



D & H INDIA LIMITED

CIN : L28900MH1985PLC035822

D&H/CS/22-23/33
Date: 05/09/2022

Online filing at: www.listing.bseindia.com

To,
The General Manager
DCS-CRD
Bombay Stock Exchange,
Phiroze Jeejebhoy Towers,
Dalal Street, Fort
MUMBAI

BSE Scrip Code: 517514

Subject: Filing of Notice of 37th Annual General Meeting to be held on 30th September, 2022

Dear Sir/Madam

we are pleased to submit a copy of the notice of the 37th Annual General Meeting of the company to be held on Friday, the 30th day of September 2022 at 1.00 P. M. through Video Conferencing or Other Audio Visual Means (OAVM) for which purpose the Registered Office situated at A-204, Kailash Esplanade, Opposite Shreyas Cinema, L.B.S. Marg, Ghatkopar (West), Mumbai-400086 shall be deemed as the venue for the Meeting.

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

Thanking You,

Yours sincerely,
For **D & H India Limited**

Rajesh Sen

Rajesh Sen
Company Secretary



H. O. & Correspondence Address : Plot 'A', Sector 'A', Industrial Area, Sanwer Road,
INDORE - 452 015 (M.P.) INDIA Ph. : +91-731-2973501, 2973101 **Email:** ho@dnhindia.com

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



NOTICE

Notice is hereby given that the **37th Annual General Meeting (AGM)** of the members of **D & H India Limited** (CIN: L28900MH1985PLC035822) will be held on **Friday, the 30th day of September, 2022** at **1:00 P.M.** through Video Conferencing or Other Audio Visual Means VC/OAVM for which purpose the Registered Office situated at A-204, 2nd Floor Kailash Esplanade, Opposite Shreyas Cinema, L.B.S. Marg, Ghatkopar (West), Mumbai-400086 (M.H.) shall be deemed as the venue for the Meeting, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company containing the Audited Balance Sheet as at 31st March, 2022 and the Statement of Profit & Loss and Cash Flow along with statement of changes in equity for the year ended 31st March, 2022 and the Reports of the Board's and Auditors thereon.
2. To appoint a Director in place of **Mr. Saurabh Vora (DIN: 02750484)**, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider and approve the issuance of warrants convertible into equity shares on preferential basis to promoter of the company.

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 23, 62(1)(c) read with Section 42 of the Companies Act, 2013, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, [SEBI (ICDR) Regulations] the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, [SEBI (LODR) Regulations], the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 [SEBI (SAST) Regulations], the SEBI (Prohibition of Insider Trading) Regulations, 2015 [SEBI (PIT) Regulations] and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the BSE Limited, where the shares of the Company are listed and subject to any approval, consent, permission and/or sanction of the other appropriate authorities, if any (hereinafter collectively referred to as “the appropriate authorities”), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as “the requisite approvals”), which may be agreed by the Board of Directors of the Company (hereinafter called ‘the Board’) which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution, the approval of members of the Company by way of Special Resolution, be and is hereby granted to create, offer, issue and allot upto **7,88,000 (Seven Lakhs Eighty Eight Thousand)** Warrants of Rs. **42/- (Rs. Forty Two only)** aggregating upto Rs. 330.96 Lakhs (Rupees Three Crores Thirty Lakhs Ninety Six Thousand Only) convertible into 1 (One) Equity Share of Rs. 10/- (Rupees Ten Only) of the Company at a premium of Rs. 32/- (Rupees Thirty Two Only) per share for every warrant which is more than the minimum price of Rs. 41.97 (Rs. Forty One and Paise Nine Seven only) as certified by the Registered Valuer with respect to the **Relevant Date i.e. 30th August, 2022** as prescribed under the SEBI (ICDR) Regulations, 2018 for Preferential Issues of Shares/ Securities as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 in one or more tranches, by way of preferential issue to the

Registered



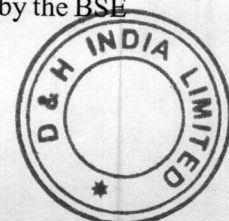
following persons forming part of Promoter and Promoter group who are eligible to participate in the preferential issue.

| Sr. No. | Name of Proposed Allottee/ subscriber | Category of the proposed allottees Subscribers | No of Warrants of Rs. 42/- per warrant proposed to be issued | No of equity shares of Rs. 10/- each to be allotted upon exercise of option for conversion of the warrants at a premium of Rs. 32/- per share |
|---------|---------------------------------------|--|--|---|
| 1. | Shri Harsh Vora | Promoter | 7,88,000 | 7,88,000 |
| | TOTAL | | 7,88,000 | 7,88,000 |

RESOLVED FURTHER THAT the aforesaid Warrants shall be issued on the following terms and conditions:

- The warrants shall be issued on preferential basis to the aforesaid proposed allottee at a price of Rs. 42/- (Rupees Forty Two only) per warrant;
- The warrants and equity shares so issued upon conversion of warrants if any, shall be issued in the D-mat Form only;
- Upfront amount of Rs.10.50 (Rs. Ten and Paise Fifty Only) per warrant (being not less than 25% of the price of warrant) shall be payable along with the application and remaining amount of Rs.31.50 (Rupees Thirty One and Paise Fifty only) per warrant shall be payable before exercising the option for conversion of warrants into equity share within a period of 18 (Eighteen) months from the date of allotment of warrants in one or more than one tranches in accordance with the provisions of Regulation 162 of SEBI (ICDR) Regulations, 2018;
- If the entitlement against the Warrants to apply for the equity shares is not exercised within the aforesaid period of 18 (Eighteen) months, the entitlement of the Warrant holders to apply for equity shares of the Company along with the rights attached thereto, shall expire and the amount paid as Upfront amount on the application shall be liable for forfeiture as per provisions of the SEBI (ICDR) Regulations, 2018.
- The Warrant holder shall be entitled to exercise conversion of any or all of the warrants in one or more tranches by way of a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate amount due thereon, without any further approval from the shareholders prior to or at the time of conversion. The Board of Directors or Committee thereof shall accordingly, issue and allot the corresponding number of shares to the Warrant holder subject to compliance of the SEBI (SAST) Regulations, 2011 as may be applicable from time to time;
- The warrants proposed to be issued shall be subject to appropriate adjustments, if during the interim period, the company makes any issue of equity shares by way of capitalization of profits and reserves, upon demerger/re-alignment, right issue or undertakes consolidation/sub-division/reclassification of equity shares or such other similar events or circumstances requiring adjustments if any as permitted under SEBI (ICDR) Regulations, and all other applicable regulations from time to time.
- The Warrants shall not be listed and tradable at the stock exchange and shall be under lock in period of 1 (One) year from the date of allotment of warrants by the Company;
- The Equity shares so allotted upon conversion of warrants shall be listed at the BSE Ltd. where the existing shares of the Company are listed;
- The Equity share so allotted upon conversion shall be under lock in for a period of 18 (Eighteen) months for promoters from the date of trading permission granted by the BSE Ltd.;

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- (j) The existing shares held by the proposed allottees shall be under freeze/lock in period for a period not less than 90 trading days from the date of allotment of warrants and such shares shall be further frozen for a further period of not less than 90 trading days from the date of trading permission granted for the shares issued upon conversion of warrants;
- (k) The Warrants by itself until exercised and equity shares so allotted, does not give to the Warrant holder thereof any rights with respect to that of a shareholder of the Company;
- (l) Upon exercise by the holder of the Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to Warrant holder, evidence of the credit of the Equity Shares to the depository account of the Warrant holder and entering the name of Warrant holder in the records of the Company (including in the Register of Members of the Company) as the registered owner of such Equity Shares.
- (m) Other terms and conditions if any as prescribed and applicable relating to the SEBI (ICDR) Regulations, SEBI (LODR) Regulations, SEBI (PIT) Regulations and SEBI (SAST) Regulations.

RESOLVED FURTHER THAT for the purpose of issuance of the warrants convertible into equity shares the relevant date is determined and fixed by the Board as **Tuesday, 30th August, 2022** i.e. thirty days prior to the Annual General Meeting proposed to be held on **30th September, 2022**. (while reckoning the 30th day i.e. Wednesday, 31st August, 2022 the same falls on Holiday therefore, the day preceding the holiday i.e. Tuesday 30th August, 2022 is considered as the relevant date for the purpose)

RESOLVED FURTHER THAT the equity shares allotted on exercise of warrants in terms of this Resolution shall rank pari passu in all respects (including as to entitlement to participate in voting powers, dividend, bonus shares and right entitlement, if any) with the existing fully paid-up equity shares of face value of Rs. 10/- each of the Company, subject to the relevant provisions contained in the Articles of Association of the Company.

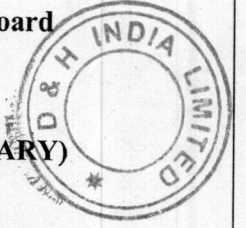
RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of directors including a Committee thereof duly constituted by the Board (with power to delegate to any Officer of the Company), be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid Securities, filing of corporate action for addition of new warrants and equity shares for change in the capital structure with the Central Depository Services (India) Ltd. and/or National Security Depository Limited and listing thereof with the stock exchange as may be required and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the aforesaid Securities, execution of documents related to utilization of the issue proceeds, and to do all acts, deeds and things in connection therewith and incidental thereto as the Board or Committee in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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By orders of the Board

Rajesh Sen
RAJESH SEN
(COMPANY SECRETARY)
FCS 7689



Place: Indore

Date: 3rd September, 2022

D & H India Limited

CIN: L28900MH1985PLC035822

Regd. Office: A – 204, 2nd Floor Kailash Esplanade,

Opposite Shreyas Cinema, L.B.S. Marg,

Ghatkopar (West), Mumbai – 400 086

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5th May, 2020, Circular No. 2/2021 dated 13th January, 2021 and Circular No. 2/2022 dated 5th May, 2022, physical attendance of the Members to the AGM venue is not required and the AGM be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.
2. Pursuant to the Circular No. 14/2020 dated 8th April, 2020 followed by Circular No. 2/2021 dated 13th January, 2021, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and circular No. 2/2022 dated May 5, 2022 the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means and independent agency for providing necessary platform for Video Conferencing/OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. However, this number does not include large Shareholders (Shareholders holding 2% or more share capital), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.dnhindia.com. The Notice can also be accessed from the websites of the Stock Exchange i.e.

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BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated 13th January 2021 and MCA Circular No. 2/2022 dated 5th May 2022.
8. In continuation of the MCA General Circular No.20/2020, dated 5th May, 2020, general circular No 02/2021 Dt. 13th Jan 2021, General Circular No 19/2021 Dt. 8th Dec 2021 & 21/2021 dated 14th Dec 2021 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2022, or become due in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 05.05.2020.
9. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company www.dnhindia.com as soon as possible after the Meeting is over.
10. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available for remote e-voting:-

| | |
|---------------------------------|---|
| Commencement of remote e-voting | 9.00 am (IST) on Tuesday 27 th September, 2022 |
| End of remote e-voting | 5.00 pm (IST) on Thursday, 29 th September, 2022 |

Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

11. The company has notified closure of Register of Members and Share Transfer Books from **Saturday 24th September 2022, to Friday 30th September 2022**, (both days inclusive) for the AGM.
12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date i.e., Friday, 23rd September 2022** only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.
13. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date **Friday, 23rd September 2022**.
14. CS (Dr.) D.K. Jain, Company Secretary in Practice (F.R. No.: I1995MP067500, M. No. FCS 3565 & C.P. No. 2382), proprietor of M/s D.K. JAIN & CO., Company Secretaries, Indore has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
15. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7(Seven) days before the date of the Meeting at its email id rsen@dnhindia.com so that the information required may be made available at the Meeting.
16. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days, except Saturday, between 2:00 P.M and 4:00 P.M up to the date of the meeting.
17. The Members are requested to:
 - (a) Quote their ledger folio number in all their correspondence.
 - (b) Send their Email address to RTA for prompt communication and update the same with their DP to receive softcopy of the Annual Report of the Company.
 - (c) Intimate changes, if any, in their registered addresses immediately.
18. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.)

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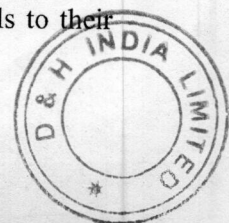
452010 having email Id investor@ankitonline.com; compliance@ankitonline.com to receive the soft copy of all communication and notice of the meeting etc., of the company.

19. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board Report.
20. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 37th AGM. Members seeking to inspect such documents can send an email to rsen@dnhindia.com
21. Pursuant to the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), the Company has, during the financial year 2021-22 transferred all the equity shares in respect of which (Dividend year 2013-14) dividend has not been claimed/encashed for 7 (Seven) or more consecutive years to the Investor Education and Protection Fund Authority (IEPF) of the Central Government as on the due date of transfer. The details of shares transferred / unpaid dividend to the IEPF Authority are posted on the website of the Company at www.dnhindia.com. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: <http://www.iepf.gov.in/>. Members may note that the shares as well as the unclaimed dividend so transferred to the IEPF authority can be claimed back from the IEPF Authority as per the procedure prescribed under the Rules.
22. Members who have not encashed the dividend for the year 2014-15 are requested to please approach the Company for obtaining duplicate dividend warrants/Cheque. Please note that the amount remained unpaid or unclaimed for the year 2014-15 for a period upto 7 years shall be transferred to the IEPF Authority of the Central Government and no claim in respect thereof shall be entertained by the Company thereafter.
23. Due dates for transfer of unclaimed/unpaid dividends as at 31st March, 2022 and due date for transfer thereafter to IEPF are as under:

| Financial Year | Date of Declaration | Rate of Dividend per Share Rs. | Due date for transfer to IEPF | Amount of dividend remains unpaid / unclaimed |
|----------------|---------------------|--------------------------------|-------------------------------|---|
| 2014-15 | 30.09.2015 | 0.50 | 05.11.2022 | 2,14,283.50 |

24. As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent (RTA) of the Company, Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (MP) 452010 having email Id investor@ankitonline.com ; compliance@ankitonline.com
25. In compliance with the aforesaid MCA Circulars dated 5th May, 2020 and SEBI Circular dated May 12, 2020, followed by May 13, 2022, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the AGM and Annual Report 2021-22 will also be available on the Company's website - www.dnhindia.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL <https://www.evotingindia.com>. However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company.
26. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
27. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their

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depository participants. Members holding shares in physical form are requested to submit their PAN details to the company's RTA.

28. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,

- **For shares held in electronic form:** to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.

- **For shares held in physical form:** to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form. The said form can be downloaded from the Members' Reference available on the Company's website www.dnhindia.com under Standard documents for Investors and is also available on the website of the RTA.

29. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Standard documents for Investors available on the Company's website www.dnhindia.com and is also available on the website of the RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.

30. SEBI vide its notification dated January 24, 2022, has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

31. As the 37th AGM is being held through VC, the route map is not annexed to this Notice.

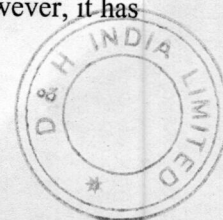
32. Voting through Electronic Means:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- The voting period begins on **27th September 2022 (Tuesday) (I.S.T. 9.00 A.M.) and ends on 29th September 2022 (Thursday) (I.S.T. 5.00 P.M)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **23rd September 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of SEBI (LODR) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has

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been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

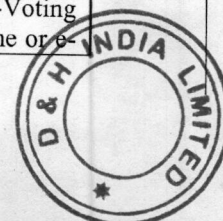
Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv). In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e voting is in progress and able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e- |

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| | |
|--|--|
| | <p>Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

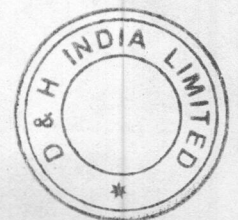
| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

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- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user, follow the steps given below:

| For Physical shareholders and other than individual shareholders holding shares in Demat. | |
|--|---|
| PAN | Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant "**D & H India Limited**" on which you choose to vote.
- 11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- 18) **Additional facility for non – individual shareholders and custodians –for remote voting only.**
- a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporate" module.

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- b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- e) It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- f) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; rsen@dnhindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at rsen@dnhindia.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at rsen@dnhindia.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

- 1) **For Physical shareholders**- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to rsen@dnhindia.com /investors@ankitonline.com, compliance@ankitonline.com.
- 2) **For Demat shareholders** - please update your email id & mobile no. with your respective Depository Participant (DP)
- 3) **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no.1800225533. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at toll free no.1800225533.
- 4) Members can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communications. Any person, who acquires shares of the Company and become member of the Company after mailing of the notice and holding shares as on the cut-off date i.e., **Friday, 23rd September, 2022** may obtain the login ID and password by sending a request at investor@ankitonline.com; compliance@ankitonline.com.
- 5) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. **Friday 23rd September, 2022** only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.
- 6) The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present / logged in at the AGM but have not cast their votes by availing the remote e-voting facility.
- 7) The results of the voting on the resolutions along with the report of the scrutinizer shall be declared and placed on the website of the company <http://www.dnhindia.com> and on the website of CDSL immediately after the declaration of the result by the chairman or a person authorized by him in writing. The result shall also be immediately forwarded to the BSE Ltd.
- 8) For any other queries relating to the shares of the Company, you may contact the RTA at the following address:

M/s. Ankit Consultancy Pvt. Ltd.

60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010

Tel: 0731-4281333, 4065797/99; E-mail: investor@ankitonline.com;
compliance@ankitonline.com

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BRIEF PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE ENSUING AGM IS ANNEXED AS FOLLOWS.

| | |
|--|---|
| Name of Director | Saurabh Vora (DIN:02750484) |
| Designation | Whole-time Director |
| Category | Executive |
| Date of Birth | 11/09/1987 |
| Date of Appointment | 01/10/2014 |
| Qualification | B. Tech |
| No. of shares held and % | 12,66,600 (17.12%) |
| List of outside Directorship | V & H Infra Pvt. Ltd. V & H Fabricators Pvt. Ltd. HKV Exports Private Limited |
| Chairman / Member of the Committees of the Board of Directors of the Company | N.A. |
| Chairman/Member of the Committees of the Board, Directors of other Companies in which he is director | N.A. |
| Disclosures of relationships between directors inter-se. | Son of Mr. Harsh Vora, MD; Brother of Miss. Suhani Vora, and Spouse of Mrs. Atithi Vora Director. |

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

For meeting the long term financial requirements of the Company inter alia to fund Company's growth capital requirements, to meet the Company's expenditure to enhance its long term resources and thereby strengthening of the financial structure of the Company and for meeting working capital requirements and for other general corporate purposes the Board of Directors of the Company, at their Meeting held on 3rd September, 2022 accorded its approval for issuance upto 7,88,000 (Seven Lakhs Eighty Eight Thousand Only) warrants of Rs. 42/- (Rupees Forty-Two) aggregating Rs.330.96 Lakhs (Rupees Three Crores Thirty Lakhs Ninety-Six Thousand Only) convertible into one Equity Shares of Rs.10/- Each (Rupees Ten only) at a premium of Rs.32/- (Rupees Thirty Two Only) per Warrant to Promoter of the Company ("Warrant holder/ Proposed Allottee") on preferential basis on the price as determined by the by the Practicing Company Secretary M/s. Ritesh Gupta & Co., Company Secretaries (FCS: 5200; CP: 3764) by certificate dated 2nd Sept., 2022 in accordance with the provisions of Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations") as amended from time to time.

Pursuant to the provisions of Sections 62(1)(c) and 42 of Companies Act, 2013 ("the Act") read with the SEBI (ICDR) Regulations and the SEBI (LODR) Regulations any preferential allotment of Securities needs to be approved by the Members of the Company by way of a Special Resolution.

1. In terms of Regulation 163 of the SEBI (ICDR) Regulations, the following disclosures being provided which forms part of this Explanatory Statement.

- a) **Objects of the Issue**-The objective of the issue is to raise funds upto Rs. 330.96 Lakhs (Rupees Three Crores Thirty Lakhs Ninety-Six Thousand Only) for meeting the long term financial requirements of the Company in the phased manner within a period of 18 months as stated herein under:

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(i) Amount which the company intends to raise by way of issuance of such securities:

| (Rs. In Lakhs) | | | |
|----------------|--|-----------------|--|
| S. No. | Particular | Source of Funds | Remarks |
| 1 | Issue Proceed from the preferential issue of warrants convertible into equity shares | 330.96 | Will Be raised in phased manner till March, 2024 |
| | Total | 330.96 | |

(ii) Proposed utilization of the Funds towards the objects of the Issue:

- (a) To augment the networth of the company and to broad base the capital structure of the company required for its business growth;
- (b) To meet working capital requirements;
- (c) To meet the long-term funds requirement of the company;
- (d) General corporate Purposes;
- (e) Issue related expenses.
- b) **Maximum number of specified securities to be issued** - The Company proposes to offer, issue and allot upto 7,88,000 (Seven Lakhs Eighty-Eight Thousand Only) warrants of Rs. 42/- (Rupees Forty-Two Only) convertible into Equity share of Rs. 10/- (Rupees Ten Only) at a premium of Rs. 32/- (Rupees Thirty-Two Only) per share of the company for every warrant in proportion of 1 share for 1 warrant.
- c) **Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer**- Only one Promoter of the Company intends to subscribe to this preferential issue. Except, specified in the table below, none of the other Promoter, Director, CFO and Company Secretary intent to participate in the proposed issue.

The list of the proposed allottees are as under:

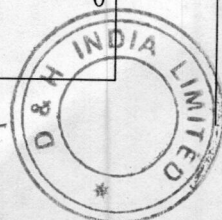
| Sr. No. | Name of Proposed Allottee | Category of the proposed Subscribers | No of Warrants of Rs. 42/- per warrant proposed for allotment | No of equity shares of Rs. 10/- each to be issued upon conversion of the warrants at a premium of Rs. 32 per share |
|---------|---------------------------|--------------------------------------|---|--|
| 1. | Shri Harsh Vora | Promoter & KMP | 7,88,000 | 7,88,000 |
| | GRANT TOTAL | | 7,88,000 | 7,88,000 |

d) **Shareholding pattern of the issuer before and after the preferential issue-**

The Company submit the following proposed shareholding pattern before and after the allotment (subject to that the offer is fully subscribed)

| Sr. No. | Category | Pre-Issue Shareholding (as on 30 th August, 2022) | | Post-Issue of Equity Shareholding | |
|------------|--|--|-------------------|-----------------------------------|-------------------|
| | | No. of Shares | % of Shareholding | No. of Shares | % of Shareholding |
| A | Promoters and Promoter Group Holding: | | | | |
| A1. | Indian: | | | | |
| | Individual/HUF | 36,19,859 | 48.92 | 44,07,859 | 53.83 |
| | Bodies Corporate | 0 | 0 | 0 | 0 |
| | Subtotal | 36,19,859 | 48.92 | 44,07,859 | 53.83 |
| A2. | Foreign Promoters | 0 | 0 | 0 | 0 |
| | Subtotal(A) | 36,19,859 | 48.92 | 44,07,859 | 53.83 |
| B | Non-Promoters holding: | | | | |
| B1. | Institutions (Financial Institution/Banks) | 2,415 | 0.03 | 2,415 | 0.03 |
| B2 | Central Government/ State Government(s)/ President of India | 0 | 0 | 0 | 0 |

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| B3 | Non-Institutions: | | | | |
|----|--|------------------|---------------|------------------|---------------|
| a) | Individual share capital upto Rs. 2 Lacs | 18,64,238 | 25.18 | 18,64,238 | 22.77 |
| b) | Individual share capital in excess of Rs. 2 Lacs | 9,70,693 | 13.12 | 9,70,693 | 11.86 |
| b) | Indian Bodies Corporate | 4,22,829 | 5.71 | 4,22,829 | 5.17 |
| c) | NRI | 44,833 | 0.61 | 44,833 | 0.55 |
| d) | Clearing Member | 2,702 | 0.04 | 2,702 | 0.03 |
| e) | HUF | 1,73,666 | 2.35 | 1,73,666 | 2.12 |
| f) | Any Other (IEPF) | 2,98,765 | 4.04 | 2,98,765 | 3.64 |
| | Sub Total (B) | 37,80,141 | 51.08 | 37,80,141 | 46.17 |
| | TOTAL | 74,00,000 | 100.00 | 81,88,000 | 100.00 |

Assuming that the proposed allottee of the warrants shall subscribe the entire proposed issue and shall exercise option of conversion of warrants. Further that it is assumed that there would no significant change in other category of shareholding due to allotment of the shares upon the conversion of the warrants.

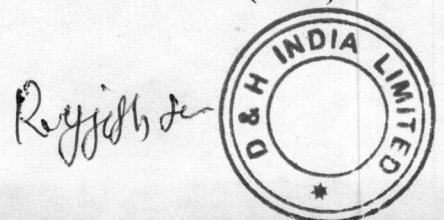
- e) **Time frame within which the preferential issue shall be completed-** The allotment of convertible warrants shall be completed within a period of 15 (fifteen) days from the date of passing of this Special resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval from any regulatory authority/Body, the allotment shall be completed by the company within a period of 15 days from the date of receipt of such last approval or permissions.
- f) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:** Not Applicable, as the company is issuing upto 7,88,000 warrants of Rs. 42/- each convertible into 1 (One) Equity shares of Rs. 10/- each issued at a premium of Rs. 32/- per share for every warrant allotted on preferential basis to Shri Harsh Vora, Promoter of the company. The management do not envisage any change in the control of the issuer company as such.
- g) **The percentage of Post Preferential issue capital that may be held by allottee and change in control, if any, consequent to preferential issue:**

| Sr.No. | Name of the proposed Allottee | Category | Holding pre-preferential issue | | No. of Convertible warrants to be allotted | Holding post preferential issue after conversion of warrants (assuming full conversion) | |
|--------|-------------------------------|----------|--------------------------------|------|--|---|--------|
| | | | No. of Shares | %age | | No. of Shares | %age |
| 1 | Shri Harsh Vora | Promoter | 3,11,745 | 4.21 | 7,88,000 | 10,99,745 | 13.43% |

There shall be no change in the Management or control of the company pursuant to the proposed issue and allotment of convertible warrants including conversion thereof into equity shares.

- h) **Requirement as to re-computation of price:**

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(2), 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.



However, the Company undertakes to re-compute the price of the warrants/ equity shares issued in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR) Regulations, 2018 where it is required to do so. The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified warrants shall continue to be locked-in till the time such amount is paid by the allottees.

i) **Disclosure as specified in Schedule VI of the SEBI (ICDR) Regulation:**

Neither the Company nor its promoters nor its Directors have been identified;

- as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
- as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

j) **The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:**

| Name of the Proposed Allottee | Current Status of the Proposed Allottee | Proposed Status of the Proposed Allottee post the preferential issue |
|-------------------------------|---|--|
| Shri Harsh Vora | Promoter | Promoter |

2) **Certificate of Practicing Company Secretary:**

The Company has obtained the certificate from Ritesh Gupta & Co., Company Secretaries, (FCS: 5200; CP: 3764) Indore, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations. The certificate shall be made available online for inspection to the Members at the Meeting and is made available on the website of the Company at <http://www.dnhindia.com/Investor%20Relation/financials.html>

3) **Valuation for consideration other than cash:**

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

4) **The relevant date have been considered as (Tuesday) 30th August, 2022** for the purposes of determination of pricing of the equity shares to be issued/allotted upon the conversion/or exchange of convertible warrants have taken as 30 days prior to the Annual General Meeting to be held on 30th September, 2022 (while reckoning the 30th day i.e. Wednesday, 31st August, 2022 the same falls on Holiday therefore, the day preceding the holiday i.e. Tuesday 30th August, 2022 is considered as the relevant date for the purpose).

5) **The price or Price Band at/within which the allotment is proposed:**

The convertible warrants are proposed to be issued at an issue price of Rs. 42/- (Rs. Forty Two) only being a price not less than the minimum floor price Rs. 41.97 (Rs. Forty One and Paise Ninety Seven) as determined as on the Relevant Date in accordance with the Regulation 164 of the SEBI (ICDR) Regulations, 2018 and other applicable laws.

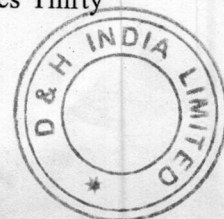
6) **Basis or justification of the price (including premium, if any) at which the offer or invitation is being made alongwith report of the registered valuer & pricing of the preferential issue;**

The Equity Shares of Company are listed on platform of BSE Ltd., for a period of more than 90 trading days as on the relevant date i.e. Tuesday, 30th August, 2022 and are frequently traded in accordance with the SEBI (ICDR) Regulations.

In terms of the applicable provisions of SEBI (ICDR) Regulations the price at which Warrants shall be allotted shall not be less than higher of the following:

- a) the 90 (Ninety) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE Ltd, preceding the Relevant Date, i.e. Rs.35.85 (Rupees Thirty Five and Paise Eight Five only) per Equity Share; or

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- b) the 10 (Ten) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE Ltd, preceding the Relevant Date, i.e. Rs.41.97 (Rupees Forty One and Paise Nine Seven only) per Equity Share.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

However, the proposed allotment is more than 5% of the post issue fully diluted Equity Shares capital of the company, to the allottees and allottees acting in concert, the pricing of the Equity Shares to be allotted shall be higher of the following parameters:

- I. Price determined as per the provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares) which is Rs. 41.97 (Rupees Forty One and Paise Ninety Seven only) per Equity Share

OR

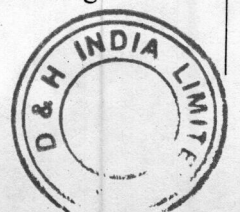
- II. Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations which is Rs. 40.57 (Rupees Forty and Paise Fifty Seven only) per Equity Share

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is Rs. 41.97 (Rs. Forty One and Paise Ninety Seven only) per Equity Share which has been rounded off to Rs. 42/- (Rs. Forty Two only) per equity share. The issue price is Rs. 42/- (Rs. Forty Two only) per warrant which is not lower than the floor price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

A Valuation Report received from RV Ishan Jain, an Independent Registered Valuer (Reg. No. IBBI/ RV/ 03/2019/11503) in terms of Regulation 166A of the SEBI (ICDR) Regulations has been hosted on the website of the company which can be accessed at <http://www.dnhindia.com/Investor%20Relation/financials.html>

- 7) **Lock-in Period:** The Warrants and the equity shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis will be subject to lock-in as provided in the SEBI (ICDR) Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be under locked-in for a period of 90 (Ninety) Trading Days from the date of allotment of warrants, if any. Further that the shares issued upon conversion of the warrants, the new equity shares as may be issued shall be under lock in period for a period of 18 (Eighteen) months for promoter and group from the date of trading approval granted by the BSE Ltd. and such shares pre-preferential allotment holding of the shares of the allottee shall be further freeze for a further period of not less than 90 (Ninety) Trading Days from the date of trading permission granted for the shares issued upon conversion of warrants.
- 8) Other Disclosures:
- a) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
 - b) The proposed allottees (along with Promoter/ Promoter group in case of allotment to Promoter group) have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date;
 - c) Neither the Company nor its Directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations.
 - d) None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
 - e) The company further state and confirm that it has no outstanding dues to the SEBI, Stock Exchanges and the CDSL or NSDL, the depositories of the Company.
- 9) In terms of Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 the following disclosures being provided which are not included in the aforesaid disclosures;

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- (a) **Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price-** No allotment of shares or securities were made by the Company on preferential basis or otherwise during the previous year 2021-22 or calendar year 2022 as well as financial year 2022-23 till date.
- (b) **the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.** Not Applicable, being issued against consideration in cash only.

The Board recommends the **Special Resolution** as set out in Item No.3 of the Notice for the approval of the members of the Company.

All the material documents are available at the Registered office of the Company.

Shri Harsh Vora, (DIN: 00149287) Managing Director of the company, Shri Saurabh Vora, (DIN: 02750484) Whole-time Director, Ms. Suhani Vora (DIN: 09237526), Director and Mrs. Atithi Vora (DIN: 06899964), Director of the company and their relatives are concerned or interested financially or otherwise in the proposed Resolution to the extent of the warrants as may be issued and upon conversion of warrants into the equity shares as may be allotted to him and resulting changing in the voting rights. Except that none of the other Directors and KMP's and their relatives are interested or concerned in any manner in the said resolution.

As per Regulation 23(4) of the SEBI (LODR) Regulations, all the related parties shall absent from voting for approval of material related party transaction, irrespective of facts whether the entity is a related party to a particular transaction or not. However, section 188 of the Companies Act, 2013 read with the Relevant Rules and applicable provisions does not list down the proposed preferential issue as a related party transaction and thereby permits the related party to vote on the transaction which are not covered under section 188(1) of the Companies Act, 2013. In terms of the Regulation 23(4) of the SEBI (LODR) Regulation it is clarified that the transaction as proposed in the Item No. 3 is not having material nature, therefore, the related parties are considered as eligible to exercise their voting rights.

BY ORDER OF THE BOARD


RAJESH SEN

(COMPANY SECRETARY)

FCS7689



PLACE: Indore

DATE: 3rd September, 2022

D & H India Limited

CIN L28900MH1985PLC035822

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