
MINUTES OF THE 1/2020-21 EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF D & H INDIA LIMITED HELD ON SATURDAY, 7TH DAY OF NOVEMBER 2020 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 AT 1.00 P.M. AND CONCLUDED AT 1.10 P.M.

PRESENT IN THE MEETING THROUGH VC/OAVM:

I. Directors:

1. Shri Sunil Kathariya, Chairman and Independent Director
2. Shri Balraj Kishore Namdeo, Independent Director and member of the Audit Committee
3. Shri Eshanya B Gupta, Chairman of Audit Committee, Chairman of the Nomination and Remuneration Committee and Independent Director
4. Shri Sushil Rawka, Chairman of Stakeholder Relationship Committee and Director
5. Mrs. Atithi Vora, Woman Non- Executive Director
6. Shri Saurabh Vora: Whole Time Director
7. Shri Madhusudan Jain: Whole Time Director and member of Stakeholder Relationship Committee
8. Shri Harsh Vora, Managing Director

II. OFFICERS IN PRESENT

1. Sanat Kumar Jain – Chief Financial Officer
2. CS Rajesh Sen – CS & Compliance Officer

III SPECIAL INVITEE:

1. CS (Dr.) D. K. Jain, Scrutinizer and Secretarial Auditor of the Company.

CHAIRMAN OF THE MEETING:

As per the Article of Association, Mr. Sunil Kathariya Chairman of the Board occupied the chair for the meeting and welcomes all the directors and members of the company at 1/2020-21 Extra Ordinary General Meeting of the company.

NUMBER OF MEMBERS AS ON THE CUTOFF DATE AND REQUIREMENT OF QUORUM FOR THE EOGM:

As per records made available by M/s Ankit Consultancy Pvt. Ltd., the Share Transfer Agent on the Cutoff date i.e. 31st October, 2020 there were 4,332 members of the Company who were entitled to attend and vote at the EOGM and minimum 15 members were required to constitute the valid quorum for the 1/2020-21 EOGM.

PRESENCE OF QUORUM:

At the 1/2020-21 EOGM total 52 (Fifty Two) Members were present in person and participated at the EOGM as per the Attendance Records maintained at the Company.

NOTICE OF THE 1/2020-21 EXTRA ORDINARY GENERAL MEETING:

The Company Secretary informed that the Notice convening the 1/2020-21 Extra Ordinary General Meeting already been dispatched to the members by electronic mode as per the records made available by CDSL & NSDL. With the permission of the Members present at the Meeting the Notice of the 1/2020-21 Extra Ordinary General Meeting was taken as read.



BOOKS & STATUTORY REGISTER:

The Company Secretary informed that the Register of Director and Key Managerial Personnel and their shareholding and Share Transfer Book and the Register of Members along with other statutory books, as required under other provisions of the Companies Act, 2013 have been kept at the meeting.

PROCEEDING OF THE MEETING:

In view of the massive outbreak of the COVID-19 pandemic, the 1/2020-21 Extra Ordinary General Meeting of the Company was held through VC/OAVM pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 and General circular No. 33/2020 dated 28th September 2020 issued by the Ministry of Corporate Affairs (MCA).

As per Article of Association of the Company, Shri Sunil Kathariya, Chairman of the Company occupied the Chair for the Meeting and welcomed all the members and directors and invitees present in the meeting through VC/OAVM.

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

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

Company Secretary informed the members that, this time only Electronic copies of the Notice have been sent to all the members whose Email Ids were registered with the Company or Depository Participant(s).

CS (Dr.) D.K. Jain was appointed by the Board as the Scrutinizer for the Remote E-voting and E-voting at this EOGM. The Scrutinizer ensure that the voting done in a fair and transparent manner.

Company Secretary further informed that the Company has provided e-voting facility to its members whose names appeared in the Register of Members as on cutoff date i.e. 31st October, 2020; to cast their votes on the resolutions proposed to be passed at this Extra Ordinary General Meeting through remote e-voting system of CDSL. The e-voting commenced from Wednesday, 4th November, 2020 at 9.00 A.M. (I.S.T.) and ended on Friday ,6th November, 2020 at 5.00 P.M. (I.S.T.) and voting at this Extra Ordinary General Meeting e-voting facility to the members was available throughout the proceedings of the meeting.

The Members who are in the records of the Company as on the cut-off date i.e. 31st October, 2020 shall only be entitled to participate in the e-voting process.

Thereafter the Chairman requested the Members to consider and cast their votes for the special businesses as mentioned in the Notice of 1/2020-21 EOGM from Item No. 1 and 2 and on the instructions of the Chairman the CS then read out the following Agenda Items one by one.

<i>No.</i>	<i>Type of Resolution</i>	<i>Items</i>
1	Ordinary	Appointment of Mr. Saurabh Vora (DIN: 02750484) as a Whole Time Director of the Company for a period of 3 (Three Year) w.e.f. 1 st October 2020.



2	Ordinary	Appointment of Mr. Harsh Vora (DIN: 00149287) as a Managing Director of the Company for a period of 3 (Three Year) w.e.f. 1 st October 2020
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Company Secretary further informed that, as set out in the Notice of Extra Ordinary General Meeting stating the requirement to register themselves as a speaker to express views or ask questions during the EOGM. Adequate time was provided for registration and the company has received three requests from shareholders for seeking opportunity to speak at EOGM. However, there was only one registered speaker shareholder available during the meeting who has requested to speak and asked query regarding effect of COVID 19 on working and profitability of the Company and on behalf of the company, Shri Madhusudan Jain, WTD of the Company replied on the queries suitably.

Chairman informed the members present in the EOGM that the results of the remote E-voting and E-voting at EOGM along with the report of the scrutinizer will be announced within 48 (Forty Eight) hours from the conclusion of Extra Ordinary General Meeting and shall also be placed at the Company's, BSE and CDSL Website and the recorded transcript of the EOGM shall also be made available on the website of the company as soon as possible after the meeting is over.

The Chairman informed the members with respect to the business to be transacted at the Meeting. As per notice dated 6th October, 2020 convening the 1/2020-21 EOGM of the Company, the following businesses were transacted at the Meeting.

CONCLUSION OF THE MEETING:

Thereafter being no other business, the meeting declared as concluded by the chairman at 1:10 P.M. on 7th November, 2020

DECLARATION OF RESULTS FOR THE BUSINESSES PROPOSED AT THE 1/2020-21 EXTRA ORDINARY GENERAL MEETING AFTER RECEIPT OF SCRUTINIZER REPORT

Thereafter, the Chairman declared the following results for the 1/2020-21 Extra Ordinary General Meeting held on 7th November, 2020. The results were declared on 9th November, 2020 and the date of the passing of the resolutions shall be considered as the date of the declaration of the E-voting results i.e. 9th November, 2020.

SPECIAL BUSINESS BY ORDINARY RESOLUTION:

ITEM NO.1: APPOINTMENT OF MR. SAURABH VORA (DIN: 02750484) AS A WHOLE TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 (THREE YEAR) W.E.F. 1ST OCTOBER 2020

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)			Ordinary						
Whether promoter/ promoter group are interested in the agenda/ resolution?			Yes						
Categ ory	Mode of	No. of shares	No. of votes	% of Votes	No. of Votes –	No. of Votes –	% of Votes	% of Votes	

	Voting	held	polled	Polled on outstanding shares = [(2)/(1)]*100	in favour	against (5)	in favour on votes polled [(4)/(2)]*100 (6)	against on votes polled [(5)/(2)]*100 (7)
Promoter and Promoter Group	E-Voting	3619859	3619559	99.99%	3619559	0.00	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total	3619859	3619559	99.99%	3619559	0.00	100.00%	0.00%
Public Institutions	E-Voting		0	0	0	0	0	0.00%
	Poll		0	0	0	0	0	0.00%
	Postal Ballot		0	0	0	0	0	0.00%
	Total		0	0	0	0	0.00%	0.00%
Public Non Institutions	E-Voting	3780141	507969	13.43%	507969	0.00	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total	3780141	507969	13.43%	507969	0.00	100.00%	0.00%
Total		7400000	4127528	55.77%	4127528	0.00	100.00%	0.00%

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 1 of the Notice of the 1/2020-21 Extra Ordinary General Meeting have been PASSED by unanimously majority.

ITEM NO.2: APPOINTMENT OF MR. HARSH VORA (DIN: 00149287) AS A MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 (TREE YEAR) W.E.F. 1ST OCTOBER 2020

The Results of the Voting are as under:


Resolution required: (Ordinary/ Special)			Ordinary					
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	3619859	3619559	99.99%	3619559	0.00	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		3619859	3619559	99.99%	3619559	0.00	100.00%
Public Institutions	E-Voting		0	0	0	0	0	0.00%
	Poll		0	0	0	0	0	0.00%
	Postal Ballot		0	0	0	0	0	0.00%
	Total			0	0	0	0	0.00%
Public Non Institutions	E-Voting	3780141	507969	13.43%	507969	0.00	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		3780141	507969	13.43%	507969	0.00	100.00%
Total		7400000	4127528	55.77%	4127528	0.00	100.00%	0.00%

(Signature)

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 2 of the Notice of the 1/2020-21 Extra Ordinary General Meeting have been PASSED by unanimously majority.


The Chairman further authorised the Company Secretary and Compliance Officer to communicate the aforesaid result of the 1/2020-21 Extra Ordinary General Meeting to the BSE Limited.

PLACE: INDORE
DATE: 23rd November, 2020


SUNIL KATHARIYA
CHAIRMAN OF THE
MEETING
DIN: 07155856

The aforesaid Minutes were recorded in the Minute Book of the General Meeting on 23rd November, 2020.

PLACE: INDORE
DATE: 23rd November, 2020


SUNIL KATHARIYA
CHAIRMAN OF THE
MEETING
DIN: 07155856