



ANNUAL REPORT 2020-2021

D & H INDIA LIMITED

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BOARD OF DIRECTORS

- | | |
|------------------------------|---|
| 1. Mr. Sunil Kathariya | : Chairman of the Board- Independent Director |
| 2. Mr. Harsh Vora | : Managing Director |
| 3. Mr. Madhusudan Jain | : Whole-time Director (ceased w.e.f. 7 th April 2021) |
| 4. Mr. Saurabh Vora | : Whole-time Director |
| 5. Mrs. Atithi Vora | : Women Non-Executive Director |
| 6. Mr. Sushil Rawka | : Non Executive Director |
| 7. Mr. Eshanya B Gupta | : Independent Director |
| 8. Mr. Balraj Kishore Namdeo | : Independent Director |
| 9. Miss. Suhani Vora | : Additional Director (appointed w.e.f. 6 th Aug., 2021) |

AUDIT COMMITTEE

- | | |
|------------------------------|-----------------------------------|
| 1. Mr. Eshanya B Gupta | : Independent Director – Chairman |
| 2. Mr. Sunil Kathariya | : Independent Director – Member |
| 3. Mr. Balraj Kishore Namdeo | : Independent Director – Member |
| 4. Mr. Sushil Rawka | : Non Executive Director – Member |

STAKEHOLDERS' RELATIONSHIP COMMITTEE

- | | |
|------------------------|--|
| 1. Mr. Sushil Rawka | : Non Executive Director – Chairman |
| 2. Mr. Madhusudan Jain | : Whole-time Director – Member (upto 7 th April 2021) |
| 3. Mr. Sunil Kathariya | : Independent Director – Member |
| 4. Mr. Saurabh Vora | : Whole-time Director – Member (from 7 th April 2021) |

NOMINATION AND REMUNERATION COMMITTEE

- | | |
|------------------------|-----------------------------------|
| 1. Mr. Eshanya B Gupta | : Independent Director – Chairman |
| 2. Mr. Sunil Kathariya | : Independent Director – Member |
| 3. Mr. Sushil Rawka | : Non-Executive Director – Member |

COMPANY SECRETARY

CS Rajesh Sen

CHIEF FINANCIAL OFFICER

Mr. Sanat Kumar Jain (ceased w.e.f. 21st June 2021)
Mr. Rajesh Songirkar (Appointed w.e.f. 24th June 2021)

AUDITORS

Devpura Navlakha & Co.,
Chartered Accountant
13, Timothy Building,
75 S. S. Gaikwad Marg,
Opp. Metro Cinema, Mumbai-400002

SECRETARIAL AUDITORS

D K Jain & Co.
Company Secretaries
401, Silver Ark Plaza, 20/1, New Palasia
Indore – 452 001

INTERNAL AUDITORS:

Ashish K Jain & Associates
Chartered Accountant
130 Kanya Kubja Nagar
Airport Road, Indore-452001

BANKERS:

HDFC Bank Ltd.

REGISTERED OFFICE:

A - 204, Kailash Esplanade,
Opposite Shreyas Cinema, L.B.S. Marg,
Ghatkopar (West), Mumbai – 400 086
Website: www.dnhindia.com
Email: ho@dnhindia.com
Phone: 022-25006441

ADMINISTRATIVE OFFICE CUM WORKS:

Plot 'A', Sector 'A', Industrial Area,
Sanwer Road, Indore – 452 015 (M.P.)
Phone: 0731-2973501
Email: ho@dnhindia.com
Website : www.dnhindia.com

OTHER WORKS / PLANTS:

1. Village Sejevaya, Dhar Road, Ghatabillod, District Dhar, (MP)
2. Plot no. 115-116, Zone B Industrial Growth Center,
Village Borai, Post Rasmada, District Durg, Chhattisgarh

SHARE TRANSFER AGENT:

Ankit Consultancy Pvt. Ltd.
Plot No. 60, Electronic Complex,
Pardeshipura, Indore (M.P.) 452 010,
Phone: 0731-2551745,
Email: investor@ankitonline.com, compliance@ankitonline.com

STOCK EXCHANGE:

BSE Ltd.
Scrip Code: 517514

NOTICE

Notice is hereby given that the **36th Annual General Meeting** of the members of **D & H India Limited** (CIN: L28900MH1985PLC035822) will be held on **Thursday, the 30th day of September, 2021 at 01:00 P.M.** through Video Conferencing or Other Audio Visual Means VC/OAVM for which purpose the Registered Office situated at A-204, 2nd Floor Kailash Esplanade, Opposite Shreyas Cinema, L.B.S. Marg, Ghatkopar (West), Mumbai-400086 MH shall be deemed as the venue for the Meeting, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company containing the Audited Balance Sheet as at 31st March, 2021 and the Statement of Profit & Loss and Cash Flow along with statement of changes in equity for the year ended 31st March, 2021 and the Reports of the Board's and Auditors thereon.
2. To appoint a Director in place of **Mr. Sushil Rawka (DIN: 00156990)**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Mrs. Atithi Vora (DIN: 06899964)**, who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

4. **To confirm the appointment of Ms. Suhani Vora (DIN: 09237526) as a Director:**
To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time and provisions of SEBI (LODR), Regulations, 2015, **Miss. Suhani Vora (DIN: 09237526)**, who was appointed as an Additional Director in the category of Non-Executive Promoter Director with effect from 6th August, 2021 on recommendation of Nomination and Remuneration Committee and to hold office upto the date of forthcoming Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 (the “Act”) and Article of Association of the Company be and is hereby appointed as a Director of the Company and she shall be liable to retire by rotation.

5. **Approval of request received from Mr. Madhusudan Jain (Promoter alongwith the person acting in concert with him) for reclassification from “Promoter” category to “Public” category:** To consider & if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 31A of SEBI (LODR) Regulations, 2015 (the “Listing Regulations”), and subject to approval from the BSE Limited (herein after referred to as stock exchanges), the Securities and Exchange Board of India and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded to reclassify the following applicant from “Promoter” category to “Public” category:

Name	Status	No. of shares held	% of Total shares
Mr. Madhusudan Jain	Self (Promoter)	NIL	NIL
Ms. Suchita Kakrecha	Wife (belong to Promoter Group Madhusudan Jain), Person acting in concert	NIL	NIL
Mr. Somu Kakrecha	Son (belong to Promoter Group Madhusudan Jain), Person acting in concert	NIL	NIL
Ms. Priya Kakrecha	Daughter (belong to Promoter Group Madhusudan Jain), Person acting in concert	NIL	NIL
Ms. Aishwarya Ajay Lunia	Son's Wife (belong to Promoter Group Madhusudan Jain), Person acting in concert	1,28,451	1.74%
Corna Infra Limited	Company (belong to Promoter Group Madhusudan Jain), Person acting in concert	NIL	NIL

RESOLVED FURTHER THAT in supersession of any provision, the applicant's special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

RESOLVED FURTHER THAT the above applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such re-classification, shall continue to comply with conditions mentioned in Regulation 31A of Listing Regulations post reclassification from "Promoter" to "Public".

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for re-classification of the aforementioned applicant, the Company shall effect such re-classification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance to SEBI (SAST) Regulations, 2011, SEBI (PIT) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/ filings to stock exchange(s), seeking approvals from the SEBI and BSE Limited (as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions".

6. To Revise the remuneration of Mr. Saurabh Vora, (DIN 02750484) Whole-Time Director:

To consider & if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 190, 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (LODR) Regulation, 2015 and other applicable provisions, if any, including any statutory modifications or re-enactment thereof for the time being enforced, the approval of the members of the Company be and is hereby accorded for revision in the remuneration of Mr. Saurabh Vora, (DIN 02750484) Whole-time Director of the Company w.e.f. 1st October, 2021 for the remaining part of his tenure till 30th September, 2023 on such terms and conditions as given below:"

1. Remuneration:

Gross Salary & Perquisites: Maximum upto Rs. 84,00,000/- p.a.

The Whole-time Director shall be entitled for the following perquisites and other benefits within the above said limit as may be decided by the Board and the same may be by way of perquisites and allowances payable or reimbursement, such as;

- (a) House rent allowance/rent free accommodation, house maintenance allowance,
- (b) Allowances for utilities such as gas, electricity, water, furnishing, repairs,
- (c) Servants' salaries,
- (d) Medical reimbursement as per policy of the Company,
- (e) Group medi claim/accidental insurance/life insurance / keyman insurance Premium: Actual Premium as may be determined by the Insurance Company.
- (f) Leave travel concession for himself and his family, as per policy of the Company
- (g) Club fees, maximum upto 2 clubs (Excluding life membership fee)

2. Other exempted benefits:

In addition to the above, he shall be entitled for the following benefits, which shall not be considered as remuneration within the provisions of the Schedule V of the Companies Act, 2013:

- (a) Payment of gratuity as per the rules of the Company.
- (b) Contribution to PF, FBF and \Super annuation funds as per rules of the Company.
- (c) Leave encashment upto 15 days for every completed year in the employment, payable in each year as per rules of the Company.
- (d) Directors Obligation Insurance Premium: Actual Premium as may be determined by the Insurance Company.

3. Facilities:

- (a) The Company shall provide Company's Car with driver for the Company's work and if the Car is not provided, the Company shall reimburse Car/taxi expenses on actual basis.
- (b) The Company shall provide telephone/cell phone and internet facility at the residence of the Whole-time Director.

4. Minimum Remuneration

In the event of no profit or inadequacy of profits in any Financial Year, during the tenure of Mr. Saurabh Vora (DIN: 02750484) as Whole-time Director of the Company the aforesaid Remuneration as may be approved by the Members and as confirmed by the Board within the limit approved by the members, shall be considered as the minimum remuneration payable by the company to the Director.

5. Other Terms and Conditions:

The other terms and conditions are below:

1. Mr. Saurabh Vora as Executive Director shall be entrusted with the management of the Company under the direction, superintendence and control of the Managing Director and the Board of Directors of the Company.
2. His tenure as Director will not be affected by the alterations in the terms and conditions of his appointment.
3. The appointment of Mr. Saurabh Vora as the Whole-time Director of the Company, liable to retire by rotation.
4. Board/Nomination and Remuneration Committee of the Company is authorized to alter, modify or null all or any of the components of the remuneration of Mr. Saurabh Vora, subject to the applicable provisions of the Companies Act, 2013 or as may be agreeable to Mr. Saurabh Vora.
5. No sitting fees shall be payable to Mr. Saurabh Vora for attending the meetings of the Board or any Committee thereof.
6. there shall be clear relation of the Company with Mr. Saurabh Vora as "the Employer-Employee" and each party may terminate the above said appointment with six months' notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT Mr. Saurabh Vora, the Whole-time Director shall also be entitled to reimbursement of actual entertainment, travelling time to time to perform his duties as per rules of the Company.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to decide breakup of his remuneration within the permissible limits in its absolute discretion as may considered necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

7. To Revise the remuneration of Mr. Harsh Vora, (DIN 00149287) Managing Director:

To consider & if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 190, 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014, SEBI (LODR) Regulation, 2015 and other applicable provisions, if any, including any statutory modifications or re-enactment thereof for the time being enforced, the approval of the members of the Company be and is hereby accorded for revision in the remuneration of **Mr. Harsh Vora**, (DIN 00149287) Managing Director of the Company w.e.f. 1st October, 2021 for the remaining part of his tenure till 30th September, 2023 on such terms and conditions as given below:

1. Remuneration:

Salary & Perquisites: Maximum upto Rs. 84,00,000/- p.a.

The Managing Director shall be entitled for the following perquisites and other benefits within the above said limit as may be decided by the Board and the same may be by way of perquisites and allowances payable or reimbursement, such as;

- (a) House rent allowance/rent free accommodation, house maintenance allowance,

- (b) Allowances for utilities such as gas, electricity, water, furnishing, repairs,
- (c) Servants' salaries,
- (d) Medical reimbursement as per policy of the Company,
- (e) Group Mediclaim/accidental insurance/life insurance / keyman insurance Premium: Actual Premium as may be determined by the Insurance Company.
- (f) Leave travel concession for himself and his family, as per policy of the Company
- (g) club fees, maximum upto 2 clubs (Excluding life membership fee)

2. Other exempted benefits:

In addition to the above, he shall be entitled for the following benefits, which shall not be considered as remuneration within the provisions of the Schedule V of the Companies Act, 2013:

- (a) Payment of gratuity as per the rules of the Company.
- (b) Contribution to PF, FBF and \Super annuation funds as per rules of the Company.
- (c) Leave encashment upto 15 days for every completed year in the employment, payable in each year as per rules of the Company.
- (d) Directors Obligation Insurance Premium: Actual Premium as may be determined by the Insurance Company.

3. Facilities:

- (a) The Company shall provide Company's Car with driver for the Company's work and if the Car is not provided, the Company shall reimburse Car/taxi expenses on actual basis.
- (b) The Company shall provide telephone and Cell with internet facility at the residence of the Managing Director.

4. Minimum Remuneration:

In the event of no profit or inadequacy of profits in any Financial Year, during the tenure of Mr. Harsh Vora (DIN: 00149287) as Managing Director of the Company the aforesaid Remuneration as may be approved by the Members and as confirmed by the Board within the limit approved by the members, shall be consider as the minimum remuneration payable by the company to the Managing Director.

5. Other Terms and Conditions:

The other terms and conditions are below:

1. Mr. Harsh Vora shall be entrusted with the management of the Company under the direction, superintendence and control of the Board of Directors of the Company.
2. His tenure as Managing Director will not be affected by the alterations in the terms and conditions of his appointment.
3. The appointment of Mr. Harsh Vora as the Director of the Company, liable to retire by rotation.
4. Board / Nomination and Remuneration Committee of the Company is authorized to alter, modify or null all or any of the components of the remuneration of Mr. Harsh Vora, subject to the applicable provisions of the Companies Act, 2013 or as may be agreeable to Mr. Harsh Vora.
5. No sitting fees shall be payable to Mr. Harsh Vora for attending the meetings of the Board or any Committee thereof.
6. There shall be clear relation of the Company with Mr. Harsh Vora as "the Employer-Employee" and each party may terminate the above said appointment with six months' notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT Mr. Harsh Vora, the Managing Director shall also be entitled to reimbursement of actual entertainment, travelling time to time to perform his duties as per rules of the Company.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to decide breakup of his remuneration within the permissible limits in its absolute discretion as may considered necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution , or as may be otherwise considered by it to be in the best interest of the Company.

By orders of the Board

Place: Indore

Date: 6th August, 2021

D & H India Limited

CIN: L28900MH1985PLC035822

Regd. Office: A – 204, 2nd Floor Kailash Esplanade,

Opposite Shreyas Cinema, L.B.S. Marg,

Ghatkopar (West), Mumbai – 400 086

RAJESH SEN
(COMPANY SECRETARY)
FCS 7689

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 (extended the time line for holding of Annual General Meetings through VC/OAVM till 31st December, 2021) Securities and Exchange Board of India (“SEBI”) also vide its Circular dated 12th May, 2020 permitted holding of Annual General Meetings through VC/OAVM which was further extended by its circular dated 15th January, 2021 till December 31, 2021 physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.
2. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Therefore, the Proxy Form and Attendance Sheet for the 36th AGM is not annexed to the notice.
3. The Members can join the AGM the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without any restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013 (“the Act”). Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board Resolution / authorization letter to the Scrutinizer by email through its registered email address to dkjain@dkjaincs.com with a copy of the same marked to the Company at www.dnhindia.com.
5. Pursuant to the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021 the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for VC/OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.
6. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company www.dnhindia.com as soon as possible after the Meeting is over.

9. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available for remote e-voting:-

Commencement of remote e-voting	09.00 am (IST) on Monday 27th September, 2021
End of remote e-voting	05.00 pm (IST) on Wednesday, 29th September, 2021

Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

10. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business i.e. Items No. 4, 5, 6 and 7 set out in the Notice, is annexed thereto.
11. The company has notified closure of Register of Members and Share Transfer Books from **24th September, 2021, Friday to 30th September, 2021, Thursday** (both days inclusive) for the Annual General Meeting.
12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date i.e. Thursday, 23rd September, 2021** only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.
13. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date **23rd September, 2021 (Thursday)**.
14. CS (Dr.) D.K. Jain, Company Secretary in Practice (F.R. No.: I1995MP067500, M. No. FCS 3565 & C.P. No. 2382) has been appointed as the Scrutinizer of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
15. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7(Seven) days before the date of the Meeting through email on rsen@dnhindia.com so that the information required may be made available at the Meeting.
16. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days, except Saturday, between 2:00 P.M and 4:00 P.M up to the date of the meeting.
17. The Members are requested to:
 - (a) Quote their ledger folio number in all their correspondence.
 - (b) Send their Email address to RTA for prompt communication and update the same with their DP to receive softcopy of the Annual Report of the Company.
18. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 having email Id investor@ankitonline.com; compliance@ankitonline.com
19. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board Report.
20. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 36th AGM. Members seeking to inspect such documents can send an email to rsen@dnhindia.com
21. Pursuant to the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), the Company has, during the financial year 2020-21 transferred all the equity shares in respect of which (Dividend year 2012-13) dividend has not been claimed / encashed for 7 (Seven) or more consecutive years to the Investor Education and Protection Fund Authority (IEPF) of the Central Government as on the due date of transfer. The Company further transferred to the IEPF Authority all the shares in respect of which dividend had remained unpaid or unclaimed for 7 (seven) consecutive years or more as for the dividend declared in the year 2012-13 on the due date of transfer. The details of shares transferred / unpaid dividend to the IEPF Authority are posted on the website of the Company at www.dnhindia.com The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: <http://www.iepf.gov.in/> Members may note that the shares as well as the unclaimed dividend so transferred to the IEPF authority can be claimed back from the IEPF Authority as per the procedure prescribed under the Rules.
 - 21.1. Members who have not encashed the dividend for the year 2013-14 to 2014-15 are requested to please approach the Company for obtaining duplicate dividend warrants/Cheque. Please note that the amount remained unpaid or unclaimed for the year 2013-14 for a period upto 7 years shall be transferred to the IEPF Authority of the Central Government and no claim in respect thereof shall be entertained by the Company thereafter.
 - 21.2. SEBI has disallowed listed Companies from accepting request of transfer of securities which are held in physical form w.e.f 01/04/2019. Therefore shareholders holding shares in physical form are advised to get it converted into demat form.

22. Due dates for transfer of unclaimed/unpaid dividends as at 31st March, 2021 and due date for transfer thereafter to IEPF are as under:

Financial Year	Date of Declaration	Rate of Dividend per Share Rs.	Due date for transfer to IEPF	Amount of dividend remains unpaid / unclaimed
2013-14	30.09.2014	0.50	05.11.2021	3,29,581.00
2014-15	30.09.2015	0.50	05.11.2022	2,14,283.50

23. As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent (RTA) of the Company, Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (MP) 452010 having email Id investor@ankitonline.com ; compliance@ankitonline.com The Company has already sent letter and 2 reminders in the physical form by the Registered Post. It may please be noted very carefully by the shareholders who are unable to provide required details to the RTA, or informed that the shares available in their name as per records to the share transfer agent does not belong to them or letter return back shall be subject to enhanced due diligence by the Company and the Share Transfer Agent.
24. SEBI has mandated that for registration of transfer of the shares in the d-mat form only after 1st April, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form if any to get convert into the D-mat form.

25. THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- The voting period begins on 27th September, 2021 Monday (I.S.T. 9.00 A. M.) and ends on 29th September, 2021 Wednesday (I.S.T. 5.00 P. M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System My Easi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e voting is in progress as per the