

**FORM No. MGT-13 + E-Voting Report**

**Consolidated Report of Scrutinizer(s)**

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

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

Dear Sir,

**Subject: Extra Ordinary General Meeting (First EOGM) of the Equity Shareholders of M/s. Diamines and Chemicals Limited held on Friday, the 13<sup>th</sup> day of March, 2020 at 11.00 am at the registered office of the Company at Plot No. 13, PCC Area, P. O. Petrochemicals, Vadodara – 391346, Gujarat**

**A. Appointment as Scrutinizer:-**

We, Sandip Sheth & Associates, Practicing Company Secretaries, have been appointed by the Board of Directors of Diamines and Chemicals Limited, at their meeting held on 13<sup>th</sup> day of December, 2019, as Scrutinizer(s) pursuant to provisions of Section 108 & 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the voting by poll & Remote E-voting taken on the below mentioned resolution(s), at the Extra Ordinary General Meeting (Hereinafter referred to as “EOGM”) of the Equity Shareholders of Diamines and Chemicals Limited held on Friday, the 13<sup>th</sup> day of March, 2020 at 11.00 am at the registered office of the Company at Plot No. 13, PCC Area, P. O. Petrochemicals, Vadodara – 391346, Gujarat, India.



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**B. Dispatch of Notice:**

The Company has represented to us that, as on 6<sup>th</sup> March, 2020 (Cut-off Date) there were total 9,202 (Nine Thousand Two Hundred and Two only) Members of the Company. However, the notice of EOGM was sent to all the Members in the following manner:

- a) The Company's Registrar and Share Transfer Agents viz. Link Intime India Private Limited has sent the notice of EOGM by email on 13<sup>th</sup> February, 2020 to 4,862 (Four Thousand Eight Hundred and Sixty Two only) Members of the Company whose e-mails addresses were registered in the records of the Depository Participants/Company/Link Intime India Pvt Ltd. A summarized statement of the e-mails sent on 13<sup>th</sup> February, 2020 is as under:

Sr. No.	Description	Date of Dispatch	Number of Records	
			No. of Emails	No. of Folios
1.	Total Registered Email Ids	13 <sup>th</sup> February, 2020	4,862	4,862
2.	Total valid Emails Sent	13 <sup>th</sup> February, 2020	4,376	4,376
3.	No. of Emails Bounced Back		(486)	(486)
4.	Hard Copies sent to Members whose emails bounced back	14 <sup>th</sup> February, 2020	486	486
5.	Sent Successfully		<b>4,862</b>	<b>4,862</b>

- b) The Company has sent the notice of EOGM through physical mode to total 4,340 (Four Thousand Three Hundred and Forty only) Members at their registered addresses, as per their names appearing in the Register of Members as on i.e. 7<sup>th</sup> February, 2020.
- c) There were in total 650 (Six Hundred and Fifty only) undelivered envelopes containing the EOGM Notice of the Company. The Company has sent notice of EOGM through Speed Post to the two shareholders who have made oral/written requests to the Company for specific mode of delivery.



**C. Newspaper Advertisement:**

1. The dispatches were completed on 17<sup>th</sup> February, 2020 and as prescribed in Rule 20(4) (v) of the said Rules, the Company also published the notice through newspaper advertisement, Business Standard (English Language) and in Vadodara Samachar (Gujarati Language) newspapers on Tuesday the 18<sup>th</sup> day of February, 2020.
2. The notice of the Extra Ordinary General Meeting was placed on the website of the Company (<https://www.dacl.co.in/investors/EOGM%20Notice.pdf>) forthwith after the notice is sent to the members.

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

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

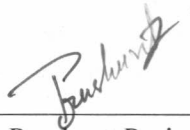
- a) The management of the Company is responsible to ensure the compliances with the requirements of the provisions of the Companies Act, 2013 and Rules relating to voting on the resolutions contained in the Notice of Extra Ordinary General Meeting of the Equity Shareholders of the Company.
- b) Our responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions stated below, based on the scrutiny of the polling papers circulated at the EOGM and on the basis of the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide remote e-voting facility, appointed by the Company.
- c) All the specimen signatures of the members who have voted through physical mode have been verified with the specimen signature record maintained by the Company's Registrar and Share Transfer agents viz. Link Intime India Private Limited (hereinafter referred to as "Link Intime"), B - 102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara - 390020 and we have relied on the authentication/certification given by them for the same.
- d) The voting rights in respect of 26,181 (Twenty Six Thousand One Hundred and Eighty One only) and 83,116 (Eighty Three Thousand One Hundred and Sixteen only) Equity shares have been frozen since the same shares lying respectively in Bonus Suspense Account and Investor Education and Protection Fund Authority (Ministry of Corporate Affairs) in pursuance of applicable provisions of the Companies Act, 2013 and Rules made here under and hence for the purpose of calculation of eligible vote cast, we have considered following parameters;

<b>A. Paid Up Shares</b>	97,83,240 Equity Shares of Rs. 10/- each
<b>B. Voting Rights Freezed for IEPF Shares</b>	83,116 Equity Shares of Rs. 10/- each
<b>C. Voting Rights Freezed for Shares lying in Bonus Suspense Account</b>	26,181 Equity Shares
<b>D. Eligible Shares for Voting (A Minus B Minus C)</b>	96,73,943 Equity Shares

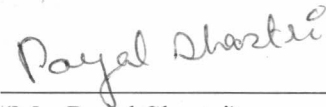
We enclose the Scrutinizer's Report along with the relevant listings as follows:

**A. Relating to Remote E-Voting:**

- a) The remote e-voting period remained open from Monday, 9<sup>th</sup> March, 2020 @ 9.00 hours (IST) and ended on Thursday, 12<sup>th</sup> March, 2020 @ 17.00 hours (IST)
- b) The members of the Company as on "cut-off" date viz. Friday the 6<sup>th</sup> day of March, 2020 were entitled to vote on the resolutions stated in the Notice of EOGM.
- c) The Votes casted were subsequently unblocked by us on 13<sup>th</sup> March, 2020 at 11.44 a.m. (after counting the votes cast at the EOGM) in the presence of two witnesses, whose names are mentioned below, who are not in employment of the Company and electronic ballots were diligently scrutinized by us.



(Mr. Prashant Prajapati)



(Ms. Payal Shastri)

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



**B. For Poll at the EOGM:**

- a) The poll was conducted on all the Item Nos. 1 to 3 on the agenda at the EOGM at the end of discussion on all the resolutions.
- b) The poll was conducted to enable the members of the Company who were present at the EOGM their vote through Remote E-voting facility provided by the Company through CDSL.
- c) After ensuring that all the members who desire to cast their vote through poll have exercised their right to vote on poll and after seeking permission from the Chairman of the EOGM, ballot box kept for polling was sealed in our presence with due identification marks.
- d) The sealed ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
- e) The poll/ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. Moreover, poll papers of those members who already cast their vote through Remote E-Voting process were also required to be treated as invalid.

1. **In physical poll/ballot paper** total 28 (Twenty Eight only) Members have voted through physical ballot/poll at the time of EOGM. All ballot papers were found valid. Further, two shareholders who remained present at the time of EOGM have opted to vote through Remote E Voting and hence not voted through ballot process.

With respect to **Resolution Nos. 1 to 3**, in physical ballot 28 (Twenty Eight) Shareholders having 19,99,398 (Nineteen Lacs Ninety Nine Thousand Three Hundred and Ninety Eight only) Equity Shares had given their consent in favour of the resolutions. Further, no shareholders have voted against the resolution.

2. **Whereas in E Voting** for **Resolution Nos. 1 to 3, 5** (Five) Members holding 71,437 (Seventy One Thousand Four Hundred and Thirty Seven only) Equity Shares have voted in favour of the resolution while 1 (One) Member holding 7 (Seven) only Equity Shares has voted against the resolutions.

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

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**Ordinary Resolution – 1: Approval of reclassification/declassification of promoters**

(i) Voted in **favour** of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	5	71,437	99.99
Voting by Poll	28	19,99,398	100
<b>Total</b>	<b>33</b>	<b>20,70,835</b>	

(ii) Voted **against** the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	1	7	0.01
Voting by Poll	0	0	0
<b>Total</b>	<b>1</b>	<b>7</b>	

(iii) **Invalid votes:**

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

**Results:** As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Ordinary Resolution as set forth in EOGM Notice dated 3<sup>rd</sup> December, 2019, may be considered as carried by the requisite majority.

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**Ordinary Resolution – 2:** Appointment of Mr. Dhruv Mehta, (DIN: 02083226), as Non-Executive Independent Director

(i) Voted in **favour** of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	5	71,437	99.99
Voting by Poll	28	19,99,398	100
<b>Total</b>	<b>33</b>	<b>20,70,835</b>	

(ii) Voted **against** the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	1	7	0.01
Voting by Poll	0	0	0
<b>Total</b>	<b>1</b>	<b>7</b>	

(iii) **Invalid votes:**

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

**Results:** As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Ordinary Resolution as set forth in EOGM Notice dated 3<sup>rd</sup> December, 2019, may be considered as carried by the requisite majority.

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**Special Resolution – 3: Adoption of new set of Articles of Association**

(i) Voted in **favour** of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	5	71,437	99.99
Voting by Poll	28	19,99,398	100
<b>Total</b>	<b>33</b>	<b>20,70,835</b>	

(ii) Voted **against** the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	1	7	0.01
Voting by Poll	0	0	0
<b>Total</b>	<b>1</b>	<b>7</b>	

(iii) **Invalid votes:**

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

**Results:** As number of votes cast in favour of the Resolution is more than 2/3 rd in the number of votes cast against, we report that the Special Resolution as set forth in EOGM Notice dated 3<sup>rd</sup> December, 2019, may be considered as carried by the requisite majority.

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

Thanking you,

**For, Sandip Sheth & Associates**

*Practicing Company Secretaries*

*Firm Unique Code: P2001GJ041000*

*UDIN: F005467A000607222*

*Sheth,*



**Mr. Sandip Sheth**

*(Partner)*

**Membership No.: 5467**

**CP No.: 4354**

Place: Vadodara

Dated: 13<sup>th</sup> March, 2020

**Countersigned by:**

*Rajendra Chhabra*



**Mr. Rajendra Chhabra**

**Chairman of the Meeting**

**DIN: 00093384**