



Diamines and Chemicals Limited

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

CIN: L24110GJ1976PLC002905, Tel: 0265 – 3920200 Fax: 0265-2230218

E-mail: secretarial@dacl.co.in Website: www.dacl.co.in

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting (EOGM) 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 **Friday, the 13th Day of March, 2020** at **11:00 AM** to transact the following Special business:

SPECIAL BUSINESS:

1. Approval for re classification / declassification of promoters

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

“RESOLVED THAT pursuant to Regulation 31A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s)), modification(s), re-enactment thereof, for the time being in force) (hereinafter referred to as “Listing Regulations”) and other applicable laws, and subject to necessary approvals of the Bombay Stock Exchange (BSE Limited) and other appropriate statutory authorities, as may be required in this regard, the consent of the Shareholders of the Company be and is hereby accorded for re-classification of following entity / ies or person(s) from Promoter/Promoter group category to Public category, since the entity/person(s) are neither involved in the management of the Company nor exercise control over the affairs of the Company directly or indirectly and hold not more than 10% of the total voting rights in the Company nor they have any veto rights or special information rights or special rights as to voting power or control of the Company:

Name of the Entity/Person	No. of Shares Held	% of Total Equity Share Capital
Mr. Yogesh Kothari	52459	0.54
Alkyl Amines Chemicals limited	-	-
SYK Trading and Consultancy LLP	-	-

RESOLVED FURTHER THAT pursuant to Regulation 31A (3) sub clause (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, it is hereby confirmed that, the aforesaid entity/person(s) seeking reclassification/declassification:

- I. Do not hold more than (10%) ten percent of the total voting rights in the Company;
- II. Do not exercise control over the affairs of the Company directly or indirectly;
- III. Do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- IV. Have not been represented on the Board of Directors (including not having a nominee director) of the Company;
- V. Have never act as a key managerial person in the Company;
- VI. Are not a ‘wilful defaulter’ as per the Reserve Bank of India Guidelines
- VII. Are not a fugitive economic offender.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution for Re-classification of Promoter/ Promoter Group to Public Shareholding, the Board or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard and to submit all the requisite applications, representations, filings etc. with the Stock Exchanges and other regulatory authorities as may be required in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

2. To consider and approve appointment of Mr. Dhruv Mehta, (DIN: 02083226), as Non-Executive Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to recommendations of the Nomination and Remuneration Committee and appointment by the Board of Directors of the Company, Mr. Dhruv Mehta (DIN: 02083226), who was appointed as an additional Director in category of Independent Non – Executive Independent Director of the Company with effect from 3rd December, 2019 and who holds office until passing of this resolution, in terms of Section 161 of the Companies Act, 2013, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed and confirmed as an Independent Director of the Company for a period of 5 (Five) years with effect from 3rd December, 2019, whose term of office shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013;

RESOLVED FURTHER 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.”

3. Adoption of New set of Article of Association

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the new set of Articles of Association as submitted to this meeting (duly initialed by the Company Secretary for the purpose of identification), be and are hereby approved and adopted in substitution, and to the exclusion of the existing provisions of Articles of Association of the Company related to Shareholders Agreement dated 14th March, 2001 by reason of Share Purchase Agreement has been executed by and between Promoters on November 07, 2019;

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution.”

DIAMINES AND CHEMICALS LIMITED
CIN NO: L24110GJ1976PLC002905

REGISTERED OFFICE:
Plot No.13, PCC Area,
P.O. Petrochemicals,
Vadodara 391346
Mumbai, Dated: December 03, 2019

By Order of the Board

Hemaxi Pawar
Company Secretary
Membership No.: A52581

NOTES:

1. The Explanatory Statement 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 of the Notice, is also annexed.
2. **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.**
3. 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.
4. Members are requested to bring their attendance slip along with their copy of notice to the Meeting.
5. Members, who hold shares in dematerialization form, are requested to bring their depository account number for identification.
6. 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.
7. Relevant documents, 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, (except Saturdays, Sundays and public holidays) between 11:00 a.m. and 1:00 p.m. up to the date of Extra Ordinary General Meeting.
8. 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.

9. 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.
10. 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 .
11. 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
12. 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.
13. Members seeking any information or clarification on the special businesses proposed in the notice are requested to send in written queries to the Company, at least **ten days before** the date of the Extra Ordinary General Meeting. Replies will be provided in respect of such written queries received only at the meeting.
14. Members are requested to address their communications regarding shares related, 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
15. **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.**
16. 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.
17. 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.

18. 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.
19. The Company has made bonus issue of equity shares at the AGM held on 12th July, 2011, and has 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.
20. In line with the measures of Green Initiative, Companies Act, 2013, provides for sending notice of the meeting 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; 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.
21. The notice of EOGM is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

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 Friday, March 06, 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 EOGM), to enable them to cast their votes at the Extra Ordinary General Meeting (EOGM) and the business at the EOGM may be transacted through such voting. The Company has entered into an agreement with Central Depository Services (India) Ltd. (CDSL) 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 EOGM, apart from the remote e-voting facility provided prior to the date of EOGM. 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 EOGM. 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 EOGM 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 EOGM, 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 EOGM forthwith; The results declared along with the Scrutinizer's report shall be placed on the Company's website and on the website of CDSL and shall be communicated to the Stock Exchanges.

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 CDSL, on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

A. Instructions for Demat folios:

In case a Member receives an e-mail from CDSL (for Members whose e-mail addresses are registered with the Company/Depositories):

- (i) The voting period begins on Monday, March 09, 2020 at 9:00 a.m. and ends on Thursday, March 12, 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 Friday, March 06, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number printed in address slip.
Dividend Bank Details OR date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab;

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <DIAMINES AND CHEMICALS LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT"; A confirmation box will be displayed; If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote;
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page;
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app - "m - Voting" for e voting; m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (xix) Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details, user would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of members receiving the physical copy:

- (i) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (ii) The voting period begins on Monday, March 09, 2020, at 9.00 a.m. and ends on Thursday, March 12, 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 Friday, March 06, 2020 (Date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

C. Other Instructions:

- i. The e-voting period commences on Monday, March 09, 2020 (9.00 a.m. IST) and ends on Thursday, March 12, 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 Friday, March 06, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL 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 Friday, March 06, 2020.
- iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of notice and holding shares as on the cut-off date i.e. Friday, March 06, 2020, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CSDL for remote e - voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User details/password" option available on CDSL www.evotingindia.com or contact CDSL at the toll free number: 18002005533 or you can write to the Company Secretary / compliance officer of the Company – Ms. Hemaxi Pawar on the office number: 91-0265-3920200 or you can write an e-mail to secretarial@dacl.co.in.
- iv. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Notice) 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 Thursday, March 12, 2020 (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 Thursday, March 12, 2020 (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.

v. Route Map to the venue of Extra Ordinary General Meeting is attached herewith this notice.

Date: December 03, 2019

Place: Mumbai

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. 1

In terms of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred as “Listing Regulations”), the Stock Exchange(s) where the Company's equity shares are listed may allow re-classification of promoters as public shareholders or vice versa subject to fulfillment of conditions as provided therein.

In this regard, the Company has received a request from Mr. Yogesh Kothari, M/s Alkyl Amines Chemicals Limited and SYK Trading and Consultancy LLP, part of the existing promoter group under Regulation 31A of the Listing Regulations for re-classification under the 'Public' category (“Request”); Mr; Yogesh Kothari, M/s Alkyl Amines Chemicals Limited and SYK Trading and Consultancy LLP have also furnished an undertaking confirming that they shall comply with the conditions set out in the Listing Regulations upon re-classification as a 'public' shareholder (“Undertaking”);The Request and the Undertaking received from them were placed before the Board of Directors at its meeting held on December 03, 2019 and the same were approved by the Board of Directors and its intimation was given to the stock exchange subsequently. Further, such reclassification requires approval of the members and of the Stock Exchanges where the securities of the Company is listed.

Mr. Yogesh Kothari, M/s Alkyl Amines Chemicals Limited and SYK Trading and Consultancy LLP are currently part of the promoter group of the Company.

At the Board Meeting of Alkyl Amines Chemicals Limited (Seller) held on November 06, 2019, the Company has decided to sell their 30.44% holding to another existing promoter i.e. to Mr. Amit Mehta & group (Purchaser) and also to the outsiders, by execution of two separate agreements:

1. Alkyl Amines Chemicals Limited to Amit Mehta & Group, Promoters (26.08% stake of the Company)
2. Alkyl Amines Chemicals Limited to Outsiders (4.36% state of the Company)

Related disclosures as per the applicable laws has been made by the acquirer and also by the seller to the extent of their acquisition/sale, and also by the Company to Stock Exchange under the Substantial Acquisition of Shares and Takeover regulation claiming exemption under inter-se transfer of promoters as prescribed under regulation 10 of Takeover regulation

The Board of Directors of the Company considered the facts stated above and accepted the Request for re - classification of Mr. Yogesh Kothari, M/s Alkyl Amines Chemicals Limited and SYK Trading and Consultancy LLP from the 'promoter group' category to the 'public' category in accordance with the Listing Regulations at their Board meeting held on December 03, 2019. Further as per the requirement of regulation 31A of the LODR

Regulations such re-classification also requires approval of the Members by way of passing ordinary resolution and hence the Board of Directors has recommended passing the Ordinary Resolution as set out in the special business no. 1 of the Notice, for approval of the shareholders. Further, pursuant to the said provisions the promoter(s) seeking reclassification and persons related to the promoter(s) seeking re-classification shall not vote to approve such re-classification request.

In accordance with the Listing Regulations, upon re-classification to the 'public' category, Mr. Yogesh Kothari, M/s Alkyl Amines Chemicals Limited and SYK Trading and Consultancy LLP shall not (i) hold more than 10% of the total voting rights in the Company; (ii) exercise control over the affairs of the Company directly or indirectly; (iii) have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements. Further, he shall not be represented on the Board of Directors of the Company (including through a nominee director) or act as a key managerial personnel of the Company for a period of at least three years from date on which the stock exchanges approve his re-classification in the 'public' category.

The Company is in compliance with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations. The Company does not have any outstanding dues to the Securities and Exchange Board of India, the stock exchanges where its equity shares are listed ("Stock Exchanges") or the depositories. Further, trading in the equity shares of the Company has not been suspended by the Stock Exchanges.

The relevant documents in this regard are available for inspection in physical and/or electronic form, on all working days (except Saturdays, Sundays and public holidays) between 11:00 AM and 1:00 PM. up to the date Extra Ordinary General Meeting by the members at the Registered Office of the Company.

In accordance with the Listing Regulations, Mr. Yogesh Kothari and any of his relative/s being person seeking re-classification shall not vote on this resolution. None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise, in the resolution at Item No. 1 of this Notice.

Item No.2

The Board of Directors on the recommendation of the nomination and remuneration committee, appointed Mr. Dhruv Mehta (DIN: 02083226) as an Additional Director of the Company with effect from 03.12.2019. Pursuant to Section 161 of the Companies Act, 2013, Mr. Dhruv Mehta will hold office only upto the date of the ensuing General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Dhruv Mehta for the appointment as Non-Executive Independent Director pursuant to, the provisions of Section 149 of the Companies Act, 2013.

The Company has received consent in form No. DIR-2 from Mr. Dhruv Mehta to act as Director along with other disclosures like DIR-8 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, alongwith declaration to the effect that he meets the criteria of independence as provided under Sub-section (6) of Section 149 of the Companies Act, 2013.

The Resolution seeks the approval of members by way of ordinary resolution for the appointment of Mr. Dhruv Mehta as an Independent Director of the Company for a period of 5 (Five) years with effect from 03.12.2019 pursuant to Section 149 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Further, his office shall not be liable to retire by rotation.

In the opinion of the Board, Mr. Dhruv Mehta, proposed to be appointed as Non-Executive Independent Director, fulfills the criteria and conditions of Independence and appointment as specified in the Companies Act,

2013 and the Rules made thereunder and he is independent of the Management. All the relevant documents of the appointment of Mr. Dhruv Mehta as an Independent Director setting out the terms and conditions is available for inspection on all working days (except Saturdays, Sundays and public holidays) between 11:00 AM and 1:00 PM. up to the date Extra Ordinary General Meeting by the members at the Registered Office of the Company.

A brief profile of the Independent Director to be appointed is given below:

Mr. Dhruv Mehta (DIN: 02083226)

Mr. Dhruv Mehta, aged 58 years is a Chartered Accountant by qualification, he is Member of the Institute of Chartered Accountants of India and The Institute of Cost & Works Accountants of India.

He has rich experience of more than 2 decades in Corporate Finance, Investment banking, Wealth Management, in the area of Products & in depth knowledge on a range of financial products including bonds, equities, mutual funds, private equity funds, real estate funds & structured products. He has Strong relationships with Fund Managers, CEO's and Economists across various AMC's and Banks; He is Founder Chairman of Foundation of Independent Financial Advisors (FIFA), since its inception on 15th February, 2012.

Resolution placed at Item No. 2 of the notice is recommended by the board, for the approval of the Shareholders as ordinary resolution.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Dhruv Mehta, to whom the resolution relates, is interested or concerned either financially or otherwise in the Resolution No. 2 of this notice.

Item No.3

The Company had previously adopted its Articles of Association ("AoA") under the Companies Act, 2013 in the 39th Annual General Meeting of the members of the Company held on August 11, 2015. With reference to termination of Shareholders Agreement dated March 14, 2001 and execution of Share Purchase Agreement dated November 07, 2019 between Promoters, the Articles of Association of the Company require alteration and/or deletion to the extent of giving effect of reference of share purchase agreement and other relevant provisions so as to correlate with present requirement of law. And hence it is considered expedient to replace provisions related to Shareholders Agreement in the existing Articles of Association and adopt new set of Articles of Association to give clear understanding of applicable clauses/articles of articles of association of the Company.

The new Articles of Association to be substituted in place of the existing Articles of Association are primarily based on Table 'F' of the Act which sets out the model Articles of Association for a company limited by shares.

The draft of the new Articles of Association is available for inspection by the members at the registered office of the Company on all working days (except Saturdays, Sundays and public holidays) between 11:00 AM and 1:00 PM. up to the date Extra Ordinary General Meeting. The proposed new draft Articles of Association shall also be uploaded on the Company's website for perusal by the Shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolution, except as shareholders of the Company.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

DIAMINES AND CHEMICALS LIMITED

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

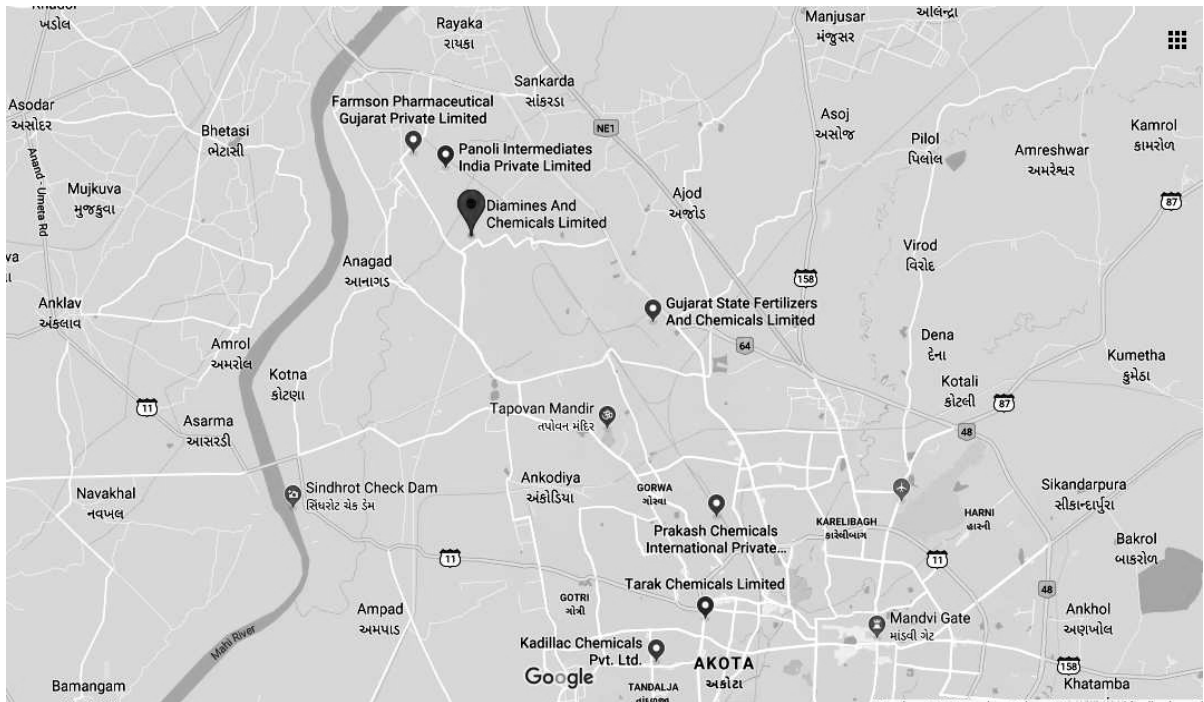
Membership No.: A52581

Date: December 03, 2019

Place: Mumbai

ROUTE MAP:-

Venue to the Extra Ordinary General Meeting of the Company



Diamines and Chemicals Limited

Chemical Manufacturer

📍 Plot No. 13, PCC Area, P.O. Petrochemicals, Vadodara, Gujarat 391346

🌐 www.dacl.co.in

☎ 0265 392 0200

ATTENDANCE SLIP

CIN NO: **L24110GJ1976PLC002905**

NAME OF THE COMPANY: **Diamines and Chemicals Limited**

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

Please complete this Attendance Slip and hand over at the Entrance of the Hall.

I/We hereby record my/our presence at the Extra Ordinary General Meeting held at Plot No.13, PCC Area, P.O. Petrochemicals, Vadodara –391 346 at **11:00 a.m. on Friday, the 13th March , 2020.**

Regd. Folio/DP ID & Client ID	
Name and Address of the Shareholder (s):	
No. of shares held	
If Shareholder(s), Please Sign here	If Proxy, Please Sign here

Form No: MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN NO: **L24110GJ1976PLC002905**

NAME OF THE COMPANY: **Diamines and Chemicals Limited**

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

Name of Member (s):

Registered Address:

E-mail Id:

Folio No/Client Id:

DP ID:

I/We, being the member (s) of _____, Shares of the above named Company, hereby appoint:

- | | |
|--|--|
| 1) Name: _____
Address: _____

E-mail Id:
Signature: _____, or failing him | 2) Name: _____
Address: _____

E-mail Id:
Signature: _____, or failing him |
| 3) Name: _____
Address: _____

E-mail Id:
Signature: _____ | |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on the 13th day of March, 2020 at 11:00 a.m. at Registered office of the Company situated at Plot No. 13, PCC Area, P. O. Petrochemicals, Vadodara – 391 346 and/or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

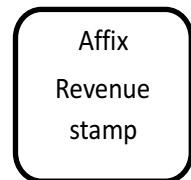
- 1) Approval for re classification / declassification of promoters
- 2) To consider and approve appointment of Mr. Dhruv Mehta, (DIN: 02083226), as Non-Executive Independent Director
- 3) Adoption of New set of Article of Association

Sign this _____ day of _____ 2020

Signature of Shareholder: _____

Signature of proxy holder (s): _____, _____, _____

Note: this form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.



Form No: MGT-12**POLLING PAPER**

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

CIN NO: **L24110GJ1976PLC002905**

NAME OF THE COMPANY: **Diamines and Chemicals Limited**

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

BALLOT PAPER

Sr. No	Particulars	Details
1	Name of the First Named Shareholder (In Block Letters)	
2	Postal Address	
3	Registered Folio No. /*DP ID & Client ID. No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	Approval for re classification / declassification of promoters			
2	To consider and approve appointment of Mr. Dhruv Mehta, (DIN: 02083226), as Non-Executive Independent Director			
3	Adoption of New set of Article of Association			

Place:

Date: _____

(Signature of Shareholder)

To

If undelivered, please return to



Diamines and Chemicals Limited

Regd Office:

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