

NOTICE

NOTICE is hereby given that the **44th (Forty-Fourth)** Annual General Meeting (AGM) of the members of M/s. Diamines and Chemicals Limited will be held Through Video Conferencing (VC) / Other Audio Visual Means (OAVM) on Friday, the **4th Day of September, 2020** at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended on March 31, 2020 together with the Reports of the Board of Directors' and Auditors' thereon for the year ended on March 31, 2020.
2. To appoint a Director in place of Mr. Amit Mehta (DIN: 00073907) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. G. S. Venkatachalam (DIN: 02205898) who retires by rotation and being eligible, offers himself for re-appointment.
4. To confirm the payment of Interim Dividend on Equity Shares for financial year 2019-2020 and to declare Final Dividend of ₹ 4/- per Ordinary (Equity) share of ₹ 10/- each for the financial year 2019-2020.

SPECIAL BUSINESS:

5. Ratification of Remuneration to Cost Auditor

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded for the payment of remuneration of ₹ 45,000/- (Rupees Forty Five Thousand only) (Inclusive of all) plus applicable taxes, to M/s. Diwanji & Co., Cost & Management Accountants, Vadodara (Firm Registration No. 000339) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2020-21."

6. Appointment of Mr. Amit Mehta as an Executive Chairman

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 & 203 of the Companies Act, 2013, read with Schedule V and other applicable provisions of the Companies Act, 2013, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force)

and subject to any other approval/(s) as may be necessary, in consideration of the recommendation of Nomination and Remuneration Committee and further approval of Board of Directors, the Company hereby approves the terms of appointment and remuneration of Mr. Amit Mehta (DIN: 00073907) as an Executive Chairman of the Company for a further period of 3 (Three) years from April 01, 2020 to March 31, 2023, on terms and conditions and duties as set out in the agreement as placed before the members for the purpose of identification with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment as may be mutually agreed between the Board and Mr. Amit Mehta, liable to retire by rotation.”

“RESOLVED FURTHER THAT the remuneration and perquisites including the monetary value thereof as specified in the draft agreement may be varied, increased, expanded, enhanced, enlarged, widened or altered in accordance with the provisions relating to the payment of Managerial remuneration under the Companies Act, 2013 or any amendments thereof or re-enactments thereof and that the aforesaid draft agreement between the Company and Mr. Amit Mehta be suitably amended to give effect to the same in such manner as may be agreed to between the Board and Mr. Amit Mehta, subject to the condition that the remuneration shall not be exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT Mr. G. S. Venkatachalam, Executive Director of the Company be and are hereby authorized to enter into an agreement on behalf of the Company with Mr. Amit Mehta in terms of the aforesaid draft agreement with modifications if any, and that the common seal of the Company be affixed thereto in the presence of Mr. G. S. Venkatachalam, Executive Director of the Company.”

“RESOLVED LASTLY THAT the Board of Directors of the Company (including Committee(s) of the Board), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution in the manner most beneficial to the company.”

Place: Mumbai

Date: June 19, 2020

CIN NO: L24110GJ1976PLC002905

REGISTERED OFFICE:

Plot No.13, PCC Area,

P.O. Petrochemicals,

Vadodara –391 346

By Order of the Board

Hemaxi Pawar

Company Secretary

Membership No.: A52581

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and therefore the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Participation of members through VC/ OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 (“the Act”).
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent by email through its registered email address to the Company at secretarial@dacl.co.in
5. Registration of email ID and Bank Account details:

In case the shareholder’s email ID is already registered with the Company/its Registrar & Share Transfer Agent “RTA”/ Depositories, log in details for e -voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email addresses with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

- (i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. (Link https://www.linkintime.co.in/EmailReg/Email_Register.html)

OR

- (ii) In the case of Shares held in Demat mode:
The shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
6. The Explanatory Statement, for Item No. 5 & 6 pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of this notice. The relevant details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, of persons seeking appointment / re-appointment as Directors under Item No. 2, 3 & 6 of the Notice, are also annexed.
 7. The Register of Members and the Share Transfer Books of the Company will remain closed from **August 29, 2020, 2020 to September 04, 2020** (both days inclusive).
 8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 9. Relevant documents, reports, orders, notice or other papers referred to in the accompanying Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection on all working days by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 04, 2020. Members seeking to inspect such documents can send an email to secretarial@dacl.co.in at least 48 hours before the date of Annual General Meeting.
 10. Pursuant to applicable provisions of the Companies Act, 2013, as applicable from time to time, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to Investor Education and Protection Fund established by the Central Government. The Company during the year has transferred the unclaimed dividend amount of Final Dividend for the financial year 2011-12 to the Investor Education and Protection Fund of the Central Government. Members who have not claimed their Final dividend for the financial year 2012-13 are requested to claim their unclaimed dividend before August 30, 2020. Members who have not en-cashed their above Dividend Warrants may approach to the Company/RTA immediately for revalidation. The Company shall thereafter as mentioned above; process to transfer the unclaimed dividend amount to the Investor Education and Protection Fund and no claim shall lie against the Company for the said amount of unclaimed dividend so transferred. A sum of ₹ 2,12,103/- has been transferred to the Investor Education and Protection Fund in the year 2019 towards unclaimed/unpaid dividend for the Final Dividend for the financial year 2011-12.

11. To avoid loss of dividend warrants in transit and undue delay in respect of receipt of dividend warrants, the Company has provided a facility to the Members for remittance of dividend through the National Electronic Clearing System (NECS)/National Automated Clearing House (NACH). **It is in Members interest to avail NECS/NACH facility as it is quick and much convenient way of getting dividend directly in your bank account.** Members desirous of availing NECS/NACH facility are requested to submit bank particulars in ECS Mandate Form to the company's Registrar and share Transfer Agent. The format is available on the website of the Company at www.dacl.co.in or update bank details as mentioned in point no.5 of Notes.
12. As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid / unclaimed for seven consecutive years or more have been transferred to the IEPF Account.
13. In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a duly signed physical copy of the same to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are required to submit their PAN to their Depository Participants and Members holding shares in physical form shall submit their PAN to Company's Registrar & Share Transfer Agent or to the Company Secretary at the registered office of the Company.
15. Members are requested to notify immediately:
 - (a) Any change in their residential address.
 - (b) Income-tax Permanent Account Number (PAN).
 - (c) Bank details – Name and address of the bank; A/c No.; type of A/c
16. Non-Resident Indian Shareholders are requested to inform the Company immediately:
 - (i) The change in the Residential Status on return to India for permanent settlement;
 - (ii) The particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.

17. Members seeking any information or clarification on the Accounts and operation of the Company are requested to send email on secretarial@dacl.co.in to the Company, at least **ten days before** the date of the annual general meeting. Replies will be provided in respect of such queries received only at the meeting.
18. Members are requested to address their communications regarding transfer of shares, change of address, dividend mandates, etc. quoting their folio number(s) to the Company's Registrar & Transfer Agent:

M/s. Link Intime India Pvt. Ltd.
B-102 & 103, Shangrila Complex, First Floor,
Opp. HDFC Bank,
Near Radhakrishna Char Rasta,
Akota, Vadodara – 390 020.
Te. (0265) 2356573
Email: vadodara@linkintime.co.in
19. **The Company will not entertain any direct request from Members for deletion/change in the bank account details furnished by Depository Participants to the Company.**
20. SEBI, vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, amended Regulation 40 of SEBI Listing Regulations pursuant to which after March 31, 2019 transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode as per extension of the deadline announced by SEBI.
21. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agent, for consolidation into a single folio. The share certificates will be returned to the members after making requisite changes thereon.
22. As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in Demat form; the nomination form may be filed with the respective Depository Participant.

23. The Company had made bonus issue of equity shares at the AGM held on 12th July, 2011, and had made an allotment of Bonus shares on 21.07.2011 to the shareholders, who were eligible. Pursuant to Clause 5(A) of the erstwhile Listing agreement, shares which are unclaimed after necessary reminders given to the shareholders, have already been credited to “Demat Suspense Account”. Hence, the Company requests such shareholders, who have not yet claimed such bonus shares, that they communicate the Company’s RTA and claim such shares at their end.
24. As per sub clause F of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 the Company shall disclose the following details in its Annual Report, as long as there are shares in the suspense account:
- (i) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year; **940 Shareholders & 26,181 shares**
 - (ii) Number of shareholders who approached issuer for transfer of shares from suspense account during the year: **Nil (Company has sent notices to Shareholders whose Shares are unclaimed since seven years with regards to Transfer of Shares to IEPF Account)**
 - (iii) Number of shareholders to whom shares were transferred from suspense account during the year: **Nil**
 - (iv) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year; **940 Shareholders & 26,181 shares**
 - (v) That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.
25. In line with the measures of Green Initiative, Companies Act, 2013, provides for sending notice of the meeting along with annual report to the Members through electronic mode. Members holding shares in physical mode are requested to register their e-mail Id’s with the Company/RTA/as procedure mentioned in point no.-5 of Notes. Members holding shares in dematerialised mode are requested to register their e-mail Id’s with their respective DPs. If there is any change in the e-mail id already registered with the Company/RTA, Members are requested to immediately notify such change to the Company/RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

In compliance with the provisions of Section 108 of the Companies Act, 2013, and in accordance with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has fixed August 28, 2020 as the “cut-off date” to determine the eligibility to vote by electronic means or in the general meeting. A person whose name is recorded in the register of “remote e-voting” (e-voting from a place other than venue of the AGM), to enable them to cast their votes at the 44th Annual General Meeting (AGM) and the business at the 44th AGM may be transacted through such voting. The Company has entered into an agreement with Link Intime India Private Limited (LIPL) for facilitating e-voting to enable all its Shareholders to cast their vote electronically.

The facility for voting during the AGM will also be made available. Members present in the AGM through VC/ OAVM and who 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 the e-voting system during the AGM.

The Company has appointed Mr. Sandip Sheth (Mem No. 5467) or failing him Mr. Prashant Prajapati (Mem No. 32597) of M/s. Sandip Sheth & Associates, the firm of Company Secretaries in whole time practice, as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. The Scrutinizer shall make a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, during the remote e-voting and voting at the AGM, not later than 48 hours from the conclusion of the meeting, to the Chairman or a person, authorised by him in writing. The Chairman or a person, authorised by him in writing, shall declare the results of the AGM forthwith. The results declared along with the Scrutinizer’s report shall be placed on the Company’s website and on the website of LIPL and shall be communicated to the Stock Exchanges.

1. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime India Private Limited, on all resolutions set forth in this Notice.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE VOTING ARE AS UNDER:

The voting period begins on August 31, 2020 at 9:00 a.m. and ends on September 03, 2020 at 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 of August 28, 2020, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Remote e-Voting Instructions for shareholders (Event No 200109):

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID: Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Event No + Folio Number** registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP / Company.

- Shareholders/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
- Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
- Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under '**SHARE HOLDER**' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
4. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
7. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

If you have forgotten the password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.

- In case shareholders / members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders / members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders / members holding shares in physical form, the details can be used only for voting on the resolutions contained in the Notice.

During the voting period, shareholders / members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders / members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help section** or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

Process and manner for attending the Annual General Meeting through InstaMeet:

Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:

Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

Shareholders/Members are requested to participate on first come first serve basis as participation through VC/ OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1000 members only. Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- ▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -
- A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.
- ▶ Click “**Go to Meeting**” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders / Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders/Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at secretarial@dacl.co.in from August 29, 2020 (9.00 a.m. IST) to September 01, 2020 (5.00 p.m. IST). Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@dacl.co.in. The same will be replied by the company suitably.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders / Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders / Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend / participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders / Members are encouraged to join the Meeting through Tablets / Laptops connected through broadband for better experience.

Shareholders / Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders / Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

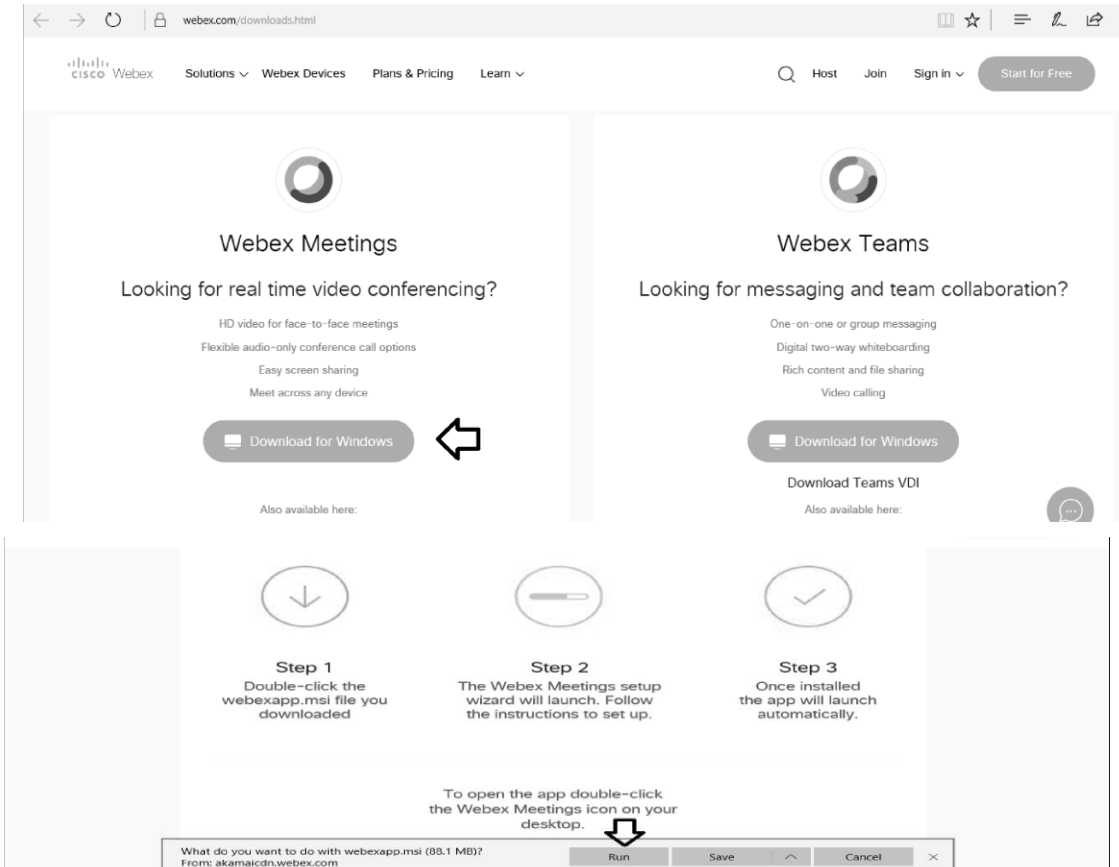
In case shareholders / members have any queries regarding login / e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Annexure

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders / members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



webex.com/downloads.html

Webex Meetings

Looking for real time video conferencing?

- HD video for face-to-face meetings
- Flexible audio-only conference call options
- Easy screen sharing
- Meet across any device

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Webex Teams

Looking for messaging and team collaboration?

- One-on-one or group messaging
- Digital two-way whiteboarding
- Rich content and file sharing
- Video calling

Download Teams VDI

Also available here:

Step 1
Double-click the webexapp.msi file you downloaded

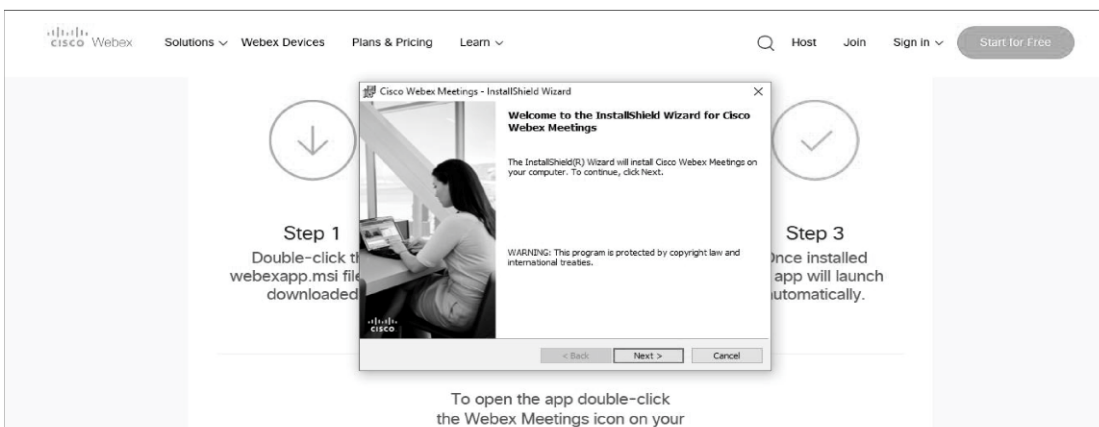
Step 2
The Webex Meetings setup wizard will launch. Follow the instructions to set up.

Step 3
Once installed the app will launch automatically.

To open the app double-click the Webex Meetings icon on your desktop.

What do you want to do with webexapp.msi (88.1 MB)?
From: akamaicdn.webex.com

Run Save Cancel



Step 1
Double-click the webexapp.msi file you downloaded

Cisco Webex Meetings - InstallShield Wizard

Welcome to the InstallShield Wizard for Cisco Webex Meetings

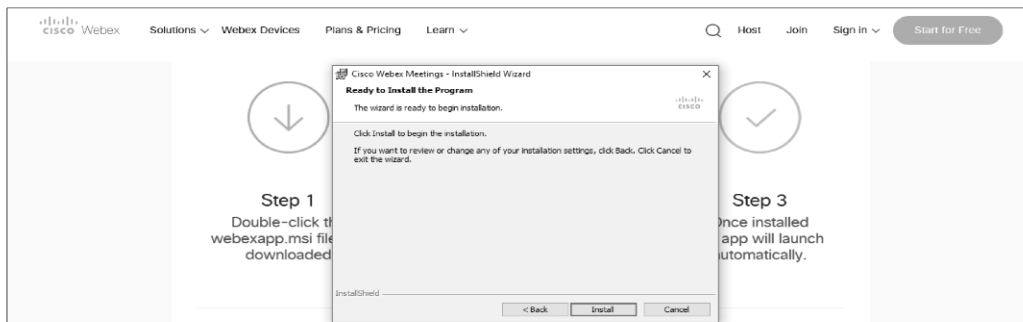
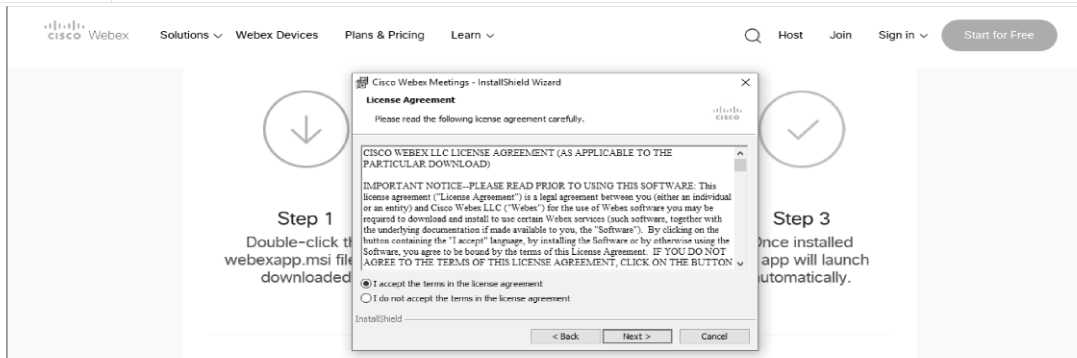
The InstallShield(R) Wizard will install Cisco Webex Meetings on your computer. To continue, click Next.

WARNING: This program is protected by copyright law and international treaties.

< Back Next > Cancel

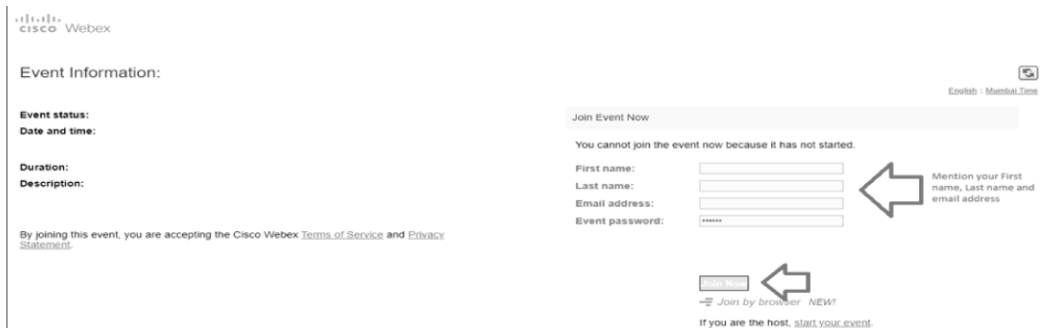
To open the app double-click the Webex Meetings icon on your

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <u>Run a temporary application</u> . Click on <u>Run a temporary application</u> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:



Other Instructions:

- i. The remote e-voting period commences on Monday, August 31, 2020 (9.00 a.m. IST) and ends on Thursday, September 03, 2020 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on August 28, 2020, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on August 28, 2020.
- iii. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice .

Place: Mumbai

Date: June 19, 2020

CIN NO: L24110GJ1976PLC002905

REGISTERED OFFICE:

Plot No.13, PCC Area,

P.O. Petrochemicals,

Vadodara –391 346

By Order of the Board

Hemaxi Pawar

Company Secretary

Membership No.: A52581

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 2:

Mr. Amit Mehta retires by rotation at the ensuing Annual General Meeting, and being eligible, has offered himself for reappointment.

Mr. Amit Mehta was the Vice Chairman of the Company since March 14, 2001. He was appointed as Chairman w.e.f. December 03, 2019 and as an Executive Chairman w.e.f. April 01, 2020. He is also one of the Promoters of the Company. Mr. Amit Mehta aged 66 years, is a successful businessman, having over 40 years' of experience in the business of chemicals. His skills and knowledge is of immense help to the Company in achieving desired sales target and in maintaining cordial relations with customers at large.

Mr. Amit Mehta holds 12,37,726 equity shares in the Company. Mr. Amit Mehta holds directorship in the following companies;

1. Perfo Chem (I) Pvt. Ltd.
2. S. Amit Speciality Chemicals Pvt. Ltd.
3. Insight Health Scan Pvt. Ltd.
4. Topnotch Reality Pvt. Limited
5. Hi-End Property Developers Pvt. Ltd
6. Pinami Reality Pvt. Ltd.
7. Mohar Properties & Trading Pvt. Ltd
8. Finorga (I) Pvt. Ltd.
9. Value E-Healthcare Ltd.
10. Global Local Lifestyle Services Pvt. Ltd.
11. Reaxa Chemistry Solutions Pvt. Ltd.
12. Sadhana Nitro Chem Ltd.
13. Fyra Insights Private Limited

It will be in the interest of the Company that Mr. Amit Mehta continues as Director of the Company. Mr. Amit Mehta is interested in this resolution since it relates to his reappointment.

Resolution placed at item no. 2 of the notice is recommended for approval of the Shareholders as ordinary resolution.

No Director, key managerial personnel or their relatives, except Mr. Amit Mehta, to whom the resolution relates, are interested or concerned in the Resolution.

ITEM NO: 3

Mr. Govindarajapuram Seshadri Venkatachalam aged about 65 years, possesses Bachelor's degree in Commerce from Mumbai University and also he is a Chartered Accountant, having more than 40 years of experience in his core area of Competence i.e. Accounts & Finance. He is with company since 2008 as an Independent Director of the Company and appointed as an Executive Director with effect from 7th February, 2015 and also re-appointed with effect from 7th February, 2018 for the period of 3 years. Prior

to this he has worked in various companies which exposed him to different corporate cultures and thus has enriched his profile on understanding of human behavior and different business practices.

Mr. G. S. Venkatachalam holds 9,467 equity shares in the Company. He holds directorship in the following companies;

1. Divya Desh Tour & Travels LLP
2. Holidaywalas.com Travel LLP

It will be in the interest of the Company that Mr. G. S. Venkatachalam continues as Director of the Company. He is interested in this resolution since it relates to his reappointment.

Resolution placed at item no. 3 of the notice is recommended for approval of the Shareholders as ordinary resolution.

No Director, key managerial personnel or their relatives, except Mr. G. S. Venkatachalam, to whom the resolution relates, are interested or concerned, financially or otherwise in the Resolution.

ITEM NO. 5:

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of M/s. Diwanji & Co., Cost & Management Accountants, to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2021.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the year 2020-21 as set out in the Resolution for the aforesaid services to be rendered by them.

The Board of Directors accordingly recommends the passing of this resolution. None of the Directors, Key Managerial Personnel of the Company or their relatives, is in any way concerned or interested in the said resolution.

ITEM NO. 6:

Mr. Amit Mehta was appointed as an Executive Chairman with effect from April 01, 2020 for a period of 3 (Three) years. The board of directors of the company in its meeting held on February 04, 2020, appointed Mr. Amit Mehta for a period of 3 (Three) years starting from April 01, 2020 to March 31, 2023, on the remuneration and other terms & conditions as approved by the board. The Nomination and Remuneration Committee and Audit Committee has considered the matter and recommended the appointment of Mr. Amit Mehta to the Board, subject to the approval of members as required under the provisions of the Companies Act, 2013, read with Schedule V of the Companies Act, 2013. Mr. Amit Mehta is a successful businessman, having over 40 years' of experience in the business of chemicals. The details of terms and conditions and the remuneration payable to Mr. Amit Mehta, as an Executive Chairman as contained in the draft agreement to be placed before the members for their approval are set out below:

- a) **Salary:** In the range of ₹ 4,24,000 /- per month with authority to the Board of Directors to revise it from time to time with time scale increase of ₹4,24,000 to ₹7,00,000 per month subject to overall remuneration shall not exceed the remuneration limits provided in Schedule V (Part-II, Section - II) of Companies Act, 2013 read with applicable Rules made thereunder
- b) **House Rent Allowance:** Not exceeding 40% of the salary per month.
- c) Use of company car with driver or alternatively reimbursement of car expenses including petrol, maintenance, repairs & insurance.
- d) Gratuity as per rules of the company (not exceeding 4.81% p.m. of the Basic salary).
- e) Leave as per rules of the company, Leave with full pay and encashment of leave at the end of tenure
- f) **Other Perquisites:** Subject to overall ceiling on remuneration mentioned in Schedule V of the Companies Act, 2013, he may be given any other allowances, benefits and perquisites as the Board of Directors may decide from time to time.
- g) The Company shall pay commission on net profits at such percent to the Executive Chairman as determined by the Board from year to year provided that the total commission shall not exceed 1.00% of the net profits as calculated under the provisions of The Companies Act, 2013. In the event of loss or inadequacy of profits, he shall be paid the above remuneration, except commission on profits, provided that the total remuneration shall not exceed the ceilings mentioned in Schedule V of the Companies Act, 2013.

Subject to supervision and control of the Board of Directors of the Company, Executive Chairman shall be in charge of affairs of the Company and exercise such functions and powers as may be entrusted to him by the Board of Directors from time to time.

The total aggregate of the remuneration paid to Mr. Amit Mehta shall not exceed the limits as per Part II of Section II of Schedule V of the Companies Act, 2013 read with applicable Rules made thereunder.

In the event of loss or inadequacy of profits, he shall be paid the above remuneration, except commission on profits.

The Executive Chairman shall be entitled to be reimbursed in respect of actual expenses incurred by him (including travelling and entertainment etc.) for and on behalf of the company.

Mr. Amit Mehta holds 12,37,726 Equity Shares in the Company and he holds Directorship in other Company as mentioned in Item no. 2.

Statement containing information required to be given as per item (iv) of third proviso of Section II of part II of Schedule V of the Companies Act, 2013.

I.	GENERAL INFORMATION:	
(1)	Nature of Industry	Manufacturing range of Ethylene amines at its factory situated at Plot. No. 13, P.C.C Area, P.O. Petrochemicals, Vadodara – 391 346.
(2)	Date of commencement of commercial production.	Existing Company and hence not applicable.
(3)	In case of new Companies, expected	Existing Company and hence not applicable.

Diamines and Chemicals Limited

CIN NO: L24110GJ1976PLC002905



	date of commencement of activities as per project approved by financial institutions appearing in the prospectus.		
(4)	Financial Performance based on given indicators. (As at 31 st March 2020)	Particulars	₹ in Lakhs
		Turnover (Net Sales)	6929.93
		Operating Profit	3731.61
		Net Profit/(Loss) Before Tax	3517.34
		Debt Equity Ratio	-
		Current Ratio	8.44
		Net Worth	5539.65
(5)	Export Performance	The Company has achieved export Turnover FOB value of ₹ Nil for the Financial Year ended on 31.03.2020.	
(6)	Foreign Investments or collaborators, if any.	None	
II. INFORMATION ABOUT THE APPOINTEE:			
(1)	Background Details	Mr. Amit Mehta was the Vice Chairman (Non-Executive) of the Company since March 14, 2001. He was appointed as Chairman w.e.f. December 03, 2019 and as an Executive Chairman w.e.f. April 01, 2020. He is also one of the Promoters of the Company. Mr. Amit Mehta aged 66 years, is a successful businessman, having over 40 years' of experience in the business of chemicals. His skills and knowledge is of immense help to the Company in achieving desired sales target and in maintaining cordial relations with customers at large.	
(2)	Past Remuneration	Not Applicable	
(3)	Recognition or Awards	None	
(4)	Job Profile and his suitability	Mr. Amit Mehta as an Executive Chairman is responsible for the general conduct and management of the business and affairs of the Company. He is working under the superintendence, control and direction of the Board of Directors of the Company. He shall also exercise and perform such powers and duties as the Board of Directors of the Company may from time to time determine and shall also do and perform all other rights and things which in the ordinary course of business he may consider necessary or proper or in the interest of the Company. He has vast experience in the business of chemicals.	
(5)	Remuneration Proposed	As mentioned in the abstract of remuneration given in the preceding paras.	

(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The proposed remuneration is commensurate with the skills and experience of the appointee. Mr. Amit Mehta has been appointed as an Executive Chairman having superintendence and control of the Board of Directors of the Company to carry out such duties on day to day basis as entrusted to him. The remuneration proposed is in line with and prevailing in similar industry and having regard to the size of the Company.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	He is Promoter of the Company and holding substantial stake in the Company along with promoters and promoter group. Further he is not having any pecuniary relationship directly or indirectly with other managerial personnel.
III. OTHER INFORMATION:		
(1)	Reasons of loss or inadequate profits.	The Company has witnessed satisfactory profitability in the recent past including the current year. However, the increasing profitability cast increased responsibility with increased number of managerial personnel and to remunerate such managerial personnel/s adequately in future with their performance, it is considered to opt Schedule V due to cyclical phase of chemical industry which is uncertain, the profits can not be expected to remain at the same level and therefore Schedule V of Companies Act 2013 is opted in case of loss or inadequate profit in future.
(2)	Steps taken or proposed to be taken for improvement	However, the Company continues to earn profit and hence there are no specific steps required to take but the Company continues its practice to better cost control, improving efficiency etc. Though the prices of raw materials and products are influenced by external factors, the company is also making all possible efforts to improve the margins.
(3)	Expected increase in productivity and profits in measurable terms.	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. This will enable Company to improve its margin in years to come with normative numbers calculated with reference to good returns from Chemical industry.
IV. DISCLOSURES:		
(1)	The required disclosure to the shareholders of the Company about remuneration package of the managerial person and all elements of remuneration package such as salary, benefits, bonuses, stock options, pensions etc., of all the directors; details of fixed component and performance linked incentives along with the performance criteria; Service contract, notice period, severance fees; Stock option details, if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable has been made in the Annual Report of the Company, wherever applicable .	

Diamines and Chemicals Limited

CIN NO: L24110GJ1976PLC002905



Appointment of Mr. Amit Mehta as an Executive Chairman of the Company and payment of remuneration to him requires approval of the members as Special Resolution. The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon in terms of the proviso of clause (B) of Section II of Part II of Schedule V of the Companies Act, 2013.

Consequently, the said resolution for appointment of Mr. Amit Mehta as an Executive Chairman for a period of three (3) years w.e.f. April 01, 2020 on the remuneration as set out in the Agreement, requires approval of Members in General Meeting. Hence, your directors recommend the resolution for your approval as Special Resolution.

Mr. Amit Mehta is a Director and a Promoter of the Company.

Necessary documents in this regard are available for inspection by the Members during business hours on any working day.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the aforesaid resolution except Mr. Amit Mehta and recommend your acceptance thereof in the interest of the Company.

Place: Mumbai

Date: June 19, 2020

CIN NO: L24110GJ1976PLC002905

REGISTERED OFFICE:

Plot No.13, PCC Area,
P.O. Petrochemicals,
Vadodara –391 346

By Order of the Board

**Hemaxi Pawar
Company Secretary
Membership No.: A52581**