



D & H INDIA LIMITED

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 8/2025-26 MEETING OF THE BOARD OF DIRECTORS OF D & H INDIA LIMITED HELD ON TUESDAY THE 27TH DAY OF JANUARY 2026 AT 04:00 PM AT THE HEAD OFFICE AT PLOT NO. A, SECTOR A, INDUSTRIAL AREA, SANWER ROAD, INDORE (M.P.) AND CONCLUDED AT 5.40 P.M.

APPROVAL OF TERMS OF RIGHTS ISSUE

“RESOLVED THAT in furtherance to the resolution dated 27th October 2025 passed by the Board of Directors (“Board”) of **D & H India Limited** (“the Company”) approving the rights issue for an amount not exceeding **₹ 2,456.40 Lakhs** (“Rights Issue”), in accordance with and in compliance with the provisions of the Companies Act, 2013, along with the applicable rules made thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with relevant SEBI Circulars including any statutory modification(s) or re-enactment thereof to the extent notified and in effect, each as amended, and any other applicable law for the time being in force, the following terms and conditions of the Rights Issue be and are hereby approved and adopted by the Board for disclosure in the letter of offer, which needs to be sent/ circulated to the existing shareholders of the Company whose names appear on the register of members of the Company/ beneficial owners list maintained by the depositories, as at the end of the business hours as on the record date i.e. **Saturday, 31st January, 2026** (“Eligible Equity Shareholders”), and/ or to such other persons as required :

- (a) Instrument and No. of : ***20,47,000 (Twenty Lakhs Forty-Seven Equity Shares being Thousand) Fully paid-up Equity Shares of Face Value of ₹10/- each**
Issued by way of Rights Issue **Assuming full subscription with respect to Rights Equity Shares.*
- (b) Rights Issue Price : **₹ 120/- (₹ One Hundred Twenty) per Rights Equity Share (including premium of ₹ 110/- each) payable on application**
- (c) Rights Issue Size : ***₹ 24,56,40,000/- (₹ Twenty-Four Crores Fifty-Six Lakhs Forty Thousand) in total, considering the amount payable on application.**
**Assuming full subscription with respect to Rights Equity Shares.*
- (d) Rights Entitlement : **1 (One) Rights Equity Shares for every 4 (Four) Ratio Equity Shares held by eligible shareholders as on the Record Date**



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CIN : L28900MH1985PLC035822



(e) Record date : For the purpose of determining the shareholders eligible to apply for the equity shares in the Rights Issue as **Saturday, January 31, 2026** ("Record Date").

(f) Rights Issue Schedule	Issue Opening Date	Monday, February 9, 2026
	Issue Closing Date*	Tuesday, February 17, 2026
	Last date for on market renunciation	Thursday, February 12, 2026
	Last date for off market renunciation	Monday, February 16, 2026

**The Board of the Company and/or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

(g) Outstanding Equity Shares : 1. Prior to the Rights Issue: 81,88,000 equity shares of the Company;
2. Post Rights Issue[#]: 1,02,35,000 equity shares of the Company.
[#]Assuming full subscription.

(h) The International Securities Identification Number (ISIN) for credit of dematerialized Rights Entitlement : INE589D20018

(i) Other terms of the Rights Issue : As may be included in the Letter of Offer to be approved by the Rights Issue Committee and to be filed by the Company

(j) **Rights entitlement ratio and fractional entitlements:**

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of **1 (One)** Rights Equity Share for every **4 (Four)** fully paid-up Equity Shares held on the record date("eligible equity shareholders"). *For Equity Shares being offered on a rights basis under this Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 4 Equity*



Shares or not in the multiple of 4, the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement.

However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Rights Equity Share each if they apply for additional Rights Equity Shares over and above their Rights Entitlement, if any, subject to availability of Rights Equity Shares in the Issue post allocation towards rights entitlements applied for.

Further, the Eligible Equity Shareholders holding less than 4 (Four) Equity Shares shall have 'zero' Rights Entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Rights Equity Shares and will be given preference in the allotment of one additional Rights Equity Share if such Eligible Equity Shareholders apply for the additional Rights Equity Shares. However, they cannot renounce the same in favour of third parties and the application forms shall be non-negotiable.

(k) Dividend:

Such dividend, as may be recommended by our Board and declared by the shareholders, in accordance with applicable law.

(l) Rights Equity Shares in abeyance:

The Rights Entitlement on the Rights Equity Shares, the ownership of which is currently under dispute and including any court proceedings or are currently under transmission or are held in a demat suspense account and for which the Company has withheld the dividend, shall be held in abeyance and the application form along with the Rights Entitlement letter in relation to these Rights Entitlements shall not be dispatched pending resolution of the dispute or court proceedings or completion of the transmission or pending their release from the demat suspense account. On submission of such documents /records confirming the legal and beneficial ownership of the Rights Equity Shares with regard to these cases on or prior to the closing date of the Issue, to the satisfaction of the Company, the Company shall make available the Rights Entitlement on such Rights Equity Shares to the identified Eligible Equity Shareholder;

RESOLVED FURTHER THAT Managing Director or Whole-time Director or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as deemed necessary, proper or desirable in this regard, to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company;

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RESOLVED FURTHER THAT Managing Director or Whole-time Director or Company Secretary of the Company be and is hereby authorised to certify the true copy of this resolution and forward the same to such persons and/ or the concerned authorities for necessary actions, if required”.

**CERTIFIED TO BE TRUE
FOR, D & H INDIA LIMITED**


RAJESH SEN

COMPANY SECRETARY &
COMPLIANCE OFFICE
M.N. F7689

