

NOTICE

NOTICE is hereby given that the **47th (Forty-Seventh)** Annual General Meeting (AGM) of the members of M/s. Diamines and Chemicals Limited will be held at the Registered Office of the Company situated at Plot No. 13, PCC Area, P. O. Petrochemicals, Vadodara – 391 346 on **Wednesday, the 21st Day of June, 2023** at 1.00 PM to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2023 together with the Reports of the Board of Directors' and Auditors' thereon including the Audited Consolidated Financial Statement of the Company for the year ended on March 31, 2023.
2. To appoint a Director in place of Mr. Rajendra Chhabra (DIN: 00093384) who retires by rotation and being eligible, offers himself for re-appointment.
3. To confirm the payment of Interim Dividend on Equity Shares for the financial year 2022-23 and to declare Final Dividend of ₹ 3/- per Ordinary (Equity) share of ₹ 10/- each for the financial year 2022-2023.
4. **To re-appoint Statutory Auditors and fix their remuneration**

To consider and if thought fit, to pass the following Resolution with or without modification, as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Audit Committee and Board of Directors of the Company, M/s. K C Mehta & Co LLP, Chartered Accountants, Vadodara (Firm Registration No.: 106237W/W100829), be and are hereby reappointed as Statutory Auditors of the Company for second term of five consecutive years, to hold office from the conclusion of this 47th Annual General Meeting till the conclusion of the 52nd Annual General Meeting of the Company, on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary to give effect to this resolution.”

SPECIAL BUSINESS:

5. **Ratification of Remuneration to Cost Auditor**

To consider and, if thought fit, to pass the following resolution with or without modification, 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 ₹ 45000/- (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 2023-24.”

6. **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 2023-24**

To consider and, if thought fit, to pass, the following Resolution, with or without modification, as a **Special Resolution:**

“**RESOLVED THAT** pursuant to Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment,

modification, variation or re-enactment thereof for the time being in force and other applicable provisions, if any, of the Companies Act, 2013 the consent of the members be and is hereby accorded for the remuneration/compensation/fees payable to Mr. Rajendra Chhabra as a Professional Director for the financial year 2023-24 (till tenure of his current term), which may be exceeding fifty per cent of the total remuneration paid to all other Non-Executive Directors of the Company for the said period.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters as may be deemed necessary and expedient in this regard.”

7. Re-appointment of Mr. Amit Mehta (DIN: 00073907) as an Executive Chairman

To consider, and if thought fit, to pass following Resolution, with or without modification, 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) read with regulation 17(3)(e) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and subject to any other approval(s) as may be necessary, if any applicable to the Company and, based on the recommendations of Nomination and Remuneration Committee and further approval of Board of Directors, the Company hereby approves the terms of re-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, 2023 to March 31, 2026, on such terms and conditions and duties as set out in the draft agreement placed before the members, duly initialed 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.”

8. Application for listing of equity share capital on Main Board of NSE

To consider, and if thought fit, to pass following Resolution, with or without modification, as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions laid down in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed there under [including any statutory modification/s or re-enactment/s thereof for the time being in force], guidelines/requirements given by the National Stock Exchange of India Limited

(NSE), consent of the members be and is hereby accorded for making application to list existing paid up Equity Share Capital of the Company, which is already listed on BSE Limited (BSE Exchange), on the Main Board of NSE, along with main Board of BSE, and follow such procedures specified under ICDR Regulations, as amended from time to time.”

“**RESOLVED FURTHER THAT** Mr. Amit Mehta, (DIN: 00073907), Executive Chairman or Mr. G. S. Venkatachalam, (DIN:02205898), Executive Director or Mr. Dipen Ruparelia, Chief Financial Officer or Ms. Hemaxi Pawar, Company Secretary of the Company be are hereby authorized jointly or severally to deal with any Government or semi-government authorities or any other concerned intermediaries including but not limited to Bombay Stock Exchange (BSE), National Stock Exchange of India Limited (NSE), Securities and Exchange Board of India, Registrar of Companies, to apply modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of listing of existing paid up Equity Share Capital of the Company on Main Board of NSE .”

“**RESOLVED FURTHER THAT** all the Directors and/or the Company Secretary of the Company be and are hereby authorized jointly or Severally to do all such acts, deeds and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

Place : Vadodara

Date : May 08, 2023

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. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, May 05, 2022 & December 28, 2022 (collectively referred to as “MCA Circulars”) has allowed to hold Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. The Company prefers to hold Annual General Meeting physically at the Registered Office of the Company on June 21, 2023.
2. The Explanatory Statement, for Item No. 4 to 8 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, 6 & 7 of the Notice, are also annexed.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXY FORM MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY GIVEN HEREUNDER, NOT LESS THAN 48 (FOURTY-EIGHT) HOURS BEFORE THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of

the Board Resolution authorizing their representative together with specimen signatures of their authorized representatives to attend and vote on their behalf at the Meeting to the Registered office of the Company.

5. The Register of Members and the Share Transfer Books of the Company will remain closed from **June 14, 2023 to June 21, 2023** (both days inclusive).
6. Members/Proxies are requested to bring their duly filled attendance slip along with their copy of annual report to the Meeting, for attending the Meeting.
7. Members, who hold shares in dematerialization form, are requested to bring their depository account number for identification.
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 are open for inspection by the members at the Registered Office of the Company on all working days, between 11:00 a.m. and 1:00 p.m. up to the date of Annual General Meeting. Members seeking to inspect such documents can send advance intimation by writing request letter at least 48 hours of Inspection.
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 has not declared any dividend in FY 2013-14 to 2015-16, so no dividend is due for Transferring amount to the Investor Education and Protection Fund of the Central Government is not applicable in FY 2022-23.

Further, Members who have not claimed their dividend from the financial year 2016-17 till date are requested to claim their unclaimed dividend. Members who have not en-cashed their above Dividend Warrants / DDs may approach to the Company/RTA immediately for revalidation.

11. To avoid loss of dividend warrants/DDs in transit and undue delay in respect of receipt of dividend warrants/DDs, 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.14 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. As per Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, and clarification vide Circular No. SEBI/HO/MIRSD/MIRSD-RTAMB/P/CIR/2021/687 dated December 14, 2021 issued by SEBI, on Common and Simplified Norms for processing Investor's Service Request by RTAs.

SEBI vide these Circulars have mandated the furnishing of PAN, Address with PIN code, Email address, Mobile No., Bank Account details, Specimen Signature & Nomination by holders of physical securities and that from January 1, 2022, RTAs shall not process any service requests or complaints received

from the holder(s)/claimant(s), till PAN, KYC and Nomination documents/details etc. are received. The Company has sent reminders to the physical holders whose mandatory details are yet to be updated.

The folios wherein any one of the cited document / details are not available on or after April 01, 2023, shall be frozen by the RTA. The RTA shall revert the frozen folios to normal status upon,

- a) receipt of all the aforesaid documents / details mentioned as above or
- b) dematerialization of all the securities in such folios

Members holding shares in physical form shall submit mandatory details to Company's Registrar & Share Transfer Agent or to the Company Secretary at the registered office of the Company. Requisite forms are also available on website of the Company www.dacl.co.in and website of RTA <https://linkintime.co.in/>

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
- (d) Nomination Details
- (e) Email ID & Mobile Number
- (f) Specimen Signature

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 relevant to the Financial Statement of the Company can send written request 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 in Demat, 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, 6136000/01

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 has made bonus issue of equity shares at the AGM held on July 12, 2011, and has made an allotment of Bonus shares on July 21, 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:
- Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year; **96 Shareholders & 3303 shares**
 - Number of shareholders who approached issuer for transfer of shares from suspense account during the year: **NIL**
 - Number of shareholders to whom shares were transferred from suspense account during the year: **NIL**
 - Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year; **96 Shareholders & 3303 shares**
 - That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

Further, The Company has transferred Bonus Fraction amount to Investor Education and Protection fund during the year.

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.-14 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 June 14, 2023 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 47th Annual General Meeting (AGM) and the business at the 47th AGM may be transacted through such voting. The Company has entered into an agreement with M/s Link Intime India Private Limited (LI IPL) for facilitating e-voting to enable all its Shareholders to cast their vote electronically.

The facility for voting, either through electronic voting system or ballot/polling paper shall also be made available at the venue of the AGM, apart from the remote e-voting facility provided prior to the date of AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at 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 LIIPL 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 LIIPL, on all resolutions set forth in this Notice.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE VOTING ARE AS UNDER:

- The voting period begins on June 17, 2023 at 9:00 a.m. and ends on June 20, 2023 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 June 14, 2023, 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.230137)

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.

2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form / Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders 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 holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*
 - * *Shareholders holding shares in **NSDL form**, shall provide ‘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).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for Institutional shareholders:

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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- 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 this 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”.

Other Instructions:

- i. The remote e-voting period commences on Saturday, June 17, 2023 (9.00 a.m. IST) and ends on Tuesday, June 20, 2023 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on June 14, 2023, 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 June 14, 2023.
- iii. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Sandip Sheth, Practicing Company Secretary, (Membership No. FCS 5467), at the Registered Office of the Company not later than Tuesday, June 20, 2023 (5.00 p.m. IST). Members have the option to request for physical copy of the Ballot Form by sending an e-mail to secretarial@dacl.co.in by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Tuesday, June 20, 2023 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- iv. The Route Map to the venue of Annual General Meeting is annexed herewith this Notice.

Place : Vadodara

Date : May 08, 2023

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. Rajendra Chhabra was an independent Director of the company and he was holding this position in the company since March 14, 2001. He is a Practicing Chartered Accountant. Mr. Chhabra has vast knowledge in the field of Accounts, taxation, project implementation system and Finance. During his tenure since 2001, he has played very active and significant role in setting up the complete transparency and integrity in finance functions of the Company and hence to get the benefit of his vast experience and strategic guidance, the Board of Directors has appointed him as a Professional Non-Executive Directors for the period of 3 years with effect from November 06, 2020, to avail his technical and professional expertise and to gain immense benefit from his profound experience and knowledge.

Mr. Rajendra Chhabra holds 18,300 equity shares in the Company. He holds directorship in the following companies;

Diamines and Chemicals Limited

Value E-Healthcare Limited

It will be in the interest of the Company that Mr. Rajendra Chhabra continues to remain on Board of Director of the Company.

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. Rajendra Chhabra, to whom the resolution relates, are interested or concerned, financially or otherwise in the Resolution.

ITEM NO. 4:

M/s. K C Mehta & Co LLP, Chartered Accountants, Vadodara (Firm Registration No. 106237W/W100829) shall complete their first term of five consecutive years as the statutory auditors of the company at the conclusion of ensuing 47th Annual General Meeting of the company. Pursuant to section 139(2) of the Companies Act, 2013, the company can appoint an auditors firm for a second term of five consecutive years and they are eligible for re-appointment as Statutory Auditors for a second term of 5 years.

The Board of Directors at their meeting held on May 08, 2023, based on recommendations of the Audit Committee, have approved the re-appointment of M/s. K C Mehta & Co LLP, Chartered Accountants, Vadodara (Firm Registration No. 106237W/W100829), as Statutory Auditors of the Company for a second term of five consecutive years i.e. to hold the office from conclusion of this 47th AGM till the conclusion of 52nd AGM at such remuneration as may be mutually agreed upon by the Board of Directors of the Company and Statutory Auditors. The re-appointment is subject to approval of the shareholders of the Company.

In accordance with the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the SEBI Listing Regulations, M/s. K C Mehta & Co LLP, Chartered Accountants, Vadodara, have provided their consent and eligibility certificate to that effect that, their re-appointment, if made, would be in compliance with the applicable laws.

All the relevant documents, consent letter, eligibility certificate etc. are available for inspection till the date of AGM on all working days during business hours.

The Board recommends the ordinary resolutions as set out in Item No. 4 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions as set out in Item No. 4 of the Notice.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under SEBI Listing Regulations.

ITEM NO. 5: Ratification of Remuneration to Cost Auditor

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, 2024.

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 2023-24 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: 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

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 listed entity is required to obtain the approval of members of the Company by way of Special Resolution for payment of remuneration to a single non-executive director exceeding 50% of the total remuneration payable to all non-executive directors. Mr. Rajendra Chhabra was an independent Director of the company and he was holding this position in the company since March 14, 2001. He is a Practicing Chartered Accountant. Mr. Chhabra has vast knowledge in the field of Accounts and Finance. During his tenure since 2001, he has played very active and significant role in setting up the complete transparency and integrity in finance functions of the Company and hence to get the benefit of his vast experience and strategic guidance, the Board of Directors has appointed him as a Professional Non-Executive Directors for the period of 3 years with effect from November 06, 2020, for immense benefit to the Company.

The Company pays him consultation fees upon raising invoice on monthly basis which may be mutually decided by the Board and Mr. Rajendra Chhabra and payment of such consultation fees may be exceeding fifty percent of the total commission/remuneration/compensation payable to all non-executive Directors of the Company for the financial year 2023-24 (till tenure of his current term), requiring approval of members in terms of aforesaid provision.

Hence, resolution as contained in Item No. 6 is proposed for the approval of shareholders by way of special resolution. The Board recommends the resolution for the approval of Members of the Company.

None of the Directors except Mr. Rajendra Chhabra, Key Managerial Personnel and relatives thereof, are in any way concerned or interested, financially or otherwise, in the said resolutions.

ITEM NO. 7: Re-appointment of Mr. Amit Mehta as an Executive Chairman

Mr. Amit Mehta was appointed as an Executive Chairman with effect from April 01, 2020 for a period of 3 (Three) years. The current term has been expired on March 31, 2023. The board of directors of the company in its meeting held on February 07, 2023, re-appointed Mr. Amit Mehta for a period of 3 (Three) years starting from April 01, 2023 to March 31, 2026, 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 re-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 aged 67 years, is an eminent entrepreneur, 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 12,48,129 Equity Shares in the Company and he holds Directorship/designated partnership in following Companies/LLPs:

1. Perfo Chem (I) Private Limited
2. S. Amit Speciality Chemicals Private Limited
3. Insight Health Scan Private Limited
4. Topnotch Reality Private Limited
5. Pinami Reality Private Limited
6. Finorga (I) Private Limited
7. Value E-Healthcare Limited
8. Sadhana Nitro Chem Limited
9. Fyra Insights Private Limited
10. Global Local Lifestyle Services Private Limited
11. DACL Fine Chem Limited
12. KLJ Organic Diamines Limited
13. Hi-End Property Developers LLP
14. Express Interiors & Contractors LLP
15. Reaxa Chemistry Solutions LLP
16. Mohar Properties & Trading LLP
17. Agreo Solutions LLP

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.

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, Driver Salary allowance ₹ 20,000/- per month
- d) Rent Free Accommodation not exceeding ₹ 7,00,000/- per month payable with effect from execution of Lease Agreement separately
- e) Reimbursement of actual medical expenses/ premium on Mediclaim Policy incurred for self and family not exceeding ₹ 1,00,000/- per month.
- f) Medical Allowance not exceeding ₹ 1,00,000/- per month
- g) Telephone Allowance not exceeding ₹ 50,000/- per month
- h) Entertainment / Catering Allowance not exceeding ₹ 10,000/- per month and Servant allowance not exceeding ₹ 20,000/- per month
- i) Gratuity as per rules of the company (not exceeding 4.81% p.m. of the Basic salary).
- j) Leave as per rules of the company, Leave with full pay and encashment of leave at the end of tenure.
- k) 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.
- l) The Company shall pay commission on net profits at such percent to the Executive Director 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 payable 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.

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 date of commencement of activities as per project approved by financial institutions appearing in the prospectus. Existing Company and hence not applicable.	
(4)	Financial Performance based on given indicators. (As at 31 st March 2023)	
	Particulars	₹ in Lakhs
	Turnover (Net Sales)	11055.86
	Operating Profit	5851.43
	Net Profit/(Loss) Before Tax	5666.28
	Debt Equity Ratio	-
	Current Ratio	5.46
	Net Worth	13489.01
(5)	Export Performance The Company has achieved export Turnover FOB value of ₹ 1619.18 lakhs for the Financial Year ended on 31.03.2023.	
(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 for the period of 3 years and reappointed w.e.f. April 01, 2023. He is also one of the Promoters of the Company. Mr. Amit Mehta aged 67 years, is an eminent entrepreneur, 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 ₹ 119.80 lakhs (FY 2021-22)	

(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.	Since last few years, the Company has witnessed adequate profitability and turnover however the appointment is for 3 years w.e.f. April 01, 2020 and re-appointed w.e.f. April 01, 2023, so for future uncertainty, it also considered to opt schedule V of the Companies Act, 2013 in case of loss or inadequate profit.
(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. Indeed 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, continuing 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 .

Appointment of Mr. Amit Mehta as an Executive Chairman of the Company and payment of remuneration to him requires approval of the members through 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 re-appointment of Mr. Amit Mehta as an Executive Chairman for a period of three (3) years w.e.f. April 01, 2023 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 Director and Promoters 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.

ITEM NO. 8: Application of listing of equity share capital on Main Board of NSE

Your Company is presently listed on the BSE Platform March 18, 1980 (Scrip code No. 500120). The Paid up Equity Share Capital of the Company is ₹ 9,78,32,400/ comprising of 97,83,240 equity shares of face value of ₹ 10/ each. Your Company is eligible to list to the Main Board of the NSE, as per the guidelines specified by the procedures laid down under SEBI (ICDR) Regulations, 2018. The Board of Directors of the Company in their meeting held on May 08, 2023 has decided to list the equity shares of the Company on the main Board of National Stock Exchange of India Limited (NSE). Listing of securities of the Company on the nationwide stock exchange NSE will lead to enhance recognition of the Company and will open a wide market for investors.

The members are, therefore, requested to accord their approval, for the purpose of the Company's listing to Main Board of NSE along as set out in the resolution.

Hence, resolution as contained in Item No. 8 is proposed for the approval of shareholders by way of special resolution. The Board recommends the resolution for the approval of Members of the Company.

Pursuant to Section 102 of Companies Act, 2013, the Board of Directors of the Company do and hereby confirm that none of its Directors, Key managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

Place : Vadodara

Date : May 08, 2023

CIN NO: L24110GJ1976PLC002905

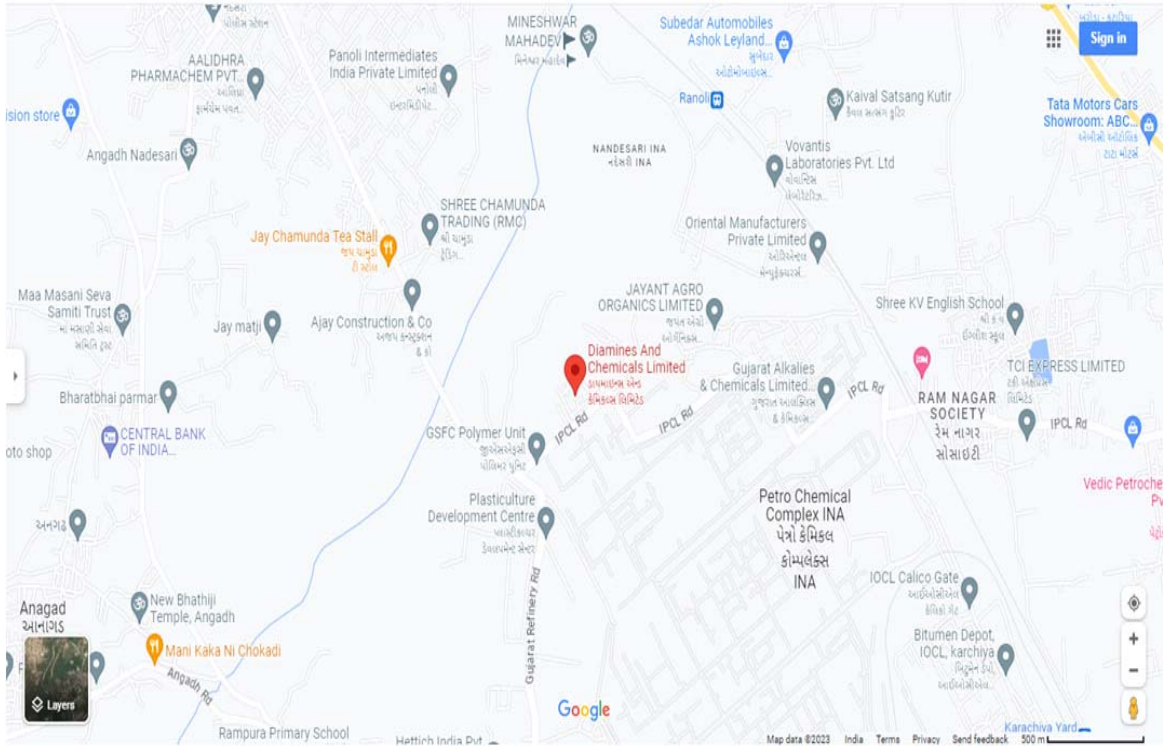
REGISTERED OFFICE:

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

By Order of the Board

Hemaxi Pawar
Company Secretary
Membership No.: A52581

**ROUTE MAP:-
Venue to the 47th AGM of the Company**



**Diamines And Chemicals Limited
Chemical Manufacturer**

📍 Plot No. 13, PCC Area, P.O. Petrochemical, Vadodra, Gujarat 391346

🌐 dacl.co.in

☎ 0265 353 4200