



Diamines and Chemicals Limited

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

CIN: L24110GJ1976PLC002905, Tel: 0265 – 3534200 Fax: 0265-2230218

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

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

To
The Member(s),
Diamines and Chemicals Limited

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the “Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (the “Management Rules”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as the “MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below are proposed to be passed by the members of the Company (as on the Cut-off Date), through postal ballot (the “Postal Ballot”) only by way of remote e-voting (“e-voting”) process. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice (“the Notice” or “the Postal Ballot Notice”).

The proposed resolutions and explanatory statement pertaining to the said resolutions setting out all material facts concerning there to as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below for seeking consent of the Members of the Company through Postal Ballot/ e-voting.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

The Board of Directors of 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, Ahmedabad as Scrutinizer for conducting the voting process through Postal Ballot / e-voting in accordance with the law and in a fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of Link Intime India Private Limited ("LI IPL") for facilitating e-voting. Those Members who have not yet registered their e-mail address are requested to register the same by clicking https://web.linkintime.co.in/EmailReg/Email_Register.html available at website of Link Intime India Private Limited (LI IPL), Registrar and Share Transfer Agent ("RTA").

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5.00 p.m. (IST) Thursday, September 21, 2023. The e-voting facility will be disabled by LI IPL immediately thereafter and will not be allowed beyond the said date and time.

The e-voting facility is available at the link <https://instavote.linkintime.co.in>. Please refer the instructions for e-voting given after the proposed resolutions, for the process and manner in which e-voting is to be carried out.

The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated to the BSE Limited (BSE), LI IPL and posted on the Company's website www.dacl.co.in after the declaration of the results.

The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed postal ballot e-voting.

POSTAL BALLOT – SHAREHOLDERS' PROPOSED RESOLUTIONS:

1. Reappointment of Mr. Rajendra Chhabra as a Non-Executive Director in the category of professional Director:

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

"RESOLVED THAT pursuant to the provisions of regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, Companies Act, 2013 read with rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), if any, and subject to any other approval/(s) as may be necessary, in consideration of the recommendation of Nomination and Remuneration Committee and further approval of Board of Directors, the Company hereby approves the term of reappointment of Mr. Rajendra Chhabra as Non-Executive Director in the category of Professional Director on the Board of the Company for the period of 3 years w.e.f. November 06, 2023 with such consulting fees/compensation as may be agreed by and between Board and Mr. Chhabra, and whose term shall be liable to retire by rotation."

"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."

2. **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 the Non-Executive Director of the Company for the financial year 2023-24**

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

“RESOLVED FURTHER 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 Professional Director for the financial year 2023-24 (till March 31, 2024) 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.”

3. **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 the Non-Executive Director of the Company for the financial year 2024-25**

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

“RESOLVED FURTHER 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 Professional Director for the financial year 2024-25 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.”

DIAMINES AND CHEMICALS LIMITED
CIN NO: L24110GJ1976PLC002905

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

Date: August 04, 2023
Place: Vadodara

By Order of the Board

Hemaxi Pawar
Company Secretary
Membership No.: A52581

NOTES:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reason/ rationale for the proposal is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / depository participant(s), as on August 16, 2023 (“Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., September 21, 2023. Further, resolution passed by the members through postal ballot is deemed to have been passed as if they are passed at a General Meeting of the Members.
4. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting and will also be displayed on the Company website www.dacl.co.in, on the website of LIPL, and communicated to the BSE Limited (BSE).
5. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Members seeking to inspect such documents can send advance intimation by writing request letter at least 48 hours of inspection. We urge Members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses and other KYC details with the Company’s RTA, M/s Link Intime India Private Limited at B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara – 390 020. Email: vadodara@linkintime.co.in. Form ISR-1, ISR-2, ISR-3, Form SH-13 available on website of RTA <https://web.linkintime.co.in/KYC-downloads.html> and website of Company www.dacl.co.in
6. SEBI has issued 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 and Circular No. SEBI/ HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, wherein SEBI has prescribed Common and Simplified Norms for processing Investor’s Service Request by Registrar and Share Transfer Agent (RTA) of the Company.

Further, 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. Effective from January 1, 2022, any service requests or complaints received from the member, will not be processed by RTA till aforesaid details / documents are provided to RTA.

In compliance with the above SEBI Circulars, the Company has completed the dispatch of intimations as prescribed in the said circulars to the Shareholders holding shares of the Company in physical form on February 15, 2022 and reminders on May 31, 2023.

The relevant forms for registering/changing KYC details and Nomination viz., forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 are available on the website of M/s. Link Intime India Pvt. Ltd at <https://www.linkintime.co.in> (Resource-Download-General-format of KYC), RTA of the Company and also on the website of the Company at www.dacl.co.in

In case Shareholder has not submitted his / her PAN, KYC details and Nomination and other details / documents mentioned in the said SEBI circulars, they are requested to submit the same to the RTA / Company at the earliest.

. Freezing of Folios without PAN, KYC details and Nomination:

1. Folios wherein any one of the aforesaid document / details are not available on or after October 01, 2023, shall be frozen and the shares in the frozen folio shall be eligible to lodge grievances or avail service request from the RTA only after furnishing the complete documents / details as aforesaid.
2. After December 31, 2025, the frozen folios shall be referred by the RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002

In addition to above circulars, SEBI has issued another circular no SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, wherein SEBI mandated all the listed companies shall henceforth issue the securities in dematerialized form only while processing the following service request: i. Issue of duplicate securities certificate; ii. Claim from Unclaimed Suspense Account; iii. Renewal / Exchange of securities certificate; iv. Endorsement; v. Sub-division / Splitting of securities certificate; vi. Consolidation of securities certificates/folios; vii. Transmission; viii. Transposition; The Shareholders/Claimants are requested to submit duly filled up Form ISR-4 along with the documents/details specified therein. For item nos. iii to viii above, shareholder/claimant are also requested to submit original securities certificate(s) to the RTA / Company for processing the above service requests.

The Company / RTA processes the service requests after verification of requisite documents and issue a 'Letter of confirmation' in lieu of physical share certificate(s), to the Shareholders/Claimants within 30 days of its receipt of request, for necessary action from their end.

Form ISR-4 is also available on the website of M/s. Link Intime India Pvt. Ltd at <https://www.linkintime.co.in> (Resource-Download-General-format of KYC), RTA of the Company and also on the website of the Company at www.dacl.co.in

7. In compliance with Section 108 and 110 of the Act read with Companies (Management and Administration) Rules, 2014 made thereunder and Regulation 44 of Listing Regulations, the Company is offering e-voting facility to all the Members of the Company to enable them to cast their votes electronically and has engaged the services of LIPL for the same. The e-voting facility is available at the link <https://instavote.linkintime.co.in>. The instructions for electronic voting form part of this Notice.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Wednesday, August 16, 2023. The voting period begins on Wednesday, August 23, 2023 at 9.00 a.m. and ends on Thursday, September 21, 2023 at 5.00 p.m.
9. 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, Ahmedabad as Scrutinizer for conducting the Postal Ballot / e-voting in a fair and transparent manner.
10. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny and the result of the voting by postal ballot will be announced by the Chairman or a person duly authorized by him in writing on or before Saturday, September 23, 2023, by 5.00 p.m. at the Registered Office of the Company and shall also be displayed on the Company's website (www.dacl.co.in) and communicated to BSE Limited where the shares of the Company are listed, and Registrar and Share Transfer Agent.
11. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot e-voting i.e. Thursday, September 21, 2023.
12. In case any member has queries, grievances or issues relating to Postal Ballot, members are requested to write an email to vadodara@linkintime.co.in or may write to Mr. Alpesh Gandhi, Link Intime India Private Limited, B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara – 390 020.Te. (0265) 2356573, 6136000/01.

The instructions for e-voting are as under:

Remote e-Voting Instructions for shareholders: (EVENT NO. 230322)

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”.

Explanatory Statement pursuant to Section 102(1) and 110 of the Companies Act, 2013

ITEM NO. 1: Reappointment of Mr. Rajendra Chhabra as Non-Executive Director in the category of Professional Director

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. Board felt that his knowledge, rich experience and strategic guidance has helped the Company to grow year by year and his continue guidance would be of immense benefit to the Company. The Board had appointed him as Non-Executive Director in the category of Professional Director for a period of 3 (Three) years with effect from November 06, 2020 in its meeting held on November 06, 2020 and reappointed w.e.f. November 06, 2023 in its Meeting held on August 04, 2023, subject to approval of the members. The reappointment of Mr. Rajendra Chhabra as Non-Executive Director in the Category of Professional Director by paying consultation fees on receipt of invoice raised by him on monthly basis and with mutual understanding between Board and Mr. Chhabra. He will continue as Non-Executive Director (NED).

Further, 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 for payment of fees or compensation.

The appointment and remuneration of Mr. Rajendra Chhabra was also recommended and reviewed by the Nomination and Remuneration Committee and Audit Committee of the Board subject to approval of the members. His term shall be liable to retire by rotation and eligible for the remuneration.

Mr. Rajendra Chhabra (DIN: 00093384)

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. The Board had appointed him as Non-Executive Director in the category of Professional Director for a period of 3 (Three) years with effect from November 06, 2020 in its meeting held on November 06, 2020 and has reappointed as Non-Executive Director in the category of Professional Director for a period of 3 (Three) years with effect from November 06, 2023 in its meeting held on August 04, 2023, subject to approval of Members.

Mr. Rajendra Chhabra holds 18,300 Equity shares in the company. He is also on the Board of the Value E-Healthcare Limited.

It is therefore resolution as contained in Item No.1 proposed for the approval of shareholders by way of Special Resolution. The Board recommends the resolution for the approval of Members of the Company.

Except Mr. Rajendra Chhabra, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice of the Postal Ballot. Mr. Rajendra Chhabra is not related to any Director of the Company.

ITEM NO 2 & 3: 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 the 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 Director had appointed him as Non-Executive Director in the category of Professional Director for a period of 3 (Three) years with effect from November 06, 2020 and has reappointed as Non-Executive Director in the category of Professional Director for a period of 3 (Three) years with effect from November 06, 2023 for immense benefit to the Company.

The appointment was made by the Board of Directors with effect from November 06, 2020 as Non-Executive Director in the Category of Professional Director and further reappointed with effect from November 06, 2023 by paying consultation fees on receipt of invoice raised by him on monthly basis and with mutual understanding between Board and Mr. Chhabra.

It is therefore resolutions as contained in Item No.2 & 3 are proposed for the approval of shareholders by way of Special Resolution. The Board recommends the resolutions 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.

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: August 04, 2023

Place: Vadodara