



ANNUAL REPORT 2021-2022

D & H INDIA LIMITED

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BOARD OF DIRECTORS

1. Mr. Sunil Kathariya : Chairman of the Board- Independent Director
1. Mr. Harsh Vora : Managing Director
3. Mr. Saurabh Vora : Whole-time Director
4. Mrs. Atithi Vora : Women Non-Executive Director
5. Mr. Sushil Ratanlal Rawka : Non-Executive Director
6. Mr. Eshanya Biharielall Gupta : Independent Director
7. Mr. Balraj Kishore Namdeo : Independent Director
8. Miss. Suhani Vora : Women Non-Executive Director

AUDIT COMMITTEE

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

STAKEHOLDERS' RELATIONSHIP COMMITTEE

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

NOMINATION AND REMUNERATION COMMITTEE

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

COMPANY SECRETARY

CS Rajesh Sen

CHIEF FINANCIAL OFFICER

Mr. Rajesh Songirkar

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 Kunj 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 **37th Annual General Meeting** (AGM) of the members of **D & H India Limited** (CIN: L28900MH1985PLC035822) will be held on **Friday, the 30th day of September, 2022 at 1:00 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 (M.H.) 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, 2022 and the Statement of Profit & Loss and Cash Flow along with statement of changes in equity for the year ended 31st March, 2022 and the Reports of the Board's and Auditors thereon.
2. To appoint a Director in place of **Mr. Saurabh Vora (DIN: 02750484)**, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To consider and approve the issuance of warrants convertible into equity shares on preferential basis to promoter of the company.**

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 23, 62(1)(c) read with Section 42 of the Companies Act, 2013, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, *[SEBI (ICDR) Regulations]* the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, *[SEBI (LODR) Regulations]*, the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 *[SEBI (SAST) Regulations]*, the SEBI (Prohibition of Insider Trading) Regulations, 2015 *[SEBI (PIT) Regulations]* and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the BSE Limited, where the shares of the Company are listed and subject to any approval, consent, permission and/or sanction of the other appropriate authorities, if any (hereinafter collectively referred to as “the appropriate authorities”), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as “the requisite approvals”), which may be agreed by the Board of Directors of the Company (hereinafter called ‘the Board’) which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution, the approval of members of the Company by way of Special Resolution, be and is hereby granted to create, offer, issue and allot upto **7,88,000 (Seven Lakhs Eighty Eight Thousand)** Warrants of Rs. 42/- (**Rs. Forty Two only**) aggregating upto Rs. 330.96 Lakhs (Rupees Three Crores Thirty Lakhs Ninety Six Thousand Only) convertible into 1 (One) Equity Share of Rs. 10/- (Rupees Ten Only) of the Company at a premium of Rs. 32/- (Rupees Thirty Two Only) per share for every warrant which is more than the minimum price of Rs. 41.97 (Rs. Forty One and Paise Nine Seven only) as certified by the Registered Valuer with respect to the **Relevant Date i.e. 30th August, 2022** as prescribed under the SEBI (ICDR) Regulations, 2018 for Preferential Issues of Shares/ Securities as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 in one or more trenches, by way of preferential issue to the

following persons forming part of Promoter and Promoter group who are eligible to participate in the preferential issue.

Sr. No.	Name of Proposed Allottee/ subscriber	Category of the proposed allottees Subscribers	No of Warrants of Rs. 42/- per warrant proposed to be issued	No of equity shares of Rs. 10/- each to be allotted upon exercise of option for conversion of the warrants at a premium of Rs. 32/- per share
1.	Shri Harsh Vora	Promoter	7,88,000	7,88,000
	TOTAL		7,88,000	7,88,000

RESOLVED FURTHER THAT the aforesaid Warrants shall be issued on the following terms and conditions:

- The warrants shall be issued on preferential basis to the aforesaid proposed allottee at a price of Rs. 42/- (Rupees Forty Two only) per warrant;
- The warrants and equity shares so issued upon conversion of warrants if any, shall be issued in the D-mat Form only;
- Upfront amount of Rs.10.50 (Rs. Ten and Paise Fifty Only) per warrant (being not less than 25% of the price of warrant) shall be payable along with the application and remaining amount of Rs.31.50 (Rupees Thirty One and Paise Fifty only) per warrant shall be payable before exercising the option for conversion of warrants into equity share within a period of 18 (Eighteen) months from the date of allotment of warrants in one or more than one tranches in accordance with the provisions of Regulation 162 of SEBI (ICDR) Regulations, 2018;
- If the entitlement against the Warrants to apply for the equity shares is not exercised within the aforesaid period of 18 (Eighteen) months, the entitlement of the Warrant holders to apply for equity shares of the Company along with the rights attached thereto, shall expire and the amount paid as Upfront amount on the application shall be liable for forfeiture as per provisions of the SEBI (ICDR) Regulations, 2018.
- The Warrant holder shall be entitled to exercise conversion of any or all of the warrants in one or more tranches by way of a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate amount due thereon, without any further approval from the shareholders prior to or at the time of conversion. The Board of Directors or Committee thereof shall accordingly, issue and allot the corresponding number of shares to the Warrant holder subject to compliance of the SEBI (SAST) Regulations, 2011 as may be applicable from time to time;
- The warrants proposed to be issued shall be subject to appropriate adjustments, if during the interim period, the company makes any issue of equity shares by way of capitalization of profits and reserves, upon demerger/re-alignment, right issue or undertakes consolidation/sub-division/reclassification of equity shares or such other similar events or circumstances requiring adjustments if any as permitted under SEBI (ICDR) Regulations, and all other applicable regulations from time to time.
- The Warrants shall not be listed and tradable at the stock exchange and shall be under lock in period of 1 (One) year from the date of allotment of warrants by the Company;
- The Equity shares so allotted upon conversion of warrants shall be listed at the BSE Ltd. where the existing shares of the Company are listed;
- The Equity share so allotted upon conversion shall be under lock in for a period of 18 (Eighteen) months for promoters from the date of trading permission granted by the BSE Ltd.;

- (j) The existing shares held by the proposed allottees shall be under freeze/lock in period for a period not less than 90 trading days from the date of allotment of warrants and such shares shall be further frozen for a further period of not less than 90 trading days from the date of trading permission granted for the shares issued upon conversion of warrants;
- (k) The Warrants by itself until exercised and equity shares so allotted, does not give to the Warrant holder thereof any rights with respect to that of a shareholder of the Company;
- (l) Upon exercise by the holder of the Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to Warrant holder, evidence of the credit of the Equity Shares to the depository account of the Warrant holder and entering the name of Warrant holder in the records of the Company (including in the Register of Members of the Company) as the registered owner of such Equity Shares.
- (m) Other terms and conditions if any as prescribed and applicable relating to the SEBI (ICDR) Regulations, SEBI (LODR) Regulations, SEBI (PIT) Regulations and SEBI (SAST) Regulations.

RESOLVED FURTHER THAT for the purpose of issuance of the warrants convertible into equity shares the relevant date is determined and fixed by the Board as **Tuesday, 30th August, 2022** i.e. thirty days prior to the Annual General Meeting proposed to be held on **30th September, 2022**. (while reckoning the 30th day i.e. Wednesday, 31st August, 2022 the same falls on Holiday therefore, the day preceding the holiday i.e. Tuesday 30th August, 2022 is considered as the relevant date for the purpose)

RESOLVED FURTHER THAT the equity shares allotted on exercise of warrants in terms of this Resolution shall rank *pari passu* in all respects (including as to entitlement to participate in voting powers, dividend, bonus shares and right entitlement, if any) with the existing fully paid-up equity shares of face value of Rs. 10/- each of the Company, subject to the relevant provisions contained in the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of directors including a Committee thereof duly constituted by the Board (with power to delegate to any Officer of the Company), be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid Securities, filing of corporate action for addition of new warrants and equity shares for change in the capital structure with the Central Depository Services (India) Ltd. and/or National Security Depository Limited and listing thereof with the stock exchange as may be required and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the aforesaid Securities, execution of documents related to utilization of the issue proceeds, and to do all acts, deeds and things in connection therewith and incidental thereto as the Board or Committee in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

By orders of the Board

Place: Indore

Date: 3rd September, 2022

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, Circular No. 2/2021 dated 13th January, 2021 and Circular No. 2/2022 dated 5th May, 2022, physical attendance of the Members to the AGM venue is not required and the 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 followed by Circular No. 2/2021 dated 13th January, 2021, 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.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and circular No. 2/2022 dated May 5, 2022 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 entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means and independent agency for providing necessary platform for Video Conferencing/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 AGM will be provided by CDSL.
4. The Members can join the AGM in 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 to atleast 1000 members on first come first served basis. However, this number does not include large Shareholders (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 restriction on account of first come first served basis.
5. 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.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.dnhindia.com. The Notice can also be accessed from the websites of the Stock Exchange i.e.

BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated 13th January 2021 and MCA Circular No. 2/2022 dated 5th May 2022.
8. In continuation of the MCA [General Circular No.20/2020](#), dated 5th May, 2020, general circular No 02/2021 Dt. 13th Jan 2021, General Circular No 19/2021 Dt. 8th Dec 2021 & 21/2021 dated 14th Dec 2021 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2022, or become due in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 05.05.2020.
9. 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.
10. 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	9.00 am (IST) on Tuesday 27th September, 2022
End of remote e-voting	5.00 pm (IST) on Thursday, 29th September, 2022

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

11. The company has notified closure of Register of Members and Share Transfer Books from **Saturday 24th September 2022, to Friday 30th September 2022**, (both days inclusive) for the AGM.
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., Friday, 23rd September 2022** 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 **Friday, 23rd September 2022**.
14. CS (Dr.) D.K. Jain, Company Secretary in Practice (F.R. No.: I1995MP067500, M. No. FCS 3565 & C.P. No. 2382), proprietor of M/s D.K. JAIN & CO., Company Secretaries, Indore has been appointed as the Scrutinizer 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 at its email id 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.
 - (c) Intimate changes, if any, in their registered addresses immediately.
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 to receive the soft copy of all communication and notice of the meeting etc., of the company.

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 37th 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 2021-22 transferred all the equity shares in respect of which (Dividend year 2013-14) 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 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.
22. Members who have not encashed the dividend for the year 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 2014-15 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.
23. Due dates for transfer of unclaimed/unpaid dividends as at 31st March, 2022 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
2014-15	30.09.2015	0.50	05.11.2022	2,14,283.50

24. 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
25. In compliance with the aforesaid MCA Circulars dated 5th May, 2020 and SEBI Circular dated May 12, 2020, followed by May 13, 2022, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the AGM and Annual Report 2021-22 will also be available on the Company's website - www.dnhindia.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL <https://www.evotingindia.com>. However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company.
26. 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.
27. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their

depository participants. Members holding shares in physical form are requested to submit their PAN details to the company's RTA.

28. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
- **For shares held in electronic form:** to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.
 - **For shares held in physical form:** to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form. The said form can be downloaded from the Members' Reference available on the Company's website www.dnhindia.com under Standard documents for Investors and is also available on the website of the RTA.
29. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Standard documents for Investors available on the Company's website www.dnhindia.com and is also available on the website of the RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.
30. SEBI vide its notification dated January 24, 2022, has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
31. As the 37th AGM is being held through VC, the route map is not annexed to this Notice.
32. **Voting through Electronic Means:**

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on **27th September 2022 (Tuesday) (I.S.T. 9.00 A.M.) and ends on 29th September 2022 (Thursday) (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 **23rd September 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of SEBI (LODR) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has