

ANNEXURE-IV

To,  
The Chief General Manager  
Listing Operation,  
BSE Limited,  
20<sup>th</sup> Floor, P. J. Towers,  
Dalal Street,  
Mumbai - 400001

Dear Sir,

**Sub:** Application for "In-principle approval" prior to issue and allotment of 7,88,000 warrants of Rs. 42/- each convertible into 1 (one) Equity shares of Rs. 10/- each at a premium of Rs. 32/- per share for every warrant to be issued on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

I, Ritesh Gupta, Practicing Company Secretary, Indore, have verified the relevant records and documents of D & H India Limited, (CIN: L28900MH1985PLC035822) having its registered office at A-204, 2<sup>nd</sup> Floor, Kailash Esplanade, Opp. Shreyas Cinema, L.B.S. Marg, Ghatkopar (West) Mumbai (MH.) 400086, with respect to the proposed preferential issue by the Company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

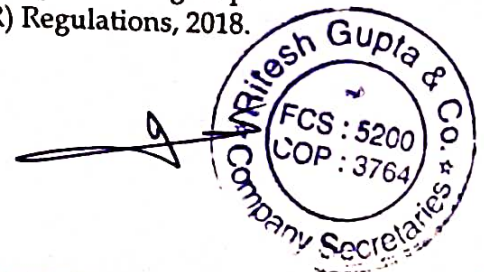
- None of the proposed allottee(s) has/ have sold any equity shares of the Company during the 90 trading days preceding the relevant date (i.e. 30<sup>th</sup> August, 2022). Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the Company during the 90 trading days preceding the relevant date.
- The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from (Relevant Date i.e. 30<sup>th</sup> August, 2022) till (31<sup>st</sup> March, 2023). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of the Proposed Allottee	DP ID *	Qty	Lock-in details	
			From	To
Harsh Vora	IN30198310804557	0	30/08/2022	31/03/2023
	1N30018311240573	311745	30/08/2022	31/03/2023

(\* Client ID/ Folio No in case allottee hold the securities in physical form

There is no change in the shareholding of the proposed allottee from 30/08/2022 till the actual date of lock-in marked by Depository.

- None of the proposed allottee, belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.



- d) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the Company has complied with all legal and statutory formalities and no statutory authority has restrained the Company from issuing these proposed securities.
- e) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MOA) and Article of Association (AOA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the Company has been determined ~~in compliance with the valuation requirement as mentioned in the AOA of the company~~, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. However, there is no additional requirement to conduct valuation or to calculate the Floor Price for the issuance of securities.
- f) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year 2022-23 is more than 5% of the post issue fully diluted share capital of the issuer.

OR

~~The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. \_\_\_\_\_ is less than 5% of the post issue fully diluted share capital of the issuer.~~

For Ritesh Gupta & Co.,  
Company Secretaries



Ritesh Gupta  
CP: 3764 | FCS: 5200  
UDIN: F005200D000901691

Date: 02/09/2022  
Place: Indore