

MINUTES OF THE 37TH ANNUAL GENERAL MEETING OF THE MEMBERS OF D & H INDIA LIMITED HELD ON FRIDAY, 30TH DAY OF SEPTEMBER, 2022 THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (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 (M.H.)-400086 SHALL BE DEEMED AS THE VENUE FOR THE MEETING AT 1.00 P.M. AND CONCLUDED AT 1.15 P.M.

PRESENT IN THE MEETING THROUGH VC/OAVM:

I. DIRECTORS:

S. No.	Name	Designation
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.	Miss. Suhani Vora	Director
7.	Shri Saurabh Vora	Whole-Time Director and member of Stakeholder Relationship Committee
8.	Shri Harsh Vora	Managing Director

II. OFFICERS IN PRESENT

S. No.	Name	Designation
1.	Rajesh Songirkar	Chief Financial Officer
2.	Rajesh Sen	CS & Compliance Officer

III SPECIAL INVITEES:

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

CHAIRMAN OF THE MEETING:

Mr. Sunil Kathariya Chairman of the Board occupied the chair for the meeting and welcomed all the members, directors and special invitees present at the 37th AGM of the company.

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

As per records made available by M/s Ankit Consultancy Pvt. Ltd., the Share Transfer Agent on the Cutoff date i.e. 23rd September, 2022 there were 4,262 members of the Company who were entitled to attend and vote at the 37th AGM and minimum 15 members were required to constitute the valid quorum for the 37th AGM.

PRESENCE OF QUORUM:

At the 37th AGM total 74 (Seventy Four) Members were present through VC/OAVM and participated at the AGM as per the Attendance Records maintained at the Company.

NOTICE OF THE 37TH ANNUAL GENERAL MEETING:

The Company Secretary informed that the Notice convening the 37th Annual General Meeting alongwith the Audited Financial Statements containing the Balance Sheet as at 31st March, 2022 and the Statement of Profit & Loss and the Cash Flow for the year ended 31st March, 2022 along with the Notes and the Boards' Report, Corporate Governance and the Auditor's Report, Secretarial Auditors Report have 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 37th Annual 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:

The Ministry of Corporate Affairs ("MCA") and SEBI vide its various circulars have permitted the companies to hold their AGM through VC/OAVM mode. The Company has engaged Central Depository Services (India) Limited ("CDSL") for providing E-voting services and VC/OAVM facility for this AGM.

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 of the Audit Committee Shri Eshanya B Gupta was available to respond to the queries relating to Books of Accounts and Directors Remuneration.

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

Company Secretary informed the members that, this time only Electronic copies of the Notice & Annual Report for the financial year 2021-22 have been sent to all the members whose Email Ids were registered with the Company or Depository Participant(s). The Notice of this Annual General Meeting is given on Page. No. 3 to 20 of 37th Annual Report.

The Auditors Report on the Standalone and Consolidated Financial Statements of the Company is given by the Statutory Auditors M/s Devpura Navlakha & Co., Chartered Accountant, Mumbai. Auditors Report does not contain any qualification or negative remarks.

The Secretarial Audit Report for Financial Year 2021-22 is given by M/s D.K. Jain & Co., Practicing Company Secretaries, Indore. Secretarial Audit Report does not contain any qualification or negative remarks.

CS (Dr.) D.K. Jain was appointed by the Board as the Scrutinizer for the Remote E-voting and E-voting at this Annual General Meeting. The Scrutinizer ensured that the voting is 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. 23rd September, 2022; to cast their votes on the resolutions proposed to be passed at this 37th Annual General Meeting through remote e-voting system of Central Depository Services (India) Limited (CDSL). The e-voting commenced from Tuesday, 27th September, 2022 at 9.00 A.M. (I.S.T.) and ended on Thursday, 29th September, 2022 at 5.00 P.M. (I.S.T.) and e-voting at the AGM commenced and was available up to 15 minutes from the conclusion of this AGM. The members who already casted their vote by remote e-voting were not entitled to vote again in the AGM by e-voting.

The Members who were in the records of the Company as on the cut-off date i.e. 23rd September, 2022 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 ordinary and special businesses as mentioned in the Notice of AGM from Item No. 1 to 3 and on the instructions of the Chairman the CS then read out the following Agenda Items one by one.

No.	Type of Resolution	Items
1	Ordinary	Adoption of the Standalone and Consolidated Audited Financial Statements which include the Audited Balance Sheet as at 31 st March, 2022, Statement of Changes in Equity, the Statement of Profit & Loss, and Cash Flow Statement of the company for the financial year ended 31 st March, 2022 and the Reports of the Board's and Auditors thereon.
2	Ordinary	Re-appointment of Mr. Saurabh Vora (DIN: 02750484) as a director who retires by rotation and being eligible, offers himself for re-appointment
3.	Special	Approval for the issuance of warrants convertible into equity shares on preferential basis to promoter of the company

Company Secretary further informed that, as set out in the Notice of Annual General Meeting stating the requirement to register themselves as a speaker to express views or ask questions during the AGM. Adequate time was provided for registration and the company has received one request from shareholder for seeking opportunity to speak at AGM.

Chairman informed the members present in the AGM that the results of the remote e-voting and e-voting at AGM along with the report of the scrutinizer will be announced within 2 working days from the conclusion of 37th Annual General Meeting and shall also be placed at the Company's, BSE and CDSL Website and the recorded transcript of the AGM shall also be made available on the website of the company as soon as possible after the meeting is over.

Chairman further informed that since all the business to be conducted at this Annual General Meeting has been transacted, I hereby declare that the 37th Annual General Meeting as close.

The Chairman further confirmed that the meeting was conducted as per the requirements of the Companies Act, 2013, SEBI (LODR) Regulation, 2015 and secretarial Standard issued by ICSI.

CONCLUSION OF THE MEETING:

The meeting was declared as concluded by the chairman at 1:15 P.M. on 30th September, 2022.

DECLARATION OF RESULTS FOR THE BUSINESSES PROPOSED AT THE 37TH ANNUAL GENERAL MEETING ON 30TH SEPTEMBER, 2022 AFTER RECEIPT OF SCRUTINIZER REPORT

Thereafter, the Chairman declared the following results for the 37th Annual General Meeting held on 30th September, 2022. The results were declared on 30th September, 2022 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. 30th September, 2022.

ORDINARY BUSINESSES BY ORDINARY RESOLUTION:**ITEM NO.1: ADOPTION OF THE STANDALONE AND CONSOLIDATED AUDITED FINANCIAL STATEMENTS CONTAINING AUDITED BALANCE SHEET AS AT 31ST MARCH, 2022, STATEMENT OF CHANGES IN EQUITY, THE STATEMENT OF PROFIT & LOSS, AND CASH FLOW STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022 AND THE REPORT OF THE BOARDS' AND AUDITOR'S THEREON.**

“**RESOLVED THAT** the Standalone and Consolidated financial statement of the company including the audited Balance Sheet as at 31st March 2022 & Statement of Profit & Loss and the Cash Flow for the year ended 31st March, 2022 along with the Board's Report, Corporate Governance Report and the Auditor's Report and Secretarial Audit Report thereon as circulated to the Members and submitted to the meeting be and are hereby received, considered, and adopted by the members at the Annual General Meeting of the company.”

The Results of the Voting are as under:

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		36,19,859	34,17,208	94.4017%	34,17,208	0	100.0000%
Public Institutions	E-Voting	2,415						
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		2,415	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	37,77,726	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

Based on aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 1 of the Notice of the 37th AGM has been passed by Unanimously **AS AN ORDINARY RESOLUTION.**

ITEM NO.2: RE-APPOINTMENT OF MR. SAURABH VORA (DIN: 02750484) WHO IS LIABLE TO RETIRE BY ROTATION AND IS BEING ELIGIBLE AND OFFER HIMSELF FOR RE-APPOINTMENT.

“**RESOLVED THAT** subject to the provisions of section 152 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Saurabh Vora (DIN: 02750484) who is liable to retire by rotation offered himself for re-appointment be and are hereby considered by the Members of the company at the General Meeting.”

The Results of the Voting are as under:

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		36,19,859	34,17,208	94.4017%	34,17,208	0	100.0000%
Public Instituti ons	E-Voting	2,415						
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		2,415	0	0	0	0	0
Public Non Instituti ons	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		37,77,726	11,189	0.2962%	11,189	0	100.0000%
Total		74,00,000	34,28,397	46.3297%	34,28,397	0	100.0000%	0

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 2 of the Notice of the 37th AGM has been passed by Unanimously **AS AN ORDINARY RESOLUTION.**

SPECIAL BUSINESS BY SPECIAL RESOLUTION:

ITEM NO.3: TO CONSIDER AND APPROVE THE ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTER OF THE COMPANY.

“RESOLVED THAT pursuant to the provisions of Section 23, 62(1)(c) read with Section 42 of the Companies Act, 2013, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, [SEBI (ICDR) Regulations] the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, [SEBI (LODR) Regulations], the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 [SEBI (SAST) Regulations], the SEBI (Prohibition of Insider Trading) Regulations, 2015 [SEBI (PIT) Regulations] and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the BSE Limited, where the shares of the Company are listed and subject to any approval, consent, permission and/or sanction of the other appropriate authorities, if any (hereinafter collectively referred to as “the appropriate authorities”), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as “the requisite approvals”), which may be agreed by the Board of Directors of the Company (hereinafter called ‘the Board’) which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution, the approval of members of the Company by way of Special Resolution, be and is hereby granted to create, offer, issue and allot upto **7,88,000 (Seven Lakhs Eighty Eight Thousand)** Warrants of Rs. 42/- (**Rs. Forty Two only**) aggregating upto Rs. 330.96 Lakhs (Rupees Three Crores Thirty Lakhs Ninety Six Thousand Only) convertible into 1 (One) Equity Share of Rs. 10/- (Rupees Ten Only) of the Company at a premium of Rs. 32/- (Rupees Thirty Two Only) per share for every warrant which is more than the minimum price of Rs. 41.97 (Rs. Forty One and Paise Nine Seven only) as certified by the Registered Valuer with respect to the **Relevant Date i.e. 30th August, 2022** as prescribed under the SEBI (ICDR) Regulations, 2018 for Preferential Issues of Shares/ Securities as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 in one or more tranches, by way of preferential issue to the following persons forming part of Promoter and Promoter group who are eligible to participate in the preferential issue.

Sr. No.	Name of Proposed Allottee/ subscriber	Category of the proposed allottees Subscribers	No of Warrants of Rs. 42/- per warrant proposed to be issued	No of equity shares of Rs. 10/- each to be allotted upon exercise of option for conversion of the warrants at a premium of Rs. 32/- per share
1.	Shri Harsh Vora	Promoter	7,88,000	7,88,000
	TOTAL		7,88,000	7,88,000

RESOLVED FURTHER THAT the aforesaid Warrants shall be issued on the following terms and conditions:

- (a) The warrants shall be issued on preferential basis to the aforesaid proposed allottee at a price of Rs. 42/- (Rupees Forty Two only) per warrant;
- (b) The warrants and equity shares so issued upon conversion of warrants if any, shall be issued in the D-mat Form only;

- (c) Upfront amount of Rs.10.50 (Rs. Ten and Paise Fifty Only) per warrant (being not less than 25% of the price of warrant) shall be payable along with the application and remaining amount of Rs.31.50 (Rupees Thirty One and Paise Fifty only) per warrant shall be payable before exercising the option for conversion of warrants into equity share within a period of 18 (Eighteen) months from the date of allotment of warrants in one or more than one tranches in accordance with the provisions of Regulation 162 of SEBI (ICDR) Regulations, 2018;
- (d) If the entitlement against the Warrants to apply for the equity shares is not exercised within the aforesaid period of 18 (Eighteen) months, the entitlement of the Warrant holders to apply for equity shares of the Company along with the rights attached thereto, shall expire and the amount paid as Upfront amount on the application shall be liable for forfeiture as per provisions of the SEBI (ICDR) Regulations, 2018.
- (e) The Warrant holder shall be entitled to exercise conversion of any or all of the warrants in one or more tranches by way of a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate amount due thereon, without any further approval from the shareholders prior to or at the time of conversion. The Board of Directors or Committee thereof shall accordingly, issue and allot the corresponding number of shares to the Warrant holder subject to compliance of the SEBI (SAST) Regulations, 2011 as may be applicable from time to time;
- (f) The warrants proposed to be issued shall be subject to appropriate adjustments, if during the interim period, the company makes any issue of equity shares by way of capitalization of profits and reserves, upon demerger/re-alignment, right issue or undertakes consolidation/sub-division/reclassification of equity shares or such other similar events or circumstances requiring adjustments if any as permitted under SEBI (ICDR) Regulations, and all other applicable regulations from time to time.
- (g) The Warrants shall not be listed and tradable at the stock exchange and shall be under lock in period of 1 (One) year from the date of allotment of warrants by the Company;
- (h) The Equity shares so allotted upon conversion of warrants shall be listed at the BSE Ltd. where the existing shares of the Company are listed;
- (i) The Equity share so allotted upon conversion shall be under lock in for a period of 18 (Eighteen) months for promoters from the date of trading permission granted by the BSE Ltd.;
- (j) The existing shares held by the proposed allottees shall be under freeze/lock in period for a period not less than 90 trading days from the date of allotment of warrants and such shares shall be further frozen for a further period of not less than 90 trading days from the date of trading permission granted for the shares issued upon conversion of warrants;
- (k) The Warrants by itself until exercised and equity shares so allotted, does not give to the Warrant holder thereof any rights with respect to that of a shareholder of the Company;
- (l) Upon exercise by the holder of the Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to Warrant holder, evidence of the credit of the Equity Shares to the depository account of the Warrant holder and entering the name of Warrant holder in the records of the Company (including in the Register of Members of the Company) as the registered owner of such Equity Shares.

- (m) Other terms and conditions if any as prescribed and applicable relating to the SEBI (ICDR) Regulations, SEBI (LODR) Regulations, SEBI (PIT) Regulations and SEBI (SAST) Regulations.

RESOLVED FURTHER THAT for the purpose of issuance of the warrants convertible into equity shares the relevant date is determined and fixed by the Board as **Tuesday, 30th August, 2022** i.e. thirty days prior to the Annual General Meeting proposed to be held on **30th September, 2022**. (While reckoning the 30th day i.e. Wednesday, 31st August, 2022 the same falls on Holiday therefore, the day preceding the holiday i.e. Tuesday 30th August, 2022 is considered as the relevant date for the purpose)

RESOLVED FURTHER THAT the equity shares allotted on exercise of warrants in terms of this Resolution shall rank pari passu in all respects (including as to entitlement to participate in voting powers, dividend, bonus shares and right entitlement, if any) with the existing fully paid-up equity shares of face value of Rs. 10/- each of the Company, subject to the relevant provisions contained in the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of directors including a Committee thereof duly constituted by the Board (with power to delegate to any Officer of the Company), be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid Securities, filing of corporate action for addition of new warrants and equity shares for change in the capital structure with the Central Depository Services (India) Ltd. and/or National Security Depository Limited and listing thereof with the stock exchange as may be required and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the aforesaid Securities, execution of documents related to utilization of the issue proceeds, and to do all acts, deeds and things in connection therewith and incidental thereto as the Board or Committee in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

The Results of the Voting are as under:

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	0
	Postal Ballot		0	0	0	0	0	0
	Total		36,19,859	34,17,208	94.4017%	34,17,208	0	100.0000%
Public	E-Voting							

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	11,179	0.2959%	11,179	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		37,77,726	11,179	0.2959%	11,179	0	100.0000%
Total		74,00,000	34,28,387	46.3296%	34,28,387	0	100.0000%	0

Based on the Scrutinizer Report, the Special Resolution as contained in Item No. 3 of the Notice of the 37th AGM have been passed by Unanimously **AS A SPECIAL RESOLUTION.**

The Chairman further authorised the Company Secretary and Compliance Officer to communicate the aforesaid result of the 36th Annual General Meeting to the BSE Limited.

PLACE: INDORE
DATE: 19TH OCTOBER, 2022

SUNIL KATHARIYA
CHAIRMAN OF THE MEETING
DIN: 07155856

The aforesaid Minutes were recorded in the Minute Book of the General Meeting on 14th October, 2022.

PLACE: INDORE
DATE: 19TH OCTOBER, 2022

SUNIL KATHARIYA
CHAIRMAN OF THE MEETING
DIN: 07155856