. | **COMMONWEALTH MINING PRIVATE LIMITED** | |
| | 2. Names of associates or joint ventures which have been | **N.A** | |

| Note No | | AS AT 31.03.2021 RUPEES | AS AT 31.03.2020 RUPEES |
|---|---|---|---|
| 32 | Various items included under the head Current Assets, Loan & Advances, as well as Current Liabilities are | | |
| 33 | In the opinion of the Management, the value on realization of loans and advances, and other current assets | | |
| 34 | Amortization of lease hold land is being done as per the Ind AS 116 using the modified retrospective method, with the date of initial application on April 01 ,2020 | | |
| 35 | **Contingent Liabilities & Commitments(To the Extent not provided for)** | | |
| i | Guarantees given on behalf of the company | 13,555,098 | 1,281,366 |
| ii | CST Demand (in appeal) | 6,808,448 | 8,719,118 |
| iii | Vat Demand (in appeal) | 532,599 | 292,668 |
| iv | Entry Tax Demand (in appeal) | 250,502 | 166,968 |
| v | Income Tax Demand (Rectification) | 899,426 | 899,426 |
| | **Total** | **22,046,073** | **11,359,546** |
| 35.1 | Some cases have been filed against the company related to trademark and the same are pending before the Hon'ble courts but management believes that the ultimate outcome of these proceedings will not have a material adverse effects on the Company's financial position and results of operation. Company has also filed cases againts the other parties related to trademark & recovery of outstanding | | |
| 36 | **Value of Imports on (CIF Basis)** | **2020-21** | **2019-20** |
| | Raw Materials | - | 14,202,130 |
| | Capital Goods | **-** | **-** |
| | Trading Goods | 7,239,323 | 12,480,473 |
| | **Total** | **7,239,323** | **26,682,603** |
| 37 | **Expenditure in foreign exchange** | **-** | **29,032,015** |
| 38 | **Earning in foreign exchange** Value of Export (Receipt in Foreign Currency) | **9,859,005** | **7,980,645** |
| 39 | **Details Of Research and development Expenditure** | | |
| | **Year** | **2020-21** | **2019-20** |
| | Capital | **-** | 8,591 |
| | Revenue | 4,578,605 | 10,857,196 |
| | **Total** | **4,578,605** | **10,865,787** |
| 40 | These financial statements have been prepared in the format prescribed by the revised Schedule III (Division II) to the companies Act 2013. Previous period figures have been recasted/ restated to confirm to the current period Figures. Current period figure have been rounded off to the nearest Rupee. | | |

See Significant Accounting Policies & Notes 1-40 are an integral part of these financial statements.

**for and on behalf of M/s Devpura Navlakha & Co.**
**Chartered Accountants**
**FRN-121975W**

**For and on behalf of the Board**

**(CA Pramodkumar Devpura)**
Partner
M.No. 033342

**(Harsh Vora)**
Managing Director
DIN: 00149287

**(Sushil Rawka)**
Director
DIN: 00156990

**(Rajesh Sen)**
Company Secretary
FCS: 7689

**(Rajesh Songirkar)**
Chief Financial Officer

**Place: Indore**
**Date: 24.06.2021**