



D&H/BSE/2022-23

Date: 30th September 2022

Online filing at www.listing.bseindia.com

To
The General Manager
DSC-CRD
Bombay Stock Exchange
Phiroze Jeejebhoy 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 37th Annual General Meeting held on 30th September 2022.

Dear Sir/Madam,

We hereby submit the results of remote e-voting and e-voting at the 37th Annual General Meeting of the Company held on Friday, the 30th day of September 2022 at 1:00 P.M. and concluded at 1:15 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 30th September 2022 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
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





Voting Results of the 37th Annual General Meeting of D & H INDIA LIMITED

held on 30th September, 2022 through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") at 1:00 P.M. and concluded at 1:15 P.M. for which purpose the Registered office of the company situated at A-204, 2nd 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.

Date of the AGM	30.09.2022
Total number of shareholders on record date	4262 members
No. of shareholder present in the meeting either in person or through proxy: - Promoters and Promoter Group: - Public:	Not Applicable. Pursuant to Circular No. 14/2020 dated 8 th April, 2020, Circular No. 17/2020 dated 13 th April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5 th May, 2020 Circular No. 21/2021 dated 14 th Dec., 2021 Circular No. 02/2021 dated 13 th January, 2021 and Circular No. 2/2022 dated 5 th May, 2022
No. of Shareholders attended the meeting through Video Conferencing/ Other Audio Visual means - Promoters and Promoter Group: - Public	7 (Seven) 67 (Sixty Seven)

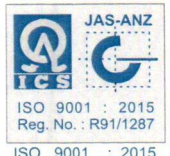
By Orders of the Chairman of the BOARD/AGM
For, D & H INDIA LIMITED


RAJESH SEN
COMPANY SECRETARY &
COMPLIANCE OFFICER
FCS: 7689



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



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 31st March, 2022 and the Statement of Profit & Loss and Cash Flow along with statement of changes in equity for the year ended 31st March, 2022 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	36,19,859	34,17,208	94.4017%	34,17,208	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		34,17,208	94.4017%	34,17,208	0	100.0000%	0
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
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	37,77,726	11,189	0.2962%	11,189	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		11,189	0.2962%	11,189	0	100.0000%	0
Total		74,00,000	34,28,397	46.3297%	34,28,397	0	100.0000%	0

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:

For appointment of a director in place of Mr. Saurabh Vora (DIN: 02750484), who retires by rotation at this Annual General Meeting 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	36,19,859	34,17,208	94.4017%	34,17,208	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		34,17,208	94.4017%	34,17,208	0	100.0000%	0
Public	E-Voting							



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Institutions	Poll	2,415	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	2,415	0	0	0	0	0	0
Public Non Institutions	E-Voting	37,77,726	11,189	0.2962%	11,189	0	100.0000%	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		11,189	0.2962%	11,189	0	100.0000%	0
Total		74,00,000	34,28,397	46.3297%	34,28,397	0	100.0000%	0

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:

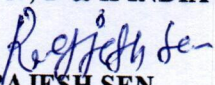
For Approval for the issuance of warrants convertible into equity shares on preferential basis to promoter of the company.

Resolution required: (Ordinary/ Special)						Special		
Whether promoter/ promoter group are interested in the agenda/resolution?						Yes		
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	36,19,859	34,17,208	94.4017%	34,17,208	0	100.0000%	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		34,17,208	94.4017%	34,17,208	0	100.0000%	0
Public Institutions	E-Voting	2,415						
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	37,77,726	11,179	0.2959%	11,179	0	100.0000%	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	Total		11,179	0.2959%	11,179	0	100.0000%	0
Total		74,00,000	34,28,387	46.3296%	34,28,387	0	100.0000%	0

The promoters votes considered in the aforesaid results as the amount involved in the Transaction was not material as per SEBI (LODR) Regulations and as per terms and conditions specified in the Explanatory Statement to the Item No. 3 of the Notice of the 37th AGM. Even if the Promoters holding ignored, the Resolution is passed unanimously.

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

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


RAJESH SEN
COMPANY SECRETARY &
COMPLIANCE OFFICER
FCS: 7689



SCRUTINIZERS' REPORT

*For Consolidated Results of Remote E-voting and E-Voting at
37th Annual General Meeting of*

D & H INDIA Limited

*held on Friday the 30th September, 2022 Commenced at 1:00 P.M. Concluded at
1:15 P.M. and the deemed venue of the Annual General Meeting was at the
Registered office of the company situated at A-204, 2nd floor, Kailash esplanade
opposite Shreyas Cinema, L.B.S. Marg, Ghatkopar (West) Mumbai (MH)- 400086*

D. K. JAIN & CO.

Company Secretaries

401-402, Silver Ark Plaza, 20/1, New Palasiya, Indore (M.P.) 452001
Email: dkjain@dkjaincs.com, Mob:094250-62039 Phone 0731 4972275

DKJ/DHIL/2022

30th September, 2022

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

Sub: Submission of the Consolidated Scrutinizers' Report for Remote E-voting and E-voting at the 37th Annual General Meeting (AGM) of D & H India Limited held on Friday, the 30th day of September, 2022 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 6th August, 2022 to Scrutinize the remote E-voting and E-voting at the 37th 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 for the 37th AGM of D & H India Limited held on Friday, September 30, 2022 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, 2nd Floor, Kailash Esplanade Opposite 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 37th AGM made thereat.

We have carried out the work as Scrutinizer of the 37th AGM, commenced at 1.00 P.M. and concluded at 1:15 P.M. on Friday, the 30th September, 2022 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 37th AGM.

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

- (i) the Act and the Rules made there under;
- (ii) the MCA Circulars 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 is 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 voting through electronic mode 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 37th AGM, dated 3rd September, 2022 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 37th 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 37th 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 and CDSL have completed dispatch of Notice of 37th AGM along with the Annual Report for the Financial Year 2021-22 by e-mail on 5th September, 2022 to those Members/beneficiaries who had registered their email ids with the Company/RTA/ Depositories.
- b. The Company hosted the notice of 37th AGM and the Annual Report on its website www.dnhindia.com and also submitted to BSE Ltd.
- c. Notice of the 37th AGM through VC/OAVM was also published in the newspapers by the Company on Sunday, 4th September, 2022 in Free Press Journal (English) and in Navshakti, (Marathi Edition) as per requirement of the Rule and Circulars of the MCA.

Cutoff Date

For ascertainment for eligibility for the voting rights were reckoned as on **Friday, the 23rd September, 2022** 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 37th AGM.

Quorum:

As on the cut-off date, there were total **4262 members** holding total **74,00,000 equity shares** of Rs.10/- each, and there was requirement of minimum 15 members for constitution of valid quorum. However, **74 (Seventy-Four)** members were present at the 37th 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: **220906033** for the same.
- b. The facility was provided for Remote E-voting for the 37th AGM which was commenced on **Tuesday, 27th September, 2022 at 9:00 A.M. [IST] remained open for 3 days and ended on Thursday, 29th September, 2022 at 5:00 P.M. [IST]**. CDSL Remote E-voting facility was blocked thereafter. The Company has also provided e-voting facility to the shareholders present at the 37th AGM through VC/OAVM and who has not casted their vote earlier through remote e-voting.

Counting Process:

On completion of e-voting at the 37th AGM, we unblocked the results of the remote e-voting and e-voting by Members at the 37th AGM, on the CDSL e-voting platform and downloaded the results for scrutiny.

Results:

- a. Total **74 (Seventy Four)** members were present through VC/OAVM in the 37th AGM out of them **57 (Fifty Seven)** members have casted their votes through Remote e-voting and no member have casted their votes through e-voting at AGM, however, **17 (Seventeen)** members had attended the meeting but had not exercised their voting rights in any manner;
- b. Total **86 (Eighty-Six)** members has exercised their voting rights through Remote E-voting.



- c. In Item No. 3, only 1 (One) Member holding 10 (Ten) equity shares of the company has not exercised his voting rights in any manner and remained neutral.
- d. After the closure of e-voting at 37th AGM, the report on voting done at the 37th AGM and the votes cast under remote e-voting facility prior to the 37th AGM were unblocked in the presence of Ms. Tushti Sharma 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.

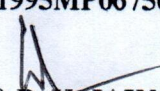
Report of the Scrutinizer to the Chairman of the Meeting:

- a. I now submit the Consolidated Result of the remote e-voting and e-voting at the 37th AGM in respect of the resolutions placed before the 37th AGM as per *Annexure A* with this report.
- b. I have scrutinized and reviewed the e-voting prior and during the 37th 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 23rd September, 2022 provided by Ankit Consultancy Pvt. Ltd. the Registrar and Share Transfer Agent.
- c. Based on the aforesaid results, we report that the Ordinary and/or Special Resolutions as set out in the Notice of the 37th AGM dated 3rd September, 2022 have been passed Unanimously.
- 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 37th AGM and the same shall thereafter be handed over to the Chairman/Company Secretary for safe keeping.

Peer Review No.: 743/2020
UDIN: F003565D001100551
Date: 30/09/2022
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 37th AGM:

Item No.1: Ordinary Resolution: Adoption and Approval of the Standalone and Consolidated Audited Financial Statements containing the Balance Sheet as at 31st March, 2022, the Statement of Profit & Loss, Cash Flow Statement and Statement of Change in Equity for the financial year ended 31st March, 2022 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	86	34,28,397	0	0	86	34,28,397	100.0000%
Against	0	0	0	0	0	0	0.0000%
Total	86	34,28,397	0	0	86	34,28,397	100.0000%

I consider that the aforesaid Ordinary Resolution was passed Unanimously.

Item No.2: Ordinary Resolution: Appointment of a director in place of Mr. Saurabh Vora (DIN: 02750484), who retires by rotation at this Annual General Meeting 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	86	34,28,397	0	0	86	34,28,397	100.0000%
Against	0	0	0	0	0	0	0.0000%
Total	86	34,28,397	0	0	86	34,28,397	100.0000%

I consider that the aforesaid Ordinary Resolution was passed Unanimously.

Item No.3: Special Resolution: Approval for the issuance of warrants convertible into equity shares on preferential basis to promoter of the company.

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	85	34,28,387	0	0	85	34,28,387	100.0000%
Against	0	0	0	0	0	0	0.0000%
Total	85	34,28,387	0	0	85	34,28,387	100.0000%

I consider that the aforesaid Special Resolution was passed Unanimously.

Peer Review No.: 743/2020
UDIN: F003565D001100551
Date: 30/09/2022
Place: Indore



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

(Signature)
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) and the votes were reckoned after the conclusion of the 37th Annual General Meeting of the Company in our presence on 30th September, 2022.

(Signature)
MS. TUSHTI SHARMA

(Signature)
AKSHAY NAGLA