



D & H INDIA LIMITED

Date: 29/05/2025

D&H/CS/25-26

Online filing at www.listing.bseindia.com

To,
The General Manager
DCS-CRD
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
MUMBAI - 400001

BSE Scrip ID: DHINDIA BSE Scrip Code: 517514

Sub: Submission of the Annual Secretarial Compliance Report for the year ended 31.03.2025.

Dear Sir,

In compliance with Regulation 24A of the SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024. We hereby submit the Annual Secretarial Compliance Report for the year ended 31.03.2025 issued by M/s D. K. Jain & Co., Company Secretaries.

Further, the Annual Secretarial Compliance Report will also be filed in XBRL mode within the stipulated time period.

You are requested to please take on record the above said document for your reference and further needful.

Thanking You,
Yours Faithfully,
For, D & H INDIA LIMITED

RAJESH SEN
COMPANY SECRETARY &
COMPLIANCE OFFICER

Encl:a/a



Head Off. & Correspondence Address : Plot 'A', Sector 'A', Industrial Area, Sanwer Road, **INDORE** - 452 015 (M.P.) INDIA **Ph.:** +91 731 2973101 & 2974501 **Email:** ho@dnhindia.com

Regd. Off.: A-204, Kailash Esplanade, Opp. Shreyas Cinema, L.B.S. Marg, Ghatkopar (W) **MUMBAI** - 400 086 (MH) INDIA **Ph.:** +91 22 25006441, **Website:** www.dnhindia.com

CIN : L28900MH1985PLC035822



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 31.03.2025

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.dnhindia.com;
- any other document/filing, as may be relevant, which has been relied upon to make this certification.

for the financial year ended **31st March, 2025** ("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, includes: -

- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (*Not Applicable to the Listed entity during the period under review, in view of that no securities were issued*);
- 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 in view of that no securities were buy back*);
- SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (*Not Applicable to the Listed entity during the period under review in view of that no such scheme was made*);
- SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (*Not Applicable to the Listed entity during the period under review in view of that no such securities were issued and listed*);
- SEBI (Prohibition of Insider Trading) Regulations, 2015;
- other regulations as applicable.

and the Circulars/Guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:



1. (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 Practising Company Secretary	Management Response	Remarks
====Nil=====										

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

Sr No	Observations/ Remarks of the Practising Company Secretary	Observation made in the Secretarial Compliance Report for the year ended	Compliance Requirement (Regulations/Circulars/ guidelines including specific clause)	Details of Violation / Deviations and actions taken / penalty imposed, if any on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the Listed entity
1	2	3	4	5	6	7
====Nil=====						



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

S. 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.	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 the 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. 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 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.: <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	N.A. Yes	The Company has One (1) Wholly Owned Subsidiary V & H Fabricators Pvt. Ltd. which is not a material subsidiary pursuant to SEBI (LODR) Regulations, 2015.



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 the financial year as prescribed in SEBI Regulations	Yes	-
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of the Audit Committee for all related party transactions; (b) In case no prior approval is obtained, the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes N.A.	- It is observed that prior approval of 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, 2015 within the time limits prescribed thereunder.	Yes	-
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 Stock Exchange(s), 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 Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder or the action taken against the listed entity/its promoters/ directors/subsidiaries either by the SEBI or by Stock Exchange are specified in the last column.	Yes	-
12.	Resignation of Statutory Auditors from the listed entity or its material subsidiaries:		There was no resignation of



	In case of resignation of Statutory Auditors from the listed entities or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiaries has/have complied with Para 6.1 and 6.2 of Section V-D Chapter V of Mater Circular on compliance with the provisions of LODR Regulations by Listed entities.	N.A.	the Auditor of the company during the period under review.
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation /circular /guidance note etc. except as reported above	Yes	-

We further, report that the requirement related to disclosure of Employee Benefit Scheme Documents in terms of Regulations 46(2)(za) of SEBI (LODR) Regulations is **NOT APPLICABLE**.

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 report 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 (Listing Obligations and Disclosure Requirements) 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.

For, D. K. JAIN & CO,
COMPANY SECRETARIES
FRN No. S2003MP064600

CS (Dr.) D.K. JAIN
PROPRIETOR
FCS No.: 3565: CP No.: 2382
Peer review: 6672/2025



Place: Indore
Date: 29th May, 2025
UDIN: F003565G000491679