

NOTICE

NOTICE is hereby given that the **43rd (Forty-Third)** Annual General Meeting (AGM) of the members of M/s. Diamines and Chemicals Limited will be held at the Registered Office of the Company situated at Plot No. 13, PCC Area, P. O. Petrochemicals, Vadodara – 391 346 on Friday, the **9th Day of August, 2019** at **12:00 Noon** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended on 31st March, 2019 together with the Reports of the Board of Directors' and Auditors' thereon for the year ended on 31st March, 2019.
2. To appoint a Director in place of Mr. Amit Mehta (DIN: 00073907) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. G. S. Venkatachalam (DIN: 02205898) who retires by rotation and being eligible, offers himself for re-appointment.
4. To confirm the payment of Interim Dividends on Equity Shares for financial year 2018-19 and to declare final dividend of ₹ 2 per Ordinary (Equity) share of ₹ 10/- each for the financial year 2018-19.

SPECIAL BUSINESS:

5. **Re-appointment of Mr. Rajendra Chhabra as an Independent Non-Executive Director.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time, Mr. Rajendra Chhabra (DIN: 00093384), Independent Non-Executive Director of the Company, whose present term of office as an Independent Director expires on 11th August, 2019 has given his consent for the re-appointment and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and the applicable Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 12th August, 2019 to 11th August, 2024 and whose office shall not be liable to retire by rotation, as recommended by the Nomination and Remuneration Committee.”

“RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

6. **Re-appointment of Dr. Amrish Dalal as an Independent Non-Executive Director.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Amrish Dalal (DIN: 02546506), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and the applicable Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 12th August, 2019 to

11th August, 2024 and whose office shall not be liable to retire by rotation, as recommended by the Nomination and Remuneration Committee.”

“**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

7. Re-appointment of Mr. Shreyas Mehta as an Independent Non-Executive Director.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shreyas Mehta (DIN: 00211592), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and the applicable Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 8th May, 2020 upto 7th May, 2025 and whose office shall not be liable to retire by rotation, as recommended by the Nomination and Remuneration Committee.”

“**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

8. Change in place of keeping of Registers and Returns.

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

“**RESOLVED THAT** pursuant to the provisions of Section 94 of the Companies Act, 2013 read with of Companies (Management and Administration) Rules, 2014 and other applicable provision and Rules, if any, of the Companies Act, 2013, the Company hereby approves, the keeping of the Register and Index of Members, Register and Index of Debenture holders, Register of any other security holders and copies of Annual Returns of the Company prepared under Section 92 of the said act, together with copies of certificates and documents as required to be annexed thereto under the said act or any one or more of them, at the office of Registrar and Share Transfer Agent, M/s Link Intime India Pvt. Ltd. at B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara – 390 020.

RESOLVED FURTHER THAT Mr. G. S. Venkatachalam, Executive Director and/or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters as deem fit and necessary to give effect to this resolution.”

Place : Mumbai

Date : May 17, 2019

CIN NO: L24110GJ1976PLC002905

REGISTERED OFFICE:

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

By Order of the Board

Hemaxi Pawar

Company Secretary
Membership No.: A52581

NOTES:

1. The Explanatory Statement, for Item No. 5 to 8 pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of this notice. The relevant details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, of persons seeking appointment / re-appointment as Directors under Item No. 2, 3, 5, 6 & 7 of the Notice, are also annexed.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXY FORM MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY GIVEN HEREUNDER, NOT LESS THAN 48 (FOURTY-EIGHT) HOURS BEFORE THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
3. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative together with specimen signatures of their authorized representatives to attend and vote on their behalf at the Meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from **2nd August, 2019 to 9th August, 2019** (both days inclusive).
5. Members are requested to bring their attendance slip along with their copy of annual report to the Meeting.
6. Members, who hold shares in dematerialization form, are requested to bring their depository account number for identification.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Relevant documents, reports, orders, notice or other papers referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, between 11:00 a.m. and 1:00 p.m. up to the date of Annual General Meeting.

Pursuant to applicable provisions of the Companies Act, 2013, as applicable from time to time, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to Investor Education and Protection Fund established by the Central Government. The Company during the year has transferred the unclaimed dividend amount of Final Dividend for the financial year 2010-11 to the Investor Education and Protection Fund of the Central Government. Members who have not claimed their Final dividend for the financial year 2011-12 are requested to claim their unclaimed dividend before September 14, 2019. Members who have not en-cashed their above Dividend Warrants may approach to the Company/RTA immediately for revalidation. The Company shall thereafter as mentioned above, process to transfer the unclaimed dividend amount to the Investor Education and Protection Fund and no claim shall lie against the Company for the said amount of unclaimed dividend so transferred. A sum of ₹ 508020/- has been transferred to the Investor Education and Protection Fund in the year 2018 towards unclaimed/unpaid dividend for the Final Dividend for the financial year 2010-11.
9. To avoid loss of dividend warrants in transit and undue delay in respect of receipt of dividend warrants, the Company has provided a facility to the Members for remittance of dividend through the National Electronic Clearing System (NECS)/National Automated Clearing House (NACH). **It is in Members interest to avail NECS/NACH facility as it is quick and much convenient way of getting dividend directly in your bank account.** Members desirous of availing NECS/NACH facility are requested to submit bank particulars in ECS Mandate Form to the companies registrar and share transfer agent. The format is available on website of the company at www.dacl.co.in
10. As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid / unclaimed for seven consecutive years or more have been transferred/ in process of transfer to the IEPF Account.

11. In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a duly signed physical copy of the same to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are required to submit their PAN to their Depository Participants and Members holding shares in physical form shall submit their PAN to Company's Registrar & Share Transfer Agent or to the Company Secretary at the registered office of the Company.
13. Members are requested to notify immediately:
 - (a) Any change in their residential address.
 - (b) Income-tax Permanent Account Number (PAN).
 - (c) Bank details – Name and address of the bank; A/c No.; type of A/c
14. Non-Resident Indian Shareholders are requested to inform the Company immediately:
 - (i) The change in the Residential Status on return to India for permanent settlement;
 - (ii) The particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
15. Members seeking any information or clarification on the Accounts and operation of the Company are requested to send in written queries to the Company, at least **ten days before** the date of the annual general meeting. Replies will be provided in respect of such written queries received only at the meeting.
16. Members / Proxies should bring the Attendance Slip sent herewith, duly filled in, for attending the meeting.
17. Members are requested to address their communications regarding transfer of shares, change of address, dividend mandates, etc. quoting their folio number(s) to the Company's Registrar & Transfer Agent:

M/s. MCS Share Transfer Agent Limited, (Upto 30.09.2019)*

88, Neelam Apt,
Above ChappanBhog,
Sampatrao Colony,
Alkapuri, Vadodara – 390 007
Tel. (0265)2350490/2314757
Fax: (0265) 2341639
Email: mcsltdbaroda@gmail.com

M/s. Link Intime India Pvt. Ltd. (w.e.f. 01.10.2019)*

B-102 & 103, Shangrila Complex, First Floor,
Opp. HDFC Bank,
Near Radhakrishna Char Rasta,
Akota, Vadodara – 390 020.
Te. (0265) 2356573
Email: vadodara@linkintime.co.in

* The Board has approved to change RTA subject to approval by Members in the AGM.

18. **The Company will not entertain any direct request from Members for deletion/change in the bank account details furnished by Depository Participants to the Company.**
19. SEBI, vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, amended Regulation 40 of SEBI Listing Regulations pursuant to which after 31st March, 2019 transfer of securities could not be

processed unless the securities are held in the dematerialized form with a depository. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode as per extension of the deadline announced by SEBI.

20. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agent, for consolidation into a single folio. The share certificates will be returned to the members after making requisite changes thereon.
21. As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in Demat form; the nomination form may be filed with the respective Depository Participant.
22. The Company has made bonus issue of equity shares at the AGM held on 12th July, 2011, and has made an allotment of Bonus shares on 21.07.2011 to the shareholders, who were eligible. Pursuant to Clause 5(A) of the erstwhile Listing agreement, shares which are unclaimed after necessary reminders given to the shareholders, have already been credited to "Demat Suspense Account". Hence, the Company requests such shareholders, who have not yet claimed such bonus shares, that they communicate the Company's RTA and claim such shares at their end.
23. As per sub clause F of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 the Company shall disclose the following details in its Annual Report, as long as there are shares in the suspense account:
 - (i) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year; **940 Shareholders & 26,281 shares**
 - (ii) Number of shareholders who approached issuer for transfer of shares from suspense account during the year: **Nil**
 - (iii) Number of shareholders to whom shares were transferred from suspense account during the year: **Nil**
 - (iv) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year; **940 Shareholders & 26,181 shares**
 - (v) That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.
24. In line with the measures of Green Initiative, Companies Act, 2013, provides for sending notice of the meeting along with annual report to the Members through electronic mode. Members holding shares in physical mode are requested to register their e-mail Id's with the Company/RTA. Members holding shares in dematerialised mode are requested to register their e-mail id's with their respective DPs. If there is any change in the e-mail id already registered with the Company/RTA, Members are requested to immediately notify such change to the Company/RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
25. The notice of AGM along with the Annual report 2018-19 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
26. Members are requested to bring their copy of the Annual Report to the Annual General Meeting as an austerity measure.

In compliance with the provisions of Section 108 of the Companies Act, 2013, and in accordance with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and Regulation

44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has fixed 2nd August, 2019 as the “cut-off date” to determine the eligibility to vote by electronic means or in the general meeting. A person whose name is recorded in the register of “remote e-voting” (e-voting from a place other than venue of the AGM), to enable them to cast their votes at the 43rd Annual General Meeting (AGM) and the business at the 43rd AGM may be transacted through such voting. The Company has entered into an agreement with Central Depository Services (India) Ltd. (CDSL) for facilitating e-voting to enable all its Shareholders to cast their vote electronically.

The facility for voting, either through electronic voting system or ballot/polling paper shall also be made available at the venue of the AGM, apart from the remote e-voting facility provided prior to the date of AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the AGM. The Company has appointed Mr. Sandip Sheth (Mem No. 5467) or failing him Mr. Prashant Prajapati (Mem No. 32597) of M/s. Sandip Sheth & Associates, the firm of Company Secretaries in whole time practice, as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. The Scrutinizer shall make a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, during the remote e-voting and voting at the AGM, not later than 48 hours from the conclusion of the meeting, to the Chairman or a person, authorised by him in writing. The Chairman or a person, authorised by him in writing, shall declare the results of the AGM forthwith. The results declared along with the Scrutinizer’s report shall be placed on the Company’s website and on the website of CDSL and shall be communicated to the Stock Exchanges.

- In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

A. Instructions for Demat folios:

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

- (i) The voting period begins on <August 05, 2019 at 9:00 a.m.> and ends on < August 08, 2019 at 5:00 p.m.>. During this period, shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of <August 02, 2019>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the serial number printed in address slip.
Dividend Bank Details OR date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of members receiving the physical copy:

- (i) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (ii) The voting period begins on August 05, 2019, at 9.00 a.m. and ends on August 08, 2019, at 5.00 p.m. During this period, shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 02, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

C. Other Instructions:

- i. The e-voting period commences on Monday, August 05, 2019 (9.00 a.m. IST) and ends on Thursday, August 08, 2019 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on August 02, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on August 02, 2019.
- iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of notice and holding shares as on the cut-off date i.e. Friday, August 02, 2019, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User details/password” option available on CDSL www.evotingindia.com or contact CDSL at the toll free number: 18002005533 or you can write to the Company Secretary / compliance officer of the Company – Ms. Hemaxi Pawar on the office number: +91-0265-3920200 or you can write an e-mail to secretarial@dacl.co.in.
- iv. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Sandip Sheth, Practicing Company Secretary, (Membership No. FCS 5467), at the Registered Office of the Company not later than Thursday, August 08, 2019 (5.00 p.m. IST). Members have the option to request for physical copy of the Ballot Form by sending an e-mail to secretarial@dacl.co.in by mentioning their Folio / DP ID and



Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Thursday, 8th August, 2019 (5.00 p.m. IST).

Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

- v. Route Map to the venue of Annual General Meeting is attached herewith this notice.

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

Place : Mumbai

Date : May 17, 2019

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 2:

Mr. Amit Mehta retires by rotation at the ensuing Annual General Meeting, and being eligible, has offered himself for reappointment.

Mr. Amit Mehta is the Vice Chairman of the Company since 14th March, 2001. He is also one of the Promoters of the Company. Mr. Amit Mehta aged 64 years, is a successful businessman, having over 40 years' of experience in the business of chemicals. His skills and knowledge is of immense help to the Company in achieving desired sales target and in maintaining cordial relations with customers at large.

Mr. Amit Mehta holds 8,62,099 equity shares in the Company. Mr. Amit Mehta holds directorship in the following companies;

1. Perfo Chem (India) Pvt. Ltd.
2. S. Amit Speciality Chemicals Pvt. Ltd.
3. Insight Health Scan Pvt. Ltd.
4. Topnotch Reality Pvt. Limited
5. Pinami Reality Pvt. Ltd.
6. Finorga (I) Pvt. Ltd.
7. Value E-Healthcare Ltd.
8. Global Local Lifestyle Services Pvt. Ltd.
9. Tomorrowland Apparels Pvt. Ltd.
10. Sadhana Nitro Chem Ltd.

It will be in the interest of the Company that Mr. Amit Mehta continues as Director of the Company. Mr. Amit Mehta is interested in this resolution since it relates to his reappointment.

Resolution placed at item no. 2 of the notice is recommended for approval of the Shareholders as ordinary resolution.

No Director, key managerial personnel or their relatives, except Mr. Amit Mehta, to whom the resolution relates, are interested or concerned in the Resolution.

ITEM NO: 3

Mr. Govindarajapuram Seshadri Venkatachalam aged about 64 years, possesses Bachelor's degree in Commerce from Mumbai University and also he is a Chartered Accountant, having more than 30 years of experience in his core area of Competence i.e. Accounts & Finance. He is with company since 2008 as an Independent Director of the Company and appointed as an Executive Director with effect from 7th February, 2015 and also re-appointed with effect from 7th February, 2018 for the period of 3 years. Prior to this he has worked in various companies which exposed him to different corporate cultures and thus has enriched his profile on understanding of human behavior and different business practices.

Mr. G. S. Venkatachalam holds 11,717 equity shares in the Company and he is an executive director of the company.

It will be in the interest of the Company that Mr. G. S. Venkatachalam continues as Director of the Company. He is interested in this resolution since it relates to his reappointment.

Resolution placed at item no. 3 of the notice is recommended for approval of the Shareholders as ordinary resolution.

No Director, key managerial personnel or their relatives, except Mr. G. S. Venkatachalam, to whom the resolution relates, are interested or concerned, financially or otherwise in the Resolution.

ITEM NO. 5: Re-appointment of Mr. Rajendra Chhabra as an Independent Non-Executive Director.

Mr. Rajendra Chhabra was appointed as an Independent Non-Executive Director of the Company by the members at the 38th AGM of the Company held on 12th August, 2014 for a period of five consecutive years commencing from 12th August, 2014 upto 11th August, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Chhabra, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 12th August, 2019 upto 11th August, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and the applicable Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Chhabra fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Chhabra as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Chhabra as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Chhabra as an Independent Director for another term of five consecutive years with effect from 12th August, 2019 upto 11th August, 2024, for the approval by the shareholders of the Company.

MR. RAJENDRA CHHABRA (DIN: 00093384)

Mr. Rajendra Chhabra is an independent Director of the company and he holds this position in the company since 14th March, 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.

Mr. Rajendra Chhabra holds 7,800 Equity shares in the company. He is also on the Board of the Value Healthcare Ltd.

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. 5 of the accompanying Notice of the AGM. Mr. Rajendra Chhabra is not related to any Director of the Company.

ITEM NO. 6: Re-appointment of Dr. Ambrish Dalal as an Independent Non-Executive Director.

Dr. Ambrish Dalal was appointed as an Independent Non-Executive Director of the Company by the members at the 38th AGM of the Company held on 12th August, 2014 for a period of five consecutive years commencing from 12th August, 2014 upto 11th August, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Dalal, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 12th August, 2019 upto 11th August, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and the applicable Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Dr. Dalal fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Dr. Dalal as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Dalal as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Dr. Dalal as an Independent Director for another term of five consecutive years with effect from 12th August, 2019 upto 11th August, 2024, for the approval by the shareholders of the Company.

DR. AMBARISH DALAL (DIN: 02546506)

Dr. Ambarish Dalal is an independent Director of the Company and he hold this position in the Company since 31.03.2009. Dr. Dalal is MBBS, D.M.R.E., Diplomate American Board of Radiology, is a senior Practicing radiologist.

He holds 200 equity shares in the Company.

He is also on the Board of the following companies:

1. Insight Healthscan Pvt. Ltd.
2. Perfect Image Cosmetology Pvt. Ltd.

Except Dr. Ambrish Dalal, 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. 6 of the accompanying Notice of the AGM. Dr. Ambrish Dalal is not related to any Director of the Company.

ITEM NO. 7: Re-appointment of Mr. Shreyas Mehta as an Independent Non-Executive Director.

Mr. Shreyas Mehta was appointed as an Independent Non-Executive Director of the Company by the members at the 39th AGM of the Company held on 11th August, 2015 for a period of five consecutive years commencing from 8th May, 2015 upto 7th May, 2020.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Mehta, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 8th May, 2020 upto 7th May, 2025.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and the applicable Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as ammended from time to time. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Mehta fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as ammended from time to time, for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Mehta as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Mehta as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Mehta as an Independent Director for another term of five consecutive years with effect from 8th May, 2020 upto 7th May, 2025, for the approval by the shareholders of the Company.

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

MR. SHREYAS MEHTA (DIN: 00211592)

Mr. Shreyas Mehta, aged about 67 years is an independent Director of the Company. Mr. Shreyas Mehta is a successful Businessman and has about 28 years of experience in various industries in India and abroad. Mr. Mehta holds 9000 Equity Shares in the Company. He holds Directorship in the following Companies;

1. Specular Marketing & Financing Ltd.
2. Ornamentations (I) Pvt. Ltd.

Resolution placed at item no. 7 of the notice is recommended for approval of the Shareholders as Special resolution.

Except Mr. Shreyas Mehta, 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. 7 of the accompanying Notice of the AGM. Mr. Shreyas Mehta is not related to any Director of the Company.

ITEM NO. 8

The Company's Registrar and Share Transfer Agent viz., M/s MCS Share Transfer Agent Limited has their regional office at 1st Floor, Neelam Apartments, 88, Sampatrao Colony, Vadodara-07. The management has decided to change company's RTA from M/s MCS Share Transfer Agent Limited to M/s Link Intime India Pvt. Limited for better services and facilitate shareholders communication effectively. In view of this, approval of Members is required for keeping the Registers and Returns as mentioned in Section 94 of the Companies Act, 2013 read with applicable Rules made thereunder (as amended from time to time) at the address of Registrar and Share Transfer Agent or such other place as the Registrar and Share Transfer Agent may change from time to time.

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

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

CIN NO: L24110GJ1976PLC002905

REGISTERED OFFICE:

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

By Order of the Board

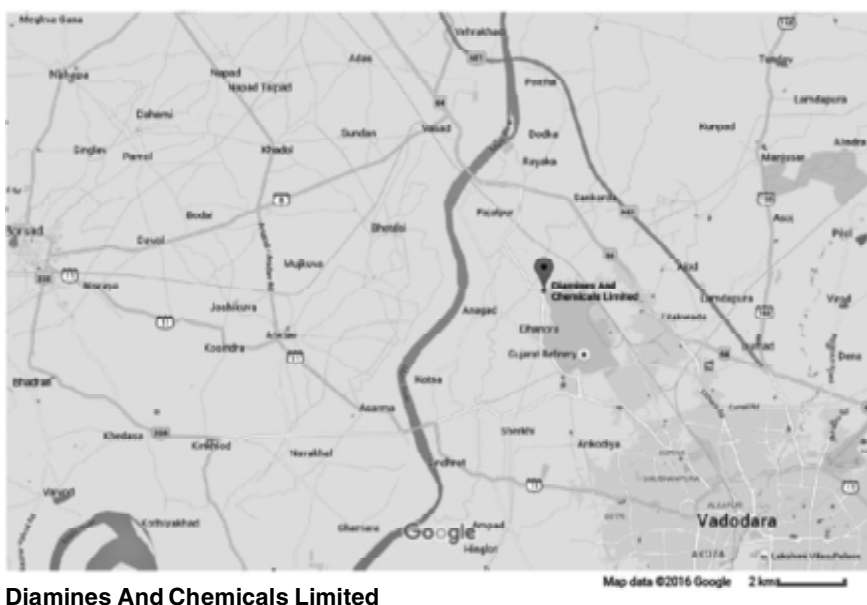
Hemaxi Pawar
Company Secretary
Membership No.: A52581

Place : Mumbai

Date : May 17, 2019


AGM Venue


Venue to the 43rd AGM of the Company



Diamines And Chemicals Limited
Chemical Manufacturer

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

 dacl.co.in

 0265 392 0200

ATTENDANCE SLIP

CIN NO : **L24110GJ1976PLC002905**

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

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

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

I/We hereby record my/our presence at the 43rd Annual General Meeting held at Plot No.13, PCC Area, P.O. Petrochemicals, Vadodara –391 346 at 12:00 Noon on Friday, the 9th August, 2019.

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

Form No: MGT-11

PROXY FORM

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

CIN NO: **L24110GJ1976PLC002905**

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

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

Name of Member (s) :

Registered Address :

E-mail Id:

Folio No/Client Id:

DP ID:

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

1) Name : _____
Address : _____

E-mail Id : _____
Signature: _____, or failing him/her

2) Name : _____
Address : _____

E-mail Id : _____
Signature: _____, or failing him/her

3) Name : _____
Address : _____

E-mail Id : _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43rd (Forty-Third) Annual General Meeting of the Company, to be held on the 9th day of August, 2019 at 12:00 Noon at Registered office of the Company situated at Plot No. 13, PCC Area, P. O. Petrochemicals, Vadodara - 391 346 and/or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

- 1) To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended on 31st March, 2019 together with the Reports of the Board of Directors' and Auditors' thereon for the year ended on 31st March, 2019.
- 2) To appoint a Director in place of Mr. Amit Mehta (DIN: 00073907), who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To appoint a Director in place of Mr. G. S. Venkatachalam (DIN: 02205898), who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To confirm the payment of Interim Dividends on Equity Shares for financial year 2018-19 and to declare final dividend of ₹ 2 per Ordinary (Equity) share of ₹ 10/- each for the financial year 2018-19.
- 5) Re-appointment of Mr. Rajendra Chhabra (DIN: 00093384) as an Independent Non-Executive Director.
- 6) Re-appointment of Dr. Ambrish Dalal (DIN: 02546506) as an Independent Non-Executive Director.
- 7) Re-appointment of Mr. Shreyas Mehta (DIN: 00211592) as an Independent Non-Executive Director.
- 8) Change in place of keeping of Registers and Returns.

Sign this _____ day of _____ 2019

Signature of Shareholder: _____

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

Affix
Revenue
stamp

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

Diamines And Chemicals Limited

CIN NO:L24110GJ1976PLC002905

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

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

CIN NO: **L24110GJ1976PLC002905**NAME OF THE COMPANY: **Diamines and Chemicals Limited**

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

BALLOT PAPER

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

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

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended on March 31, 2019 together with the Reports of the Board of Directors' and Auditors' thereon for the year ended on March 31, 2019.			
2	To appoint a Director in place of Mr. Amit Mehta (DIN: 00073907), who retires by rotation and being eligible, offers himself for re-appointment.			
3	To appoint a Director in place of Mr. G. S. Venkatachalam (DIN: 02205898), who retires by rotation and being eligible, offers himself for re-appointment.			
4	To confirm the payment of Interim Dividends on Equity Shares for financial year 2018-19 and to declare final dividend of ₹ 2 per Ordinary (Equity) share of ₹ 10/- each for the financial year 2018-19.			
5	Re-appointment of Mr. Rajendra Chhabra (DIN: 00093384) as an Independent Non-Executive Director.			
6	Re-appointment of Dr. Amrish Dalal (DIN: 02546506) as an Independent Non-Executive Director.			
7	Re-appointment of Mr. Shreyas Mehta (DIN: 00211592) as an Independent Non-Executive Director.			
8	Change in place of keeping of Registers and Returns.			

Place :

Date :

(Signature of Shareholder)