



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 and dated September 25, 2023, 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 (“LIPL”) for facilitating e-voting. Those Members who have not yet registered their e-mail address are requested to register the same by submitting KYC documents available on ww.dacl.co.in to office address of Link Intime India Private Limited (LIPL), 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) Saturday, March 30, 2024. The e-voting facility will be disabled by LIPL 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 Two working days from the conclusion of the e-voting. The result declared along with the Scrutinizer’s report shall be communicated to the BSE Limited (BSE) and NSE Limited (NSE), LIPL 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. Appointment of Mr. Tanmay Godiawala (DIN: 07084668) as a Director

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 197,198 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) 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, Mr. Tanmay Godiawala (DIN: 07084668), who was appointed as an additional Director of the Company in the category of Executive Director with effect from February 06, 2024 and whose

term expires at the general meeting 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 notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature of the office of Director, be and is hereby appointed and confirmed as a Director of the Company in the Category of Executive Director for a period of 3 (Three) years from February 06, 2024 to February 05, 2027, on terms and conditions and duties as set out in the draft Agreement as placed before the members duly initialed by the Chairman for the purpose of identification with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment as may be mutually agreed between the Board and Mr. Tanmay Godiawala, whose term of office shall be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.”

“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 Agreement between the Company and Mr. Tanmay Godiawala be suitably amended to give effect to the same in such manner as may be agreed to between the Board and Mr. Tanmay Godiawala, 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. Amit M. Mehta, Executive Chairman of the Company be and are hereby authorized to enter into an Agreement on behalf of the Company with Mr. Tanmay Godiawala 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. Amit M. Mehta, Executive Chairman 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.”

2. Revision in Remuneration of Mr. Amit Mehta (DIN: 00073907) Executive Chairman of the Company

To consider and approve revision in remuneration of Mr. Amit Mehta, Executive Chairman of the Company, and if thought fit to the pass the above resolution **as a Special Resolution**

“RESOLVED THAT subject to the provisions of Section 196 of the Companies Act, 2013 and rules made there under read with Provision of Section 197, 198, 203 and Schedule V of the Act and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 17 (6) (e) SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and amended and in partial modification of resolution No. 7 passed at the 47th (Forty Seventh) Annual General Meeting of the Company held on June 21, 2023, consent of the members be and is hereby given for revision in terms of remuneration of Mr. Amit Mehta (DIN: 00073907), Executive Chairman of the Company w.e.f February 06, 2024 for the remaining tenure of his office as set out in the explanatory statement annexed to the notice conveying this meeting and whose office shall be liable to determination by retirement of directors by rotation.”

“RESOLVED FURTHER THAT in terms of Schedule V of the Companies Act, 2013 as amended from time to time, the Board of Directors be and are hereby authorized to vary or increase the remuneration including the basic Salary, Commission, Perquisites, Allowances etc within such prescribed limits.”

“RESOLVED FURTHER THAT the Board of Directors (including Committee(s) of the Board) be and are hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution.”

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: February 06, 2024

Place: Vadodara

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 February 24, 2024 (“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., March 30, 2024. 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 two working days from the conclusion of e-voting and will also be displayed on the Company website www.dacl.co.in, on the website of LI IPL, and communicated to the BSE Limited (BSE) and NSE Limited (NSE).

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 Geetakunj 1, Bhaktinagar Society, Behind ABS Tower, Old Padra Road, Vadodara, 390015. Email: vadodara@linkintime.co.in. KYC 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 and Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 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 send reminder letter as prescribed in the said circulars to the Shareholders holding shares of the Company in physical form.

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.

With reference to SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023, based on representations received from the Registrars' Association of India, feedback from investors, and to mitigate unintended challenges on account of freezing of folios and referring frozen folios to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, it has been decided to do away with the above provisions. Accordingly, ~~para 19.2 of the~~ Master Circular for Registrars to an Issue and Share Transfer Agents dated May 17, 2023 has been amended as follows:

- Reference to the term 'freezing/ frozen' has been deleted.
- Referral of folios by the RTA/listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, has been done away with

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, website of RTA <https://web.linkintime.co.in/KYC-downloads.html> and website of Company www.dacl.co.in, 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.

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 Saturday, February 24, 2024. The voting period begins on Friday, March 01, 2024 at 9.00 a.m. and ends on Saturday, March 30, 2024 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 Monday, April 02, 2024, by 5.00 p.m. (within two working days) 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 and NSE Limited (NSE) 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. Saturday, March 30, 2024.
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, Geetakunj 1, Bhaktinagar Society, Behind ABS Tower, Old Padra Road, Vadodara, 390015.Te. (0265) 3566768.

The instructions for e-voting are as under:

Remote e-Voting Instructions for shareholders (EVENT NO. 240076)

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:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsd.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi

- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the 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. Visit 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 (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

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 : 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form 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 a minimum of 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

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat 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 ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’

o Enter User ID, Organization ID 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 a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

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: Appointment of Mr. Tanmay Godiawala (DIN: 07084668) as a Director:

The board of directors of the company in its meeting held on February 06, 2024, appointed Mr. Tanmay Godiawala for a period of 3 (Three) years from February 06, 2024 to February 05, 2027, as an additional director in the category of Executive Director 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 appointment of Mr. Tanmay Godiawala to the Board, subject to the approval of members under the various applicable Sections of the Companies Act, 2013, read with Schedule V of the Companies Act, 2013.

Mr. Tanmay Godiawala is a Businessman, having more than 10 Years of experience in R&D; scale-up, technical sales, marketing and having exposure in both the service (manufacturing, application studies) and sales. He did his MSc Chemical Process Research and Development from University of Leeds, UK and possesses excellent skills, exposure, and experience. He is also Director of various Chemical companies.

Mr. Tanmay Godiawala was working as GM-New Product Development of the Company and he is Managing Director of DACL Fine Chem Limited, wholly owned Subsidiary of Diamines and Chemicals Limited. The details of terms and conditions and the remuneration payable to Mr. Tanmay Godiawala, as a Director as contained in the draft agreement to be placed before the members for their approval are set out below:

Particulars	Rs. (Per month)
BASIC SALARY	166645
HOUSE RENT ALLOWANCE	66658
LEAVE TRAVEL ALLOWANCE 1	6000
LEAVE ENCASHMENT*	16024
GROSS SALARY	255327
EMPLOYER PF**	19997
GRATUITY***	8012
NATIONAL PENSION SCHEME	16665
Monthly CTC	300001
CTC (Annual)	3600017
ESOP**** (On appointment)	750 shares at Free of cost (at Face Value) 1000 Shares at 50% Market Price Vesting period 3 years and Decided by the Nomination and Remuneration Committee/the Board from time to time
Perquisite	Vehicle/ Car provided by the Company with Driver

* Leave Encashment payable on monthly basis as a part of Remuneration

** Company's contribution to Provident Fund as per rules of the company (not exceeding 12% p.m. of the basic salary)

*** Gratuity as per rules of the company (not exceeding 4.81% p.m. of the Basic salary)

**** This is with Subject to applicability of DACL- ESOP Scheme 2021 and applicable provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (amended from time to time)

Subject to supervision and control of the Board of Directors of the Company, Director 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 paid to Mr. Tanmay Godiawala as per Part II of Section II of the 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 Director shall be entitled to be reimbursed in respect of actual expenses incurred by him (including petrol, repairs, maintenance of Car, travelling, and entertainment etc.) for and on behalf of the company.

Mr. Tanmay Godiawala holds 15,750 Equity Shares in the Company and he holds directorship/designated Partnership in the following companies/LLPs.

1. Finorga (India) Private Limited
2. DACL Fine Chem Limited
3. Reaxa Limited, UK
4. Agreo solutions LLP
5. Reaxa Chemistry Solutions LLP

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	
		Rs. 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 Times	
	Net Worth	13489.01	
(5)	Export Performance	The Company has achieved export Turnover FOB value of Rs. 1619.18 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	<p>Mr. Tanmay Godiawala is a Businessman, having more than 10 Years of experience in R&D, scale-up, technical sales, marketing and having exposure in both the service (manufacturing, application studies) and sales. He did his MSc Chemical Process Research and Development from University of Leeds, UK and possesses excellent skills, exposure, and experience. He is also Director of various Chemical companies.</p> <p>Mr. Tanmay Godiawala was working as GM-New Product Development of the Company and he is Managing Director of DACL Fine Chem Limited, wholly owned Subsidiary of Diamines and Chemicals Limited</p>
(2)	Past Remuneration	18.98 Lakhs (April 01, 2023 to February 05, 2024)
(3)	Recognition or Awards	None
(4)	Job Profile and his suitability	Mr. Tanmay Godiawala as a Director is responsible for the day to day management of the Company and assisted by Senior Executives. He is working under the superintendence and control of the Board of Directors. He is responsible for all the day to day activities of the Company. He has vast experience in the field of R&D, scale-up, technical sales, marketing and having exposure in both the service (manufacturing, application studies) and sales.
(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 skills and experience of the appointee. Mr. Tanmay Godiawala has been appointed as a Director. 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 not directly and/or indirectly related with Promoters and/or Directors of the Company.
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. February 06 2024, so for future uncertainty, it also consider to take 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 but 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 this Notice, wherever applicable.

Appointment of Mr. Tanmay Godiawala as a Director of the Company and payment of remuneration to him requires approval of the members as 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 appointment of Mr. Tanmay Godiawala as a Director in the category of Executive Director for a period of three (3) years w.e.f. February 06, 2024 on the remuneration as set out in the draft Agreement, approval of shareholders by way of Special Resolution. The Board recommends the resolution for the approval of Members of the Company.

All the required documents, letters, agreements as mentioned are available for inspection of the Members till the March 30, 2024 on all working day during business hours.

Mr. Tanmay Godiawala is not related to any Director or Promoters of the Company. He is Managing Director of DACL Fine Chem Limited, Wholly Owned Subsidiary of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the aforesaid resolution except Mr. Tanmay Godiawala and recommend your acceptance thereof in the interest of the Company.

ITEM NO. 2 Revision in Remuneration of Mr. Amit Mehta (DIN: 00073907) Executive Chairman of the Company:

Mr. Amit Mehta was appointed as an Executive Chairman with effect from April 01, 2020 for a period of 3 (Three) years. 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 revision in remuneration 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.

With reference to the proposal received to reduce the burden of the fixed cost on the Company proposing to replace the fixed allowance paid to Mr. Mehta for a variable pay, Nomination and Remuneration committee recommended revision in his remuneration as mentioned below w.e.f February 06, 2024 and your Board of Directors at their meeting held on February 06, 2024 approved his revised terms of remuneration for his remaining term as Whole Time Director subject to the approval of members on the terms and conditions as set out in this resolution.

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) Gross Salary: Not exceeding Rs. 2,00,000/- per month with authority to the Board of Directors to revise it from time to time 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, Leave Encashment payable on monthly basis as a part of Remuneration.
- b) Perquisite: Rent Free Furnished Accommodation as per income Tax Act, 1961 and use of company car with driver or alternatively reimbursement of car expenses including petrol, maintenance, repairs & insurance
- c) 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 3.00% 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 read with regulation 17 (6) (e) of SEBI (LODR) Regulations, 2015 as amended from time to time.
- d) 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.

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 and Regulation 17 (6) (e) of SEBI (LODR) Regulations, 2015 as amended.

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)	<table border="1"> <thead> <tr> <th>Particulars</th> <th>Rs. in Lakhs</th> </tr> </thead> <tbody> <tr> <td>Turnover (Net Sales)</td> <td>11055.86</td> </tr> <tr> <td>Operating Profit</td> <td>5851.43</td> </tr> <tr> <td>Net Profit/(Loss) Before Tax</td> <td>5666.28</td> </tr> <tr> <td>Debt Equity Ratio</td> <td>-</td> </tr> <tr> <td>Current Ratio</td> <td>5.46</td> </tr> <tr> <td>Net Worth</td> <td>13489.01</td> </tr> </tbody> </table>	Particulars	Rs. 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
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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 69 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	Rs. 166.46 lakhs (FY 2022-23)														
(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	The proposed remuneration is commensurate with the skills and experience of the appointee. Mr. Amit Mehta														

company, profile of the position and person.	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 revision in remuneration of Mr. Amit Mehta as an Executive Chairman for w.e.f. February 06, 2024, till end of tenure on the remuneration as set out in the draft

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 till March 30, 2024.

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.

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: February 06, 2024

Place: Vadodara