

HELD AT ON TIME

MINUTES OF THE 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF D & H INDIA LIMITED HELD ON FRIDAY 30TH SEPTEMBER, 2016 AT LAVANDER BOUGH, 90 FEET ROAD, GARODIA NAGAR, GHATKOPAR (EAST), MUMBAI, MAHARASTRA - 400077 AT 10:00 AM AND CONCLUDED AT 10:45 AM

PRESENT:

- | | |
|--------------------------|--|
| 1. SHRI HARSH VORA | : On the Chair, Managing Director and Member |
| 2. SHRI MADHUSUDAN JAIN | : Whole Time Director & Member |
| 3. SHRI ESHANYA B GUPPTA | : Independent Director & Member of the Audit and Nomination and Remuneration Committee |

SPECIAL INVITEE:

Dr. D. K. JAIN : Secretarial Auditor & Scrutinizer

OFFICER FOR ASSISTANCE

CS RAJESH SEN : CS & Compliance Officer

Total 36 members were personally presented as per the attendance Register. However, no proxy was appointed and attended the Annual General Meeting.

PROCEEDING OF THE MEETING:**CHAIRMAN OF THE MEETING:**

Shri Harsh Vora, Managing Director, occupied the Chair for the Meeting.
CS Rajesh Sen, Company Secretary introduced Directors and others sitting at dais.

QUORUM FOR THE MEETING:

The Company Secretary informed that the company is having total 5,797 shareholders as on the cutoff date 23rd September 2016 and needs 30 members to constitute the Quorum. The adequate quorum for the meeting being present, the Chairman declared the meeting to be in order and then the proceeding of the Meeting was commenced.

Leave of absence was granted to the Chairman of the Audit and Nomination and Remuneration Committee and the Statutory Auditors of the Company.

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

NOTICE OF THE 31ST ANNUAL GENERAL MEETING:

The Chairman informed that the Notice convening the 31st Annual General Meeting along with the Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit & Loss and the Cash Flow for the year ended 31st March, 2016 along with the Notes and the Report of the Board's and the Auditor's Report, Secretarial Audit Report, have already been dispatched to the members by electronically mode to the members as per the records made available by the CDSL & NSDL and to other members physically by the Registrar and Share Transfer Agent of the Company. With the permission of the Members present at the Meeting the same were taken as read.

BOOKS & STATUTORY REGISTER:

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The Chairman informed that the Register of Director's shareholding, 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 and is open for inspection of the members.

BUSINESS AT THE 31ST ANNUAL GENERAL MEETING FOR APPROVAL OF THE RESOLUTIONS:

The Company Secretary informed that as per requirements of the Companies Act, 2013 and the listing agreement remote e-voting has already been completed on 29th September, 2016 at 5.00 P.M. and now voting in the 31st Annual General Meeting shall be conducted by way of poll therefore the members were requested to mark their assent or dissent on the Poll paper provided to them. He also informed that the members may ask their question on any agenda items of the company during the meeting.

The Company Secretary further informed that the Company has appointed Dr. D K Jain, Practicing Company Secretary (FCS 3565, CP 2382) as scrutinizer to scrutinize the remote e-voting results as well as voting through poll.

Thereafter, the Company Secretary read agenda items of the notice of Annual General Meeting one by one as per notice of the AGM.

Further the Chairman asked the members of the company present at the meeting to raise their queries relating to the business affairs of the Company and the same shall be replied by the Chairman. However, no question was raised.

The Company Secretary arranged the Poll Box, which was sealed by the Scrutinizer in his presence after showing that it is empty.

The Members were provided opportunity to cast their votes by Poll and drop their Poll Papers provided in the Form MGT-12 in the Poll Box and requested to ensure that if any member have casted his vote by Remote E-voting process, they will not be entitled to cast their votes by Poll and if it is casted, the Vote given by Remote e-voting shall be considered as final. Further Company Secretary requested member to fill the entire column in proper manner, like, name, address, LF/Client ID, number of shares held, and then mark right tick on the assent or dissent as they may desire against each of the proposed resolution.

The Chairman allowed 15 minutes time for polling and after that Scrutinizer ascertained that no member was left for polling.

After ascertaining by the Scrutinizer that all the members have casted their vote he closed the Poll Box in presence of two members as witness and took the Poll Box in his safe custody and informed that after scrutiny of the Poll Papers and results of the remote e-voting he will submit his consolidated report to Chairman and the requisite papers, documents and records shall be handed over to the Chairman / Company Secretary with counter sign on the report within the stipulated time.

The Chairman declared that the date of the passing of the resolutions shall be considered as the date of the Annual General Meeting, i.e. 30th September, 2016 as under for all the purposes.

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The Chairman thanked to all the members, the Board members and invitees for participating in the meeting and declared that the meeting is concluded and requested the members to join for tea.

After receiving the Scrutinizers Report for e-voting and Poll, the Chairman declared the following results, on the basis of report submitted by the scrutinizer on 1st October, 2016 for the 31st Annual General Meeting.

Agenda wise consolidated results as follows:-

I: ORDINARY BUSINESS BY ORDINARY RESOLUTION:

ITEM NO.1: APPROVAL OF THE AUDITED FINANCIAL STATEMENTS, FOR THE YEAR ENDED 31ST MARCH, 2016 AND REPORT OF THE BOARD'S AND AUDITOR THEREON:

RESOLVED THAT the Standalone and Consolidated Financial Statements containing the Balance Sheet as at 31st March 2016 & Statement of Profit & Loss and the Cash Flow for the year ended 31st March, 2016 along with the Report of the Boards, the 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.

The Results of the Voting were as under:

Particulars	Remote e-votes		Vote by Poll		Total		%
	No.	Votes	No.	Votes	No.	Votes	
Favor	11	21,76,036	35	11,22,845	46	32,98,881	100%
Against	0	0	0	0	0	0	0%
Total	11	21,76,036	35	11,22,845	46	32,98,881	100%

The Resolution was declared as passed by unanimous Consent by Ordinary Resolution.

ITEM NO.2: RE-APPOINTMENT OF MRS. ATITHI VORA (DIN: 06899964) WHO IS LIABLE TO RETIRE BY ROTATION AND IS BEING ELIGIBLE AND OFFER HERSELF 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, Mrs. Atithi Vora (DIN: 06899964) who is liable to retire by rotation offered herself for re-appointment be and is hereby re-appointed as a director of the Company.

The Results of the Voting were as under:

Particulars	Remote e-votes		Vote by Poll		Total		%
	No.	Votes	No.	Votes	No.	Votes	
Favor	11	21,76,036	35	11,22,845	46	32,98,881	100%
Against	0	0	0	0	0	0	0%
Total	11	21,76,036	35	11,22,845	46	32,98,881	100%

The Resolution was declared as passed by unanimous Consent by Ordinary Resolution.

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ITEM NO.3: RATIFY THE APPOINTMENT OF M/S ABN & CO., CHARTERED ACCOUNTANTS (FR NO. 004447C) FOR THE YEAR 2016-17 AND FIX THEIR REMUNERATION:

RESOLVED THAT that pursuant to the provision of Section 139 and all other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s ABN & Co. Chartered Accountants (Firm Registration No 004447C) who were appointed as the Statutory Auditors for a term of 3 years from the conclusion of the 29th Annual General Meeting held on 30th September, 2014 till the conclusion of the 32nd Annual general meeting subject to ratification at every general meeting as the Statutory Auditor of the Company, the appointment of the statutory auditors of the company be and is hereby ratified to hold office from the conclusion of this Annual General Meeting (AGM) to till the conclusion of 32nd Annual General Meeting (AGM) of the Company, to be held in the year 2017 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditor.

The Results of the Voting were as under..

Particulars	Remote e-votes		Vote by Poll		Total		%
	No.	Votes	No.	Votes	No.	Votes	
Favor	11	21,76,036	35	11,22,845	46	32,98,881	100%
Against	0	0	0	0	0	0	0%
Total	11	21,76,036	35	11,22,845	46	32,98,881	100%

The Resolution was declared as **passed by unanimous Consent** by Ordinary Resolution.

Place: Indore
Date: 01st October 2016

Harsh Vora
Harsh Vora
 Chairman of the Meeting
 DIN: 00149287

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