

CONSOLIDATED SCRUTINIZERS' REPORT

*For Results of Remote E-voting and Poll conducted at the 31st
Annual General Meeting of*

D & H India Ltd.

*Held on Friday, the 30th Sept., 2016 at 10.00 A.M. and concluded at
10.45 A.M. at Lavender Bough, 90 Feet Road, Garodia Nagar,
Ghatkopar (East), Mumbai (M.H.) 400077*

D K JAIN & CO.

Company Secretaries

401-402, Silver Ark Plaza, 20/1, New Palasiya, Indore (M.P.) 452001
Email: dkjain@dkjaincs.com, cell 09425062039 Phone 0731 2532813



D. K. JAIN & CO.

Company Secretaries

Dr. Dilip Kumar Jain

M. Com., FCS., ACIS (U.K.), Ph.D.

DKJ/DHIL/2016

1st Oct., 2016

To,
The Chairman of the AGM of
D & H India Ltd.
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 Poll conducted for 31st Annual General Meeting held on Friday the 30th September, 2016.

Dear Sir,

We refer to our appointment as scrutinizer by the Board of directors of D & H India Ltd. (The Company) by letter dated 6th Aug, 2016, to Scrutinize the remote e-voting and poll process in a fair and transparent manner as per the provision of section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (the rule) for the 31st Annual General Meeting (AGM) of the Company held on Friday, the 30th September, 2016 at Lavender Bough, 90 Feet Road, Garodia Nagar, Ghatkopar (East), Mumbai (M.H.) 400077.

We have carried out the work as Scrutinizer of the 31st Annual General Meeting commenced at 10.00 A.M. and concluded at 10.45 A.M. and we had scrutinized and reviewed the voting through electronic means and polls process and votes tendered therein.

Our responsibility as a scrutinizer for the remote e-voting and poll process is restricted to make a consolidated scrutinizers' report of the votes cast in **Favour or Against or Invalid** the resolution stated in the Notice of the 31st AGM, based on the reports 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 AGM.

We herewith submit the consolidated scrutinizer's report on the results of the remote e-voting and poll process along with the relevant listings.

Thanking you
Yours faithfully

For, **D K JAIN & CO.**
COMPANY SECRETARIES

Dr. D K JAIN
PROPRIETOR
FCS: 3565
CP: 2382
Encl.: a/a



**Consolidated Report of Scrutinizer's**

[Pursuant to Section 108 & 109 of the Companies Act, 2013, Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014]

DKJ/DHIL/2016

1st Oct., 2016

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

Dear Sir,

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 poll process of **D & H India Ltd.** (CIN: L28900MH1985PLC035822) in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of the 31st Annual General Meeting (AGM) of the Company held on Friday, 30th September, 2016, I submit my consolidated report for remote e-voting and poll results as under:

1. The Company had appointed Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-voting process and allotted EVSN 160823069 for the same.
2. The notice convening the AGM was sent (along with the Annual Report) to the members as per the information provided by the company.
3. The voting rights were reckoned as on **Friday, 23rd Sept., 2016** being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and poll process.
4. As on the cut-off date i.e., **Friday, 23rd Sept., 2016** there were **5,797 Members** holding an aggregate of 74,00,000 equity shares of Rs. 10/- each. Out of them **36 (Thirty Six)** members were present in person and participated at the AGM. However, **1 (One)** members presented at the meeting has already casted his vote through remote e-voting and hence not casted his vote by poll at AGM.
5. Remote E-voting was opened from Tuesday, 27th Sept., 2016 at 9.00 A.M. [IST] and ended on Thursday, 29th Sept., 2016 at 5.00 P.M. [IST].
6. The AGM was held on Friday, 30th September, 2016 at Lavender Bough, 90 Feet Road, Garodia Nagar, Ghatkopar (East), Mumbai (M.H.) 400077 at 10.00 A.M. and which was concluded at 10.45 A.M.
7. One Empty Ballot Box used for the poll was displayed on lock in my presence.
8. On the completion of the Poll Process:
 - a. I opened the ballot box in the presence of Ms. Jayanti Chaurasia and Ms. Taranjeet Kaur Chunn as the witness who are not in the employment of the company.
 - b. I have also unblocked the votes casted through remote e-voting in the presence of the above said persons as the witness who are not in the employment of the company.
9. I have scrutinized the votes casted through remote e-voting and in the poll process and validated the same with the list of members as on the cut-off date i.e. 23rd Sept., 2016 provided by Ankit Consultancy Pvt. Ltd. the Registrar and Share Transfer Agent of the Company.
10. The relevant records relating to remote electronic voting shall remain in our safe custody until the Chairman considers and approves the results of the 31st AGM and the same shall thereafter be handed over to the Company Secretary for safe keeping.



Consolidated Results of Voting:

Item No.1: Ordinary Resolution: Approval of the Standalone and Consolidated Audited Financial Statements, for the year ended 31st March, 2016 and Reports of Board and Auditors thereon.

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	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%

Item No.2: Ordinary Resolution: 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.

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	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%

Item No.3: Ordinary Resolution: Ratification for appointment of M/s ABN & Co., Chartered Accountants (F.R. No. 004447C) as the Auditors for the year 2016-17 and to fix their remuneration.

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	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%

For, D. K. JAIN & CO.
COMPANY SECRETARIES

Dr. D. K. JAIN
PROPRIETOR
FCS: 3565
CP: 2382



We the undersigned witnessed that the votes were unblocked/finalised from the e-voting website of Central Depository Services (India) Limited (www.evotingindia.com) (CDSL) and the polling boxes were opened after the conclusion of the Annual General Meeting of the Company in our presence on 30th Sept., 2016 at the office of the Scrutinizer.


MS. JAYANTI CHAURASIA


MS. TARANJEET KAUR CHUNN