

SCRUTINIZERS' REPORT
*For Consolidated Results of Remote E-voting and E-Voting at
39th Annual General Meeting
of*

D & H INDIA Limited

*Held on Saturday, the 28th September, 2024 Commenced at 1:00 P.M.
(Through Video Conferencing/Other Audio-Video Mode (VC/OAVM) at the deemed venue of
the Annual General Meeting 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
Email: dkjain@dkjaincs.com, Mob: 094250-62039 Phone 0731-4972275

DKJ/DHIL/2024

28th September, 2024

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 39th Annual General Meeting (39th AGM) of D & H India Limited held on Saturday, the 28th day of September, 2024 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 10th August, 2024 to Scrutinize the remote E-voting and E-voting at the 39th Annual General Meeting (39th 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.

The 39th AGM of D & H India Limited held on Saturday, September 28, 2024 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 39th AGM made thereat.

We have carried out the work as Scrutinizer of the 39th AGM, commenced at 1.00 P.M. and concluded at 1:11 P.M. on Saturday, the 28th day of September, 2024 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 39th AGM.

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

- (i) the Act and the Rules made thereunder;
- (ii) circulars issued by the MCA and the Security and Exchange Board of India, 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.

Consolidated Scrutiniser Report

Page 2 of 6



Our responsibility as a scrutinizer for the remote e-voting and e-voting at the 39th 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 39th AGM dated 23rd August, 2024 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 39th 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 39th AGM along with the relevant details as under:

Dispatch of Notice convening the AGM:

- a. The Management of 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 39th AGM along with the Annual Report for the Financial Year 2023-24 by e-mail on **3rd September, 2024** to those Members/beneficiaries who had registered their email ids with the Company/RTA/ Depositories.
- b. The Company hosted the notice of 39th AGM and the Annual Report on its website www.dnhindia.com and also submitted to BSE Ltd.
- c. Notice of the 39th AGM through VC/OAVM was also published in the newspapers by the Company on Wednesday, **4th September, 2024** 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, 21st September, 2024** 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 39th AGM.

Quorum:

As on the cut-off date, there were total **5,690 members** holding total **81,88,000 equity shares** of Rs.10/- each, and there was requirement of minimum **30 members** for constitution of valid quorum. However, **80 (Eighty)** members were present at the 39th 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: **240904032** for the same.
- b. The facility was provided for Remote E-voting for the 39thAGM which commenced on **Wednesday, 25th September, 2024 at 9:00 A.M. [IST]** remained open for **3 days and ended on Friday, 27th September, 2024 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 39th 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 39th AGM, we unblocked the results of the remote e-voting and e-voting by Members at the AGM, on the CDSL e-voting platform and downloaded the results for scrutiny.

Results:

- a. Total **80 (Eighty)** members were present through VC/OAVM in the 39th AGM.
- b. As per the data provided by CDSL, total **104 (One Hundred Four)** members have casted their votes through remote e-voting. However, none of the member present at the AGM has exercised their voting rights through e-voting at 39th AGM.
- c. After the closure of e-voting at 39th AGM, the report on voting done at the 39th AGM and the votes cast under remote e-voting facility prior to the 39th AGM were unblocked in the presence of Mrs. Mayuri Jain and Ms. Sakshi Narang 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 submit the Consolidated Result of the remote e-voting and e-voting at the 39th AGM in respect of the resolutions placed before the 39th AGM as per *Annexure A* with this report.
- b. I have scrutinized and reviewed the e-voting prior and during the 39th 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 21st September, 2024 provided by Ankit Consultancy Pvt. Ltd. the Registrar and Share Transfer Agent.
- c. Based on the aforesaid results, we report that all the Ordinary/Special Resolutions as set out in Item Nos. 1 to 9 in the Notice of the 39th AGM dated 23rd August, 2024 is considered as duly passed with *requisite majority*.
- 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 39th AGM and the same shall thereafter be handed over to the Chairman/Company Secretary, for safe keeping.

Peer Review No.: 743/2020
UDIN: F003565F001363341
Date: 28/09/2024
Place: Indore

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

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



Annexure A

Consolidated Results of Remote E-Voting and E-voting done at the 39th AGM of D & H India Limited held on 28th September, 2024:

Item No.1: Ordinary Resolution: For approval of the Standalone and Consolidated Audited Financial Statements as at 31st March, 2024 containing the Balance Sheet, the Statement of Profit & Loss, Cash Flow and Statement of Change in Equity for the financial year ended 31st March, 2024 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	103	4373153	0	0	103	4373153	99.9997%
Against	1	13	0	0	1	13	0.0003%
Total	104	4373166	0	0	104	4373166	100.0000%

The aforesaid ordinary resolution may be passed with the *requisite majority*.

Item No.2: Ordinary Resolution: For appointment of a director in place of Mrs. Suhani Doshi (DIN: 09237526) who is liable to retire by rotation at this Annual General Meeting 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	103	4373153	0	0	103	4373153	99.9997%
Against	1	13	0	0	1	13	0.0003%
Total	104	4373166	0	0	104	4373166	100.0000%

The aforesaid ordinary resolution may be passed with the *requisite majority*.

Item No.3: Ordinary Resolution: For appointment of a director in place of Mrs. Atithi Vora (DIN: 06899964) who is liable to retire by rotation at this Annual General Meeting 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	103	4373153	0	0	103	4373153	99.9997%
Against	1	13	0	0	1	13	0.0003%
Total	104	4373166	0	0	104	4373166	100.0000%

The aforesaid ordinary resolution may be passed with the *requisite majority*.

Item No.4: Ordinary Resolution: For ratification of the remuneration to be paid to M/s Vinod Bhatt and Associates, Cost Accountants (FRN: 100451) for the year 2024-25:

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	103	4373153	0	0	103	4373153	99.9997%
Against	1	13	0	0	1	13	0.0003%
Total	104	4373166	0	0	104	4373166	100.0000%

The aforesaid ordinary resolution may be passed with the *requisite majority*.

Item No.5: Special Resolution: For confirmation of Appointment of Mr. Rajendra Bandi (DIN: 00051441) as a director under the category of Non-Executive Independent Director of the Company:

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	103	4373153	0	0	103	4373153	99.9997%
Against	1	13	0	0	1	13	0.0003%
Total	104	4373166	0	0	104	4373166	100.0000%

The aforesaid Special Resolution may be passed with the *requisite majority*.



Item No.6: Special Resolution: For confirmation of Appointment of Mr. Somendra Sharma (DIN: 10736941) as a director under the category of Non-Executive Independent Director of the Company:

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	102	4373152	0	0	102	4373152	99.9997%
Against	2	14	0	0	2	14	0.0003%
Total	104	4373166	0	0	104	4373166	100.0000%

The aforesaid Special Resolution may be passed with the *requisite majority*.

Item No.7: Special Resolution: For Approval for Increase in Authorised Capital of the Company from Rs. 10.00 Crores to Rs. 24.00 Crores and subsequent alteration of Capital Clause of Memorandum of Association.

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	103	4373153	0	0	103	4373153	99.9997%
Against	1	13	0	0	1	13	0.0003%
Total	104	4373166	0	0	104	4373166	100.0000%

The aforesaid Special Resolution may be passed with the *requisite majority*.

Item No.8: Special Resolution: For Approval for Alteration of Object Clause of Memorandum of Association of the Company by insertion new Object clause 3A and 28A of the Memorandum of Association of the company.

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	103	4373153	0	0	103	4373153	99.9997%
Against	1	13	0	0	1	13	0.0003%
Total	104	4373166	0	0	104	4373166	100.0000%

The aforesaid Special Resolution may be passed with the *requisite majority*.

Item No.9: Special Resolution: For Approval for Alteration of the Articles of Association of the company by adoption of new set of Articles of Association in conformity with the Companies Act, 2013.

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	103	4373153	0	0	103	4373153	99.9997%
Against	1	13	0	0	1	13	0.0003%
Total	104	4373166	0	0	104	4373166	100.0000%

Peer Review No.: 743/2020
UDIN: F003565F001363341
Date: 28/09/2024
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For, D. K. JAIN & CO.
COMPANY SECRETARIES
FRN: I1995MP067500

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



The aforesaid Special Resolution may be passed with the *requisite majority*.

We the undersigned witnessed that the votes were unblocked/finalized from thee-voting website of CDSL(www.evotingindia.com)and the votes were reckoned after the conclusion of the 39th Annual General Meeting of the Company in our presence on 28th September,2024.

Mayuri Jain

MRS. MAYURI JAIN

Sakshi Narang

MS. SAKSHI NARANG