

SCRUTINIZERS' REPORT

*For Consolidated Results of Remote E-voting and E-Voting at
40th Annual General Meeting*

of

D & H INDIA Limited

Held on Wednesday, the 13th August, 2025 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

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D. K. JAIN & CO.
Company Secretaries & Insolvency Professional

CS (Dr.) Dilip Kumar Jain
M. Com., FCS., ACIS (U.K.), IP

DKJ/DHIL/2025

13th August, 2025

To,
The Chairman of the Board/AGM of
D & H India Limited
A-204, 2nd Floor, Kailash Espianade
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 40th Annual General Meeting (40th AGM) of D & H India Limited held on Wednesday, the 13th day of August 2025 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 Saturday, 19th July, 2025 to Scrutinize the remote E-voting and E-voting at the 40th Annual General Meeting (40th 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 40th AGM of D & H India Limited held on Wednesday, August 13th, 2025 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 40th AGM made thereat.

We have carried out the work as Scrutinizer of the 40th AGM, commenced at 1.00 P.M. and concluded at 1:14 P.M. on Wednesday, the 13th day of August, 2025 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 40th AGM.

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

- (i) the Companies Act, 2013 and the Rules made thereunder;
- (ii) circulars issued by the MCA and the SEBI, as applicable; and
- (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("LODR"), relating to e-voting on the resolutions contained in the Notice calling the AGM.

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

Our responsibility as a scrutinizer is for the remote e-voting and e-voting at the 40th 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 40th AGM dated 19th July, 2025 based on the



Consolidated Scrutinizers Report

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reports as generated and provided by CDSL, the authorized agency to provide remote e-voting facility and e-voting facility at the 40th 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: S2003MP064600), submit my consolidated report for remote e-voting and e-voting at the 40th AGM along with the relevant details as under:

1. Dispatch of Notice concerning 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 has completed dispatch of Notice of 40th AGM along with the Annual Report for the Financial Year 2024-25 by e-mail on **21st July, 2025** to those Members/beneficiaries who had registered their email ids with the Company/RTA/ Depositories.
- b. The Company hosted the notice of 40th AGM and the Annual Report on its website www.dnhindia.com and also submitted to BSE Ltd.
- c. Notice of the 40th AGM through VC/OAVM was also published in the newspapers by the Company on **Tuesday, 22nd July 2025** in Free Press Journal (English) and in Navshakti, (Marathi Edition) as per requirement of the Rule and Circulars of the MCA.

2. Cut-off Date

For ascertainment for eligibility for the voting rights were reckoned as on **Wednesday, 6th August, 2025** 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 40th AGM.

3. Quorum:

As on the cut-off date, there were total **5,277 (Five Thousand Two Hundred Seventy Seven) members** holding total **81,88,000 equity shares** of Rs.10/- each, and there was requirement of minimum **30 (Thirty)** members for constitution of valid quorum. However, **96 (Ninety-Six)** members were present at the 40th AGM through the VC as per the Venue Attendance Report generated from the CDSL Portal.

4. 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: **250724010** for the same.
- b. The facility was provided for Remote E-voting for the 40th AGM which commenced on **Wednesday, 10th August, 2025 at 9:00 A.M. [IST] and remained open for 3 (Three) days and ended on Tuesday, 12th August, 2025 at 5:00 P.M. [IST]**. CDSL has blocked Remote E-voting facility thereafter. The Company has also provided e-voting facility to the members present at the 40th AGM through VC/OAVM and who have not casted their vote earlier through remote e-voting.

5. Counting Process:

On completion of e-voting at the 40th 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.



6. Results:

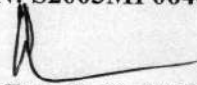
- a. Total **96 (Ninety-Six)** members were present through VC/OAVM in the 40th AGM.
- b. As per the data provided by CDSL, total **75 (Seventy-Five)** members have cast their votes through remote e-voting. However, none of the member present at the AGM has exercised their voting rights through e-voting at 40thAGM.
- c. One member has not exercised his vote in Item No. 2 to 9 and one more member has not exercised her voting rights in Item No. 4 to 9 and remained neutral in the respective agenda items
- d. After the closure of e-voting at 40th AGM, the report on voting done at the 40th AGM and the votes cast under remote e-voting facility prior to the 40th AGM were unblocked in the presence of Mr. Sagar Gupta and Mr. Kartik Modi 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 40th AGM in respect of the resolutions placed before the 40th AGM as per *Annexure A* with this report.
- b. I have scrutinized and reviewed the e-voting prior and during the 40th 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 6th August, 2025 as 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 40th AGM dated 19th July 2025 is considered as duly passed with unanimous consent except Item No. 5 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 40th AGM and the same shall thereafter be handed over to the Chairman/Company Secretary for safe keeping.

Peer Review No.: 6672/2025
UDIN: F003565G001003927
Date: 13/08/2025
Place: Indore

For, D. K. JAIN & CO.
COMPANY SECRETARIES
FRN: S2003MP064600


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



Annexure A

**Consolidated Results of Remote E-Voting and E-voting done at the 40th AGM
of D & H India Limited held on 13th August, 2025:**

Item No.1: Ordinary Resolution: To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company containing the Balance Sheet as at 31st March, 2025 and the Statement of Profit & Loss and Cash Flow and Statement of Changes in Equity and notes thereto of the Company for the Financial Year ended 31st March 2025 and the Reports of the Board's and Auditors thereon as on that date:

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	75	46,31,778	0	0	75	46,31,778	100.0000%
Against	0	0	0	0	0	0	0.0000%
Total	75	46,31,778	0	0	75	46,31,778	100.0000%

The aforesaid ordinary resolution may be passed with *unanimous consent*.

Item No.2: Ordinary Resolution: To appoint 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	74	46,31,578	0	0	74	46,31,578	100.0000%
Against	0	0	0	0	0	0	0.0000%
Total	74	46,31,578	0	0	74	46,31,578	100.0000%

The aforesaid ordinary resolution may be passed with *unanimous consent*.

Item No.3: Ordinary Resolution: To consider the appointment of M/s ABN & Co., Chartered Accountants (FRN.004447C) as Statutory Auditors of the Company:

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	74	46,31,578	0	0	74	46,31,578	100.0000%
Against	0	0	0	0	0	0	0.0000%
Total	74	46,31,578	0	0	74	46,31,578	100.0000%

The aforesaid ordinary resolution may be passed with *unanimous consent*.

Item No.4: Ordinary Resolution: To ratify the remuneration payable to M/s P.D. Modh & Associates, Cost Auditors of the company for the financial year 2025-26:

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	73	46,31,378	0	0	73	46,31,378	100.0000%
Against	0	0	0	0	0	0	0.0000%
Total	73	46,31,378	0	0	73	46,31,378	100.0000%

The aforesaid ordinary resolution may be passed with *unanimous consent*.

Item No.5: Ordinary Resolution: To confirm the appointment of M/s D.K. Jain & Co., Practicing Company Secretary as the Secretarial Auditors of the company:

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	72	46,31,377	0	0	72	46,31,377	100.0000%
Against	1	1	0	0	1	1	0.0000%
Total	73	46,31,378	0	0	73	46,31,378	100.0000%

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



Item No.6: Special Resolution: To confirm the appointment of **Dr. Niranjan Shastri (DIN: 11101503)**, as a Non-Executive Independent Director of the company appointed w.e.f. 14th May, 2025:

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	73	46,31,378	0	0	73	46,31,378	100.0000%
Against	0	0	0	0	0	0	0.0000%
Total	73	46,31,378	0	0	73	46,31,378	100.0000%

The aforesaid Special resolution may be passed with *unanimous consent*.

Item No.7: Special Resolution: To confirm the appointment of **Mrs. Atithi Vora (DIN: 06899964)**, as a Whole-time Director of the Company w.e.f. 1st April, 2025

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	73	46,31,378	0	0	73	46,31,378	100.0000%
Against	0	0	0	0	0	0	0.0000%
Total	73	46,31,378	0	0	73	46,31,378	100.0000%

The aforesaid Special resolution may be passed with *unanimous consent*.

Item No.8: Special Resolution: To confirm the revision in the remuneration of **Mr. Saurabh Vora, (DIN 02750484)** Whole-time Director w.e.f. 1st April, 2025:

Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	73	46,31,378	0	0	73	46,31,378	100.0000%
Against	0	0	0	0	0	0	0.0000%
Total	73	46,31,378	0	0	73	46,31,378	100.0000%

The aforesaid Special resolution may be passed with *unanimous consent*.

Item No.9: Special Resolution: To confirm the Revision in remuneration of **Mr. Harsh Vora, (DIN 00149287)** Chairman and Managing Director w.e.f. 1st April, 2025:

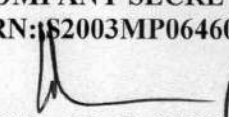
Particulars	Remote e-votes		E- Voting at AGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	73	46,31,378	0	0	73	46,31,378	100.0000%
Against	0	0	0	0	0	0	0.0000%
Total	73	46,31,378	0	0	73	46,31,378	100.0000%

The aforesaid Special resolution may be passed with *unanimous consent*.

Peer Review No.: 6672/2025
UDIN: F003565G001003927
Date: 13/08/2025
Place: Indore


SAGAR GUPTA

For, D. K. JAIN & CO.
COMPANY SECRETARIES
FRN: S2003MP064600


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




KARTIK MODI

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 40th Annual General Meeting of the Company in our presence on 13th August, 2025.