

FORM No. MGT-13 + E-Voting Report

Consolidated Report of Scrutinizer(s)

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 & Rule 20 of Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman
M/s. Diamines and Chemicals Limited
CIN: L24110GJ1976PLC002905
Plot No. 13, PCC Area,
P.O. Petrochemicals,
Vadodara - 391346

Dear Sir,

Subject: 43rd (Forty Third) Annual General Meeting of the Equity Shareholders of M/s. Diamines and Chemicals Limited held on Friday, the 9th day of August, 2019 at 12.00 Noon at the registered office of the Company at Plot No. 13, PCC Area, P. O. Petrochemicals, Vadodara - 391346, Gujarat

A. Appointment as Scrutinizer:-

We, Sandip Sheth & Associates, Practicing Company Secretaries, have been appointed by the resolution passed by Board of Directors of the Diamines and Chemicals Limited as Scrutinizer(s) pursuant to provisions of Section 108 & 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the voting by poll & Remote E-voting taken on the below mentioned resolution(s), at the 43rd (Forty Third) Annual General Meeting of the Equity Shareholders of Diamines and Chemicals Limited held on Friday, the 9th day of August, 2019 at 12.00 Noon at the registered office of the Company at Plot No. 13, PCC Area, P. O. Petrochemicals, Vadodara - 391346, Gujarat, India.

B. Dispatch of Notice:-

The Company has represented to us that, as on 2nd August, 2019 (Cut-off Date) there were total 9,060 (Nine Thousand Sixty only) Members of the Company. However, the notice of 43rd Annual General Meeting was sent to all the Members in the following manner:

Consolidated Report of Scrutinizer: 43rd Annual General Meeting



Page 1 of 14

- a) The Company's Registrar and Share Transfer Agents viz. MCS Share Transfer Agent Limited has sent the notice of 43rd Annual General Meeting by email on 15th July, 2019 to 4,545 (Four Thousand Five Hundred and Forty Five only) Members of the Company whose e-mails addresses were registered in the records of the Depository Participants/Company/MCS. A summarized statement of the e-mails sent on 15th July, 2019 is as under:

Sr. No.	Description	Date of Dispatch	Number of Records	
			No. of Emails	No. of Folios
1.	Total Registered Email Ids	15 th July, 2019	4,545	4,545
2.	Total valid Emails Sent	15 th July, 2019	4,545	4,545

- b) The Company has sent the notice of 43rd Annual General meeting through physical mode to total 4,590 (Four Thousand Five Hundred and Ninety only) Members at their registered addresses, as per their names appearing in the Register of Members as on i.e. 13th July, 2019.
- c) There were in total NIL undelivered envelopes containing the 43rd Annual General Meeting notice/Annual Report of the Company. The Company has issued 7 (Seven) Annual Report to those shareholders who made oral/written requests to the Company, out of the same 1 (One) Annual Report returned back.

C. Newspaper Advertisement:-

- The dispatches were completed on 15th July, 2019 and as prescribed in Rule 20(4) (v) of the said Rules, the Company also published the notice through newspaper advertisement, Business Standard (English Language) and in Vadodara Samachar (Gujarati Language) newspapers on Tuesday the 16th day of July, 2019 and Friday the 19th day of July, 2019.
- The notice of the 43rd Annual General Meeting along with Annual Report was placed on the website of the Company (<https://www.dacl.co.in/investors/NoticeUpdate.htm>) forthwith after the notice is sent to the members.

D. Other Relevant Factors For Remote E-Voting and Poll Process:-

We assumed the office as Scrutinizer from the date of our appointment and in this connection we would like to bring to your kind attention the following aspects:

- a) The management of the Company is responsible to ensure the compliances with the requirements of the provisions of the Companies Act, 2013 and Rules relating to voting on

Consolidated Report of Scrutinizer: 43rd Annual General Meeting



Page 2 of 14

the resolutions contained in the Notice to the 43rd (Forty Third) Annual General Meeting of the Equity Shareholders of the Company.

- b) Our responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions stated below, based on the scrutiny of the polling papers circulated at the Annual General Meeting and on the basis of the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide remote e-voting facility, appointed by the Company.
- c) All the specimen signatures of the members who have voted through physical mode have been verified with the specimen signature record maintained by the Company's Registrar and Share Transfer agents viz. MCS Share Transfer Agent Limited (hereinafter referred to as "MCS"), 88, Neelam Appt., Above Chappan Bhog, Sampatrao Colony, Alkapuri, Vadodara - 390007 and we have relied on the authentication/certification given by them for the same.
- d) The voting rights in respect of 26,181 (Twenty Six Thousand One Hundred and Eighty One only) and 76,430 (Seventy Six Thousand Four Hundred and Thirty only) Equity shares have been frozen since the same shares lying in Bonus Suspense Account and Investor Education and Protection Fund Authority (Ministry of Corporate Affairs) respectively in pursuance of applicable provisions of the Companies Act, 2013 and Rules made here under and hence for the purpose of calculation of eligible vote cast, we have considered following parameters;
- A. Paid Up Share Capital:** Rs. 9,78,32,400/- (97,83,240 Equity Shares of Rs. 10/- each)
B. Voting Rights Frozen for IEPF Shares: 76,430 Equity Shares of Rs. 10/- each)
C. Voting Rights Frozen for Shares lying in Bonus Suspense Account: 26,181 Equity Shares
D. Eligible Shares for Voting: 96,80,629 Equity Shares (A Minus B Minus C)

We enclose the Scrutinizer's Report along with the relevant listings as follows:

A. Relating to Remote E-Voting:

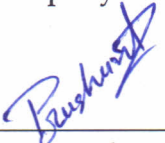
- a) The remote e-voting period remained open from Monday, 5th August, 2019 @ 9.00 hours (IST) and ended on Thursday, 8th August, 2019 @ 17.00 hours (IST)
- b) The members of the Company as on "cut-off" date viz. Friday the 2nd day of August, 2019, were entitled to vote on the resolutions stated in the Notice of the 43rd (Forty Third) Annual General Meeting

Consolidated Report of Scrutinizer: 43rd Annual General Meeting

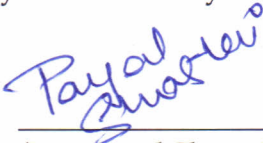


Page 3 of 14

- c) The Votes casted were subsequently unblocked by us on 9th August, 2019 at 1.12 p.m. (after counting the votes cast at the Annual General Meeting) in the presence of two witnesses, whose names are mentioned below, who are not in employment of the Company and electronic ballots were diligently scrutinized by us.



(Mr. Prashant Prajapati)



(Ms. Payal Shastri)

- d) The electronic ballots were reconciled with records maintained by the Company/Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
- e) Particulars of all the Physical Ballot Forms received from the Members and e-voting date received from Central Depository Services Limited ("CDSL") have been entered in a separate register maintained for the polling papers. Thereafter, the details of members, who have voted "For", "Against" each of the resolutions permitted for remote e-voting, were prepared based on report generated from the e-voting website of CDSL.

B. For Poll at the Annual General Meeting:

- a) The poll was conducted together on all the Item Nos. 1 to 8 on the agenda at the Annual General Meeting at the end of discussion on all the resolutions.
- b) The poll was conducted to enable the members of the Company who were present at the Annual General Meeting and could not cast their vote through Remote E-voting facility provided by the Company through CDSL.
- c) After ensuring that all the members who desire to cast their vote through poll have exercised their right to vote on poll and after seeking permission from the Chairman of the 45th (Forty Fifth) Annual General Meeting, ballot box kept for polling was sealed in our presence with due identification marks.
- d) The sealed ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
- e) The poll/ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. Moreover, poll papers of

those members who already cast their vote through Remote E-Voting process were also required to be treated as invalid.

1. **In physical poll/ballot paper** total 38 (Thirty Eight only) Members have voted through physical ballot/poll at the time of Annual General Meeting. All the ballots was found valid. Further, one shareholder who voted through remote E Voting opted to remain present at the Annual General Meeting however such member has not voted through poll.

With respect to **Resolution Nos. 1 to 8**, in physical ballot 38 (Thirty Eight) Shareholders having 53,22,903 (Fifty Three Lacs Twenty Two Thousand Nine Hundred and Three only) Equity Shares had given their consent and no member had voted against any resolution.

2. **Whereas in E Voting** for **Resolution Nos. 1 to 8**, 8 (Eight) Shareholders holding 34,191 (Thirty Four Thousand One Hundred and Ninety One only) Equity Shares have voted in favor of the resolutions while 1 (One) Shareholder holding 7 (Seven only) Equity Shares have voted against the resolutions.

Based on such scrutiny of the Remote E-voting and polling process, the result of the voting is as under:



Ordinary Resolution - 1: Adoption and consideration of the Audited Financial statements for the year ended on 31st March, 2019.

(i) Voted in favour of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	8	34,191	99.98%
Voting by Poll	38	53,22,903	100%
Total	0	0	

(ii) Voted against the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	1	7	0.02%
Voting by Poll	0	0	0
Total	0	0	

(iii) Invalid votes:

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Ordinary Resolution as set forth in AGM Notice dated 17th May, 2019, may be considered as carried by the requisite majority.

Ordinary Resolution - 2: Appointment of a Director in place of Mr. Amit Mehta (DIN: 00073907), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	8	34,191	99.98%
Voting by Poll	38	53,22,903	100%
Total	0	0	

(ii) Voted against the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	1	7	0.02%
Voting by Poll	0	0	0
Total	0	0	

(iii) Invalid votes:

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Ordinary Resolution as set forth in AGM Notice dated 17th May, 2019, may be considered as carried by the requisite majority.

Consolidated Report of Scrutinizer: 43rd Annual General Meeting

Page 7 of 14



Ordinary Resolution - 3: Appointment of a Director in place of Mr. G. S. Venkatachalam (DIN: 02205898), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	8	34,191	99.98%
Voting by Poll	38	53,22,903	100%
Total	0	0	

(ii) Voted against the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	1	7	0.02%
Voting by Poll	0	0	0
Total	0	0	

(iii) Invalid votes:

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Ordinary Resolution as set forth in AGM Notice dated 17th May, 2019, may be considered as carried by the requisite majority.



Ordinary Resolution - 4: Confirmation of interim dividend and Declaration of final dividend on Equity Shares

(i) Voted in favour of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	8	34,191	99.98%
Voting by Poll	38	53,22,903	100%
Total	0	0	

(ii) Voted against the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	1	7	0.02%
Voting by Poll	0	0	0
Total	0	0	

(iii) Invalid votes:

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Ordinary Resolution as set forth in AGM Notice dated 17th May, 2019, may be considered as carried by the requisite majority.

Consolidated Report of Scrutinizer: 43rd Annual General Meeting

Page 9 of 14



Special Resolution - 5: Re-appointment of Mr. Rajendra Chhabra as an Independent Non-Executive Director

(i) Voted in favour of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	8	34,191	99.98%
Voting by Poll	38	53,22,903	100%
Total	0	0	

(ii) Voted against the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	1	7	0.02%
Voting by Poll	0	0	0
Total	0	0	

(iii) Invalid votes:

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Special Resolution as set forth in AGM Notice dated 17th May, 2019, may be considered as carried by the requisite majority.

Consolidated Report of Scrutinizer: 43rd Annual General Meeting



Page 10 of 14

Special Resolution - 6: Re-appointment of Mr. Ambrish Dalal as an Independent Non-Executive Director

(i) Voted in favour of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	8	34,191	99.98%
Voting by Poll	38	53,22,903	100%
Total	0	0	

(ii) Voted against the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	1	7	0.02%
Voting by Poll	0	0	0
Total	0	0	

(iii) Invalid votes:

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Special Resolution as set forth in AGM Notice dated 17th May, 2019, may be considered as carried by the requisite majority.



Special Resolution - 7: Re-appointment of Mr. Shreyas Mehta as an Independent Non-Executive Director

(i) Voted in favour of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	8	34,191	99.98%
Voting by Poll	38	53,22,903	100%
Total	0	0	

(ii) Voted against the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	1	7	0.02%
Voting by Poll	0	0	0
Total	0	0	

(iii) Invalid votes:

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Special Resolution as set forth in AGM Notice dated 17th May, 2019, may be considered as carried by the requisite majority.

Consolidated Report of Scrutinizer: 43rd Annual General Meeting



Page 12 of 14

Special Resolution - 8: Change in place of keeping of Registers and Returns

(i) Voted in favour of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	8	34,191	99.98%
Voting by Poll	38	53,22,903	100%
Total	0	0	

(ii) Voted against the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	1	7	0.02%
Voting by Poll	0	0	0
Total	0	0	

(iii) Invalid votes:

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Special Resolution as set forth in AGM Notice dated 17th May, 2019, may be considered as carried by the requisite majority.



5. A Compact Disc (CD)/Excel Sheets and other supportive documents containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared "INVALID" for each resolution and also resolutions received from corporate shareholders etc. will be returned for safe keeping by our separate letter to the Company.
6. The electronic data, the poll/ballot papers and all other relevant records are under my safe custody and will be handed over to the Company Secretary authorized by the Board for safe keeping after Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking you,

For, Sandip Sheth & Associates
Practicing Company Secretaries
Firm Unique Code: P2001GJ041000

S. Sheth

Mr. Sandip Sheth
(Partner)

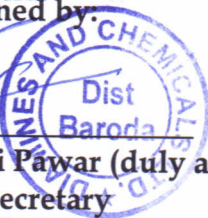


Membership No.: 5467
CP No.: 4354

Place: Vadodara
Dated: 9th August, 2019

Countersigned by:

Hemaxi Pawar



Ms. Hemaxi Pawar (duly authorized by Mr. Yogesh Kothari Chairman of the Company)
Company Secretary

