

## **SCRUTINIZERS' REPORT**

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

### ***D & H INDIA Limited***

*held on Friday the 30<sup>th</sup> September, 2022 Commenced at 1:00 P.M. Concluded at  
1:15 P.M. and the deemed venue of the Annual General Meeting was at the  
Registered office of the company situated at A-204, 2<sup>nd</sup> floor, Kailash esplanade  
opposite Shreyas Cinema, L.B.S. Marg, Ghatkopar (West) Mumbai (MH)- 400086*

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**D. K. JAIN & CO.**

**Company Secretaries**

401-402, Silver Ark Plaza, 20/1, New Palasiya, Indore (M.P.) 452001  
Email: [dkjain@dkjaincs.com](mailto:dkjain@dkjaincs.com), Mob:094250-62039 Phone 0731 4972275

**DKJ/DHIL/2022**

**30<sup>th</sup> September, 2022**

To,  
The Chairman of the Board/AGM of  
**D & H India Limited**  
A-204, 2nd Floor, Kailash Esplanade  
Opposite Shreyas Cinema,  
L.B.S. Marg, Ghatkopar (West)  
Mumbai MH- 400086

**Sub: Submission of the Consolidated Scrutinizers' Report for Remote E-voting and E-voting at the 37<sup>th</sup> Annual General Meeting (AGM) of D & H India Limited held on Friday, the 30<sup>th</sup> day of September, 2022 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, 2022 to Scrutinize the remote E-voting and E-voting at the 37<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 various Circulars issued by the Ministry of Corporate for the 37<sup>th</sup> AGM of D & H India Limited held on Friday, September 30, 2022 at 1:00 P.M. through Video Conferencing (VC) and Other Audio Visual Means (OAVM) and for which purposes the Registered Office situated at A-204, 2<sup>nd</sup> Floor, 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 37<sup>th</sup> AGM made thereat.

We have carried out the work as Scrutinizer of the 37<sup>th</sup> AGM, commenced at 1.00 P.M. and concluded at 1:15 P.M. on Friday, the 30<sup>th</sup> September, 2022 and we had scrutinized and reviewed the voting through Remote-E voting and Voting by electronic mode through the platform of CISCO Webex organized by Central Depository Services (India) Limited (CDSL) for recording of attendance and voting and other technical support at the 37<sup>th</sup> AGM.

The management of the Company is responsible to ensure compliance with the requirements of;

- (i) the Act and the Rules made there under;
- (ii) the MCA Circulars and the SEBI, as applicable; and
- (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, relating to e-voting on the resolutions contained in the Notice calling the AGM.

The management of the Company and CDSL is also responsible for ensuring a secured framework and robustness of the electronic voting systems.

Our responsibility as a scrutinizer for the remote e-voting and voting through electronic mode is to make a consolidated scrutinizers' report of the votes cast in "**Favour**" or "**Against**" or "**Invalid**" for the resolution as stated in the Notice of the 37<sup>th</sup> AGM, dated 3<sup>rd</sup> September, 2022 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 37<sup>th</sup> AGM and for conducting meeting through VC/OAVM.



I, **CS (Dr.) D. K. Jain** (FCS 3565 CP:2382) proprietor of M/s **D. K. Jain & Co., Company Secretaries**, Indore (FRN:11995MP067500), submit my consolidated report for remote e-voting and e-voting at the 37<sup>th</sup> AGM along with the relevant details as under:

**Dispatch of Notice convening the AGM:**

- a. The Company has informed that on the basis of the Register of Members and the details of beneficiaries of the equity shareholders of the Company as per records of the depositories viz., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) respectively made available by Ankit Consultancy Pvt. Ltd., the Registrar and Share Transfer Agents (“RTA”), the RTA and CDSL have completed dispatch of Notice of 37<sup>th</sup> AGM along with the Annual Report for the Financial Year 2021-22 by e-mail on 5<sup>th</sup> September, 2022 to those Members/beneficiaries who had registered their email ids with the Company/RTA/ Depositories.
- b. The Company hosted the notice of 37<sup>th</sup> AGM and the Annual Report on its website [www.dnhindia.com](http://www.dnhindia.com) and also submitted to BSE Ltd.
- c. Notice of the 37<sup>th</sup> AGM through VC/OAVM was also published in the newspapers by the Company on Sunday, 4<sup>th</sup> September, 2022 in Free Press Journal (English) and in Navshakti, (Marathi Edition) as per requirement of the Rule and Circulars of the MCA.

**Cutoff Date**

For ascertainment for eligibility for the voting rights were reckoned as on **Friday, the 23<sup>rd</sup> September, 2022** being the cut-off date for the purpose of eligibility for e-voting by the members through the remote e-voting and voting through electronic mode at the 37<sup>th</sup> AGM.

**Quorum:**

As on the cut-off date, there were total **4262 members** holding total **74,00,000 equity shares** of Rs.10/- each, and there was requirement of minimum 15 members for constitution of valid quorum. However, **74 (Seventy-Four)** members were present at the 37<sup>th</sup> AGM through the VC as per the Venue Attendance Report generated from the CDSL Portal.

**Remote E-Voting Process:**

- a. The Company had appointed CDSL as the agency for providing facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM and allotted **EVSN: 220906033** for the same.
- b. The facility was provided for Remote E-voting for the 37<sup>th</sup> AGM which was commenced on **Tuesday, 27<sup>th</sup> September, 2022 at 9:00 A.M. [IST] remained open for 3 days and ended on Thursday, 29<sup>th</sup> September, 2022 at 5:00 P.M. [IST]**. CDSL Remote E-voting facility was blocked thereafter. The Company has also provided e-voting facility to the shareholders present at the 37<sup>th</sup> AGM through VC/OAVM and who has not casted their vote earlier through remote e-voting.

**Counting Process:**

On completion of e-voting at the 37<sup>th</sup> AGM, we unblocked the results of the remote e-voting and e-voting by Members at the 37<sup>th</sup> AGM, on the CDSL e-voting platform and downloaded the results for scrutiny.

**Results:**

- a. Total **74 (Seventy Four)** members were present through VC/OAVM in the 37<sup>th</sup> AGM out of them **57 (Fifty Seven)** members have casted their votes through Remote e-voting and no member have casted their votes through e-voting at AGM, however, **17 (Seventeen)** members had attended the meeting but had not exercised their voting rights in any manner;
- b. Total **86 (Eighty-Six)** members has exercised their voting rights through Remote E-voting.



- c. In Item No. 3, only 1 (One) Member holding 10 (Ten) equity shares of the company has not exercised his voting rights in any manner and remained neutral.
- d. After the closure of e-voting at 37<sup>th</sup> AGM, the report on voting done at the 37<sup>th</sup> AGM and the votes cast under remote e-voting facility prior to the 37<sup>th</sup> AGM were unblocked in the presence of Ms. Tushti Sharma and Mr. Akshay Nagla witnesses who are not in the employment of the Company as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014.


**Report of the Scrutinizer to the Chairman of the Meeting:**

- a. I now submit the Consolidated Result of the remote e-voting and e-voting at the 37<sup>th</sup> AGM in respect of the resolutions placed before the 37<sup>th</sup> AGM as per *Annexure A* with this report.
- b. I have scrutinized and reviewed the e-voting prior and during the 37<sup>th</sup> AGM and votes tendered therein based on the data downloaded from CDSL e-voting system and validated with the list of members as on cut-off date 23<sup>rd</sup> September, 2022 provided by Ankit Consultancy Pvt. Ltd. the Registrar and Share Transfer Agent.
- c. Based on the aforesaid results, we report that the Ordinary and/or Special Resolutions as set out in the Notice of the 37<sup>th</sup> AGM dated 3<sup>rd</sup> September, 2022 have been passed Unanimously.
- d. 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 37<sup>th</sup> AGM and the same shall thereafter be handed over to the Chairman/Company Secretary for safe keeping.

Peer Review No.: 743/2020  
UDIN: F003565D001100551  
Date: 30/09/2022  
Place: Indore



For, D. K. JAIN & CO.  
COMPANY SECRETARIES  
FRN: 11995MP067500

  
CS (Dr.) D. K. JAIN  
PROPRIETOR  
FCS: 3565  
CP :2382

**Annexure A**

**Consolidated Results of Remote E-Voting and E-voting done at the 37<sup>th</sup> AGM:**

Item No.1: **Ordinary Resolution:** Adoption and Approval of the Standalone and Consolidated Audited Financial Statements containing the Balance Sheet as at 31<sup>st</sup> March, 2022, the Statement of Profit & Loss, Cash Flow Statement and Statement of Change in Equity for the financial year ended 31<sup>st</sup> March, 2022 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	86	34,28,397	0	0	86	34,28,397	100.0000%
Against	0	0	0	0	0	0	0.0000%
<b>Total</b>	<b>86</b>	<b>34,28,397</b>	<b>0</b>	<b>0</b>	<b>86</b>	<b>34,28,397</b>	<b>100.0000%</b>

I consider that the aforesaid Ordinary Resolution was passed Unanimously.

Item No.2: **Ordinary Resolution:** Appointment of a director in place of Mr. Saurabh Vora (DIN: 02750484), who retires by rotation at this Annual General Meeting 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	86	34,28,397	0	0	86	34,28,397	100.0000%
Against	0	0	0	0	0	0	0.0000%
<b>Total</b>	<b>86</b>	<b>34,28,397</b>	<b>0</b>	<b>0</b>	<b>86</b>	<b>34,28,397</b>	<b>100.0000%</b>

I consider that the aforesaid Ordinary Resolution was passed Unanimously.

Item No.3: **Special Resolution:** Approval for the issuance of warrants convertible into equity shares on preferential basis to promoter of the company.

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	85	34,28,387	0	0	85	34,28,387	100.0000%
Against	0	0	0	0	0	0	0.0000%
<b>Total</b>	<b>85</b>	<b>34,28,387</b>	<b>0</b>	<b>0</b>	<b>85</b>	<b>34,28,387</b>	<b>100.0000%</b>

I consider that the aforesaid Special Resolution was passed Unanimously.

Peer Review No.: 743/2020  
UDIN: F003565D001100551  
Date: 30/09/2022  
Place: Indore



For, D. K. JAIN & CO.  
COMPANY SECRETARIES  
FRN: 11995MP067500

CS (Dr.) D. K. JAIN  
PROPRIETOR  
FCS: 3565  
CP :2382

We the undersigned witnessed that the votes were unblocked/finalized from the e-voting website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)) and the votes were reckoned after the conclusion of the 37<sup>th</sup> Annual General Meeting of the Company in our presence on 30<sup>th</sup> September, 2022.

*Tushit Sharma*  
MS. TUSHIT SHARMA

*Aakshay Nagla*  
AKSHAY NAGLA