



D & H INDIA LIMITED

CIN : L28900MH1985PLC035822

D&H/BSE/2022-23

30th September, 2023

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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 38th Annual General Meeting held on Saturday, 30th September, 2023 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 38th Annual General Meeting (AGM) of D & H India Limited duly held on Saturday, 30th September, 2023 at 1:00 P.M. (IST) and concluded at 1:14 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


CS RAJESH SEN
COMPANY SECRETARY &
COMPLIANCE OFFICER

Encl.: a/a

H. O. & Correspondence Address : Plot 'A', Sector 'A', Industrial Area, Sanwer Road, INDORE - 452 015 (M.P.) INDIA Ph. : +91-731-2973501, 2973101 Email: ho@dnhindia.com

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



PROCEEDING OF THE 38TH ANNUAL GENERAL MEETING OF D & H INDIA LIMITED HELD ON SATURDAY THE 30TH DAY SEPTEMBER 2023, THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO VISUAL MEANS ("OAVM") AT 1:00 P.M. AND CONCLUDED AT 1:14 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 38th Annual General Meeting of D & H India Limited was held on Saturday, 30th September, 2023 at 1:00 P.M. (IST) and concluded at 1:14 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. Sushil Ratanlal Rawka | : Non-Executive Director |
| 6. Mr. Eshanya Biharielall Gupta | : Independent Director |
| 7. Mr. Balraj Kishore Namdeo | : Independent Director |
| 8. Mrs. Suhani Doshi | : Women Non- Executive 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 |
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The Company Secretary informed that as on the Cut off date i.e. 23rd September, 2023, as per records provided by the Registrar and Share Transfer Agent there were 4,397 (Four Thousand Three Hundred Ninety Seven) Members in the company and there is minimum requirement to have 15 (Fifteen) members to be present, to form Quorum for the meeting. However, more than 15 (Fifteen) 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.



Rajesh Sen

The Company Secretary informed that the Company has enabled the Members to participate at the 38th 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.

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 2022-23 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 20 of 38th 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 2022-23 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 27th September, 2023 and the conclusion time was 5:00 P.M. on 29th September, 2023 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, 27th September, 2023 at 9.00 A.M. (IST) and have already been completed on Friday, 29th September, 2023 at 5.00 P.M. (IST) 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., 23rd September, 2023, 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	Approval of the Standalone and Consolidated Audited Financial Statements containing the Balance Sheet as at 31st March, 2023, the Statement of Profit & Loss, Cash Flow Statement and Statement of Change in Equity for the financial year ended 31st March, 2023 and the Reports of the Board's and Auditors thereon.
2.	Ordinary	Appointment of a director in place of Mr. Harsh Vora (DIN: 00149287), who retires by rotation and being eligible offers himself for re-appointment.
3.	Special	Confirmation for Revision in Remuneration of Mr. Saurabh Vora (DIN: 02750484), Whole-Time Director.
4.	Special	Confirmation for Revision in Remuneration of Mr. Harsh Vora (DIN: 00149287), Managing Director.
5.	Special	Approval for Re-appointment of Mr. Saurabh Vora (DIN: 02750484) as the Whole-Time Director of the Company for a further period of 3 years w.e.f., 1st Oct., 2023
6.	Special	Approval for Re-appointment of Mr. Harsh Vora (DIN: 00149287) as the Managing Director of the Company for a further period of 3 years w.e.f., 1st Oct., 2023
7.	Special	Approval for Re-appointment of Mr. Balraj Kishore Namdeo (DIN: 06620620) as the Independent Director of the company for a further period of 5 (Five) Consecutive years w.e.f., 1st April, 2024.
8.	Ordinary	Ratification of Remuneration payable of Cost Auditors of the Company for the Financial Year 2023-24.

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 received 3 (Three) request from the shareholders seeking opportunity to speak at AGM. Out of which only 1 (one) member was available at the 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 32nd 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 32nd 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

