



D & H INDIA LIMITED

D&H/CS/24-25/42

Date: 03/09/2024

Online filing at: www.listing.bseindia.com

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

BSE Scrip ID: DHINDIA BSE Scrip Code: 517514

Subject: Filing of Notice of 39th Annual General Meeting to be held on 28th September, 2024

Dear Sir/Madam

we are pleased to submit a copy of the notice of the 39th Annual General Meeting of the company to be held on Saturday, the 28th day of September 2024 at 1.00 P. M. through Video Conferencing or Other Audio Visual Means (OAVM) for which purpose the Registered Office situated at A-204, Kailash Esplanade, Opposite Shreyas Cinema, L.B.S. Marg, Ghatkopar (West), Mumbai-400086 shall be deemed as the venue for the Meeting.

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

Thanking You,

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

Rajesh Sen
Company Secretary



Encl: Notice of AGM

NOTICE

Notice is hereby given that the **39th Annual General Meeting** (AGM) of the members of **D & H India Limited (CIN: L28900MH1985PLC035822)** will be held on **Saturday, the 28th day of September, 2024 at 1:00 P.M.** through Video Conferencing or Other Audio Visual Means VC/OAVM for which purpose the Registered Office situated at **A-204, 2nd Floor Kailash Esplanade, Opposite Shreyas Cinema, L.B.S. Marg, Ghatkopar (West), Mumbai-400086 (M.H.)** shall be deemed as the venue for the Meeting, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company containing the Audited Balance Sheet as at 31st March, 2024 and the Statement of Profit & Loss and Cash Flow and Statement of Changes in Equity for the year ended 31st March, 2024 and the Reports of the Board's and Auditors thereon.
2. To appoint a Director in place of **Mrs. Suhani Doshi (DIN: 09237526)**, who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of **Mrs. Atithi Vora (DIN: 06899964)**, who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. **To ratify the remuneration payable to the Cost Auditors of the company for the financial year 2024-25**

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the members of the Company be and hereby ratify the payment of remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand Only), plus applicable taxes and reimbursement of out of pocket expenses at actual to M/s Vinod Bhatt and Associates, Cost Accountant, Indore (Registration No. 100451) appointed by the Board on the recommendation of the Audit Committee, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2025.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **To confirm the appointment of Mr. Rajendra Bandi (DIN: 00051441), as a director under the category of Non-Executive Independent Director for the period first term of five consecutive years:**

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16(1)(b), 17 and 25 of the SEBI (LODR) Regulations, 2015 (“Listing Regulations”) and on the recommendation of Nomination & Remuneration Committee and Board of directors, **Mr. Rajendra Bandi (DIN: 00051441)**, who was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors w.e.f. 10th August, 2024 pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company and has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby confirmed and

appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a First term of 5 (five) consecutive years with effect from 10th August, 2024 to 9th August, 2029.

RESOLVED FURTHER THAT he would be entitled to receive sitting fees and out of pocket expenses for attending the meetings of the Board and its Committees, as may be determined by the Board.”

6. To confirm the appointment of Mr. Somendra Sharma (DIN: 10736941), as a director under the category of Non-Executive Independent Director for the period first term of five consecutive years:

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16(1)(b), 17 and 25 of the SEBI (LODR) Regulations, 2015 (“Listing Regulations”) and on the recommendation of Nomination & Remuneration Committee and Board of directors, **Mr. Somendra Sharma (DIN: 10736941)**, who was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors w.e.f. 23rd August, 2024 pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company and has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby confirmed and appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a First term of 5 (five) consecutive years with effect from 23rd August, 2024 to 22nd August, 2029.

RESOLVED FURTHER THAT he would be entitled to receive sitting fees and out of pocket expenses for attending the meetings of the Board and its Committees, as may be determined by the Board.”

7. Increase in Authorised Capital of the Company and Alteration of Capital Clause of Memorandum of Association:

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 the Authorized Share Capital of the Company be and is hereby increased from Rs.10,00,00,000/- (Rs. Ten Crores Only) divided into 1,00,00,000 Equity Shares of Rs.10/- to Rs.24,00,00,000/- (Rs. Twenty Four Crore Only) by creation of 1,40,00,000 (One Crore Forty Lakh) Equity Shares of Rs.10/- each, with the right, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being with the powers to increase or reduce its capital and to divide the shares into the capital for the time being into other classes thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions, or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privilege or conditions or restriction in such manner as may for the time being permitted by the Articles of the Company or the legislative provisions for the time being in force in that behalf.”

RESOLVED THAT pursuant to Section 13, 64 and other applicable provisions, if any, of Companies Act, 2013 and the rules notified thereunder (including any statutory modification(s), amendments or reenactment(s) thereof for the time being in force) and further subject to any other laws and regulations, as may be applicable and the enabling provisions of Articles of Associations of the Company the approval of members of the Company be and is hereby

accorded to alter the Clause V of the Memorandum of Association of the Company by way of substitution with the following new Clause V:

V. Every member of the company undertakes to contribute:

- i. to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company or of such debts and liabilities as may have been contracted before he ceases to be a member; and*
- ii. to the costs, charges and expenses of winding up (and for the adjustment of the rights of the contributories among themselves), such amount as may be required*
- iii. The share capital of the company is 24,00,00,000 Rupees, divided into*

2,40,00,000	Equity Share of	10	Rupees each	
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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such matters, deeds and things including filing of the forms and providing clarifications as may be necessary, proper or expedient to give effect to this Resolution.”

8. Alteration of Object Clause of Memorandum of Association of the Company

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 4 and Section 13 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, the consent of the members of the Company be and is hereby accorded to amend the Object Clause III(A) of the Memorandum of Association of the Company by insertion of new clause III(A)(3A) after the existing clause III(A)(3) as follows:

“3A. *To carry on in India or elsewhere the business of Infrastructure Development Construction & Mining and to develop, construct, run, repair, maintain, decorate, improve, remodel, build, operate and manage roads, bridges highways, railways, waterways, gaslines, airports, docks, ports, jetties, gardens, public places, buildings and other structures, prospecting, exploring, operating, mining, working on mines, quarries and to win, set, crush, smelt, manufacture, process, excavate dig, break, acquire, develop, exercise, turn to account, survey, produce, prepare, remove, undertake, barter, convert. finish, load, unload. handle, transport, buy, sell, import, export, supply, and to act as a agent, broker, stockiest, distributor, consultant, contractor, manager, operator or otherwise to deal in all sorts of present and future ores, minerals, deposits, goods, substances, and materials including Metals & non Metals, mining products, bauxite, quartzite, iron, ore, coal, coke, gypsum , rutile, sulphate, and other allied materials, by-product, mixtures, blends, residues and substances.*”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 4 and Section 13 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, the consent of the members of the Company be and is hereby accorded to amend the Object Clause III(B) of the Memorandum of Association of the Company by insertion of new clause III(B)(28A) after the existing clause III(B)(28) as follows:

“28A. *“Authority to the Company to merge, demerge, hive-off, amalgamate, takeover of the Company or with any other company vice versa to engage in any business(s) or transaction which the company is authorized to carry on or engage in or which can be carried on in conjunction herewith or which is capable of being conducted so as directly or indirectly and to enter into any scheme of arrangement, reconstruction, merger, amalgamation as envisaged under Chapter XV including section 230 to 240 of the Companies Act, 2013 and the Rules made there-under or any amendment, modification or re-enactment thereof for*

the time being in force subject to approval of Central Government/Tribunal or any other Authority, if any as may be required.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any of the Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be required for giving effect to this resolution including filing necessary e-forms with the Registrar of Companies and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring to secure any further consent or approval of the Board of Directors of the Company to the end and intent that the Board of Directors shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

9. 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:

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association of the Company containing Article No. 1 to 156 as placed before this meeting, be and are hereby approved and adopted in substitution, and to the entire existing Articles of Association containing Clause No. 1 to 189.

RESOLVED FURTHER that the Board be and is hereby authorized to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may be considered necessary or desirable to give effect to this resolution.

By orders of the Board

Place: Indore

Date: 23rd August, 2024

D & H India Limited

CIN: L28900MH1985PLC035822

Regd. Office: A – 204, 2nd Floor Kailash Esplanade,

Opposite Shreyas Cinema, L.B.S. Marg,

Ghatkopar (West), Mumbai – 400 086

Notes:

1. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5th May, 2020, Circular No. 2/2021 dated 13th January, 2021, Circular No. 2/2022 dated 5th May, 2022 and Circular No. 10/2022 dated 28th December, 2022 (Collectively referred as MCA Circulars), physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.
2. Pursuant to the MCA circulars issued, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means and independent agency for providing necessary platform for Video Conferencing/OAVM and necessary technical support as may be

RAJESH SEN
(COMPANY SECRETARY)
FCS 7689

required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of AGM will be provided by CDSL.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. However, this number does not include large Shareholders (Shareholders holding 2% or more share capital), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Notice calling the AGM alongwith complete Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories and has also been uploaded on the website of the Company. The Notice alongwith Annual Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and the 39th AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for Video Conference/OAVM) i.e. www.evotingindia.com. However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular.
8. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company www.dnhindia.com as soon as possible after the Meeting is over.
9. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
10. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed and forms part of the Notice.
11. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available for remote e-voting:-

Commencement of remote e-voting	9.00 am (IST) on Wednesday, 25th September, 2024
End of remote e-voting	5.00 pm (IST) on Friday, 27th September, 2024

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

12. The company has notified closure of Register of Members and Share Transfer Books from **Sunday 22nd September 2024, to Saturday 28th September 2024**, (both days inclusive) for the AGM.
13. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date i.e., Saturday 21st September 2024**, only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.
14. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date **Saturday 21st September 2024**.
15. **CS (Dr.) D.K. Jain**, proprietor of M/s D.K. JAIN & CO., Company Secretaries, Indore (F.R. No.: I1995MP067500, M. No. FCS 3565 & C.P. No. 2382), has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
16. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7(Seven) days before the date of the Meeting at its email id rsen@dnhindia.com so that the information required may be made available at the Meeting.
17. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days, except Saturday, between 2:00 P.M and 4:00 P.M up to the date of the meeting.
18. The Members are requested to:
 - (a) Quote their ledger folio number in all their correspondence.
 - (b) Send their Email address to RTA for prompt communication and update the same with their DP to receive softcopy of the Annual Report of the Company.
 - (c) Intimate changes, if any, in their registered addresses immediately.
19. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in

- respect of shares held in physical form to the Registrar and Share Transfer Agent Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 having email Id investor@ankitonline.com; compliance@ankitonline.com to receive the soft copy of all communication and notice of the meeting etc., of the company.
20. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board Report.
 21. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 39th AGM. Members seeking to inspect such documents can send an email to rsen@dnhindia.com
 22. Pursuant to the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), the Company has, during the financial year 2021-22 transferred all the equity shares in respect of which (Dividend year 2014-15) dividend has not been claimed/en cashed for 7 (Seven) or more consecutive years to the Investor Education and Protection Fund Authority (IEPF) of the Central Government as on the due date of transfer. The details of shares transferred / unpaid dividend to the IEPF Authority are posted on the website of the Company at www.dnhindia.com. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: <http://www.iepf.gov.in/>. Members may note that the shares as well as the unclaimed dividend so transferred to the IEPF authority can be claimed back from the IEPF Authority as per the procedure prescribed under the Rules.
 23. As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent (RTA) of the Company, Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (MP) 452010 having email Id investor@ankitonline.com ; compliance@ankitonline.com
 24. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. Members holding shares in physical form are requested to submit their PAN details to the company's RTA.
 25. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
 - **For shares held in electronic form:** to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.
 - **For shares held in physical form:** to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form. The said form can be downloaded from the Members' Reference available on the Company's website www.dnhindia.com under Standard documents for Investors and is also available on the website of the RTA.
 26. Members may please note that SEBI, vide its master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May17, 2023, by rescinding earlier circulars, has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Standard documents for Investors available on the Company's website www.dnhindia.com and is also available on the website of the RTA i.e. <https://www.ankitonline.com/documents.aspx>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
 27. SEBI, vide its master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, by rescinding earlier circulars, has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access www.admanumfinance.com or <https://www.ankitonline.com/documents.aspx> for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agent.

28. In case a holder of physical securities whose folio do not have PAN, nomination, contact details, bank account details and specimen signature updated shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination and for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024.
29. In compliance with SEBI guidelines, the Company had sent communication intimating about the submission of above details to all the Members holding shares in physical form to the RTA/Company.
30. Dispute Resolution Mechanism at Stock Exchanges-SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request.
In compliance with SEBI guidelines, the Company had sent communication intimating about the said Dispute Resolution Mechanism to all the Members holding shares in physical form.
31. It has also mandated compulsory linking of PAN and Aadhar by all holders of physical securities. It has prescribed freezing of folios by Registrar and Share Transfer Agents, wherein any of the cited documents / details are not available on or after October 1, 2023. Folios in which PAN is missing or is not valid, i.e., PAN is not linked to Aadhar, as on the cut-off date notified by the Central Board of Direct Taxes ('CBDT') vide its press release dated March 28, 2023, or any other subsequent date as may be notified by CBDT, shall be frozen by the R&T Agent.
32. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website www.dnhindia.com.
33. SEBI vide its notification dated January 24, 2022, has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
34. As the 39th AGM is being held through VC, the route map is not annexed to this Notice.
35. **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**
- Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- i. The voting period begins on **25th September 2024 (Wednesday) (I.S.T. 9.00 A.M.) and ends on 27th September 2024 (Friday) (I.S.T. 5.00 P.M)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **21st September 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - iii. Pursuant to Master Circular issued by SEBI on dated 11th July, 2023 and under Regulation 44 of SEBI (LODR) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

(iv). In terms of Master Circular issued by SEBI on dated 11th July, 2023, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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 e voting is in progress and able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ul style="list-style-type: none"> • 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 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. • 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 • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 18002109911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-48867000 and 022-24997000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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

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

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- 10) Click on the EVSN for the relevant “**D & H India Limited**” on which you choose to vote.
- 11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- 18) **Additional facility for non – individual shareholders and custodians –for remote voting only.**
 - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporate” module.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) 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.
 - d) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - e) It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - f) Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; rsen@dnhindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

- 1) **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to rsen@dnhindia.com/investors@ankitonline.com, compliance@ankitonline.com.
- 2) **For Demat shareholders** - please update your email id & mobile no. with your respective Depository Participant (DP)
- 3) **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800225533

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager CDSL, A wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk evoting@cdslindia.com or call at toll free no. 18002109911.

BRIEF PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE ENSUING AGM IS ANNEXED AS FOLLOWS.

Name of Director	Mr. Rajendra Bandi (DIN:00051441)	Mr. Somendra Sharma (DIN: 10736941)	Mrs. Atithi Vora (DIN: 06899964)	Mrs. Suhani Doshi (DIN: 09237526)
Designation	Independent Director	Independent Director	Director	Director
Category	Non Executive	Non-Executive	Non-Executive	Non-Executive
Date of Birth	01/03/1961	04/09/1984	27/03/1988	30/07/1996
Date of Appointment	10/08/2024	23/08/2024	01/10/2014	06/08/2021
Qualification	Bachelor of Science	Chartered Accountant	Chartered Accountant	BBA
No. of shares held and %	Nil	Nil	50,000 (0.61%)	50,000 (0.61%)
List of outside Directorship	<ul style="list-style-type: none"> • Indo Thai Securities Limited • Prosperity Residency Private Limited • Indo Thai Globe Fin (IFSC) Limited • Geetanjali Buildcon Private Limited 	Nil	Nil	Nil
Chairman / Member of the Committees of the Board of Directors	Nil	Nil	Nil	Nil

of the Company				
Chairman/Member of the Committees of the Board, Directors of other Companies in which he is director	Member of Corporate Social Responsibility committee of Indo Thai Securities Limited	Nil	Nil	Nil
Disclosures of relationships between directors inter-se.	N.A.	N.A.	Daughter in Law of Harsh Vora MD, Wife of Saurabh Vora WTD and Sister-in-law of Mrs. Suhani Doshi Director.	Daughter of Harsh Vora MD, Sister of Saurabh Vora WTD and Sister-in-law of Mrs. Atithi Vora, Director.

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

Item No. 4:

Members are hereby informed that upon the recommendation of the Audit Committee, Board of Directors of your Company have appointed Vinod Bhatt and Associates, Cost Accountant, Indore (Registration No. 100451) Indore as Cost Auditors of the Company for the year 2024-25 on the remuneration of Rs.1,25,000 (Rs. One Lakh Twenty-Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses at actual.

Consent Cum Declaration has been received from the above Cost Auditor regarding his consent and eligibility for appointment as Cost Auditor will be available for inspection of the Members electronically during the 39th AGM.

As per section 148(3) read with Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders in ensuing 39th AGM.

None of the Directors, Key Managerial Personal or their relatives are concerned or interested financial or otherwise in the aforesaid resolution.

The Board of directors recommend to pass necessary resolution as set out in Item No.4 of the Notice by way of an Ordinary Resolution.

ITEM NO. 5 & 6:

Second term of Mr. Eshanya B. Gupta and Mr. Sunil Kathariya, Independent Directors of the Company is going to be completed on 14th May, 2025 as per the section 149(11) of the Companies Act, 2023 the Independent Directors cannot be hold office more than two terms.

As per the Companies Act, 2013 and SEBI (LODR) Regulation, 2015, the Chairman of the Board is an Independent Director. At least One third of the Board shall be comprised with the Independent Directors. Therefore, company needs to Independent Directors in place of the aforesaid outgoing 2 (two) Independent Directors.

The Board of Directors of the Company upon recommendation of Nomination & Remuneration Committee appointed **Mr. Rajendra Bandi (DIN: 00051441) and Mr. Somendra Sharma (DIN: 10736941)** as an additional director under the category of Non-Executive Independent Director **w.e.f. 10th August, 2024 and 23rd August, 2024** respectively for a first term upto five consecutive years **w.e.f. 10th August, 2024 and 23rd August, 2024** respectively and shall not be liable to retire by rotation.

Company has received consent from them in Form DIR-2 and their certificate of disqualification in Form DIR-8 along with their declaration of independency as required under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. Further, they are also registered under the database maintained by the IICA and are eligible to being appointed as the Independent Director of the company.

Further, they have also confirmed that they are not disqualified from being appointed as Director under Section 164 of the said Act nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given their consent to act as a Director of the Company.

The Board is of the opinion that they are a person of integrity and possesses relevant expertise and experience and are eligible for the position of an Independent Director of the Company and fulfils the conditions specified by the Companies Act, 2013 including Rules framed thereunder and the SEBI (LODR) Regulations, 2015 and that they are independent of the management of the Company.

The Board considers that their association as Director will be of immense benefit and will be in the best interest of the Company. The details of the skills and capabilities required for the role. Their brief resume, the nature of expertise in specific functional areas, names of companies in which they holds directorship, committee memberships/chairmanships, their shareholding, if any etc., are separately annexed hereto.

A copy of letter of appointment setting out the terms and conditions of their appointment is available for inspection by members at the Registered Office of the Company.

Brief resume of Mr. Rajendra Bandi (DIN: 00051441) and Mr. Somendra Sharma (DIN: 10736941), nature of their expertise in specific functional areas and names of companies in which they hold directorship and membership/chairmanship of Board Committee, shareholding and relationships between directors *inter-se* as stipulated under SEBI (LODR) 2015 with the Stock Exchanges, are provided herein above as part of the Notice of the Annual General Meeting.

Mr. Rajendra Bandi (DIN: 00051441) and Mr. Somendra Sharma (DIN: 10736941) are not related to any of the Directors or Key Managerial Personnel of the Company in terms of Section 2(77) of the Companies Act, 2013.

Mr. Rajendra Bandi (DIN: 00051441) and Mr. Somendra Sharma (DIN: 10736941) may be deemed to be financially interested to the extent of the sitting fee as may be drawn by them. Except that none of the Directors or Key Managerial Personnel of the Company (including relatives of the Directors and Key Managerial Personnel, are concerned or interested, financially or otherwise, in this resolution. Accordingly, the Board recommends the resolution as set out in item No. 5 & 6 of the Notice for approval by the members as Special Resolution(s).

ITEM NO. 7:

Presently the Authorised Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore Only) Equity Shares of Rs.10/- (Rupees Ten Only) each and Paid-up Share Capital of the Company is Rs. 8,18,80,000/- (Rupees Eight Crore Eighteen Lakhs Eighty Thousand Only) comprising of 81,88,000 (Eighty One Lakhs Eighty Eight Thousand Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The Board of Directors forecast that, the company may require the issuance of further shares for the business requirements and for that purpose, the Authorised Share Capital of the company is insufficient which required to be increased suitably.

The Board of Directors has accorded its approval for increasing the Authorized Share Capital from existing Rs.10,00,00,000/- (Rs. Ten Crores Only) divided into 1,00,00,000 (One Crore Only) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.24,00,00,000/- (Rupees Twenty Four Crores Only) divided into 2,40,00,000 (Two Crore Forty Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each by creating fresh 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs. 10/- each.

Pursuant to the provisions of the Companies Act, 2013, approval of the Members is required for increasing the Authorized Share Capital of the Company and alteration in the Memorandum of Association of the Company.

Accordingly, the Board recommends the resolutions set out in Item No.7 seeking approval of the Members for increasing the Authorized Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company.

The draft of the Altered Memorandum of Association of the Company duly initialed by the Managing Director is available for inspection at the Registered Office of the Company till the conclusion of the Meeting.

None of the Directors or Key Managerial Personnel of the Company (including relatives of the Directors and Key Managerial Personnel, are concerned or interested, financially or otherwise, in this resolution. The Board recommends the resolution as set out in item No. 7 of the Notice for approval by the members as Special Resolution(s).

ITEM NO. 8:

Your Board of Directors considers that, the company is required to insert new Main Object Clause which is related to Infrastructure Development including Mining Activities and further to insert new Ancillary Object Clause related to authorizing the Board of Directors to undertake Merger and amalgamation and other restructuring activity in future. Your directors at the Company's meeting held on 10th August, 2024 have approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company with respect to the following:

- Clause III(A)(3A) – insertion of new Clause 3A after the existing clause 3 of Clause III(A) of the Memorandum of Association of the company;
- Clause III(B)(28A) – insertion of new Clause 28A after the existing clause 28 of Clause III(B) of the Memorandum of Association of the company;

The draft of the amended copy of the Memorandum of Association proposed for approval is already uploaded on the website of the company and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company.

In terms of Section 4 and Section 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

Your Directors commend passing of this resolution by way of a special resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 8 of the Notice.

ITEM NO. 9:

The Board of directors of Company at their meeting held on 10th August, 2024 considered to increase the Authorised Share Capital of the company from Rs. 10.00 Crores to Rs. 24.00 Crores and the existing Authorised Capital is also reflecting under Article 3 of the existing Articles of Association of the company.

The company is required to alter the Articles of Association of the company and in order to re-align the same with the Companies Act, 2013, the Board of Directors considers to adopt Table F with certain amendments as per the requirements the Listed Companies.

Therefore the Board of Directors at their meeting held on 10th August, 2024 has recommended to approve the matter related to adoption of new set of Articles of Association of the company containing Clause 1 to 156 in place of the existing Articles containing Clause 1 to 189 pursuant to the provisions of Section 14 of the Act, hence, the approval of the shareholders of the company by special resolution is being sought for the proposed alteration in the Articles of Association of the Company to have the enabling provision for authority to the Board of directors of the Company.

A draft of the proposed amended Articles of Associations to be adopted are available for inspection by the members at the registered office of the Company during normal business hours on all working days from the date of dispatch of the notice, upto the date of the AGM and is also hosted on the website of the Company.

None of the Directors/KMPs or their relatives shall be deemed to be interested or concerned financially or otherwise in the aforesaid resolutions, except as a shareholder of the Company.

The Board commends the Special Resolution as set out in Item No.9 of the Notice for the approval of the members of the Company.

BY ORDER OF THE BOARD

RAJESH SEN
(COMPANY SECRETARY)
FCS7689

PLACE: Indore
DATE: 23rd August, 2024
D & H India Limited
CIN: L28900MH1985PLC035822
A-204, Kailash Esplanade,
Opposite Shreyas Cinema, L.B.S. Marg, Ghatkopar (West),
Mumbai – 400 086