

DHP INDIA LIMITED

Corporate Identity Number (CIN) : L65921WB1991PLC051555

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

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

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

ANNEXURE TO THE NOTICE DATED 10TH AUGUST, 2023 FOR THE 32ND ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON MONDAY, THE 25TH DAY OF SEPTEMBER, 2023 AT 11.00 A.M.

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

2. Joint Holders Name (If any) :

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

4. Number of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the 32nd Annual General Meeting (AGM) Will be held on Monday, the 25th September, 2023 at 11.00 A.M. at **Y.W.C.A. Galloway House, 1 Middleton Row, Kolkata – 700 071.**

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

The Electronic Voting Particulars are set out below:

EVSN (E-Voting Sequence Number)	User ID	PAN / Sequence No.
230810012		

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

Remote e-Voting Start On	Remote e-Voting End On
Friday, 22 ND September, 2023 from 10:00 a.m. (IST)	Sunday, 24 th September, 2023 till 05:00 p.m. (IST)

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

Registered Office :

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

Corporate Identity Number (CIN) : L65921WB1991PLC051555

Date : 10th August, 2023

By Order of the Board of Directors

Sd/-

SURUCHI TIWARI

Company Secretary-cum-Compliance Officer

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



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NOTICE

NOTICE IS HEREBY GIVEN THAT the **Thirty-Second Annual General Meeting (AGM)** of the Members of DHP INDIA LIMITED (“the Company”) will be held on Monday, the 25th September, 2023 at 11.00 A.M. at **Y.W.C.A. Galloway House, 1 Middleton Row, Kolkata – 700 071**, to transact the following business:-

ORDINARY BUSINESS : Ordinary Resolutions :

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

To receive, consider and adopt the Standalone Audited Financial Statements (including the Statement of Financial Results, the Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity, the Statement of Cash Flow and Other Financial Reports) of the Company for the financial year ended March 31, 2023 and the Report of the Board of Directors (“the Board”) and Auditors thereon.

“**RESOLVED THAT**, the Audited Financial Statement (including the Statement of Financial Results, the Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity, the Statement of Cash Flow and Other Financial Reports) of the Company for the financial year ended March 31, 2023 and the report of the Board of Directors and Auditors thereon as circulated to the members, be and hereby considered and adopted.”

Item No. (2) – Declaration of Dividend :

To declare a final dividend of Rs.4/- per equity share (@40% of Share Capital of the Company) for the year ended March 31, 2023.

“**RESOLVED THAT** a final dividend at rate of Rs.4/- (Rupees Four only) per equity share of Rs.10/- (Ten rupees) each fully paid-up of the Company i.e. @40% of paid-up equity share capital of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2023 and the same be paid out of the profits of the Company for the financial year ended March 31, 2023.”

Item No. (3)–Re-appointment of Smt. Anjum Dhandhanian (DIN:00058506) as a director liable to retire by rotation :

To appoint a directors in place of Smt. Anjum Dhandhanian (DIN: 00058506), who retires by rotation and, being eligible, seeks re-appointment.

Explanation : Under the terms of their appointment, our Executive Director Sri Janak Bhardwaj and our a Non-Executive and woman Director Smt. Anjum Dhandhanian are subject to retirement by rotation. Last year, Sri Janak Bhardwaj was subject to retirement by rotation and was appointed by shareholders. To the extent that Smt. Anjum Dhandhanian is required to retire by rotation, she would need to be re-appointed as Non-Executive Director.

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

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



DHP INDIA LIMITED

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ORDINARY BUSINESS : Ordinary Resolutions :

Item No. (4)–Re-appointment of Statutory Auditors :

To re-appoint M/s. NAVIN NAYAR & COMPANY, Chartered Accountants (Firm Registration No.317117E) as the Statutory Auditors of the Company and to fix their remuneration, and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution** :

“RESOLVED THAT, pursuant to provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to recommendations of the Audit Committee, M/s. NAVIN NAYAR & COMPANY, Chartered Accountants (Firm Registration No.317117E) be and is hereby re-appointed as Statutory Auditors of the Company [For Statutory Audit of 5(five) consecutive years from financial year started from 01/04/2023 to 31/03/2028] from the conclusion of the present 32nd Annual General Meeting of the Company (this Meeting) to hold such office for a period of 5(five) consecutive years till the conclusion of 37th Annual General Meeting of the Company on a remuneration to be mutually decided by the Board and the Auditors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving to this Resolution.”

SPECIAL BUSINESS : Special Resolutions :

Item No. (5)–To approve the Appointment of Sri Rajat Banerjee (DIN-06473127), as a Non-Executive, Independent Director (Non Rotational Director) of the Company for a period of 5(five) years from August 10, 2023 to August 9, 2028.

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

“RESOLVED THAT, pursuant to provisions of section 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that the Board, Mr. Rajat Banerjee (DIN : 06473127), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 10, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years from August 10, 2023 to August 9, 2028, and that he shall not be liable to retire by rotation.”

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

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DHP INDIA LIMITED

NOTICE

SPECIAL BUSINESS : Special Resolutions :

Item No. (6)–To approve the Appointment of Smt. Aditi Bagchi (DIN : 09840440), as a Non-Executive, Independent Director (Non Rotational Director) of the Company for a period of 5(five) years from August 10, 2023 to August 9, 2028.

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

“**RESOLVED THAT**, pursuant to provisions of section 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that the Board, Mrs Aditi Bagchi (DIN : 09840440), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 10, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years from August 10, 2023 to August 9, 2028, and that she shall not be liable to retire by rotation.”

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

Registered Office :

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

Corporate Identity Number (CIN) : L65921WB1991PLC051555

Dated : 10TH August, 2023

By Order of the Board of Directors

SD/-

SURUCHI TIWARI

Company Secretary-cum-Compliance Officer

Enclosed : Notes (forming part of Notice)



DHP INDIA LIMITED

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

NOTES :

- 1) Pursuant to the General Circular No.10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through Video Conferencing or Other Audio Visual, without the physical presence of the members at a common venue. Now as from our past experience and records of attendance in AGM, the total presence recorded only 20-25, hence the Board Decided to hold the Annual General Meeting in physical presence and not exercise the relaxation issued by above circular by MCA & SEBI.
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding 50 (Fifty) in number and holding in aggregate not more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights. A member holding more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder. Proxies in order to be effective, should be deposited at the Registered Office of the Company at 7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata-700 016, duly completed and signed, not less than forty-eight hours before the commencement of the Annual General Meeting. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolutions/authority, as applicable. A Proxy Form, Attendance Slip and the Route Map of the venue of the meeting are *annexed* to this Notice.
- 3) The Explanatory Statement setting out material facts, pursuant to section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meeting and Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Ordinary Business – Ordinary Resolution under appointment of Statutory Auditors and Special Business – Special Resolution under appointment of two Nos Independent Directors at the Thirty-Second Annual General Meeting under item Nos. 4, 5 & 6 of the accompanying Notice is *annexed* thereto.
- 4) Additional Information of Directors seeking re-appointment by rotation in respect of the Ordinary Business under item No. 3 and appointment of two Nos New Independent Directors in respect of the Special Business under item Nos. 5 & 6 at the Thirty-Second Annual general Meeting as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and a brief resume to each of the Directors proposed to be appointed/re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership/chairmanships of Board Committees, Shareholding and relationship between directors inter se as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, and other requisite information as per clause 1.2.5 of Secretarial Standard-2 of Annual General Meetings, are provided in **Annexure-1**.
- 5) Corporate Members are required to send a certified true copy of the Board Resolution, pursuant to section 113 of the Companies Act, 2013, authorising their representatives to attend and vote on their behalf at the Annual General Meeting.
- 6) The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company or Company.

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

- 7) Members, Proxies and Authorised Representatives are requested to bring to the Annual General Meeting, the attendance slip enclosed herewith, duly completed and signed mentioning their in details of their DP ID and Client ID/Folio No. and Number of Shares holding. Duplicate attendance slip or copies of the Report and Accounts will not be made available at the AGM venue. Members seeking any information or clarification on the Accounts are requested to send, in writing, queries to the Company, at least one week before the date of the meeting. Replies will be provided, in respect of such written queries, only at the meeting.
- 8) Electronic copy of the Annual Report for F.Y. 2022-23 (Year Ended March 31, 2023) is uploaded on the Company's website at www.dilindia.co.in and is being send to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. Members are requested to support Green Initiative by registering/updating their email addresses with the Depository Participant (in case of shares in dematerialized form) or with link in M/s. Niche Technologies Private Limited, 3A, Acuckland Place, 7th Floor, Room No.7A & 7B, Kolkata- 700017, the Registrars and Transfer Agents ("RTA") of the Company (in case of shares held in physical form). Electronic copy of the Notice of the Thirty-Second AGM is uploaded on the Company's website at www.dilindia.co.in and also on the website of Central Depository Services (India) Limited at www.evotingindia.com of the Company inter alia indicating the process and manner of e-voting along with attendance slip and Proxy Form and same is being send to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies of this Notice and the Annual Report for FY 2022-23 (Year Ended March 31, 2023) are being send through permitted mode. For any communication the Members may also send requests to the Company's email ID at : info@dhpindia.com .
- 9) The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the other statutory register etc. will be available for inspection by members during the AGM. Other Relevant documents refer to in the accompanying Notice and in the Explanatory Statement are opened for inspection by the Members at the Companies Registered Office : 7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata-700 016 on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 AM 1:00 PM up to the date of this AGM and also at the AGM.
- 10) The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company or Company.
- 11) SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be process from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
- 12) Pursuant to the provisions of Section 91 of the Companies Act, 2013 and rules framed thereunder, the Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, the 19th September, 2023** to **Monday, the 25th September, 2023** (both days inclusive), for the purpose of AGM and determining the names of Members eligible for dividend on Equity Shares, if declared at the AGM.

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

- 13) Subject to the provisions of Section 126 of the Companies Act, 2013, if the Final Dividend on Equity Shares as recommended by the Board of Rs.4/- per Equity Shares, if approved/declared at the AGM, payment of such dividend will be made within 30 days from the date of declaration of dividend to :
- a) all those Beneficial Owner holding shares in electronic form, whose names shall appear in the statement of beneficial ownership data as may be made available to the Company by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Monday, the 18th September, 2023;
- b) all those Members whose names appear in the Register of Members of the Company at the end of business hours on Monday, the 18th September, 2023, after giving effect to all valid share transfers in physical mode lodged with the Company/the RTA (i.e. Niche Technologies Private Limited) on or before Monday, 18th September, 2023.
- 14) Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, the Company has transferred on due dates, all unclaimed dividends up to the financial years ended 31st March, 2015 to Investor Education and Protection Fund ("said Fund") established by the Central Government. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has uploaded the details of the unpaid and unclaimed amounts lying with the Company on the website of the Ministry of Corporate Affairs (www.mca.gov.in). During the current financial year ended from April 1, 2022 to March 31, 2023, the Company has transferred the unpaid or unclaimed dividend of FY 2014-15 to the **Investor Education and Protection Fund**. Those Members, who have not encashed their dividends for the FY 2015-16 to FY 2021-22, are requested to claim it from the Company immediately.

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

Serial No.	Financial Year Ended	Date of declaration of dividend	Last date for claiming unpaid dividend	Due date for transfer to IEP Fund
1.	31/03/2016	19/09/2016	18/09/2023	17/10/2023
2.	31/03/2017	20/09/2017	19/09/2024	18/10/2024
3.	31/03/2018	24/09/2018	23/09/2025	22/10/2025
4.	31/03/2019	20/09/2019	19/09/2026	18/10/2026
5.	31/03/2020	28/09/2020	27/09/2027	26/10/2027
6.	31/03/2021	27/09/2021	26/09/2028	25/10/2028
7.	31/03/2022	26/09/2022	25/09/2029	24/10/2029

- 15) Pursuant to the provisions of Sections 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all Equity Shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more on January 4, 2023 shall be transferred by the Company to Investor Education and protection Fund ("IEPF"). During the current financial year ended from April 1, 2022 to March 31, 2023, the Company has transferred the shares of constant unclaimed dividend from financial year ended 31st March, 2015 to till date to the **Investor Education and Protection Fund**. The Company has also written to the concern Shareholders intimating them their particulars of the Equity Shares due for transfer. This details are also available on the Company's website www.dilindia.co.in . No claim shall lie against the Company in respect of this Equity Shares post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim this Equity Shares only from the IEPF Authority by making and online application, the details of which are available at www.iepf.gov.in. All correspondence should be addressed to the RTA of the Company M/s. Niche Technologies Private Limited, 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata-700017, Tel : 033-22806616, Email : nichetechpl@nichetechpl.com.



DHP INDIA LIMITED

NOTES (continuing) :

- 16) The cutoff date for the purpose of determining the members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM is September 18, 2023. Please note that Members can opt for only one mode of voting i.e. either by voting at the meeting or remote e-voting. If Members voted in remote e-voting, then they should not vote at the meeting and vice versa. However, once an e-vote on a resolutions is casted by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the AGM can attend the meeting and participate in the meeting, but shall not be entitled to cast their vote again.
- 17) Any person, who acquired shares of the Company and becomes a Member of the Company after dispatched of the Notice, hold shares as of the cut-off date i.e. September 18, 2023, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if the Member is already registered with CDSL, for remote e-voting, then he/she can use his/her existing user ID and password for casting the vote. Only a Member which entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on the cut-off date should treat the same as intimation only.
- 18) In case of Joint holders attending the meeting, the joint holders who is highest in the order of names will be entitled to vote at the AGM.
- 19) Members may note that the Income-tax Act, 1961 (“the IT Act”) as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit their PAN (the above PAN is linked with Aadhar only).
- 20) Pursuant to provisions of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share capital and Debentures) Rules, 2014, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company’s RTA. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
- 21) SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhar by June 30, 2023 vide its circular dated March 16, 2023. Shareholders in physical mode are requested to submit their PAN, KYC and nomination details to the Company’s RTA, Niche Technologies Private Limited.. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their DP. In case of holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 or link their PAN with Aadhar before June 30, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folio. The Securities in frozen folio shall be eligible to receive payment (including dividend) and lodge grievance only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA/the Company shall refer such securities to the administering authority under Benami Transactions (Prohibitions) act, 1988, and/or the Prevention of Money Laundering Act, 2002.
- 22) At present the Company’s Equity Shares are listed on the Stock Exchange at BSE Limited, Mumbai (Securities Code : 531306) only and listing fees for the previous financial year 2022-23 and current financial year 2023-2024 of BSE Limited have been paid. Members are informed that the scripts of the Company have been activated both in Central Depositories Services Limited (CDSL) and National Securities Depository Limited (NSDL) and may be dematerialised under the ISIN – INE 590D 01016. The Custodian/Issuer fees for the previous financial year 2022-23 and current financial year 2023-2024 have been paid to CDSL as well as NSDL.

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DHP INDIA LIMITED

NOTES (continuing) :

23) VOTING THROUGH ELECTRONIC MEANS :

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

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

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

- (i) The remote e-voting period begins on Friday, September 22, 2023 (10.00 a.m. IST) and ends on Sunday, September 24, 2023 (5.00 p.m. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, September 18, 2023, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders/Members holding shares in physical or in demat form as on the cut-off date (record date) of Monday, September 18, 2023, shall only be eligible for e-voting. Shareholders/Members who have already voted prior to the Meeting would not be entitled to vote at the Meeting.

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

- (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.

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DHP INDIA LIMITED

NOTES (continuing) :

22) VOTING THROUGH ELECTRONIC MEANS

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting features. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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DHP INDIA LIMITED**NOTES (continuing) :****23) VOTING THROUGH ELECTRONIC MEANS****II) THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:****Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.****Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
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 to the e-voting website www.evotingindia.com during the voting period.

2) Click on “Shareholders/Members” tab.

3) Now Enter your User ID :

(a) For CDSL : 16 digits beneficiary ID,

(b) For NSDL : 8 Character DP ID followed by 8 Digits Client ID, and

(c) Shareholders/Members holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on “Login”.

5) Shareholders/Members holding shares in dematerialized form and having used www.evotingindia.com earlier and having voted on an earlier e-voting of any company, may use their existing password.

6) First time user may follow the steps given below.

For Shareholders holding shares in Dematerialised Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details (DBD) OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company then please enter the Member ID / Folio Number in the Dividend Bank Details field as mentioned in instruction (v).

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders/Members holding shares in physical form will then directly reach the Company selection screen. However, shareholders/members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the ‘New Password’ field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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DHP INDIA LIMITED

NOTES (continuing) :

23) VOTING THROUGH ELECTRONIC MEANS

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

- (viii) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Company Name i.e.<DHP INDIA LIMITED> on which you choose to vote.
- (x) On the voting page, shareholders/members will see “RESOLUTION DESCRIPTION” and against the same the option “YES” or “NO” for voting. Select the option “YES” or “NO” as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Shareholders/Members should Click on the “RESOLUTIONS FILE LINK” if they wish to view the entire Resolution details.
- (xii) After selecting the Resolution they have decided to vote on, they should click on “SUBMIT”. A confirmation box will be displayed. If they wish to confirm their vote, click on “OK”, else to change their vote, click on “CANCEL” and accordingly modify their vote.
- (xiii) Once they “CONFIRM” their vote on the resolution, they will not be allowed to modify their vote.
- (xiv) They can also take a print of the votes cast by clicking on “Click here to print” option on the Voting Page.
- (xv) If a Demat account shareholder has forgotten the login password then Enter the User ID and the image verification code and click on “Forgot Password” & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non-Individual Shareholders & Custodians – For Remote Voting Only :**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.com> and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp & signed of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a “Compliance User” should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login 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; sushiltiwari_associates@rediffmail.com or info@dhpindia.com, if they have opted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same on or before Saturday, 23th September, 2023, up to 3.00 p.m. without which the vote shall not be treated as valid.

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DHP INDIA LIMITED

NOTES (continuing) :

23) VOTING THROUGH ELECTRONIC MEANS

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

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

- 1) For shareholders holding shares in physical form – please provide necessary details like Folio No., Name of shareholders, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA's email ID at info@dhpindia.com or nichetechpl@nichetechpl.com respectively.
- 2) For Demat shareholders – Please update your email ID & Mobile No. with your respective Depository Participant (DP).
- 3) For Individual Demat shareholders – Please update your email ID & Mobile No. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- 4) For shareholders holding shares in dematerialised form – please provide Demat account details (CDSL- 16 Digit beneficiary ID or NSDL-16 digit DPID+CLID), Name of shareholders, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA's email ID at info@dhpindia.com or nichetechpl@nichetechpl.com respectively.
- 5) The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the aforesaid shareholders.

(xviii) OTHER INSTRUCTIONS :

- 1) Shareholders can update their mobile numbers and e-mail IDs (which may be used for sending future communication (s) by writing to the Company email as info@dhpindia.com / RTA email as nichetechpl@nichetechpl.com.
- 2) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Monday, 18th September, 2023 may obtain the login ID and password by sending an email to Company email info@dhpindia.com or RTA email nichetechpl@nichetechpl.com by mentioning their Folio No./DP ID and Client ID No.
- 3) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date only shall be entitled to avail the facility or remote e-voting or voting at the Meeting.
- 4) Mr. Sushil Tiwari, Practicing Company Secretary (Membership No. ACS 6199 & Certificate of Practice No. 1903), Proprietor of M/s. Sushil Tiwari & Associates, Companies Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner.
- 5) The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM , first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall be sent to the Chairman of a person authorized by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.

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DHP INDIA LIMITED

NOTES (continuing) :

23) **VOTING THROUGH ELECTRONIC MEANS**

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

(xviii) Other Instructions (Continuing) :

- 6) The result declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://www.dilindia.co.in> and on the website of CDSL at <https://www.evoting.india.com> immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited, Mumbai and The Calcutta Stock Exchange Ltd., Kolkata, where the shares of the Company are listed.
- 7) The voting right of shareholders shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the cut-off date of Monday, 18th September, 2023. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- 8) The shareholders shall have one vote per equity share held by them as on the cut-off date of Monday, 18th September, 2023. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- 9) Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 18th September, 2023, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- 10) Notice of the AGM along with attendance slip, proxy form along with the process instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
- 11) Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.
- 12) A Member can opt for only one mode of voting i.e. either through e-Voting or by ballot. If a Member cast vote by both modes, then voting done through e-Voting shall prevail and ballot shall be treated as invalid.
- 13) The voting right of shareholders shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the cut-off date of Monday, 18th September, 2023. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- 14) The shareholders shall have one vote per equity share held by them as on the cut-off date of Monday, 18th September, 2023. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- 15) Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 18th September, 2023, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

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DHP INDIA LIMITED

NOTES (continuing) :

23) **VOTING THROUGH ELECTRONIC MEANS**

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

(xviii) Other Instructions (Continuing) :

- 16) Notice of the AGM along with attendance slip, proxy form along with the process instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
- 17) Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.
- (xix) Shareholders/Members who need assistance before or during the AGM, or have any queries or issues regarding e-voting, they may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or Contact at 022-23058738 and 022-23058542/43.
- (xx) 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 Futorex, 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.
- 24) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

Registered Office :
7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata – 700 016.
Corporate Identity Number (CIN) : L65921WB1991PLC051555

By Order of the Board of Directors

Date : 10th August, 2023

SD/-
SURUCHI TIWARI
Company Secretary-cum-Compliance Officer



DHP INDIA LIMITED

Corporate Identity Number (CIN) : L65921WB1991PLC051555
Registered Office : 7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata – 700 016
E-mail : info@dhpindia.com, Website : www.dilindia.co.in

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

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

Item No. 4

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

The members of the Company at the 27th Annual General Meeting (“AGM”) of the Company held on September 24, 2018 had approved the appointment of M/s. NAVIN NAYAR & COMPANY, Chartered Accountants (Firm Registration No.317117E) as the Statutory Auditors of the Company to hold office till the conclusion of the 32nd AGM to be held in the year 2023.

After evaluating and considering various parameters such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on May, 30, 2023, proposed the re-appointment of M/s. NAVIN NAYAR & COMPANY, Chartered Accountants (Firm Registration No.317117E), as the Statutory Auditors of the Company, for a term of five consecutive years from the conclusion of 32nd AGM (to be held in year 2023) till the conclusion of 37th AGM of the Company to be held in the year 2028, at a remuneration as may be mutually agreed between the Board of Directors and Statutory Auditors.

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

It holds the ‘Peer Review’ certificate as issued by ‘ICAI’.

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

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DHP INDIA LIMITED

Explanatory Statement (continuing)

Item No. 5 & 6

Pursuant to Section 161 of the Companies Act, 2013, the Board, on August 10, 2023, first time appointed Mr. Rajat Banerjee (DIN : 06473127) and Mrs. Aditi Bagchi (DIN : 09840440), as an Additional Directors in the capacity of Independent Directors of the Company for a term of 5 (five) years with effect from August 10, 2023 to August 9, 2028 (both days inclusive) subject to the approval of the shareholders through a Special Resolution.

The Company has received the following from Mr. Rajat Banerjee and Mrs. Aditi Bagchi :-

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

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

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

A copy of the draft letter for the appointment of Mr. Rajat Banerjee & Mrs. Aditi Bagchi as an Independent Directors setting out the terms and conditions is available for inspection by the members during normal business hours on working days up to September 25, 2023.

The resolution seeks the approval of members for the appointment of Mr. Rajat Banerjee & Mrs. Aditi Bagchi as an Independent Directors of the Company for term of 5(five) years effective from August 10,2023 to August 9, 2023 (both days inclusive) pursuant to Section 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he/she shall not be liable to retire by rotation.



DHP INDIA LIMITED

Explanatory Statement (continuing)

Item No. 5 & 6

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

No director, KMP or their relatives except Mr. Rajat Banerjee and Mrs. Aditi Bagchi, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item nos. 5 & 6.

The Board recommends the Special Resolutions as set out in Item Nos. 5 & 6 of this notice for the approval of members.

Registered Office :

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

Corporate Identity Number (CIN) : L65921WB1991PLC051555

By Order of the Board of Directors

Date : 10TH August, 2023

**SD/-
SURUCHI TIWARI**



DHP INDIA LIMITED

Corporate Identity Number (CIN) : L65921WB1991PLC051555
Registered Office : 7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata – 700 016
E-mail : info@dhpindia.com, Website : www.dilindia.co.in

“Annexure – 1”

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

(Annexure as referred to in the Note Nos. 3 & 4 on Notice and Item Nos. 3, 5 & 6 of the Notice)

Serial No.	Name of Director	Sri Rajat Banerjee	Smt. Aditi Bagchi	Smt. Anjum Dhandhanian
1	Director Identification Number	DIN – 06473127	DIN – 09840440	DIN – 0058506
2	Date of Birth	14-05-1967	20-10-1972	07-12-1970
3	Date of First Appointment	10-08-2023	10-08-2023	31-01-2003
4	Educational Qualification	B. Com	MBA	L.L.B.
5	Expertise in specific functional areas	Business	Business	Business
6	Chairmanship/Membership of Committees in this Company	None	None	Member of Nomination and Remuneration Committee and Stakeholders Relationship Committee
7	Present Status of directorship in this Company	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Women Director
8	Directorship in other Public Limited Companies	None	None	None
9	Chairmanship/Membership of Committees in other Public Limited Companies	None	None	None
10	Number of Meeting of the Board attended during the year	N.A.	N.A.	5 out of 5
11	Relationship with other Directors	N.A.	N.A.	Sister of Asheesh Dabriwal
12	Shareholding as on 31 st March, 2023	Nil	Nil	30,000 Equity Shares (0.66% Voting Rights)
13	Seeking appointment/re-appointment	New appointment as Non-Executive Independent Director	New appointment as Non-Executive Independent Director	Retire by rotation and seeking re-appointment
14	Rotational Status	Non-Rotational Director	Non-Rotational Director	Retire by Rotational Director
15	Tenure of appointment, if applied	Five Years (From August 10, 2023 to August 9, 2028)	Five Years (From August 10, 2023 to August 9, 2028)	Not Applicable

Registered Office :

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

Corporate Identity Number (CIN) : L65921WB1991PLC051555

By Order of the Board of Directors

Date : 10TH August, 2023

SD/-

SURUCHI TIWARI

Company Secretary-cum-Compliance Officer



DHP INDIA LIMITED

Attendance Slip

Corporate Identity Number (CIN) : L65921WB1991PLC051555

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

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

**Thirty-Second Annual General Meeting at Y.W.C.A. Galloway House, 1 Middleton Row, Kolkata– 700 071
held on Monday, 25th September, 2023**

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

Name of the Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

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

I hereby record my presence at the Thirty-Second Annual General Meeting held on Monday, 25th September, 2023.

Member's / Proxy's Signature

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

DHP INDIA LIMITED

Form of Proxy

Corporate Identity Number (CIN) : L65921WB1991PLC051555

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

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

PROXY FORM – Form NO. MGT-11

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

**Thirty-Second Annual General Meeting at Y.W.C.A. Galloway House, 1 Middleton Row, Kolkata– 700 071
held on Monday, 25th September, 2023**

Name of the Member (s) : _____

Registered address : _____

E-mail Id : _____

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

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

Name : _____ E-mail Id : _____

Address : _____ Signature : _____

or falling him/her

Name : _____ E-mail Id : _____

Address : _____ Signature : _____

or falling him/her

Name : _____ E-mail Id : _____

Address : _____ Signature : _____

as my / our proxy to attend and vote (on a poll) for me / us on my / our behalf at the **THIRTY-SECOND ANNUAL GENERAL MEETING** of the Company to be held on Monday, 25th September, 2023 at 11.00 A.M. and / or any adjournment thereof in respect of such resolutions as are indicated below :-

- Adoption of Standalone Financial Statements like Statement of Profit & Loss, Balance Sheet, Statement of Changes in Equity, Cash Flow Statement, and Report of Board of Directors and Auditors for the year ended March 31, 2023.
- Declaration of dividend of Rs.4/- per Equity Shares [at 40%] for the financial year 2022-23.
- Re-appointment of Smt. Anjum Dhandhanika as a Director of the Company who retire by rotation.
- Re-appointment of M/s.Navin Nayar & Co. as Statutory Auditors of the Company.
- Appointment of Mr.Rajat Banerjee as Independent Director of the Company
- Appointment of Mrs.Aditi Bagchi as Independent Director of the Company

Signed thisday of.....2023

Affix Revenue Stamp

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

Note : 1. The Proxy must be deposited at the Newly Registered Office of the Company at 7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata-700 016, not less than 48 hours before the time for holding of Annual General Meeting (on or before September 25, 2023 at 11.00 a.m.).

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



DHP INDIA LIMITED

BALLOT FORM

Corporate Identity Number (CIN) : L65921WB1991PLC051555

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

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

(For voting for the resolutions to be passed at the Thirty-Second Annual General Meeting of the Company to be held on Monday, the 25th day of September, 2023 at 11.00 A.M. at "Y.W.C.A. Galloway House, 1 Middleton Row, Kolkata – 700 071)

Name of Member/Proxy attending meeting : _____

Name of Shareholders : _____

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

No. of Equity Shares Held _____

I/We hereby exercise my/our vote in respect of the Resolution to be passed through ballot for the business stated in the Notice of the Company dated 10th August, 2023 by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below :

Resolution Sr. No.	Description	I/we assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
ORDINARY BUSINESS			
1	Ordinary Resolution to consider and adopt the Audited Financial Statements (including the Standalone Financial Statement like Balance Sheet, Statement of Profit & Loss, Statement of Changes in Equity, Cash Flow Statement and other Financial Reports) together with Report of the Board of Directors and Auditors report for the year ended March 31, 2023.		
2	Ordinary Resolution to declare a final dividend of Rs.4 per Equity Shares (i.e. @40% of Share Capital of the Company) for the financial year ended March 31, 2023.		
3	Ordinary Resolution seeking approval for re-appointment of Director Smt. Anjum Dhandhanian (DIN : 00058506), who retire by rotation and, being eligible offer herself for re-appointment.		
4	Ordinary Resolution seeking approval for re-appointment of Statutory Auditor M/s. Navin Nayar & Company, Chartered Accountants (Firm Reg.No.317117E) for Second term of Five year Block from FY 2023-24 to FY 2027-28 (from 01/04/2023 to 31.03.2028)		
SPECIAL BUSINESS			
5	Special Resolution seeking approval for appointment of Independent Director Sri Rajat Banerjee (DIN : 06473127), for 5(Five) years from August 10, 2023 to August 9, 2028..		
6	Special Resolution seeking approval for appointment of Independent Director Smt. Aditi Bagchi (DIN : 09840440), for 5(Five) years from August 10, 2023 to August 9, 2028..		

Signature of Member/Proxy Voting

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



DHP INDIA LIMITED

Corporate Identity Number (CIN) : L65921WB1991PLC051555

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

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

A Route Map of Place of 32nd Annual General Meeting to be held on Monday, 25th September, 2023 at 11. A.M. to Y.W.C.A. Gallway House, 1 Middleton Row, Kolkata – 700 071, is given below as per requirement of Secretarial Standard

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