

## **SCRUTINIZERS' REPORT**

*For Consolidated Results of Remote E-voting and E-voting at the  
1/2025-26 Extra Ordinary General Meeting*

*of*

### ***D & H India Limited***

*held on Thursday, the 6<sup>th</sup> day of November, 2025 at 1:00 P.M. and concluded  
at 1:08 P.M. for which deemed venue of the Meeting was at  
A-204 Kailash Esplanade, opposite Shreyas Cinema, L.B.S. Marg  
Ghatkopar West, Mumbai (M.H.) 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

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

**CS (Dr.) Dilip Kumar Jain**

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

DKJ/D&H/EGM/2025

6<sup>th</sup> November, 2025

To,  
The Chairman of the Board/EGM of  
**D & H India Limited**  
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 E-voting at the 1/2025-26 Extra-Ordinary General Meeting (EGM), held on Thursday, the 6<sup>th</sup> November 2025 at 1.00 P.M. through Video Conferencing /Other Audio Visuals Means ('VC/OAVM').**

Dear Sir,

We refer our appointment as scrutinizer by the Board of directors of **D & H India Limited** (The Company) at their meeting held on 11<sup>th</sup> October, 2025 to scrutinize the Remote E-voting and E-voting process at the 1/2025-26 EGM 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) and the various Circulars issued by the Ministry of Corporate Affairs and SEBI as applicable for the **1/2025-26 EGM of the Company held on Thursday, the 6<sup>th</sup> November, 2025 at 1.00 P.M. through Video Conferencing/Other Audio Visual Means ('VC/OAVM')** and for which purposes the Registered Office situated at A-204, Kailash Esplanade, Opposite Shreyas Cinema, L.B.S. Marg, Ghatkopar (West), Mumbai 400086 was deemed as the venue for the meeting and the proceedings of the 1/2025-26 EGM made thereat.

We have carried out the work as Scrutinizer of the 1/2025-26 EGM, commenced at 1:00 P.M. and concluded at 1:08 P.M. on Thursday, the 6<sup>th</sup> November, 2025 and we have scrutinized and reviewed the voting through Remote-E voting and E-voting at the 1/2025-26 EGM through the platform organized by Central Depositories Services (India) Limited (CDSL) for recording of attendance and voting and other technical support at the 1/2025-26 EGM.

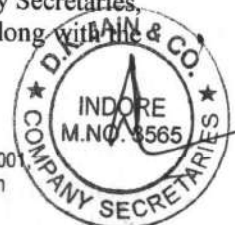
The management of the Company is responsible to ensure compliance with the requirements of;

- i. the Act and the Rules made thereunder.
- 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 1/2025-26 EGM.

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 for the Remote E-voting and E-voting to make a consolidated scrutinizers' report of the votes cast in "**Favour**" or "**Against**" or "**Invalid**" for the resolution stated in the Notice of the 1/2025-26 EGM, dated 11<sup>th</sup> October, 2025 based on the reports as 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 EGM 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, submit my consolidated report for remote e-voting and e-voting at the 1/2025-26 EGM along with the relevant listings as under:



**Dispatch of Notice convening the EGM:**

- a. The Company has informed that on the basis of 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 as made available by Ankit Consultancy Pvt. Ltd., the Registrar and Share Transfer Agents ("RTA"), CDSL have completed dispatch of Notice of 1/2025-26 EGM by e-mail on 14<sup>th</sup> October, 2025 to all those Members/beneficiaries who had registered their Email Id's with the Company/RTA/ Depositories.
- b. The Company hosted the notice of 1/2024-25 EGM on its website [www.dnhindia.com](http://www.dnhindia.com) and filed the same with BSE Ltd.
- c. Notice of the 1/2025-26 EGM through VC/OAVM was also published in the newspapers by the Company on Wednesday, 15<sup>th</sup> October 2025 in 'Free Press' Journal (English) and in Navshakti, (Marathi Edition) as per requirement of the applicable Rule and Circulars of the MCA.

**Cut-off Date**

For ascertainment for eligibility for the voting rights were reckoned as on **Thursday, the 30<sup>th</sup> October, 2025** as 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 1/2025-26 EGM.

**Quorum:**

As per the data shared by Ankit Consultancy Pvt. Ltd. and CDSL, as on the cut-off date 30<sup>th</sup> October, 2025, have shown **total 5,336 members** holding an entire 81,88,000 equity shares of Rs. 10/- each, therefore there was requirement of minimum 30 members for the constitution of valid quorum. However, **92 (Ninety-Two) members were present at the 1/2025-26 EGM 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 EGM and allotted EVSN: **251014001** for the same.
- b. The facility was provided for Remote E-voting for the 1/2025-26 EGM which commenced on **Monday, 3<sup>rd</sup> November, 2025 at 9:00 A.M. [IST] and remained open for 3 (Three) days and ended on Wednesday, 5<sup>th</sup> November, 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 1/2025-26 EGM 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 1/2025-26 EGM, we unblocked the results of the remote e-voting and e-voting by Members at the EGM, on the CDSL e-voting platform and downloaded the results for scrutiny.

**6. Voting for the EGM:**

- a. Total **92 (Ninety-Two)** members were present through VC/OAVM in the 1/2025-26 EGM.
- b. As per the data provided by CDSL, total **83 (Eighty-Three)** members have cast their votes through remote e-voting. However, none of the members present at the EGM has exercised their voting rights through e-voting at 1/2025-26 EGM.
- c. After the closure of e-voting at 1/2025-26 EGM, the report on voting done at the EGM and the votes cast under remote e-voting facility prior to the EGM were unblocked in the presence of Mr. Kartik Modi and Mr. Sagar Gupta 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.



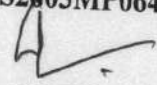
**Report of the Scrutinizer to the Chairman of the Meeting:**

- a. I submit the Consolidated Result of the remote e-voting and e-voting at the 1/2025-26 EGM in respect of the resolutions placed before the EGM as per *Annexure A* with this report.
- b. I have scrutinized and reviewed the e-voting prior and during the 1/2025-26 EGM 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 30<sup>th</sup> October 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 Special Resolutions as set out in Item Nos. 1 to 3 in the Notice of the 1/2025-26 EGM dated 11<sup>th</sup> October 2025 are considered as 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 1/2025-26 EGM and the same shall thereafter be handed over to the Chairman/Company Secretary for safe keeping.

Peer Review No.: 6672/2025  
UDIN: F003565G001782892  
Date: 06/11/2025  
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 1/2025-26 EGM:**

**Item No.1: Special Resolution: For confirmation of Appointment of Mr. Anit Saklecha (DIN: 11227963), as the Non- Executive Independent Director of the Company for a first term of 5 (Five) Consecutive years w.e.f. 14<sup>th</sup> August, 2025.**

Particulars	Remote e-votes		E- Voting at EGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	76	44,61,085	0	0	76	44,61,085	99.9993%
Against	7	33	0	0	7	33	0.0007%
<b>Total</b>	<b>83</b>	<b>44,61,118</b>	<b>0</b>	<b>0</b>	<b>83</b>	<b>44,61,118</b>	<b>100.0000%</b>

*I consider that the aforesaid Special Resolution was passed with Requisite Majority.*

**Item No.2: Special Resolution: Authority to the Board of Directors to Borrow in excess of the paid-up capital and free reserves under the provisions of section 180(1)(c) of the Companies Act, 2013.**

Particulars	Remote e-votes		E- Voting at EGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	76	44,61,085	0	0	76	44,61,085	99.9993%
Against	7	33	0	0	7	33	0.0007%
<b>Total</b>	<b>83</b>	<b>44,61,118</b>	<b>0</b>	<b>0</b>	<b>83</b>	<b>44,61,118</b>	<b>100.0000%</b>

*I consider that the aforesaid Special Resolution was passed with Requisite Majority.*

**Item No. 3: Special Resolution: Authority to the Board for Creation of Charges, Mortgages, Hypothecation on the Immovable and Movable Properties of the Company under Section 180(1)(a) of the Companies Act, 2013**

Particulars	Remote e-votes		E- Voting at EGM		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	76	44,61,085	0	0	76	44,61,085	99.9993%
Against	7	33	0	0	7	33	0.0007%
<b>Total</b>	<b>83</b>	<b>44,61,118</b>	<b>0</b>	<b>0</b>	<b>83</b>	<b>44,61,118</b>	<b>100.0000%</b>

*I consider that the aforesaid Special Resolution was passed with Requisite Majority.*

Peer Review No.: 6672/2025  
UDIN: F003565G001782892  
Date: 06/11/2025  
Place: Indore



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

*(Signature)*  
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 Central Depository Services (India) Limited ([www.evotingindia.com](http://www.evotingindia.com)) (CDSL) after the conclusion of the 1/2025-26 Extra Ordinary General Meeting of the Company in our presence on 6<sup>th</sup> November, 2025 at the office of the Scrutinizer.

*(Signature)*  
KARTIK MODI

*(Signature)*  
SAGAR GUPTA