



# **ANNUAL REPORT 2022-2023**

**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. Mrs. Suhani Doshi             | : 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 |

### STAKEHOLDER 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      |

### 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](http://www.dnhindia.com)  
Email: [ho@dnhindia.com](mailto: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](mailto:ho@dnhindia.com)  
Website : [www.dnhindia.com](http://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](mailto:investor@ankitonline.com), [compliance@ankitonline.com](mailto:compliance@ankitonline.com)

**STOCK EXCHANGE:**

BSE Ltd.  
Scrip Code: 517514

## NOTICE

Notice is hereby given that the **38<sup>th</sup> Annual General Meeting** (AGM) of the members of **D & H India Limited** (CIN: L28900MH1985PLC035822) will be held on Saturday, the **30<sup>th</sup> day of September, 2023 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, 2<sup>nd</sup> 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 31<sup>st</sup> March, 2023 and the Statement of Profit & Loss and Cash Flow along with statement of changes in equity for the year ended 31<sup>st</sup> March, 2023 and the Reports of the Board's and Auditors thereon.
2. To appoint a Director in place of **Mr. Harsh Vora (DIN: 00149287)**, who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. **To confirm the revision in remuneration of Mr. Saurabh Vora, (DIN 02750484) Whole-Time Director:**

To consider and 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, and on the recommendation of the Nomination and Remuneration Committee, 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. 1<sup>st</sup> December, 2022 for the remaining part of his tenure till 30<sup>th</sup> September, 2023 on such terms and conditions as given below:”

**1. Remuneration:** Gross Salary & Perquisites: Maximum upto Rs. 10,00,000/- p.m.

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 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/cell phone and internet facilities 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 the Whole-time Director of the Company the aforesaid Remuneration as 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 him.

### **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 within the aforesaid limits 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 Members. 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 three 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 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, without seeking any approval of the members as may be otherwise considered by it to be in the best interest of the Company.

### **4. To confirm the Revision in 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, on the recommendation of the Nomination and Remuneration Committee, 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. 1<sup>st</sup> December, 2022 for the remaining part of his tenure till 30<sup>th</sup> September, 2023 on such terms and conditions as given below:

**1. Remuneration:** Gross Salary & Perquisites: Maximum upto Rs. 12,50,000/- p.m.

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 Mediciclaim/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 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 within the aforesaid limit 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 Members, 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, without seeking any approval of the members as may be otherwise considered by it to be in the best interest of the Company.

5. **To re-appoint Mr. Saurabh Vora (DIN: 02750484) as the Whole-time Director of the company for a further period of 3 years w.e.f. 1<sup>st</sup> Oct., 2023** and to consider & if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

**“RESOLVED THAT** upon the recommendation of the Nomination and Remuneration Committee of the Board and the approval of the Board of Directors of the Company, pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), the members hereby accord their approval for the re-appointment of **Mr. Saurabh Vora (DIN: 02750484)** as the Whole-time Director and designated as the Joint Managing Director of the Company for a further period from 1<sup>st</sup> October, 2023 to 30<sup>th</sup> September, 2026, on such terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

**FURTHER RESOLVED THAT** in the event of no profit or inadequacy of profits in any Financial Year, during the tenure of Mr. Saurabh Vora as Whole Time Director of the Company the aforesaid Remuneration shall be consider as the minimum remuneration payable by the company to the Whole Time Directors.

**RESOLVED FURTHER THAT** the relations with Mr. Saurabh Vora and the Company shall be contractual as the Employee – Employers during his tenure as the Whole-time Director 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, without seeking any approval of the members as may be otherwise considered by it to be in the best interest of the Company.

**FURTHER RESOLVED THAT** the Board of Director of the Company be and is here by authorized to do all such acts, deeds and things as may be required in this regard to give effect to this resolution”.

6. **To re-appoint Mr. Harsh Vora (DIN: 00149287) as the Managing Director of the company for a further period of 3 years w.e.f. 1<sup>st</sup> Oct., 2023** and to consider & if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

**“RESOLVED THAT** upon the recommended of the Nomination and Remuneration Committee of the Board and the approval of the Board of directors of the Company, pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), the members hereby accord their approval for the re-appointment of **Mr. Harsh Vora (DIN: 00149287)** as the Managing Director of the Company for a further period from 1<sup>st</sup> October, 2023 to 30<sup>th</sup> September, 2026, on such terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

**FURTHER RESOLVED THAT** in the event of no profit or inadequacy of profits in any Financial Year, during the tenure of Mr. Harsh Vora as Managing Director of the Company the aforesaid Remuneration shall be consider as the minimum remuneration payable by the company to the Managing Directors.

**RESOLVED FURTHER THAT** Mr. Harsh Vora shall be subject to retirement by rotation during his tenure as Managing Director.

**RESOLVED FURTHER THAT** the relations with Mr. Harsh Vora and the Company shall be contractual as the Employee – Employers during his tenure as the Managing Director 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, without seeking any approval of the members as may be otherwise considered by it to be in the best interest of the Company.

**FURTHER RESOLVED THAT** the Board of Director of the Company be and is here by authorized to do all such acts, deeds and things as may be required in this regard to give effect to this resolution”.

7. **To re-appoint Mr. Balraj Kishore Namdeo (DIN: 06620620) as the Independent Director of the company for a further period of 5 (Five) Consecutive years w.e.f. 1<sup>st</sup> April, 2024.** To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Balraj Kishore Namdeo (DIN: 06620620)**, who was appointed as an Independent Director for a 1<sup>st</sup> term of 5 years which will be ending on 31<sup>st</sup> March, 2024 and being eligible, has submitted a declaration for confirming his independence and upon recommendation of the Nomination and Remuneration Committee and the Board, **Mr. Balraj Kishore Namdeo (DIN: 06620620)**, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years, w.e.f. 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029 and he shall not be liable to retire by rotation.”

8. **To ratify the remuneration payable to the Cost Auditors of the company for the financial year 2023-24**



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 section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the members of the Company be and hereby ratify the payment of remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand Only), plus applicable taxes and reimbursement of out of pocket expenses at actual to M/s Vinod Bhatt and Associates, Cost Accountant, Indore (Registration No. 100451) appointed by the Board on the recommendation of the Audit Committee, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31<sup>st</sup> March, 2024.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**By orders of the Board**

**Place: Indore**

**Date: 12<sup>th</sup> August, 2023**

**D & H India Limited**

CIN: L28900MH1985PLC035822

Regd. Office: A – 204, 2<sup>nd</sup> Floor Kailash Esplanade,

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

Ghatkopar (West), Mumbai – 400 086

**Notes:**

1. Pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, Circular No. 2/2021 dated 13<sup>th</sup> January, 2021, Circular No. 2/2022 dated 5<sup>th</sup> May, 2022 and Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 (Collectively referred as MCA Circulars), 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 MCA circulars issued, 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 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. The Notice calling the AGM alongwith complete Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories and has also been uploaded on the website of the Company. The Notice alongwith Annual Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at [www.bseindia.com](http://www.bseindia.com) and the 38<sup>th</sup> AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for Video Conference/OAVM) i.e. [www.evotingindia.com](http://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.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular.
8. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company [www.dnhindia.com](http://www.dnhindia.com) as soon as possible after the Meeting is over.
9. 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.
10. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed and forms part of the Notice.
11. 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:-

<b>Commencement of remote e-voting</b>	<b>9.00 am (IST) on Wednesday, 27<sup>th</sup> September, 2023</b>
<b>End of remote e-voting</b>	<b>5.00 pm (IST) on Friday, 29<sup>th</sup> September, 2023</b>

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

12. The company has notified closure of Register of Members and Share Transfer Books from **Sunday 24<sup>th</sup> September 2023, to Saturday 30<sup>th</sup> September 2023**, (both days inclusive) for the AGM.
13. 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., Saturday, 23<sup>rd</sup> September 2023** only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.
14. 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 **Saturday, 23<sup>rd</sup> September 2023**.
15. 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.
16. 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](mailto:rsen@dnhindia.com) so that the information required may be made available at the Meeting.
17. 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.
18. 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.
19. 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](mailto:investor@ankitonline.com); [compliance@ankitonline.com](mailto:compliance@ankitonline.com) to receive the soft copy of all communication and notice of the meeting etc., of the company.
20. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board Report.
21. 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 38<sup>th</sup> AGM. Members seeking to inspect such documents can send an email to [rsen@dnhindia.com](mailto:rsen@dnhindia.com)