

**FORM No. MGT-13 (OAVM) + E-Voting Report**

**Consolidated Report of Scrutinizer(s)**

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

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

Dear Sir,

**Subject: 44<sup>th</sup> (Forty Fourth) Annual General Meeting of the Equity Shareholders of M/s. Diamines and Chemicals Limited held on Friday, the 4<sup>th</sup> day of September, 2020 at 11.00 a.m. held through Video Conferencing (VC)/Other Audio Visual Means (OAVM)**

**A. Appointment as Scrutinizer:-**

We, Sandip Sheth & Associates, Practicing Company Secretaries, have been appointed by the resolution passed by Board of Directors of the Diamines and Chemicals Limited as Scrutinizer(s) pursuant to provisions of Section 108 & 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the remote E-Voting and E-Voting taken on the below mentioned resolution(s), at the 44<sup>th</sup> (Forty Fourth) Annual General Meeting of the Equity Shareholders of Diamines and Chemicals Limited held on Friday, the 4<sup>th</sup> day of September, 2020 at 11.00 a.m. through Video Conference (VC) / Other Audio Visual Means (OAVM) as per framework issued by the Ministry of Corporate Affairs (hereinafter referred to as "MCA") vide the General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with General Circular Nos. 14/2020 and 17/2020 dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020, respectively (hereinafter referred to as "the MCA Circulars") read with SEBI Circular No. SEBI/ HO/ CFD/ CMD 1/ CIR/ Pf2020/ 79 dated May 12, 2020.

**B. Dispatch of Notice:**

The Company has represented to us that, as on 28<sup>th</sup> August, 2020 (Cut-off Date) there were total 11,554 (Eleven Thousand Five Hundred and Fifty Four only) Members of the Company.

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However, the notice of 44<sup>th</sup> Annual General Meeting was sent to all the Members in the following manner:

1. The Company's Registrar and Share Transfer Agents viz. Link Intime India Private Limited has sent the notice of 44<sup>th</sup> Annual General Meeting by email on 8<sup>th</sup> August, 2020 to only 6,669 (Six Thousand Six Hundred and Sixty Nine only) Members of the Company whose e-mails addresses were registered in the records of the Depository Participants/Company/Link Intime India Private Limited. A summarized statement of the e-mails sent on 8<sup>th</sup> August, 2020 is as under:

Sr. No.	Description	Date of Dispatch	Number of Records	
			No. of Emails	No. of Folios
1.	Total Registered Email Ids	8 <sup>th</sup> August, 2020	6,669	6,669
2.	Total valid Emails Sent	8 <sup>th</sup> August, 2020	6,669	6,669
3.	No. of Emails Bounced Back	8 <sup>th</sup> August, 2020	563	563
4.	Sent Successfully	8 <sup>th</sup> August, 2020	6,106	6,106

2. The Annual General Meeting of the Company held through VC/OAVM mode, notice of 44<sup>th</sup> Annual General Meeting has not been sent through physical mode as per the MCA Circular/s.

**C. Newspaper Advertisement:-**

1. The Company has published the notice, for the attention of Shareholders for registering their Email address as per the General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, through news paper advertisement in Business Standard (English Language) and in Vadodara Samachar (Gujarati Language) news paper/s on Friday the 17<sup>th</sup> day of July, 2020.
2. The dispatches were completed on 8<sup>th</sup> August, 2020 through email and as prescribed in Rule 20(4) (v) of the said Rules, the Company also published the notice through newspaper advertisement, Business Standard (English Language) and in Vadodara Samachar (Gujarati Language) newspapers on Monday the 10<sup>th</sup> day of August, 2020.
3. The notice of the 44<sup>th</sup> Annual General Meeting along with Annual Report was placed on the website of the Company (<https://www.dacl.co.in/investors/NoticeUpdate.htm>) forthwith after the notice is sent to the members.



**D. Other Relevant Factors For Remote E-Voting and E-Voting at AGM:**

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

- a) The management of the Company is responsible to ensure the compliances with the requirements of the provisions of the Companies Act, 2013 and Rules relating to voting on the resolutions contained in the Notice to the 44<sup>th</sup> (Forty Fourth) Annual General Meeting of the Equity Shareholders of the Company.
- b) Our responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions stated below, based on the scrutiny of reports generated/received from the remote e-voting and e-voting system provided by the Link Intime India Private Limited (hereinafter referred to as "LinkIntime", the authorized agency to provide remote e-voting facility, appointed by the Company.
- c) The voting rights in respect of 23,255 (Twenty Three Thousand Two Hundred and Fifty Five only) and 1,18,043 (One Lac Eighteen Thousand and Forty Three only) Equity shares have been frozen since the same shares lying respectively in Bonus Suspense Account and Investor Education and Protection Fund Authority (Ministry of Corporate Affairs) in pursuance of applicable provisions of the Companies Act, 2013 and Rules made here under and hence for the purpose of calculation of eligible vote cast, we have considered following parameters;

Particulars	Number of Equity Shares of Rs. 10/- each
A. Paid Up Share Capital	97,83,240
B. Voting Rights Freezed for IEPF Shares	1,18,043
C. Voting Rights Freezed for Shares lying in Bonus Suspense Account	23,255
<b>D. Eligible Shares for Voting (A - (B+ C))</b>	<b>96,41,942</b>

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

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

- a) The remote e-voting period remained open from Monday, 31<sup>st</sup> August, 2020 @ 9.00 hours (IST) and ended on Thursday, 3<sup>rd</sup> September, 2020 @ 17.00 hours (IST);
- b) The members of the Company as on "cut-off" date viz. Friday the 28<sup>th</sup> day of August, 2020, were entitled to vote on the resolutions stated in the Notice of the 44<sup>th</sup> (Forty Fourth) Annual General Meeting;

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c) The electronic ballots were reconciled with records maintained by the Company/Registrar and Transfer Agents of the Company and the authorization lodged with the Company.

**B. For E Voting at the Annual General Meeting:**

1. The facility for voting during the AGM made available to the Members during the Annual General Meeting. Members present in the AGM through VC/ OAVM and who have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be considered eligible to vote through the e-voting system during the AGM.
2. Facility for joining the Annual General Meeting through VC/OAVM remained open for 15 minutes before the time scheduled for the Annual General meeting and made available to the Members on first come first serve basis. Further, the window for E-Voting through VC/OAVM remained open for 15 (Fifteen) minutes after the Annual General Meeting.
3. The said facility of Voting through VC/OAVM has been provided through link <https://instameet.linkintime.co.in> .
4. Further, the access has been granted to the Scrutinizer through attendance dashboard for presence of quorum during the Annual General Meeting and the same has been provided through web link <https://instameet.linkintime.co.in/Dashboard/Login.aspx> .
5. Accordingly, LinkIntime, the remote E-Voting Agency provided us with the names, DP ID & Client ID/Folios and shareholding of the Members who had casted their votes through remote E-Voting.

On completion of E-Voting during the Annual General Meeting, we have locked voting and finalized the voting through platform provided by LinkIntime. After finalizing voting final report downloaded in presence of two witnesses, whose names are mentioned below, who are not in employment of the Company and electronic ballots were diligently scrutinized by us.



(Mr. Prashant Prajapati)



(Ms. Hilery Mashrani)

Further, the said final report has been sent to the LinkIntime and based on information and final voting report including attendance received from LinkIntime and based on such scrutiny of the Remote E-voting and e-voting process, the result of the voting is as under:

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**Ordinary Resolution - 1:** Adoption and consideration of the Audited Financial statements for the year ended on 31<sup>st</sup> March, 2020.

(i) Voted in favour of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	51	54,60,049	91.64
E-Voting at the time of AGM	2	1,301	100
<b>Total</b>	<b>53</b>	<b>54,61,350</b>	

(ii) Voted against the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	5	4,98,007	8.36
E-Voting at the time of AGM	0	0	0
<b>Total</b>	<b>5</b>	<b>4,98,007</b>	

(iii) Invalid votes:

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

**Results:** As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Ordinary Resolution as set forth in AGM Notice dated 19<sup>th</sup> June, 2020, may be considered as carried by the requisite majority.

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**Ordinary Resolution - 2:** Appointment of a Director in place of Mr. Amit Mehta (DIN: 00073907), who retires by rotation and being eligible, offers himself for re-appointment.

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

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	51	54,60,049	91.64
E-Voting at the time of AGM	2	1,301	100
<b>Total</b>	<b>53</b>	<b>54,61,350</b>	

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

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	5	4,98,007	8.36
E-Voting at the time of AGM	0	0	0
<b>Total</b>	<b>5</b>	<b>4,98,007</b>	

(iii) **Invalid votes:**

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

**Results:** As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Ordinary Resolution as set forth in AGM Notice dated 19<sup>th</sup> June, 2020, may be considered as carried by the requisite majority.

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**Ordinary Resolution - 3:** Appointment of a Director in place of Mr. G. S. Venkatachalam (DIN: 02205898), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	51	54,60,049	91.64
E-Voting at the time of AGM	2	1,301	100
<b>Total</b>	<b>53</b>	<b>54,61,350</b>	

(ii) Voted against the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	5	4,98,007	8.36
E-Voting at the time of AGM	0	0	0
<b>Total</b>	<b>5</b>	<b>4,98,007</b>	

(iii) Invalid votes:

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

**Results:** As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Ordinary Resolution as set forth in AGM Notice dated 19<sup>th</sup> June, 2020, may be considered as carried by the requisite majority.

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**Ordinary Resolution - 4:** Confirmation payment of Interim Dividend on Equity Shares for financial year 2019-2020 and declaration of Final Dividend of 4/- per Ordinary (Equity) share of 10/- each for the financial year 2019-2020.

(i) Voted in favour of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	51	54,60,049	91.64
E-Voting at the time of AGM	2	1,301	100
<b>Total</b>	<b>53</b>	<b>54,61,350</b>	

(ii) Voted against the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	5	4,98,007	8.36
E-Voting at the time of AGM	0	0	0
<b>Total</b>	<b>5</b>	<b>4,98,007</b>	

(iii) Invalid votes:

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

**Results:** As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Ordinary Resolution as set forth in AGM Notice dated 19<sup>th</sup> June, 2020, may be considered as carried by the requisite majority.

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**Ordinary Resolution - 5: Ratification of Remuneration of Cost Auditor**

(i) Voted in favour of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	51	54,60,049	91.64
E-Voting at the time of AGM	2	1,301	100
<b>Total</b>	<b>53</b>	<b>54,61,350</b>	

(ii) Voted against the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	5	4,98,007	8.36
E-Voting at the time of AGM	0	0	0
<b>Total</b>	<b>5</b>	<b>4,98,007</b>	

(iii) Invalid votes:

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

**Results:** As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Ordinary Resolution as set forth in AGM Notice dated 19<sup>th</sup> June, 2020, may be considered as carried by the requisite majority.

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**Special Resolution - 6:** Appointment of Mr. Amit Mehta (DIN: 00073907) as an Executive Chairman

(i) Voted in favour of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	51	54,60,049	91.64
E-Voting at the time of AGM	2	1,301	100
<b>Total</b>	<b>53</b>	<b>54,61,350</b>	

(ii) Voted against the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	5	4,98,007	8.36
E-Voting at the time of AGM	0	0	0
<b>Total</b>	<b>5</b>	<b>4,98,007</b>	

(iii) Invalid votes:

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

**Results:** As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Special Resolution as set forth in AGM Notice dated 19<sup>th</sup> June, 2020, may be considered as carried by the requisite majority.

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

Thanking you,

**For, Sandip Sheth & Associates**  
Practicing Company Secretaries  
Firm Unique Code: P2001GJ041000

*Sheth*



**Mr. Sandip Sheth**  
(Partner)

Membership No.: 5467

CP No.: 4354

UDIN: F005467B000662741

Place: Ahmedabad

Date: 4<sup>th</sup> September, 2020

Countersigned by:

*[Signature]*



**Mr. Amit Mehta**  
Chairman  
DIN: 00073907

Place: Mumbai

Date: 4<sup>th</sup> September, 2020