



# D & H INDIA LIMITED

CIN : L28900MH1985PLC035822

D&H/BSE/2023-24

Date: 30<sup>th</sup> September 2023

Online filing at [www.listing.bseindia.com](http://www.listing.bseindia.com)

To  
The General Manager  
DSC-CRD  
Bombay Stock Exchange  
Phiroze Jeebhoy Towers,  
Dalal Street,  
Mumbai-400001 (M.H.)

**BSE Scrip ID: DHINDIA BSE Scrip Code: 517514**

**Sub.t: Declaration of results pursuant Regulation 44(3) of SEBI (LODR) Regulations, 2015 for Remote Voting And E-Voting at the 38<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September 2023.**

Dear Sir/Madam,

We hereby submit the results of remote e-voting and e-voting at the 38<sup>th</sup> Annual General Meeting of the Company held on Saturday, the 30<sup>th</sup> day of September 2023 at 1:00 P.M. and concluded at 1:14 P.M. through video conferencing ("VC") or other Audio-Visual means ("OAVM").

Kindly note that the Chairman has declared the result of voting of the aforesaid Annual General Meeting on 30<sup>th</sup> September 2023 on the basis of report submitted by the Scrutinizer for remote e-voting and e-voting for the above-mentioned purpose.

We are in the process of filing the aforesaid results in XBRL mode. We are also enclosing agenda wise voting result along with the Scrutinizer's Report and request you to please take the same on your records for reference and further needful.

Thanking You  
Yours Faithfully,  
For D & H India Limited  
Rajesh  
Sen

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by Rajesh Sen  
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**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



ISO 9001 : 2015  
Reg. No. : R91/1287  
ISO 9001 : 2015



**Voting Results of the 38<sup>th</sup> Annual General Meeting of  
D & H INDIA LIMITED**

held on 30<sup>th</sup> September, 2023 through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) at 1:00 P.M. and concluded at 1:14 P.M. for which purpose the Registered office of the company situated at A-204, 2<sup>nd</sup> Floor, Kailash Esplanade Opp Shreyas Cinema, L.B.S. Marg, Ghatkopar (West) Mumbai (M.H) 400086 shall be deemed as the venue for the Annual General Meeting.

<b>Date of the AGM</b>	<b>30/09/2023</b>
<b>Total number of shareholders on record date</b>	<b>4397 members</b>
No. of shareholder present in the meeting either in person or through proxy: - Promoters and Promoter Group: - Public:	<b>Not Applicable.</b>  Pursuant to Circular No. 14/2020 dated 8 <sup>th</sup> April, 2020, Circular No. 17/2020 dated 13 <sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5 <sup>th</sup> May, 2020 Circular No. 21/2021 dated 14 <sup>th</sup> Dec., 2021 Circular No. 02/2021 dated 13 <sup>th</sup> January, 2021 and Circular No. 2/2022 dated 5 <sup>th</sup> May, 2022 and Circular No. 11/2022 dated 28 <sup>th</sup> December, 2022
No. of Shareholders attended the meeting through Video Conferencing/ Other Audio Visual means - Promoters and Promoter Group: - Public	<b>7 (Seven) 60 (Sixty)</b>

**By Orders of the Chairman of the BOARD/AGM  
For, D & H INDIA LIMITED**

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**RAJESH SEN  
COMPANY SECRETARY &  
COMPLIANCE OFFICER  
FCS: 7689**





**Agenda- wise disclosure**

**Item No.1: Ordinary Resolution: For adoption of the Standalone and Consolidated Audited Financial Statements of the Company containing the Audited Balance Sheet as at 31<sup>st</sup> March, 2023 and the Statement of Profit & Loss and Cash Flow along with statement of changes in equity for the year ended 31<sup>st</sup> March, 2023 and the Reports of the Board's and Auditors thereon.**

Resolution required: (Ordinary/ Special)						Ordinary		
Whether promoter/ promoter group are interested in the agenda/ resolution?						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled [(4)/(2)]* 100	% of Votes against on votes polled [(5)/(2)] *100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	42,79,408	42,79,108	99.9929%	42,79,108	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>42,79,408</b>	<b>42,79,108</b>	<b>99.9929%</b>	<b>42,79,108</b>	<b>0</b>	<b>100.0000%</b>
Public Institutions	E-Voting	2,415	0	0	0	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2,415</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	39,06,177	89,678	2.2957%	89,678	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>39,06,177</b>	<b>89,678</b>	<b>2.2957%</b>	<b>89,678</b>	<b>0</b>	<b>100.0000%</b>
<b>Total</b>		<b>81,88,000</b>	<b>43,68,786</b>	<b>53.3559%</b>	<b>43,68,786</b>	<b>0</b>	<b>100.0000%</b>	<b>0</b>

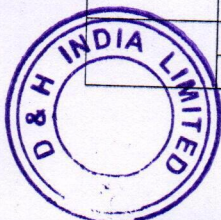
On the basis of the above mentioned voting results the Chairman declared that Resolution No. 1 was passed AS AN ORDINARY RESOLUTION UNANIMOUSLY.

**Item No.2: Ordinary Resolution: Appointment of a director in place of Mr. Harsh Vora (DIN: 00149287), who retires by rotation and being eligible offers himself for re-appointment.**

Resolution required: (Ordinary/ Special)						Ordinary		
Whether promoter/ promoter group are interested in the agenda/ resolution?						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled [(4)/(2)]* 100	% of Votes against on votes polled [(5)/(2)] *100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	42,79,408	42,79,108	99.9929%	42,79,108	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>42,79,408</b>	<b>42,79,108</b>	<b>99.9929%</b>	<b>42,79,108</b>	<b>0</b>	<b>100.0000%</b>
Public Institutions	E-Voting	2,415	0	0	0	0	100.0000%	0
	Poll		0	0	0	0	0	0

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Public Institutions	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>2,415</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	39,06,177	89,678	2.2957%	89,678	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>39,06,177</b>	<b>89,678</b>	<b>2.2957%</b>	<b>89,678</b>	<b>0</b>	<b>100.0000%</b>
<b>Total</b>		<b>81,88,000</b>	<b>43,68,786</b>	<b>53.3559%</b>	<b>43,68,786</b>	<b>0</b>	<b>100.0000%</b>	<b>0</b>

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 2 was passed AS AN ORDINARY RESOLUTION UNANIMOUSLY.

**Item No.3: Special Resolution: Confirmation for Revision in Remuneration of Mr. Saurabh Vora (DIN: 02750484), Whole-Time Director w.e.f. 1<sup>st</sup> December, 2022 till the remaining part of his tenure i.e. 30th September, 2023.**

Resolution required: (Ordinary/ Special)						Special		
Whether promoter/ promoter group are interested in the agenda/ resolution?						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares= $\frac{(2)}{(1)} \times 100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled $\frac{(5)}{(2)} \times 100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	42,79,408	42,79,108	99.9929%	42,79,108	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>42,79,408</b>	<b>42,79,108</b>	<b>99.9929%</b>	<b>42,79,108</b>	<b>0</b>	<b>100.0000%</b>
Public Institutions	E-Voting	2,415	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2,415</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	39,06,177	89,678	2.2957%	89,678	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>39,06,177</b>	<b>89,678</b>	<b>2.2957%</b>	<b>89,678</b>	<b>0</b>	<b>100.0000%</b>
<b>Total</b>		<b>81,88,000</b>	<b>43,68,786</b>	<b>53.3559%</b>	<b>43,68,786</b>	<b>0</b>	<b>100.0000%</b>	<b>0</b>

On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 3 was passed AS A SPECIAL RESOLUTION UNANIMOUSLY.

**Item No.4: Special Resolution: Confirmation for Revision in Remuneration of Mr. Harsh Vora (DIN: 00149287), Managing Director w.e.f. 1<sup>st</sup> December, 2022 till the remaining part of his tenure i.e. 30<sup>th</sup> September, 2023.**

Resolution required: (Ordinary/ Special)		Special
Whether promoter/ promoter group are interested in the agenda/ resolution?		No



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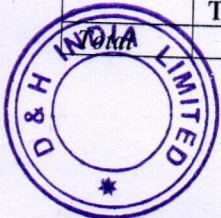


Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares=[(2)/(1)]* 100 (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled [(4)/(2)]*100 (6)	% of Votes against on votes polled [(5)/(2)]* 100 (7)
Promoter and Promoter Group	E-Voting	42,79,408	42,79,108	99.9929%	42,79,108	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>42,79,408</b>	<b>42,79,108</b>	<b>99.9929%</b>	<b>42,79,108</b>	<b>0</b>	<b>100.0000%</b>
Public Institutions	E-Voting	2,415	0	0	0	0		
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2,415</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	39,06,177	89,678	2.2957%	89,678	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>39,06,177</b>	<b>89,678</b>	<b>2.2957%</b>	<b>89,678</b>	<b>0</b>	<b>100.0000%</b>
<b>Total</b>		<b>81,88,000</b>	<b>43,68,786</b>	<b>53.3559%</b>	<b>43,68,786</b>	<b>0</b>	<b>100.0000%</b>	<b>0</b>

On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 4 was passed AS A SPECIAL RESOLUTION UNANIMOUSLY.

**Item No.5: Special Resolution: Approval for Re-appointment of Mr. Saurabh Vora (DIN: 02750484) as the Whole-Time Director designated as Jt. Managing Director of the Company for a further period of 3 years w.e.f., 1st October, 2023**

Resolution required: (Ordinary/ Special)						Special		
Whether promoter/ promoter group are interested in the agenda/ resolution?						No		
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares=[(2)/(1)]* 100 (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled [(4)/(2)]*100 (6)	% of Votes against on votes polled [(5)/(2)]* 100 (7)
Promoter and Promoter Group	E-Voting	42,79,408	42,79,108	99.9929%	42,79,108	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>42,79,408</b>	<b>42,79,108</b>	<b>99.9929%</b>	<b>42,79,108</b>	<b>0</b>	<b>100.0000%</b>
Public Institutions	E-Voting	2,415	0	0	0	0		
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2,415</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	39,06,177	89,678	2.2957%	89,678	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>39,06,177</b>	<b>89,678</b>	<b>2.2957%</b>	<b>89,678</b>	<b>0</b>	<b>100.0000%</b>
<b>Total</b>		<b>81,88,000</b>	<b>43,68,786</b>	<b>53.3559%</b>	<b>43,68,786</b>	<b>0</b>	<b>100.0000%</b>	<b>0</b>



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On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 5 was passed AS A SPECIAL RESOLUTION UNANIMOUSLY.

**Item No.6: Special Resolution: 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., 1<sup>st</sup> Oct., 2023**

Resolution required: (Ordinary/ Special)						Special		
Whether promoter/ promoter group are interested in the agenda/ resolution?						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares= $[(2)/(1)]*100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $[(4)/(2)]*100$	% of Votes against on votes polled $[(5)/(2)]*100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	42,79,408	42,79,108	99.9929%	42,79,108	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>42,79,408</b>	<b>42,79,108</b>	<b>99.9929%</b>	<b>42,79,108</b>	<b>0</b>	<b>100.0000%</b>
Public Institutions	E-Voting	2,415	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2,415</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	39,06,177	89,678	2.2957%	89,678	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>39,06,177</b>	<b>89,678</b>	<b>2.2957%</b>	<b>89,678</b>	<b>0</b>	<b>100.0000%</b>
<b>Total</b>		<b>81,88,000</b>	<b>43,68,786</b>	<b>53.3559%</b>	<b>43,68,786</b>	<b>0</b>	<b>100.0000%</b>	<b>0</b>

On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 6 was passed AS A SPECIAL RESOLUTION UNANIMOUSLY.

**Item No.7: Special Resolution: Approval for Re-appointment of Mr. Balraj Kishore Namdeo (DIN: 06620620) as the Independent Director of the company for a second term of 5 (Five) Consecutive years w.e.f., 1<sup>st</sup> April, 2024 as a Director not liable to retire by rotation.**

Resolution required: (Ordinary/ Special)						Special		
Whether promoter/ promoter group are interested in the agenda/ resolution?						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares= $[(2)/(1)]*100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $[(4)/(2)]*100$	% of Votes against on votes polled $[(5)/(2)]*100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	42,79,408	42,79,108	99.9929%	42,79,108	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>42,79,408</b>	<b>42,79,108</b>	<b>99.9929%</b>	<b>42,79,108</b>	<b>0</b>	<b>100.0000%</b>
Public Institutions	E-Voting	2,415	0	0	0	0	0	0
	Poll		0	0	0	0	0	0



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Public Institutions	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>2,415</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	39,06,177	89,678	2.2957%	89,678	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>39,06,177</b>	<b>89,678</b>	<b>2.2957%</b>	<b>89,678</b>	<b>0</b>	<b>100.0000%</b>	<b>0</b>
<b>Total</b>		<b>81,88,000</b>	<b>43,68,786</b>	<b>53.3559%</b>	<b>43,68,786</b>	<b>0</b>	<b>100.0000%</b>	<b>0</b>

On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 7 was passed AS A SPECIAL RESOLUTION UNANIMOUSLY.

**Item No.8: Ordinary Resolution: Ratification of Remuneration payable of Cost Auditors of the Company for the Financial Year 2023-24.**

Resolution required: (Ordinary/ Special)						Ordinary		
Whether promoter/ promoter group are interested in the agenda/ resolution?						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares= $\frac{[(2)}{(1)] * 100}$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $\frac{[(4)/(2)] * 100}{00}$	% of Votes against on votes polled $\frac{[(5)/(2)] * 100}{00}$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	42,79,408	42,79,108	99.9929%	42,79,108	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>42,79,408</b>	<b>42,79,108</b>	<b>99.9929%</b>	<b>42,79,108</b>	<b>0</b>	<b>100.0000%</b>
Public Institutions	E-Voting	2,415	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2,415</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	39,06,177	89,678	2.2957%	89,678	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>39,06,177</b>	<b>89,678</b>	<b>2.2957%</b>	<b>89,678</b>	<b>0</b>	<b>100.0000%</b>
<b>Total</b>		<b>81,88,000</b>	<b>43,68,786</b>	<b>53.3559%</b>	<b>43,68,786</b>	<b>0</b>	<b>100.0000%</b>	<b>0</b>

On the basis of the above-mentioned voting results the Chairman declared that Resolution No. 8 was passed AS AN ORDINARY RESOLUTION UNANIMOUSLY.

By Orders of the Chairman of the BOARD/AGM  
For, D & H INDIA LIMITED

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**RAJESH SEN**  
**COMPANY SECRETARY &**  
**COMPLIANCE OFFICER**  
FCS: 7689





**SCRUTINIZERS' REPORT**  
*For Consolidated Results of Remote E-voting and E-Voting at  
38<sup>th</sup> Annual General Meeting  
of  
D & H INDIA Limited*

*(held on Saturday the 30<sup>th</sup> September, 2023 Commenced at 1:00 P.M. Concluded at  
1:14 P.M. and the deemed venue of the Annual General Meeting was at the  
Registered office of the company situated at A-204, 2<sup>nd</sup> floor, Kailash Esplanade  
Opp Shreyas Cinema, L.B.S. Marg, Ghatkopar (West) Mumbai (MH)- 400086)*

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**D. K. JAIN & CO.**

**Company Secretaries**

401-402, Silver Ark Plaza, 20/1, New Palasiya, Indore (M.P.) 452001

Email: [dkjain@dkjaincs.com](mailto:dkjain@dkjaincs.com), Mob:094250-62039 Phone 0731-4972275



**CS (Dr.) Dilip Kumar Jain**

M. Com., FCS., ACIS (U.K.), IP

30<sup>th</sup> September, 2023

DKJ/DHIL/2023

To,  
The Chairman of the Board/AGM of  
**D & H India Limited**  
A-204, 2<sup>nd</sup> Floor, Kailash Esplanade  
Opp Shreyas Cinema,  
L.B.S. Marg, Ghatkopar (West)  
Mumbai (M.H)- 400086

**Sub: Submission of the Consolidated Scrutinizers' Report for Remote E-voting and E-voting at the 38<sup>th</sup> Annual General Meeting (AGM) of D & H India Limited held on Saturday, the 30<sup>th</sup> day of September, 2023 at 1:00 P.M. through Video Conferencing/ Other Audio Visual Means ('VC'/'OAVM').**

Dear Sir,

We refer to our appointment as scrutinizer by the Board of Directors of D & H India Limited (the Company) at their meeting held on 12<sup>th</sup> August, 2023 to Scrutinize the remote E-voting and E-voting at the 38<sup>th</sup> AGM conducted in a fair and transparent manner in respect of the below mentioned resolutions as per the provision of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the rule), as amended, and the various Circulars issued by the Ministry of Corporate and SEBI for the **38<sup>th</sup> AGM of D & H India Limited held on Saturday, September 30, 2023 at 1:00 P.M.** through Video Conferencing ('VC') and Other Audio Visual Means ('OAVM') and for which purposes the Registered Office situated at A-204, 2<sup>nd</sup> Floor, Kailash Esplanade Opp Shreyas Cinema, L.B.S. Marg, Ghatkopar (West) Mumbai (M.H)-400086 was deemed as the venue for the meeting and the proceedings of the 38<sup>th</sup> AGM made thereat.

We have carried out the work as Scrutinizer of the 38<sup>th</sup> AGM, commenced at 1.00 P.M. and concluded at 1:14 P.M. on Saturday, the 30<sup>th</sup> day of September, 2023 and we had scrutinized and reviewed the voting through Remote-E voting and Voting by electronic mode through the platform of CISCO Webex organized by Central Depository Services (India) Limited (CDSL) for recording of attendance and voting and other technical support at the 38<sup>th</sup> AGM.

The management of the Company is responsible to ensure the applicable compliance with the requirements of;

- (i) the Act and the Rules made there under;
- (ii) the various Circulars issued by MCA and the SEBI, as applicable; and
- (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, relating to e-voting on the resolutions contained in the Notice calling the AGM.

The management of the Company and CDSL are also responsible for ensuring a secured framework and robustness of the electronic voting systems.

Our responsibility as a scrutinizer for the remote e-voting and e-voting at the 38<sup>th</sup> AGM is to make a consolidated scrutinizers' report of the votes cast in "**Favour**" or "**Against**" or "**Invalid**" for the resolution as stated in the Notice of the 38<sup>th</sup> AGM, dated 12<sup>th</sup> August, 2023 based on the reports as generated and provided by CDSL, the authorized agency to provide remote e-voting facility and e-voting facility at the 38<sup>th</sup> AGM and for conducting meeting through VC/ OAVM.





I, CS (Dr.) D. K. Jain (FCS:3565 CP:2382) proprietor of M/s D. K. Jain & Co., Company Secretaries, Indore (FRN:11995MP067500), submit my consolidated report for remote e-voting and e-voting at the 38<sup>th</sup> AGM along with the relevant details as under:

**Dispatch of Notice convening the AGM:**

- a. The Company has informed that on the basis of the Register of Members and the details of beneficiaries of the equity shareholders of the Company as per records of the depositories viz., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) respectively made available by Ankit Consultancy Pvt. Ltd., the Registrar and Share Transfer Agents (“RTA”), the RTA. CDSL have completed dispatch of Notice of 38<sup>th</sup> AGM along with the Annual Report for the Financial Year 2022-23 by e-mail on 5<sup>th</sup> September, 2023 to those Members/beneficiaries who had registered their email ids with the Company/RTA/ Depositories.
- b. The Company hosted the notice of 38<sup>th</sup> AGM and the Annual Report on its website [www.dnhindia.com](http://www.dnhindia.com) and also submitted to BSE Ltd.
- c. Notice of the 38<sup>th</sup> AGM through VC/OAVM was also published in the newspapers by the Company on Tuesday, 5<sup>th</sup> September, 2023 in Free Press Journal (English) and in Navshakti, (Marathi Edition) as per requirement of the Rule and Circulars of the MCA.

**Cut-off Date**

For ascertainment for eligibility for the voting rights were reckoned as on **Saturday 23<sup>rd</sup> September, 2023** being the cut-off date for the purpose of eligibility for e-voting by the members though the remote e-voting and voting through electronic mode at the 38<sup>th</sup> AGM.

**Quorum:**

As on the cut-off date, there were total **4,397 members** holding total **81,88,000 equity shares** of Rs.10/- each, and there was requirement of minimum **15 members** for constitution of valid quorum. However, **67 (Sixty Seven)** members were present at the 38<sup>th</sup> AGM through the VC as per the Venue Attendance Report generated from the CDSL Portal.

**Remote E-Voting Process:**

- a. The Company had appointed CDSL as the agency for providing facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM and allotted EVSN: **230904051** for the same.
- b. The facility was provided for Remote E-voting for the 38<sup>th</sup> AGM which commenced on **Wednesday, 27<sup>th</sup> September, 2023 at 9:00 A.M. [IST]** remained open for 3 days and ended on **Friday, 29<sup>th</sup> September, 2023 at 5:00 P.M. [IST]**. The CDSL Remote E-voting facility was blocked thereafter. The Company has also provided e-voting facility to the members present at the 38<sup>th</sup> AGM through VC/OAVM and who have not casted their vote earlier through remote e-voting.

**Counting Process:**

On completion of e-voting at the 38<sup>th</sup> AGM, we unblocked the results of the remote e-voting and e-voting by Members at the 38<sup>th</sup> AGM, on the CDSL e-voting platform and downloaded the results for scrutiny.





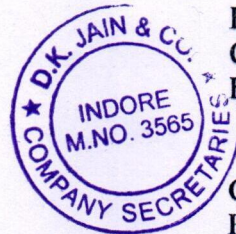
**Results:**

- a. Total **67 (Sixty Seven)** members were present through VC/OAVM in the 38<sup>th</sup> AGM;
- b. Total **82 (Eighty-Two)** members has exercised their voting rights including 77 (Seventy-Seven) through Remote E-voting and 5 (Five) through E-voting at 38<sup>th</sup> AGM.
- c. After the closure of e-voting at 38<sup>th</sup> AGM, the report on voting done at the 38<sup>th</sup> AGM and the votes cast under remote e-voting facility prior to the 38<sup>th</sup> AGM were unblocked in the presence of Ms. Sakshi Narang and Mr. Akshay Nagla witnesses who are not in the employment of the Company as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014.

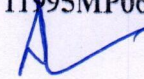
**Report of the Scrutinizer to the Chairman of the Meeting:**

- a. I now submit the Consolidated Result of the remote e-voting and e-voting at the 38<sup>th</sup> AGM in respect of the resolutions placed before the 38<sup>th</sup> AGM as per *Annexure A* with this report.
- b. I have scrutinized and reviewed the e-voting prior and during the 38<sup>th</sup> AGM and votes tendered therein based on the data downloaded from CDSL e-voting system and validated with the list of members as on cut-off date 23<sup>rd</sup> September, 2023 provided by Ankit Consultancy Pvt. Ltd. the Registrar and Share Transfer Agent.
- c. Based on the aforesaid results, **we report that all the Ordinary and/or Special Resolutions as set out in the Notice of the 38<sup>th</sup> AGM dated 12<sup>th</sup> August, 2023 may be declared that they have been passed with unanimous consent.**
- d. The registers, all other papers and other relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and declare the results for 38<sup>th</sup> AGM and the same shall thereafter be handed over to the Chairman/Company Secretary for safe keeping.

Peer Review No.: 743/2020  
UDIN: F003565E001144639  
Date: 30/09/2023  
Place: Indore



For, D. K. JAIN & CO.  
COMPANY SECRETARIES  
FRN: 11995MP067500

  
CS (Dr.) D. K. JAIN  
PROPRIETOR  
FCS: 3565  
CP :2382



Annexure A

**Consolidated Results of Remote E-Voting and E-voting done at the 38<sup>th</sup> AGM  
of D & H India Ltd held on 30<sup>th</sup> September, 2023:**

**Item No.1: Ordinary Resolution: Approval of the Standalone and Consolidated Audited Financial Statements as at 31<sup>st</sup> March, 2023** containing the Balance Sheet, the Statement of Profit & Loss, Cash Flow Statement and Statement of Change in Equity for the financial year ended 31<sup>st</sup> March, 2023 and the Reports of the Board's and Auditors thereon.

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	77	43,68,376	5	410	82	43,68,786	100.0000%
Against	0	0	0	0	0	0	0.0000%
<b>Total</b>	<b>77</b>	<b>43,68,376</b>	<b>5</b>	<b>410</b>	<b>82</b>	<b>43,68,786</b>	<b>100.0000%</b>

I consider that the aforesaid *Ordinary Resolution is passed UNANIMOUSLY.*

**Item No.2: Ordinary Resolution: Appointment of a director in place of Mr. Harsh Vora (DIN: 00149287), who retires by rotation and being eligible offers himself for re-appointment.**

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	77	43,68,376	5	410	82	43,68,786	100.0000%
Against	0	0	0	0	0	0	0.0000%
<b>Total</b>	<b>77</b>	<b>43,68,376</b>	<b>5</b>	<b>410</b>	<b>82</b>	<b>43,68,786</b>	<b>100.0000%</b>

I consider that the aforesaid *Ordinary Resolution is passed UNANIMOUSLY.*

**Item No.3: Special Resolution: Confirmation for Revision in Remuneration of Mr. Saurabh Vora (DIN: 02750484), Whole-Time Director w.e.f. 1<sup>st</sup> December, 2022 till the remaining part of his tenure i.e. 30<sup>th</sup> September, 2023.**

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	77	43,68,376	5	410	82	43,68,786	100.0000%
Against	0	0	0	0	0	0	0.0000%
<b>Total</b>	<b>77</b>	<b>43,68,376</b>	<b>5</b>	<b>410</b>	<b>82</b>	<b>43,68,786</b>	<b>100.0000%</b>

I consider that the aforesaid *Special Resolution is passed UNANIMOUSLY.*

**Item No.4: Special Resolution: For confirmation for Revision in Remuneration of Mr. Harsh Vora (DIN: 00149287), Managing Director w.e.f. 1<sup>st</sup> December, 2022 till the remaining part of his tenure i.e. 30<sup>th</sup> September, 2023.**

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	77	43,68,376	5	410	82	43,68,786	100.0000%
Against	0	0	0	0	0	0	0.0000%
<b>Total</b>	<b>77</b>	<b>43,68,376</b>	<b>5</b>	<b>410</b>	<b>82</b>	<b>43,68,786</b>	<b>100.0000%</b>

I consider that the aforesaid *Special Resolution is passed UNANIMOUSLY.*

**Item No.5: Special Resolution: For approval for Re-appointment of Mr. Saurabh Vora (DIN: 02750484) as the Whole-Time Director designated as Jt. Managing Director of the Company for a further period of 3 years w.e.f., 1<sup>st</sup> October, 2023**

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	77	43,68,376	5	410	82	43,68,786	100.0000%
Against	0	0	0	0	0	0	0.0000%
<b>Total</b>	<b>77</b>	<b>43,68,376</b>	<b>5</b>	<b>410</b>	<b>82</b>	<b>43,68,786</b>	<b>100.0000%</b>

I consider that the aforesaid *Special Resolution is passed UNANIMOUSLY.*





**Item No.6: Special Resolution: For 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., 1<sup>st</sup> Oct., 2023**

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	77	43,68,376	5	410	82	43,68,786	100.0000%
Against	0	0	0	0	0	0	0.0000%
<b>Total</b>	<b>77</b>	<b>43,68,376</b>	<b>5</b>	<b>410</b>	<b>82</b>	<b>43,68,786</b>	<b>100.0000%</b>

I consider that the aforesaid *Special Resolution is passed UNANIMOUSLY.*

**Item No.7: Special Resolution: For approval for Re-appointment of Mr. Balraj Kishore Namdeo (DIN: 06620620) as the Independent Director of the company for a second term of 5 (Five) Consecutive years w.e.f., 1<sup>st</sup> April, 2024 as a Director not liable to retire by rotation.**

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	77	43,68,376	5	410	82	43,68,786	100.0000%
Against	0	0	0	0	0	0	0.0000%
<b>Total</b>	<b>77</b>	<b>43,68,376</b>	<b>5</b>	<b>410</b>	<b>82</b>	<b>43,68,786</b>	<b>100.0000%</b>

I consider that the aforesaid *Special Resolution is passed UNANIMOUSLY.*

**Item No.8: Ordinary Resolution: For ratification of Remuneration payable of Cost Auditors of the Company for the Financial Year 2023-24.**

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	77	43,68,376	5	410	82	43,68,786	100.0000%
Against	0	0	0	0	0	0	0.0000%
<b>Total</b>	<b>77</b>	<b>43,68,376</b>	<b>5</b>	<b>410</b>	<b>82</b>	<b>43,68,786</b>	<b>100.0000%</b>

I consider that the aforesaid *Ordinary Resolution is passed UNANIMOUSLY.*

Peer Review No.: 743/2020  
UDIN: F003565E001144639  
Date: 30/09/2023  
Place: Indore



For, D. K. JAIN & CO.  
COMPANY SECRETARIES  
FRN: 11995MP067500

CS (Dr.) D. K. JAIN  
PROPRIETOR  
FCS: 3565: CP:2382

We the undersigned witnessed that the votes were unblocked/finalized from the e-voting website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)) and the votes were reckoned after the conclusion of the 38<sup>th</sup> Annual General Meeting of the Company in our presence on 30<sup>th</sup> September, 2023.

*Sakshi*

MS. SAKSHI NARANG

*Akshay*

AKSHAY NAGLA