

SECRETARIAL COMPLIANCE REPORT

(Pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015 read with various circulars issued by SEBI)

OF

D & H INDIA LIMITED**for the year ended 31st March, 2023**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **D & H INDIA LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at A-204, 2nd Floor, Kailash Esplanade Opp. Shreyas Cinema, L.B.S. Marg, Ghatkopar (West) Mumbai (MH) 400086. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on **March 31, 2023**, complied with the statutory provisions listed hereunder, in the manner and subject to the reporting made hereinafter.

We, 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 filings/ submissions made by the listed entity to the BSE Ltd at - www.bseindia.com;
- website of the listed entity i.e. www.dhindia.com;
- any other document/filing, as may be relevant, which has been relied upon to make this certification.

for the year ended **31st March, 2023** ("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 there under; 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, 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 (Buy back of Securities) Regulations, 2018 (*Not Applicable to the Listed entity during the period under review*);
- SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (*Not Applicable to the Listed entity during the period under review*);
- SEBI (Issue and Listing of Debt Securities) Regulations, 2008 (*Not Applicable to the Listed entity during the period under review*);
- SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (*Not Applicable to the Listed entity during the period under review*);
- SEBI (Prohibition of Insider Trading) Regulations, 2015;
- other regulations as applicable; and circulars/guidelines issued thereunder.



I (a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below:

Sr No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	The Company was required to take Special Contingency Insurance Policy for insuring the risk arising out of the requirements relating to issue of duplicate securities	Para 5 of SEBI Circular No. SEBI/ HO/ MIRSD/ MIRSD RTAMB/P 7 CIR/2022/70 dated 25 th May, 2022	The company has not taken the required policy.	As informed by the management No Action has been taken by any authority for such non-compliance.	N.A.	-	-	The company is required to take the insurance policy, but the said policy was not obtained.	The risk category is not defined by the Insurance Service Providers. Once the product category will list, we will take aforesaid policy.	-
2.	The company was required to disclose to BSE Ltd. as soon as reasonably possible and not later than 24 hours from the occurrence of submission of application for re-classification of status as promoter/ public by the listed entity to the stock exchanges	Regulation 31A (8) of SEBI (LODR) Regulations, 2015	Delay in submission of material event as specified under Reg. 31A(8) of the SEBI (LODR) Regulation, 2015	BSE Ltd	By issuing Advisory Letter No. LIST/ COMP/ RK/ 491/ 2022-23 dated 14.02.2023	Delay in submission of material event as specified under Reg. 31A(8) of the SEBI (LODR) Regulation, 2015	-	The company has submitted the application for re-classification of status from Promoter to Public on 22.10.2021 but the disclosure has been submitted on 09.07.2022.	The said non-compliance was done inadvertently and without any malafide intention. The company will take due care of the necessary compliances in future.	-



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

Sr No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The company is required to submit Shareholding pattern within 21 days from the end of the quarter	Reg. 31 of the SEBI (LODR) Regulations, 2015	Delayed submission of the Shareholding Pattern for the quarter ended 30 th Sept., 2015.	BSE Ltd.	Fine	Delay in submission of Shareholding Pattern a required under Regulation 31 of the SEBI (LODR) Reg. 2015.	BSE Ltd. has initially imposed a Fine of Rs.1,19,000/- and upon request, BSE 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 imposed.	The company has duly paid Rs.44,000/- plus GST to BSE Ltd on 07.03.2022.	The company has paid the said amount in the time prescribed by BSE Ltd	The company has already paid Fine as instructed BSE Ltd and the matter is concluded.



II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019:

Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by PCS*
1.	<p>Compliances with the following conditions while appointing/re-appointing an auditor</p> <p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter: or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter: or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p>N.A.</p> <p>N.A.</p> <p>N.A.</p>	<p>Since there is no resignation by the Auditors, no further comments are required.</p> <p>Since there is no resignation by the Auditors, no further comments are required.</p> <p>Since there is no resignation by the Auditors, no further comments are required.</p>
2.	<p>Other conditions relating to resignation of statutory auditor</p> <p>i. Reporting of concerns by Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information /non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information /explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as</p>	<p>N.A.</p> <p>N.A.</p>	<p>As per information given by the management and also observed from the Minutes of the Audit Committee it has been observed that there has been no such instance where the company/ subsidiary has not provided information or shown non-cooperation to the auditor for the information required by them.</p> <p>Since there is no resignation by the Auditors, no further comments are required.</p>



	applicable.		
	c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.	N.A.	Since there is no resignation by the Auditors, no further comments are required.
	ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	N.A.	No Such instances were observed.
3.	The listed entity/its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR /CFD/ CMD1/114/2019 dated 18 th October, 2019.	N.A.	Since there is no resignation by the Auditors, no further comments are required.

III. We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government u/s 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities; ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations / circulars/ guidelines issued by SEBI 	Yes Yes	- -
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website i.e. www.dnhindia.com. 	Yes	-



	<ul style="list-style-type: none"> ● Timely dissemination of the documents/information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27 (2) are accurate and specific which re-directs to the relevant document (s)/section of the website 	Yes	-
		Yes	-
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified u/s 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes Yes	The Company has One (1) Wholly Owned Subsidiary (WOS) V & H Fabricators Pvt. Ltd. incorporated in the year 2005. However, as per the provisions of Regulation 24 of SEBI (LODR) Regulations, 2015 the WOS is not falling under the category of material subsidiary.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015.	Yes	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during financial year as prescribed in SEBI Regulations	Yes	-
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes N.A.	It is observed that prior approval of the Audit Committee has been obtained, wherever it was required.
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations,	Yes	-



	2015 within the time limits prescribed thereunder.		
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	Actions taken by SEBI or SE, if any: No action(s) has been taken against the listed entity/ its promoters/ directors/subsidiaries either by SEBI or by Stock Exchanges (including under the SOP issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as provided under separate paragraph herein (**).	No	Please Refer Para I(b) above
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation /circular /guidance note etc.	No	Please Refer Para I(a) above

**Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Indore
Date: 26th May, 2023
UDIN: F003565E000390457



For, D. K. JAIN & CO.,
COMPANY SECRETARIES
FRN No. 11995MP067500

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