

SECRETARIAL COMPLIANCE REPORT*(Pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019)***OF****D & H INDIA LIMITED****for the year ended 31.03.2022**

I, **CS (Dr.) Dilip Kumar Jain**, proprietor of **M/s D.K. Jain & Co.**, Company Secretaries have examined:

- all the documents and records made available to us and explanation provided by **D & H INDIA LIMITED** (CIN:L28900MH1985PLC035822) ("the Listed Entity")
- the filings/ submissions made by the listed entity to the BSE Ltd., - www.bseindia.com
- website of the D & H India Limited-www.dnhindia.com,
- any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March, 2022** ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, as amended from time to time and applicable, have been examined, include: -

- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018
 - SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - SEBI (Buyback of Securities) Regulations 2018
 - SEBI (Share Based Employee Benefits) Regulations, 2014;
 - SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
 - SEBI (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
 - SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - circulars/guidelines issued thereunder;
- and based on the above examination,

I hereby report that, during the Review Period:

- The listed entity has complied with the provisions of the above Regulations, circulars, notifications and guidelines issued thereunder and as applicable to it, (however, the **Regulations mentioned above under (b) and (d) to (g) are not applicable** to the company as there were no such activities as covered under the said regulations) except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
		Nil	



- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE Ltd	Delayed in filing of the Shareholding Pattern for the quarter ended 30 th Sept., 2015.	The BSE Ltd. has imposed a Fine of Rs. 1,19,000/-. However, BSE Ltd. upon request of the Company has considered and waived part of fine amount Rs. 74,000/- and after adjustment of payment of Rs. 1,000/- already paid, the remaining amount of Rs.44,000/- plus GST was required to be paid by the company.	The company has duly paid Rs.44,000/- plus GST to BSE Ltd on 07.03.2022.

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
=====NIL=====				

Notes:- The company has also filed an application on 22nd October, 2021 by Case No. 140605 for seeking approval for Re-classification of Promoters to Public pursuant to the Regulation 31A of the SEBI (LODR) Regulations, 2015 which is still pending for approval at BSE Ltd.

Place: Indore
Date: 26th May, 2022
UDIN: F003565D000392943



For, D. K. JAIN & CO.,
COMPANY SECRETARIES
FRN No. I1995MP067500

CS (Dr.) D.K. JAIN
PROPRIETOR
FCS No.: 3565
C P No.: 2382
Peer review: 743/2020