

SCRUTINIZERS' REPORT
*For Consolidated Results of Remote E-voting and E-Voting at
38th Annual General Meeting
of
D & H INDIA Limited*

*(held on Saturday the 30th September, 2023 Commenced at 1:00 P.M. Concluded at
1:14 P.M. and the deemed venue of the Annual General Meeting was at the
Registered office of the company situated at A-204, 2nd floor, Kailash Esplanade
Opp Shreyas Cinema, L.B.S. Marg, Ghatkopar (West) Mumbai (MH)- 400086)*

D. K. JAIN & CO.

Company Secretaries

401-402, Silver Ark Plaza, 20/1, New Palasiya, Indore (M.P.) 452001

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CS (Dr.) Dilip Kumar Jain

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

30th September, 2023

DKJ/DHIL/2023

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

Sub: Submission of the Consolidated Scrutinizers' Report for Remote E-voting and E-voting at the 38th Annual General Meeting (AGM) of D & H India Limited held on Saturday, the 30th day of September, 2023 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 12th August, 2023 to Scrutinize the remote E-voting and E-voting at the 38th 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 and SEBI for the **38th AGM of D & H India Limited held on Saturday, September 30, 2023 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, 2nd Floor, Kailash Esplanade Opp 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 38th AGM made thereat.

We have carried out the work as Scrutinizer of the 38th AGM, commenced at 1.00 P.M. and concluded at 1:14 P.M. on Saturday, the 30th day of September, 2023 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 38th AGM.

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

- (i) the Act and the Rules made there under;
- (ii) the various Circulars issued by MCA 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 are 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 e-voting at the 38th AGM 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 38th AGM, dated 12th August, 2023 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 38th 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 38th 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. CDSL have completed dispatch of Notice of 38th AGM along with the Annual Report for the Financial Year 2022-23 by e-mail on 5th September, 2023 to those Members/beneficiaries who had registered their email ids with the Company/RTA/ Depositories.
- b. The Company hosted the notice of 38th AGM and the Annual Report on its website www.dnhindia.com and also submitted to BSE Ltd.
- c. Notice of the 38th AGM through VC/OAVM was also published in the newspapers by the Company on Tuesday, 5th September, 2023 in Free Press Journal (English) and in Navshakti, (Marathi Edition) as per requirement of the Rule and Circulars of the MCA.

Cut-off Date

For ascertainment for eligibility for the voting rights were reckoned as on **Saturday 23rd September, 2023** being the cut-off date for the purpose of eligibility for e-voting by the members though the remote e-voting and voting through electronic mode at the 38th AGM.

Quorum:

As on the cut-off date, there were total **4,397 members** holding total **81,88,000 equity shares** of Rs.10/- each, and there was requirement of minimum **15 members** for constitution of valid quorum. However, **67 (Sixty Seven)** members were present at the 38th 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: **230904051** for the same.
- b. The facility was provided for Remote E-voting for the 38th AGM which commenced on **Wednesday, 27th September, 2023 at 9:00 A.M. [IST]** remained open for 3 days and ended on **Friday, 29th September, 2023 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 members present at the 38th AGM through VC/OAVM and who have not casted their vote earlier through remote e-voting.

Counting Process:

On completion of e-voting at the 38th AGM, we unblocked the results of the remote e-voting and e-voting by Members at the 38th AGM, on the CDSL e-voting platform and downloaded the results for scrutiny.



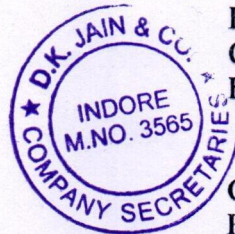
Results:

- a. Total **67 (Sixty Seven)** members were present through VC/OAVM in the 38th AGM;
- b. Total **82 (Eighty-Two)** members has exercised their voting rights including 77 (Seventy-Seven) through Remote E-voting and 5 (Five) through E-voting at 38th AGM.
- c. After the closure of e-voting at 38th AGM, the report on voting done at the 38th AGM and the votes cast under remote e-voting facility prior to the 38th AGM were unblocked in the presence of Ms. Sakshi Narang 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.

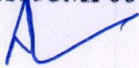
Report of the Scrutinizer to the Chairman of the Meeting:

- a. I now submit the Consolidated Result of the remote e-voting and e-voting at the 38th AGM in respect of the resolutions placed before the 38th AGM as per *Annexure A* with this report.
- b. I have scrutinized and reviewed the e-voting prior and during the 38th 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 23rd September, 2023 provided by Ankit Consultancy Pvt. Ltd. the Registrar and Share Transfer Agent.
- c. Based on the aforesaid results, **we report that all the Ordinary and/or Special Resolutions as set out in the Notice of the 38th AGM dated 12th August, 2023 may be declared that they have been passed with unanimous consent.**
- 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 38th AGM and the same shall thereafter be handed over to the Chairman/Company Secretary for safe keeping.

Peer Review No.: 743/2020
UDIN: F003565E001144639
Date: 30/09/2023
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 38th AGM
of D & H India Ltd held on 30th September, 2023:**

Item No.1: Ordinary Resolution: Approval of the Standalone and Consolidated Audited Financial Statements as at 31st March, 2023 containing the Balance Sheet, the Statement of Profit & Loss, Cash Flow Statement and Statement of Change in Equity for the financial year ended 31st March, 2023 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	77	43,68,376	5	410	82	43,68,786	100.0000%
Against	0	0	0	0	0	0	0.0000%
Total	77	43,68,376	5	410	82	43,68,786	100.0000%

I consider that the aforesaid *Ordinary Resolution is passed UNANIMOUSLY.*

Item No.2: Ordinary Resolution: Appointment of a director in place of Mr. Harsh Vora (DIN: 00149287), who retires 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	77	43,68,376	5	410	82	43,68,786	100.0000%
Against	0	0	0	0	0	0	0.0000%
Total	77	43,68,376	5	410	82	43,68,786	100.0000%

I consider that the aforesaid *Ordinary Resolution is passed UNANIMOUSLY.*

Item No.3: Special Resolution: Confirmation for Revision in Remuneration of Mr. Saurabh Vora (DIN: 02750484), Whole-Time Director w.e.f. 1st December, 2022 till the remaining part of his tenure i.e. 30th September, 2023.

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	77	43,68,376	5	410	82	43,68,786	100.0000%
Against	0	0	0	0	0	0	0.0000%
Total	77	43,68,376	5	410	82	43,68,786	100.0000%

I consider that the aforesaid *Special Resolution is passed UNANIMOUSLY.*

Item No.4: Special Resolution: For confirmation for Revision in Remuneration of Mr. Harsh Vora (DIN: 00149287), Managing Director w.e.f. 1st December, 2022 till the remaining part of his tenure i.e. 30th September, 2023.

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	77	43,68,376	5	410	82	43,68,786	100.0000%
Against	0	0	0	0	0	0	0.0000%
Total	77	43,68,376	5	410	82	43,68,786	100.0000%

I consider that the aforesaid *Special Resolution is passed UNANIMOUSLY.*

Item No.5: Special Resolution: For approval for Re-appointment of Mr. Saurabh Vora (DIN: 02750484) as the Whole-Time Director designated as Jt. Managing Director of the Company for a further period of 3 years w.e.f., 1st October, 2023

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	77	43,68,376	5	410	82	43,68,786	100.0000%
Against	0	0	0	0	0	0	0.0000%
Total	77	43,68,376	5	410	82	43,68,786	100.0000%

I consider that the aforesaid *Special Resolution is passed UNANIMOUSLY.*



Item No.6: Special Resolution: For approval for Re-appointment of Mr. Harsh Vora (DIN: 00149287) as the Managing Director of the Company for a further period of 3 years w.e.f., 1st Oct., 2023

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	77	43,68,376	5	410	82	43,68,786	100.0000%
Against	0	0	0	0	0	0	0.0000%
Total	77	43,68,376	5	410	82	43,68,786	100.0000%

I consider that the aforesaid *Special Resolution is passed UNANIMOUSLY.*

Item No.7: Special Resolution: For approval for Re-appointment of Mr. Balraj Kishore Namdeo (DIN: 06620620) as the Independent Director of the company for a second term of 5 (Five) Consecutive years w.e.f., 1st April, 2024 as a Director not liable to retire by rotation.

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	77	43,68,376	5	410	82	43,68,786	100.0000%
Against	0	0	0	0	0	0	0.0000%
Total	77	43,68,376	5	410	82	43,68,786	100.0000%

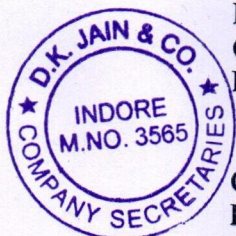
I consider that the aforesaid *Special Resolution is passed UNANIMOUSLY.*

Item No.8: Ordinary Resolution: For ratification of Remuneration payable of Cost Auditors of the Company for the Financial Year 2023-24.

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	77	43,68,376	5	410	82	43,68,786	100.0000%
Against	0	0	0	0	0	0	0.0000%
Total	77	43,68,376	5	410	82	43,68,786	100.0000%

I consider that the aforesaid *Ordinary Resolution is passed UNANIMOUSLY.*

Peer Review No.: 743/2020
UDIN: F003565E001144639
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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) and the votes were reckoned after the conclusion of the 38th Annual General Meeting of the Company in our presence on 30th September, 2023.

Sakshi

MS. SAKSHI NARANG

Akshay

AKSHAY NAGLA