



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]

Consolidated Report of Scrutinizer: 48th Annual General Meeting

To,
The Chairman
M/s. Diamines and Chemicals Limited
CIN: L24110GJ1976PLC002905
Plot No. 13, PCC Area,
P.O. Petrochemicals,
Vadodara – 391350

Dear Sir,

Subject: 48th (Forty Eighth) Annual General Meeting of the Equity Shareholders of M/s. Diamines and Chemicals Limited held on Thursday, the 1st day of August, 2024 at 11.00 A.M. 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 48th (Forty Eighth) Annual General Meeting of the Equity Shareholders of Diamines and Chemicals Limited held on Thursday the 1st day of August, 2024 at 11.00 A.M. at the registered office of the Company at Plot No. 13 PCC Area, PO. Petrochemicals, Vadodara – 391346, Gujarat, India.

B. Dispatch of Notice:

The Company has represented to us that, as on 5th July, 2024 (Cut-off date of sending revised notice of AGM) there were total 15,107 (Fifteen Thousand One



Hundred and Seven Only) Members of the Company. However, the notice of 48th Annual General Meeting was sent to all the Members in the following manner:

- a) The Company's Registrar and Share Transfer Agents viz. Link Intime India Private Limited, Share Transfer Agent Limited has sent the notice of 48th Annual General Meeting by email on 10th July, 2024 to 12,462 (Twelve Thousand Four Hundred and Sixty Two only) Members of the Company whose e-mails addresses were registered in the records of the Depository Participants/Company/Link Intime. A summarized statement of the e-mails sent on 10th July, 2024 is as under:

Sr. No.	Description	Date of Dispatch	Number of Records	
			No. of Emails	No. of Folios
1.	Total Registered Email Ids	10 th July, 2024	12,462	12,462
2.	No. of Emails Bounced Back		504	504
3.	Total valid Emails Sent	10 th July, 2024	11,958	11,958

- b) The Company has sent the notice of 48th Annual General meeting through physical mode to total 2,645 (Two Thousand Six Hundred and Forty Five only) Members at their registered addresses, as per their names appearing in the Register of Members as on i.e. 5th July, 2024.
- c) There were in total Nil undelivered envelopes containing the 48th Annual General Meeting notice/Annual Report of the Company. The Company has issued Annual Report copies by way of Courier/Registered Post, to those shareholders who made oral/written requests to the Company after the date of dispatch. The Company has received such requests from Seven shareholders.

C. Newspaper Advertisement:

1. The dispatches were completed on 10th July, 2024 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 Thursday, the 11th day of July, 2024.



2. The notice of the 48th Annual General Meeting along with Annual Report was placed on the website of the Company <https://www.dacl.co.in/pdf/investors/Notice-of-48th-AGM.pdf> 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 the resolutions contained in the Notice to the 48th (Forty Eighth) 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 Link Intime India Private Limited (Link Intime), 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. Link Intime India Private Limited located at Geeta Kunj 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara - 390015, and we have relied on the authentication/certification given by them for the same.
- d) The voting rights in respect of 1,49,603 (One Lac Forty Nine Thousand Six Hundred and Three only) Equity shares have been freezed since the same shares lying in/transferred to the Investor Education and Protection Fund Authority (Ministry of Corporate Affairs) in pursuance of applicable provisions of the Companies Act, 2013 and Rules made here under and voting rights in respect of 3,303 Equity shares have been freezed since the same were lying in Bonus Suspense account and hence for the purpose of calculation of eligible vote cast, we have considered following parameters.

A. Paid Up Shares: 97,83,990 Equity Shares of Rs. 10/- each

B. Voting Rights Freezed for IEPF Shares: 1,49,603 Equity Shares of Rs. 10/- each



C. Voting Rights Freened for Bonus Shares lying in Suspense Account:

3,303 Equity Shares of Rs. 10/- each

D. Eligible Shares for Voting: 96,31,084 Equity Shares (A (-) B (-) 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 Sunday, the 28th day of July, 2024 @ 9.00 hours (IST) and ended on Wednesday, the 31st day of July, 2024 @ 17.00 hours (IST).
- b) The members of the Company as on "cut-off" date viz. Thursday, the 25th day of July, 2024, were entitled to vote on the resolutions stated in the Notice of the 48th (Forty Eighth) Annual General Meeting
- c) The Votes casted were subsequently unblocked by us on 1st August, 2024 at 12.15 p.m. (after counting the votes cast at the Annual General Meeting) in the presence of two witnesses viz. Mr. Sandip Sheth and Ms. Hilery Mashrani, who are not in employment of the Company and electronic ballots were diligently scrutinized by us.
- 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 data received from Link Intime India Private Limited (Instavote Platform) 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 Link Intime.

B. For Poll at the Annual General Meeting:

- a) The poll was conducted together on all the Item Nos. 1 to 8 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 Link Intime.



- 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 48th (Forty Eighth) 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** out of total 49 (Forty Nine) Members present at the Annual General Meeting physically, only 18 (Eighteen) Members representing 685 (Six Hundred and Eighty Five only) Equity Shares, have voted through physical ballot/poll at the time of Annual General Meeting. Out of the physical ballots, no ballot paper was found to be invalid, whereas remaining Shareholders present at the meeting have not voted for all the resolutions and where as some shareholders have already voted through remote E Voting facility provided by the Company and hence they have not voted through poll/ballot paper at the time of Annual General Meeting.

With respect to **Resolution Nos. 1 to 8**, in physical ballot 18 (Eighteen) Members representing 685 (Six Hundred and Eighty Five only) Equity Shares had given their consent in favour of all the resolutions.

2. **Whereas in E Voting** for **Resolution No. 1**, 69 (Sixty Nine) Shareholders holding 57,39,027 (Fifty Seven Lacs Thirty Nine Thousand Twenty Seven only) Equity Shares have voted in favor of the resolution while 2 (Two) Shareholders holding 1,06,510 (One Lac Six Thousand Five Hundred and Ten only) Equity Shares have voted against the resolution, Whereas in E Voting for **Resolution No. 2**, 69 (Sixty Nine) Shareholders holding 57,39,027 (Fifty Seven Lacs Thirty Nine Thousand Twenty Seven only) Equity Shares have voted in favor of the resolution while 2 (Two) Shareholders holding 1,06,510 (One Lac Six Thousand Five Hundred and Ten only) Equity Shares have voted against the resolution,



Whereas in E Voting for **Resolution No. 3**, 69 (Sixty Nine) Shareholders holding 57,39,027 (Fifty Seven Lacs Thirty Nine Thousand Twenty Seven only) Equity Shares have voted in favor of the resolution while 2 (Two) Shareholders holding 1,06,510 (One Lac Six Thousand Five Hundred and Ten only) Equity Shares have voted against the resolution, Whereas in E Voting for **Resolution No. 4**, 68 (Sixty Eight) Shareholders holding 57,38,894 (Fifty Seven Lacs Thirty Eight Thousand Eight Hundred and Ninety Four only) Equity Shares have voted in favor of the resolution while 2 (Two) Shareholders holding 1,06,510 (One Lac Six Thousand Five Hundred and Ten only) Equity Shares have voted against the resolution, Whereas in E Voting for **Resolution No. 5**, 68 (Sixty Eight) Shareholders holding 57,38,927 (Fifty Seven Lacs Thirty Eight Thousand Nine Hundred and Twenty Seven only) Equity Shares have voted in favor of the resolution while 3 (Three) Shareholder holding 1,06,610 (One Lac Six Thousand Six Hundred and Ten only) Equity Shares have voted against the resolution, Whereas in E Voting for **Resolution No. 6**, 69 (Sixty Nine) Shareholders holding 57,38,994 (Fifty Seven Lacs Thirty Eight Thousand Nine Hundred and Ninety Four only) Equity Shares have voted in favor of the resolution while 2 (Two) Shareholder holding 1,06,543 (One Lac Six Thousand Five Hundred and Forty Three only) Equity Shares have voted against the resolution, Whereas in E Voting for **Resolution No. 7**, 67 (Sixty Seven) Shareholders holding 57,38,844 (Fifty Seven Lacs Thirty Eight Thousand Eight Hundred and Forty Four only) Equity Shares have voted in favor of the resolution while 4 (Four) Shareholders holding 1,06,693 (One Lac Six Thousand Six Hundred and Ninety Three only) Equity Shares have voted against the resolution and in E Voting for **Resolution No. 8**, 64 (Sixty Four) Shareholders holding 56,95,670 (Fifty Six Lacs Ninety Five Thousand Six Hundred and Seventy only) Equity Shares have voted in favor of the resolution while 10 (Ten) Shareholders holding 2,97,426 (Two Lacs Ninety Seven Thousand Four Hundred and Twenty Six only) Equity Shares have voted against the resolution.

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 Standalone and Consolidated Financial statements for the year ended on 31st March, 2024.

(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	69	57,39,027	98.18
Voting by Poll	18	685	100
Total	87	57,39,712	

(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	2	1,06,510	1.82
Voting by Poll	0	0	0
Total	2	1,06,510	

(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 9th July, 2024, 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	69	57,39,027	98.18
Voting by Poll	18	685	100
Total	87	57,39,712	

(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	2	1,06,510	1.82
Voting by Poll	0	0	0
Total	2	1,06,510	

(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 9th July, 2024, be considered as carried by the requisite majority.



Ordinary Resolution – 3: Declaration of final dividend of Rs. 2.50 per Ordinary Equity Shares of Rs. 10/- each.

(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	69	57,39,027	98.18
Voting by Poll	18	685	100
Total	87	57,39,712	

(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	2	1,06,510	1.82
Voting by Poll	0	0	0
Total	2	1,06,510	

(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 9th July, 2024, be considered as carried by the requisite majority.



Ordinary Resolution – 4: Ratification of Remuneration to the Cost Auditor

(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	68	57,38,894	98.18
Voting by Poll	18	685	100
Total	86	57,39,579	

(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	2	1,06,510	1.82
Voting by Poll	0	0	0
Total	2	1,06,510	

(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 9th July, 2024, be considered as carried by the requisite majority.



Special Resolution – 5: Continuation of term of Mr. Amit Mehta (DIN: 00073907) as an Executive Chairman upon attaining age of Seventy Years

(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	68	57,38,927	98.18
Voting by Poll	18	685	100
Total	86	57,39,612	

(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	3	1,06,610	1.82
Voting by Poll	0	0	0
Total	3	1,06,610	

(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 9th July, 2024, be considered as carried by the requisite majority.



Special Resolution – 6: Re-appointment of Mr. Dhruv Mehta (DIN: 02083226) as an Independent Non-Executive Director of the company

(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 (Refer Note – 1)	69	57,38,961	98.18
Voting by Poll	18	685	100
Total	87	57,39,646	

(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	2	1,06,510	1.82
Voting by Poll	0	0	0
Total	2	1,06,510	

(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 9th July, 2024, be considered as carried by the requisite majority.



Special Resolution – 7: To Approve payment of Remuneration of Mr. Rajendra Chhabra as Non-Executive Director in the category of Professional Director exceeding fifty per cent of the total Remuneration/compensation/fees payable to all other Non-Executive Director of the Company for the financial year 2025-26:

(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	67	57,38,844	98.18
Voting by Poll	18	685	100
Total	85	57,39,529	

(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	4	1,06,693	1.82
Voting by Poll	0	0	0
Total	4	1,06,693	

(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 9th July, 2024, be considered as carried by the special majority.



Special Resolution – 8: Issue of warrants on preferential basis to the person / entity belonging to the promoter / promoter group and non-promoter category

(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	64	56,95,670	95.00
Voting by Poll	18	685	100
Total	82	56,96,355	

(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	10	2,97,426	5.00
Voting by Poll	0	0	0
Total	10	2,97,426	

(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 9th July, 2024, be considered as carried by the special 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.
7. The Company has sent 48th Notice of Annual General Meeting along with Annual Report dated 24th May, 2024 to Shareholders on 29th June, 2024. Subsequent to the same the Notice of 48th Annual General Meeting has been revised with addition of Agneda Item No. 8 for preferential issue of warrants/shares in the Board Meeting dated 9th July, 2024 and accordingly revised Notice of 48th Annual General Meeting has been sent to all the shareholders on 10th July, 2024. Further, corrigendum to the revised notice dated 9th July, 2024 has also been also sent to shareholders on 24th July, 2024 for notifying amendments/modifications with respect to certain disclosures under the explanatory statement. All such disclosures were made to Stock Exchange as well and available on the website of the Company.

Notes – 1: For Resolution No. 6, one shareholder holding 83 (Eighty Three) Equity Shares have voted through Remote E Voting for 50 (Fifty only) Equity Shares in "Favour" of resolution and for 33 (Thirty Three only) Equity Shares "Against" the resolution, and hence we have reported net-off figures in "Favour" of resolution with 17 (Seventeen only) votes.

Thanking you,

For, Sandip Sheth & Associates

Practicing Company Secretaries

UDIN: A032597F000874196

Firm Peer Review Regn. No:- 1428/2021

Mr. Prashant Prajapati

Partner

Membership No.: A 32597

CP No.: 12531

Place: Vadodara

Date: 1st August, 2024

Countersigned by:

Mr. Amit Mehta

Chairman

DIN: 00073907