



D & H INDIA LIMITED

D&H/BSE/2024-25

28th Sept., 2024

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To
The General Manager
DSC-CRD
BSE Limited,
Phiroze Jeejebhoy Towers,
Dalal Street,
Mumbai-400001 (M.H.)

BSE Scrip Id: DHINDIA BSE CODE: 517514

Subject: Submission of proceedings of the 39th Annual General Meeting held on Saturday, 28th September, 2024 pursuant to Regulation 30(2) read with Part A of Schedule III of the SEBI (LODR) Regulations, 2015.

Dear Sir/Ma'am,

Pursuant to the Regulation 30(2) read with Part A of Schedule III of the SEBI (LODR) Regulations, 2015 we are pleased to submit the proceedings of the 39th Annual General Meeting (AGM) of D & H India Limited duly held on Saturday, 28th September, 2024 at 1:00 P.M. (IST) and concluded at 1:11 P.M. (IST) through Video Conferencing or Other Audio Video Means (VC/OAVM) for which the registered office of the company situated at A-204, 2nd floor Kailash Esplanade, opposite Shreyas Cinema, L.B.S. Marg Ghatkopar West, Mumbai (M.H.)-400086 shall be deemed as the venue for the Meeting.

Please note that the results of e-voting will be intimated to you separately upon receipt of Report from the Scrutinizer within 2 (Two) working days from the conclusion of the Annual General Meeting.

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

Thanking You,
Yours Faithfully,
For, D & H INDIA LIMITED

Rajesh Sen
CS RAJESH SEN
COMPANY SECRETARY &
COMPLIANCE OFFICER

Encl.: a/a





D & H INDIA LIMITED

PROCEEDING OF THE 39TH ANNUAL GENERAL MEETING OF D & H INDIA LIMITED HELD ON SATURDAY THE 28TH DAY SEPTEMBER 2024, THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO VISUAL MEANS ("OAVM") AT 1:00 P.M. AND CONCLUDED AT 1:11 P.M. FOR WHICH PURPOSES THE REGISTERED OFFICE OF THE COMPANY SITUATED AT A-204, 2ND FLOOR KAILASH ESPLANADE, OPPOSITE SHREYAS CINEMA, L.B.S. MARG GHATKOPAR WEST, MUMBAI (M.H.) 400086 SHALL BE DEEMED AS THE VENUE FOR THE ANNUAL GENERAL MEETING.

The 39th Annual General Meeting of D & H India Limited was held on Saturday, 28th September, 2024 at 1:00 P.M. (IST) and concluded at 1:11 P.M. (IST) through Video Conferencing ("VC"/Other Audio Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and various circulars issued by the Ministry of Corporate Affairs and the SEBI.

PRESENCE IN THE MEETING THROUGH VC/OAVM:

I. DIRECTORS:

1. Mr. Sunil Kathariya : Chairman of the Board- Independent Director
2. Mr. Harsh Vora : Managing Director
3. Mr. Saurabh Vora : Whole-time Director
4. Mrs. Atithi Vora : Women Non-Executive Director
5. Mr. Eshanya Biharielall Gupta : Independent Director
6. Mr. Rajendra Bandi : Additional Non-Executive Independent Director
7. Mr. Somendra Sharma : Additional Non-Executive Independent Director

II. OFFICERS IN PRESENCE:

1. Mr. Rajesh Songirkar : Chief Financial Officer
2. CS Rajesh Sen : CS & Compliance Officer

III. SPECIAL INVITEES

1. CS (Dr.) D.K. Jain : Secretarial Auditor & Scrutinizer for Remote E- Voting and E-voting at AGM
2. CA PRAMOD DEVPURA : Representative of Statutory Auditor

The Company Secretary informed that as on the Cut off date i.e. 21st September, 2024, as per records provided by the Registrar and Share Transfer Agent there were 5,690 (Five Thousand Six Hundred Ninety) Members in the company and there is minimum requirement to have 30 (Thirty) members to be present, to form Quorum for the meeting. However, more than 30 (Thirty) members attended the meeting through VC/OAVM as per information provided by CDSL, the e-voting agency provided platform for AGM which is more than the requirement of minimum quorum.

PROCEEDING OF THE MEETING:

As per Article of the Article of Association of the Company, Mr. Sunil Kathariya, Chairman of the board occupied the Chair for the Meeting. The requisite quorum being present, the Chairman called the meeting in order.

The Chairman informed the Members that the meeting is being held through Video Conferencing/ Other Audio-Visual Means (VC/OAVM) in accordance with the circulars and guidelines issued by MCA and SEBI. He introduced the members of the Board and other officials present at the meeting.

The Company Secretary informed that the Company has enabled the Members to participate at the 39th AGM through the Video Conferencing/ Other Audio-Visual Means (VC/OAVM) facility provided by CDSL. It was further informed that the Members have been provided with the facility to exercise their right to vote by electronic means, both through remote e-voting and e-voting at the AGM in accordance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations. The Members joining the meeting through Video Conferencing/Other Audio-Visual Means (VC/OAVM), who have not casted their vote by means of remote e-voting, may vote through e-voting facility provided at the AGM.



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Regd. Off. : A-204, Kailash Esplanade, Opp. Shreyas Cinema, L.B.S. Marg, Ghatkopar (W) MUMBAI - 400 086 (MH) INDIA Ph. : +91 22 25006441 Website: www.dnhindia.com
CIN : L28900MH1985PLC035822



The Company Secretary took a roll call of the Directors and introduced other invites.

The Chairman delivered his speech to the members at the AGM.

Company Secretary informed the members that, electronic copies of the Notice enclosed with the Annual Report for the Financial Year 2023-24 have been sent to all the members whose Email-Id's were registered with the Company or Depository Participant(s). The Notice of this Annual General Meeting is given from Page No. 3 to 16 of 39th Annual Report.

The Auditors Report on the Standalone Financial Statements of the Company is given by the Statutory Auditors M/s Devpura Navlakha & Co., Chartered Accountants, (F.R.No.121975W) Mumbai. We are pleased to announce that Auditors Report does not contain any qualification or negative remarks.

The Secretarial Audit Report for Financial Year 2023-24 is given by M/s D.K. Jain & Co., Company Secretaries, (F.R.No. I1995MP067500) Indore and the same is given in Annual Report.

It was also informed that the documents including the Register of Director's Shareholding, Register of Contracts, Copies of Audited Financial Statements, etc., were available for inspection. However, the Company has not received any request from any shareholder for inspection.

The Company Secretary informed to the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 Read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company had provided the remote e-voting facility through the platform of CDSL to the members of the Company to vote on the resolutions in respect of the business to be transacted at the AGM. The facility to cast e-vote was also made available during the AGM.

The Company Secretary informed that as per provisions of Companies Act, 2013 and SEBI (LODR), Regulations, 2015 the company has provided to members the facility to casts their vote through Remote E-voting. The remote e-voting commenced at 9:00 A.M. of 25th September, 2024 and the conclusion time was 5:00 P.M. on 27th September, 2024 and e-voting was also conducted in the general meeting.

The Chairman further informed that the Company has appointed CS (Dr.) D.K. Jain, Practicing Company Secretary (M.No. 3565, C.P. No. 2382) as scrutinizer to scrutinize the remote e-voting prior and during the AGM in a fair and transparent manner.

The Chairman of the Audit Committee Shri Eshanya B Gupta was available to respond to the queries relating to Books of Accounts and Director's Remuneration etc.

Company Secretary further informed that Company has availed service of Central Depository Services (India) Limited (CDSL) for remote e-voting & e-voting in this AGM and as per the requirements of the Companies Act, 2013 the Remote-E voting was commenced from Wednesday, 9:00 A.M. of 25th September, 2024 and have already been completed on Friday, 27th September, 2024 at 5.00 P.M. and E-voting at this AGM has already been commenced and will be available upto 15 minutes from the conclusion of this AGM, those who have already casted their vote by Remote E-voting shall not be entitled to vote again in this AGM by E-voting.

The Members who are in the records of the Company as on the cut-off date i.e., 21st September, 2024, shall only be entitled to participate in the voting process.

After that the Company Secretary placed before the meeting businesses as contained in the Notice one by one for consideration and approval of the members.

No.	Type of Resolution	Items
1.	Ordinary	For approval of the Standalone and Consolidated Audited Financial Statements as at 31 st March, 2024 containing the Balance Sheet, the Statement of Profit & Loss, Cash Flow and Statement of Change in Equity for the financial year ended 31 st March, 2024 and the Reports of the Board's and Auditors thereon.
2.	Ordinary	For appointment of a director in place of Mrs. Suhani Doshi (DIN: 09237526) who is liable to retire by rotation at this Annual General Meeting and being eligible offers



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		herself for re-appointment.
3.	Ordinary	For appointment of a director in place of Mrs. Atithi Vora (DIN: 06899964) who is liable to retire by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.
4.	Ordinary	For ratification of the remuneration to be paid to M/s Vinod Bhatt and Associates, Cost Accountants (FRN: 100451) for the year 2024-25.
5.	Special	For confirmation of Appointment of Mr. Rajendra Bandi (DIN: 00051441) as a director under the category of Non-Executive Independent Director of the Company
6.	Special	For confirmation of Appointment of Mr. Somendra Sharma (DIN: 10736941) as a director under the category of Non-Executive Independent Director of the Company
7.	Special	For Approval for Increase in Authorised Capital of the Company from Rs. 10.00 Crores to Rs. 24.00 Crores and subsequent alteration of Capital Clause of Memorandum of Association.
8.	Special	For Approval for Alteration of Object Clause of Memorandum of Association of the Company by insertion new Object clause 3A and 28A of the Memorandum of Association of the company.
9.	Special	For Approval for Alteration of the Articles of Association of the company by adoption of new set of Articles of Association in conformity with the Companies Act, 2013.

The Company Secretary further informed that, as set out in the Notice of Annual General Meeting stating the requirement to register themselves as a speaker to express views or ask questions during the AGM. Adequate time was provided for registration and the company has not received any request from the shareholders seeking opportunity to speak at AGM.

CS informed the members present in the AGM that the results of the remote e-voting and E-Voting at AGM along with the report of the scrutinizer will be announced within 2 Working days from the conclusion of 39th Annual General Meeting and shall also be placed at the Company's, BSE and CDSL Website and the recorded transcript of the AGM shall also be made available on the website of the company as soon as possible after the meeting is over.

Company Secretary further informed that since all the business to be conducted at this Annual General Meeting has been transacted, so with the permission of the chairman, I hereby declare that the 39th Annual General Meeting as close.

Company Secretary thanked to all the members and Board members and invites for participating in the meeting and declared that the meeting is concluded.

For, D & H INDIA LIMITED

Rajesh Sen

CS RAJESH SEN
COMPANY SECRETARY &
COMPLIANCE OFFICER

