

SCRUTINIZERS' REPORT

*For Consolidated Results of Remote E-voting and E-voting at the
1/2020-21 Extra Ordinary General Meeting*

Of

D & H India Limited

*held on Saturday, the 7th day of November, 2020 at 1:00 P.M. and concluded
at 1:10 P.M.*

*for which deemed venue of the Meeting was at
A-204 Kailash Esplanade, opposite Shreyas Cinema, L.B.S. Marg
Ghatkopar West, Mumbai (M.H.) 400086*

D.K. JAIN & CO.

Company Secretaries

401-402, Silver Ark Plaza, 20/1, New Palasiya, Indore (M.P.) 452001
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D. K. JAIN & CO.

Company Secretaries

CS (Dr.) Dilip Kumar Jain

M. Com., FCS., ACIS (U.K.), Ph.D., IP, RV (SFA)
7th November, 2020

DKJ/DHIL/EGM/2020

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

Sub: Submission of the Consolidated Scrutinizers' Report for Remote E-voting and E-voting at the 1/2020-21 Extra Ordinary General Meeting (EOGM) pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 1/2020-21 EGM held on Saturday, the 7th day of November, 2020 at 1:00 P.M. through video conferencing ('VC').

Dear Sir,

We refer to our appointment as scrutinizer by the Board of directors of D & H India Limited (The Company) vide letter dated 6th October, 2020 to Scrutinize the remote E-voting and E-voting at the 1/2020-21 EGM conducted in a fair and transparent manner in respect of the below mentioned resolutions as per the provision of section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the rule), as amended, and the Circulars issued by the Ministry of Corporate Affairs on 8th April, 2020, 13th April, 2020 and General circular No.33/2020 dated 28th Sept., 2020 for the 1/2020-21 EGM of D & H India Limited held on Saturday, 7th November, 2020 at 1:00 P.M. through video conferencing ('VC') and for which purposes the Registered Office situated at A-204, 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 1/2020-21 EGM made thereat.

We have carried out the work as Scrutinizer of the 1/2020-21 EGM, commenced at 1:00 P.M. and concluded at 1:10 P.M. on Saturday, 7th November, 2020 and we have scrutinized and reviewed the voting through Remote-E voting and E-voting at the 1/2020-21 EGM through the platform organized by Central Depositories Services (India) Limited (CDSL) for recording of attendance and voting and other technical support at the 1/2020-21 EGM.

Compliance relating to issuance of notices, publication of the Notice in newspaper, conducting the 1/2020-21 Extra Ordinary General Meeting, and declaration of the Results of the remote e-voting and voting at the EGM through E-voting and the related compliance of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 in respect of the voting by the relatives in the resolutions in which directors are interested is the responsibility of the Management of the Company.

Our responsibility as a scrutinizer for the Remote E-voting and E-voting to make a consolidated scrutinizers' report of the votes cast in "Favour" or "Against" or "Invalid" for the resolution stated in the Notice of the 1/2020-21 EGM, dated 6th October, 2020 based on the reports as generated in the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide remote e-voting facility and votes casted through poll process at the EGM and for conducting meeting through VC/OAVM.

I, CS (Dr.) D. K. Jain proprietor of M/s D. K. Jain & Co., Company Secretaries Indore, was appointed as scrutinizer for the purpose of scrutinizing the Remote E-voting and E-voting process of **D & H India Limited** (CIN: L28900MH1985PLC035822) in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of the 1/2020-21 Extra Ordinary General



Meeting (EoGM) of the Company held on Saturday, 7th November, 2020 submit my consolidated report for Remote E-voting and E-voting conducted at the 1/2020-21 EGM as under:

1. The Company has appointed *Central Depository Services (India) Limited (CDSL)* as the agency for providing the remote e-voting process and allotted **EVSN 201015002** for the same.
2. The notice of 1/2020-21 EGM (held through Video Conferencing and voting through the electronic mode) dated 6th October, 2020, as confirmed by the Company/RTA was sent to the shareholders whose email addresses are available with the Company/ Depositories, in compliance with the MCA Circular dated, April 8, 2020 and April 13, 2020 and 28th Sept., 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 and the same was placed on the website of the Company www.dnhindia.com and BSE.
3. Notice of the 1/2020-21 EGM through VC was also published by the Company on 14th October, 2020 in Free Press Journal (English) and in Navshakti, (Marathi Edition) as per requirement of the Rule and Circulars of the MCA.
4. The voting rights were reckoned as on *Saturday, 31st October, 2020* being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting through electronic mode at the 1/2020-21 EGM.
5. List of the agenda wise relatives of directors who are shareholders were provided by the management of the company.
6. As on the cut-off date, there were total **4332 members** holding total **74,00,000 equity shares** of Rs. 10/- each, therefore, there was requirement of 15 members present at the Meeting to have valid quorum. *Total 52 members were present at the 1/2020-21 EGM through the VC as per the Attendance Report generated by me from the CDSL Portal. Therefore, adequate quorum was present at the 1/2020-21 EGM.*
7. The facility was provided for Remote E-voting for the 1/2020-21 EGM which was commenced on **Wednesday, November 4th, 2020 at 9:00 A.M. [IST] remained open for 3 days and ended on Friday, November 6th, 2020 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 shareholders present at the EGM through VC and who has not casted their vote earlier.
8. After the closure of E-voting at the 1/2020-21 EGM, the report on voting done at the 1/2020-21 EGM and the votes cast under remote E-voting facility prior to the 1/2020-21 EGM were unblocked in the presence of Kunal Sharma and Aastha Joshi, witnesses who are not in the employment of the Company.
9. I have scrutinized and reviewed the E-voting prior and during the 1/2020-21 EGM and votes tendered therein based on the data downloaded from the CDSL E-voting system and validated with the list of members as on cut-off date 31st October, 2020 provided by Ankit Consultancy Pvt. Ltd. the Registrar and Share Transfer Agent.
10. 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 1/2020-21 EGM and the same shall thereafter be handed over to the Chairman/Company Secretary for safe keeping.
11. I submit the Consolidated Result of the remote E-voting and E-voting at the 1/2020-21 EGM in respect of the resolutions placed before the 1/2020-21 EGM as per *Annexure A* with this report.

For, **D. K. JAIN & CO.**
COMPANY SECRETARIES
FRN: I1995MP067500



CS (Dr.) D. K. JAIN
PROPRIETOR
FCS: 3565
CP : 2382
UDIN: F003565B001181874
Encl.: a/a

Annexure A

Consolidated Results of Remote E-Voting and E-voting at the 1/2020-21 EGM:

Item No. 1: Ordinary Resolution:

Re-appointment of Mr. Saurabh Vora (DIN: 02750484) as the Whole-time Director of the Company for a period of 3 years w.e.f. 1st October 2020.

Particulars	Remote e-votes		E- Voting at EGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	64	35911577	3	535951	67	4127528	100%
Against	0	0	0	0	0	0	0
Total	64	35911577	3	535951	67	4127528	100%

Item No. 2: Ordinary Resolution:

Re-Appointment of Mr. Harsh Vora (DIN: 00149287) as the Managing Director of the company for a period of 3 years w.e.f. 1st October, 2020.

Particulars	Remote e-votes		E- Voting at EGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	64	35911577	3	535951	67	4127528	100%
Against	0	0	0	0	0	0	0
Total	64	35911577	3	535951	67	4127528	100%


For, D. K. JAIN & CO.
COMPANY SECRETARIES
FRN: II195MP067500

Dr. D. K. JAÏN
PROPRIETOR
FCS: 3565
CP : 2382
UDIN: F003565B001181874



We the undersigned witnessed that the votes were unblocked/finalized from the e-voting website of Central Depository Services (India) Limited (www.evotingindia.com) (CDSL) after the conclusion of the 1/2020-21 Extra Ordinary General Meeting of the Company in our presence on 7th November, 2020 at the office of the Scrutinizer.


KUNAL SHARMA


AASTHA JOSHI