

## **SCRUTINIZERS' REPORT**

*For Consolidated Results of Remote E-voting and E-voting at  
36<sup>th</sup> Annual General Meeting  
Of*

### ***D & H India Limited***

*held on Thursday, the 30<sup>th</sup> day of September, 2021 at 1:00P.M. and concluded  
at 1:18 P.M. at the deemed venue of the Annual General Meeting at  
the Registered Office of the Company 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  
Email: [dkjain@dkjaines.com](mailto:dkjain@dkjaines.com), Mob: 094250-62039 Phone 0731 4972275



## D. K. JAIN & CO.

Company Secretaries &  
Insolvency Professional

**CS (Dr.) Dilip Kumar Jain**

M. Com., FCS., ACIS (U.K.), IP

DKJ/DHIL/2021

2<sup>nd</sup> Oct, 2021

To,  
The Chairman of the Board of Directors/AGM 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 36<sup>th</sup> Annual General Meeting (AGM) of the Company held on Thursday, the 30<sup>th</sup> day of September, 2021 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 6<sup>th</sup> August, 2021 to Scrutinize the remote E-voting and E-voting at the 36<sup>th</sup> 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 Circulars issued by the Ministry of Corporate Affairs on 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 and 13<sup>th</sup> January, 2021 for the 36<sup>th</sup> AGM of D & H India Limited held on Thursday, 30<sup>th</sup> September, 2021 at 01:00 P.M. through video conferencing ('VC')/Other Audio Visual Means(OAVM) and for which purposes the Registered Office of the Company situated at A-204, Kailash Esplanade, Opposite Shreyas Cinema, L.B.S. Marg, Ghatkopar West, Mumbai (M.H.) 400086 was deemed as the venue and the proceedings of the 36<sup>th</sup> AGM made thereat.

We have carried out the work as Scrutinizer of the 36<sup>th</sup> AGM, commenced at 1:00 P.M. and concluded at 1:18 P.M. on Thursday, 30<sup>th</sup> September, 2021 and we have scrutinized and reviewed the voting through Remote-E voting and E-voting at the 36<sup>th</sup> AGM through the platform CISCO webex organized by Central Depositories Services (India) Limited (CDSL) for recording of attendance and voting and other technical support at the 36<sup>th</sup> AGM.

Our responsibility as a scrutinizer for the Remote E-voting and vote through electronic mode is 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 36<sup>th</sup> AGM, dated 6<sup>th</sup> August, 2021 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 36<sup>th</sup> AGM and for conducting meeting through VC/OAVM.


I, CS (Dr.) D. K. Jain proprietor of M/s D. K. Jain & Co., Company Secretaries, Indore (FRN1995MP067500; CP:2382) submit my consolidated report for remote e-voting and e-voting at the 36<sup>th</sup> AGM along with the relevant listings as under:

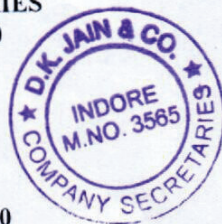
1. The Company had appointed CDSL as the agency for providing the remote e-voting process and allotted EVSN 210825031 for the same.
2. The notice of 36<sup>th</sup> AGM dated 6<sup>th</sup> August, 2021, as confirmed by the Company/RTA was sent to the shareholders whose email addresses are available with the Company/ Depositories, in compliance with the various circulars issued by MCA and SEBI and the same was placed on the website of the Company [www.dnhindia.com](http://www.dnhindia.com) and BSE Ltd.



3. Notice of the 36<sup>th</sup> AGM through VC/OAVM was also published by the Company on Wednesday 1<sup>st</sup> September, 2021 in Free Press Journal (English) and in Navshakti, (Marathi Edition) as per requirement.
4. The voting rights were reckoned as on *Thursday, 23<sup>rd</sup> September, 2021* being the cut-off date for the purpose of deciding the entitlements of members to participate at the remote e-voting and voting through electronic mode at the 36<sup>th</sup> AGM.
5. As on the cut-off date, there were total **4124 members** holding the total **74,00,000 equity shares** of Rs. 10/- each, out of them 56 members were present at the 36<sup>th</sup> AGM through the VC as per the Venue Attendance Report generated from the CDSL Portal.
6. The facility was provided for Remote E-voting for the 36<sup>th</sup> AGM which was commenced on **Monday, September 27<sup>th</sup> 2021 at 9:00 A.M. [IST] remained open for 3 days and ended on Wednesday, September 29<sup>th</sup> 2021 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 AGM through VC/OAVM and who has not casted their vote earlier through remote e-voting.
7. Total 56 members present through VC/OAVM in the AGM. Out of which 38 members has casted their votes through Remote E-voting and 18 members were present in the meeting through VC/OAVM but has not exercised their voting rights in any manner.
8. As per the data provided by CDSL, total 94 members have casted their votes through remote e-voting out of them only 38 members were also present at the AGM through VC/OAVM. However, they have not casted their votes through e-voting at the AGM. Further, there were 2 (Two) members holding 2,46,162 shares had casted their vote only for the Item No. 4, 6 and 7 through Remote E-voting
9. In Item No. 5, Votes related to Promoter and Promoter Group holding 33,93,108 votes/shares has been rejected pursuant to Reg. 31A(3)(iii) of the SEBI (LODR) Regulations, 2015 as amended from time to time related to re-classification of Mr. Madhusudan Jain (Promoter along with person acting in concert with him) from Promoter to Public.
10. For item No. 6 & 7 for approval by way of special resolution relating to the revision of remuneration payable to Shri Saurabh Vora, Whole-time Director and Shri Harsh Vora Managing Director have not been considered as a related party transaction under section 188 as it covered under section 197(4) of the Act read with Schedule V of the Companies Act, 2013. However, if the votes of the related party is rejected, the resolution is passed by the unrelated parties.
11. After the closure of E-voting at the 36<sup>th</sup> AGM, the report on voting done at the 36<sup>th</sup> AGM and the votes cast under remote E-voting facility prior to the 36<sup>th</sup> AGM were unblocked in the presence of Prachi Jain and Taranjeet Kaur Chunn, witnesses who are not in the employment of the Company.
12. I have scrutinized and reviewed the E-voting prior and during the 36<sup>th</sup> AGM 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 23<sup>rd</sup> September, 2021 provided by Ankit Consultancy Pvt. Ltd. the Registrar and Share Transfer Agent.
13. 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 36<sup>th</sup> AGM and the same shall thereafter be handed over to the Chairman/Company Secretary for safe keeping.
14. I submit the Consolidated Result of the remote E-voting and E-voting at the 36<sup>th</sup> AGM in respect of the resolutions placed before the 36<sup>th</sup> AGM as per *Annexure A* with this report.

For, **D. K. JAIN & CO.**  
**COMPANY SECRETARIES**  
 FRN No. I1995MP067500

  
**CS (Dr.) D. K. JAIN**  
**PROPRIETOR**  
 FCS: 3565; CP: 2382  
 Peer Review No.: 743/2020  
 UDIN: F003565C001073337  
 Encl.: a/a



**Consolidated Results of Remote E-Voting and E-voting done at the 36<sup>th</sup> AGM:****Item No.1: Ordinary Resolution:**

Adoption of the Standalone and Consolidated Audited Financial Statements containing the Audited Balance Sheet as at 31<sup>st</sup> March, 2021, the Statement of Profit & Loss, Cash Flow Statement and Statement of Change in Equity for the financial year ended 31<sup>st</sup> March, 2021 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	89	34,89,032	0	0	89	34,89,032	99.9821%
Against	3	623	0	0	3	623	0.0179%
<b>Total</b>	<b>92</b>	<b>34,89,655</b>	<b>0</b>	<b>0</b>	<b>92</b>	<b>34,89,655</b>	<b>100.0000%</b>

Total 2 (two) members having 246162 shares were remained neutral in the aforesaid resolution.  
I consider that the aforesaid Ordinary Resolution was passed with Requisite Majority.

**Item No.2: Ordinary Resolution:**

Re-appointment of a director in place of Mr. Sushil Rawka (DIN: 00156990) who is liable to retire by rotation 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	89	34,89,032	0	0	89	34,89,032	99.9821%
Against	3	623	0	0	3	623	0.0179%
<b>Total</b>	<b>92</b>	<b>34,89,655</b>	<b>0</b>	<b>0</b>	<b>92</b>	<b>34,89,655</b>	<b>100.0000%</b>

Total 2 (two) members having 246162 shares were remained neutral in the aforesaid resolution.  
I consider that the aforesaid Ordinary Resolution was passed with Requisite Majority.

**Item No.3: Ordinary Resolution:**

Re-appointment of a director in place of Mrs. Atithi Vora (DIN: 06899964) who is liable to retire by rotation and being eligible, offers herself for re-appointment.

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	89	34,89,032	0	0	89	34,89,032	99.9821%
Against	3	623	0	0	3	623	0.0179%
<b>Total</b>	<b>92</b>	<b>34,89,655</b>	<b>0</b>	<b>0</b>	<b>92</b>	<b>34,89,655</b>	<b>100.0000%</b>

Total 2 (two) members having 246162 shares were remained neutral in the aforesaid resolution.  
I consider that the aforesaid Ordinary Resolution was passed with Requisite Majority.

**Item No. 4: Ordinary Resolution:**

Confirmation of the appointment of Ms. Suhani Vora (DIN: 09237526) as a Director under the Category of Non-Executive Promoter Director.

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	89	34,89,032	0	0	89	34,89,032	93.3941%
Against	5	2,46,785	0	0	5	2,46,785	6.6059%
<b>Total</b>	<b>94</b>	<b>37,35,817</b>	<b>0</b>	<b>0</b>	<b>94</b>	<b>37,35,817</b>	<b>100.0000%</b>

I consider that the aforesaid Ordinary Resolution was passed with Requisite Majority.



**Item No. 5: Ordinary Resolution:**

Approval of request received from Mr. Madhusudan Jain (Promoter alongwith the person acting in concert with him) for re-classification from "Promoter" category to "Public" category.

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	81	95,924	0	0	81	95,924	99.3547%
Against	3	623	0	0	3	623	0.6453%
<b>Total</b>	<b>84</b>	<b>96,547</b>	<b>0</b>	<b>0</b>	<b>84</b>	<b>96,547</b>	<b>100.0000%</b>

33,93,108 votes related to 8 (Eight) Promoters has been rejected pursuant to Reg. 31A(3)(iii) of the SEBI (LODR) Regulations, 2015.

Total 2 (two) members having 246162 shares were remained neutral in the aforesaid resolution.

I consider that the aforesaid Ordinary Resolution was passed with Requisite Majority.

**Item No. 6: Special Resolution:**

Revision in the remuneration of Mr. Saurabh Vora, (DIN 02750484) Whole-Time Director w.e.f 1<sup>st</sup>Oct., 2021 for a remaining period of his tenure.

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	87	34,20,327	0	0	87	34,20,332	91.5550%
Against	7	3,15,490	0	0	7	3,15,485	8.4450%
<b>Total</b>	<b>94</b>	<b>37,35,817</b>	<b>0</b>	<b>0</b>	<b>94</b>	<b>37,35,817</b>	<b>100.0000%</b>

I consider that the aforesaid Special Resolution was passed with Requisite Majority.

**Item No. 7: Special Resolution:**

Revision in the remuneration of Mr. Harsh Vora, (DIN 00149287) Managing Director w.e.f 1<sup>st</sup>Oct., 2021 for a remaining period of his tenure.

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	87	34,20,327	0	0	87	34,20,332	91.5550%
Against	7	3,15,490	0	0	7	3,15,485	8.4450%
<b>Total</b>	<b>94</b>	<b>37,35,817</b>	<b>0</b>	<b>0</b>	<b>94</b>	<b>37,35,817</b>	<b>100.0000%</b>

I consider that the aforesaid Special Resolution was passed with Requisite Majority.

For, D. K. JAIN & CO.  
COMPANY SECRETARIES  
FRN No. I1995MP067500

CS (Dr.) D. K. JAIN  
PROPRIETOR  
FCS: 3565;CP: 2382  
Peer Review No.:743/2020  
UDIN: F003565C001073337



We the undersigned witnessed that the votes were unblocked/finalized from the e-voting website of Central Depository Services (India) Limited ([www.evotingindia.com](http://www.evotingindia.com)) (CDSL) after the conclusion of the 36<sup>th</sup> Annual General Meeting of the Company in our presence on 2<sup>nd</sup> October, 2021 at the office of the Scrutinizer.

*Prachi*  
PRACHI JAIN

*Taranjeet*  
TARANJEET KAUR CHUNN