



Sandip Sheth & Associates
Company Secretaries

SCRUTINIZER'S REPORT
On the Postal Ballot Conducted pursuant to the
Notice dated 6th February, 2024

[Pursuant to Sections 108 & 110 of the Companies Act, 2013
read with Rules made there under]

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

Dear Sir,

Sub.: Scrutinizer's Report

We, refer to our appointment as Scrutinizer made on 6th February, 2024, by the Board of Directors of Diamines and Chemicals Limited at their meeting held on 6th February, 2024 for conducting the Postal Ballot process for seeking Shareholder's assent or dissent in respect of the Special Resolutions in following respect:

1. Appointment of Mr. Tanmay Godiawala (DIN: 07084668) as a Director (*Special Resolution*);
2. Revision in Remuneration of Mr. Amit Mehta (DIN: 00073907) Executive Chairman of the Company (*Special Resolution*);




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:

In terms of the MCA Circulars viz. 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, and in view of the current extraordinary

Report of Scrutinizer on Postal Ballot

Page 1 of 8

Add: 518, Anand Mangal-III, Opp. Core House, Rajnagar Club Lane, Ambawadi, AHMEDABAD-6.

 (O) +91-79-40 30 51 19  +91-98240 25590  sandip@ssacs.in **Web:-** www.ssacs.in



circumstances due to COVID-19 pandemic requiring social distancing, the Company has sought approval of the Members for the items other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot /e-voting in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has also clarified that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business(es) only by postal ballot, the requirements of e-voting provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable *mutatis mutandis* and hence this Postal Ballot is accordingly initiated in compliance with the MCA Circulars.

- a) The Postal Ballot process was accordingly conducted and we enclose the Scrutinizer's Report along with the relevant listings as follows:
1. The management of the Company is responsible to ensure the compliances with the requirements of the provisions of the Companies Act, 2013 and Rules read with applicable circulars issued from time to time relating to voting on the special resolution and ordinary resolution contained in the postal ballot notice to the Equity Shareholders of the Company.
 2. Our responsibility as a scrutinizer for the postal ballot voting process is restricted to make Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions, based on the votes cast by the members through electronic voting system provided by the Link Intime India Private Limited (Linkintime "Instavote"), the authorized agency to provide remote e-voting facility, appointed by the Company, was downloaded and collected from the website <https://instavote.linkintime.co.in/>.
 3. The Company had on 27th February, 2024, completed dispatch of the notice of postal ballot under section 110 and other applicable provisions of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with Circulars issued by the SEBI and MCA, for passing Special Resolution by way of postal ballot/remote e-voting.



4. The Company has represented to us that, as on 24th February, 2024 (Cut-Off date) there were total 16,238 (Sixteen Thousand Two Hundred and Thirty Eight only) Members of the Company and postal ballot notices were sent to all the Members in the following manner:

The Company's Registrar and Share Transfer Agents viz. Link Intime India Private Limited has sent the notice of postal ballots by email on 27th February, 2024 to 13,521 (Thirteen Thousand Five Hundred and Twenty One only) Members of the Company whose e-mails addresses were registered in the records of the Depository Participants/Company/Link Intime. A summarized statement of the e-mails sent on 27th February, 2024 is as under:

Sr. No.	Description	Date of Dispatch	Number of Records	
			No. of Emails	No. of Folios
1.	Total Registered Email Ids	27 th February, 2024	13,521	13,521
2.	Total valid Emails Sent	27 th February, 2024	13,521	13,521
3.	No. of Emails Bounced Back	27 th February, 2024	478	478
4.	Sent Successfully	27 th February, 2024	13,043	13,043

The dispatches were completed on 27th February, 2024.

5. 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 5th May, 2020, through news paper advertisement in the Business Standard (English Language) and in the Vadodara Samachar (Gujarati Language) news paper/s on Wednesday, the 14th day of February, 2024.
6. The dispatches were completed on 27th February, 2024 through email and as prescribed in Rule 20(4) (v) of the said Rules, the Company also published the notice through newspaper advertisement, the Business Standard



(English Language) and in the Vadodara Samachar (Gujarati Language) news paper/s on Wednesday, the 28th day of February, 2024.

7. The voting rights in respect of 1,50,203 (One Lac Fifty Thousand Two Hundred and Three only) Equity shares have been frozen since the same shares lying in/transferred to the 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 voting rights in respect of 3,303 (Three Thousand Three Hundred and Three only) Equity shares have been frozen since the same were lying in Bonus Suspense account and hence for the purpose of calculation of eligible vote cast, we have considered following parameters.
 - A. **Paid Up Shares:** 97,83,990 Equity Shares of Rs. 10/- each
 - B. **Voting Rights Frozen for IEPF Shares:** 1,50,203 Equity Shares of Rs. 10/- each
 - C. **Voting Rights Frozen for Bonus Shares lying in Suspense Account:** 3,303 Equity Shares of Rs. 10/- each
 - D. **Eligible Shares for Voting:** 96,30,484 Equity Shares (A (-) B (-) C)
8. The notice of the postal ballot was placed on the website of the Company (https://www.dacl.co.in/pdf/investors/Final_Postal_Ballot_Notice_Feb_2024.pdf) forthwith after the notice is sent to the members and such notice remained there on such website till the last date for receipt of the postal ballots voting from the members through remote e-voting.
9. Particulars of e-voting data received from Link Intime India Private Limited (Link Intime) have been entered in a separate register maintained for the postal ballot in electronic form.
10. The voting period started on Friday, the 1st day of March, 2024 at 9.00 a.m. and ended on Saturday, the 30th day of March, 2024 at 5.00 p.m. hours (IST). The remote E-Voting/E-Voting data received upto 5.00 p.m. on 30th day of March, 2024, the last date and time fixed by the Company for electronically voting were considered for our scrutiny. On Monday, 1st April, 2024 at 9.12 a.m.(IST) the votes cast through remote E-Voting/Electronic Voting facility was duly unblocked by us as a Scrutinizer in the presence of Ms. Hilery Mashrani and Mr. Soham Darji, who are not in employment of the Company and acted as witness.



11. After all the necessary information and data was recorded, we have verified the names of the Members and the number of shares.
12. The data for the purpose of verification of the number of shares in physical/dematerialized form have been taken a Saturday, the 24th day of February, 2024, which was the cut-off date and recognized by the Company for dispatch of the notice under section 110 of the Companies Act, 2013.
13. In general and for your information and record, we have carried out such scrutiny as we considered necessary and on the basis of authorizations, documents, records etc. received from the Company, its authorized representative, Link Intime. We obtained certain information/statements from data entered and on the basis of this statements/information we have carried out such further checks/verification as we considered necessary.
14. On the basis of data preparation in soft file and other records maintained and available to us and consequently on the basis of statements generated, we have prepared our report.
15. We have completed our work on Monday, the 1st day of April, 2024.

And based on aforesaid we being the scrutinizer appointed by the Board of Directors of the Company for conducting the postal ballot process for considering the following special and ordinary resolutions, hereby report to you the result of the postal ballot:

Item No. 1:

Appointment of Mr. Tanmay Godiawala (DIN: 07084668) as a Director (*Special Resolution*);

Item No. 2:

Revision in Remuneration of Mr. Amit Mehta (DIN: 00073907) Executive Chairman of the Company (*Special Resolution*);



*Sandip Sheth & Associates
Company Secretaries*

Refer **Annexure – A** forming part of this report.

Thanking you,

For, Sandip Sheth & Associates
Company Secretaries
Firm Unique Code: P2001GJ041000
UDIN: A032597F000001687

Countersigned by:

Mr. Prashant Prajapati
Partner
Membership No.: A32597
CP No.: 12531

Mr. Amit Mehta
Chairman
DIN:00073907

Place: Ahmedabad
Date: 1st April, 2024





Annexure – A:

Item No. 1:

The result of Postal Ballot Item No. 1 to the Notice dated 6th February, 2024.

Remote E-Voting/E-Voting	Number of Members who Voted	Number of shares for which votes cast	Percentage (%) of Votes (against total votes casted)
Votes in Favour	71	56,59,388	100%
Votes against	2	41	0%
Total	73	56,59,429	
Abstained from voting	Nil	Nil	

Results:

As number of votes cast in favour of the Resolution is more than the number of votes cast against as required for special majority, we report that the Special Resolution (Item No. 1) as set forth in Postal Ballot Notice dated 6th February, 2024, may be considered as carried with the requisite majority. The Resolution is deemed to be considered as passed on the last date of voting that is 30th March, 2024.



Item No. 2:

The result of Postal Ballot Item No. 2 to the Notice dated 6th February, 2024.

Remote E-Voting/E-Voting	Number of Members who Voted	Number of shares for which votes cast	Percentage (%) of Votes (against total votes casted)
Votes in Favour	67	56,37,138	99.61%
Votes against	5	22,290	0.39%
Total	72	56,59,428	
Abstained from voting	Nil	Nil	

Results:

As number of votes cast in favour of the Resolution is more than the number of votes cast against as required for special majority, we report that the Special Resolution (Item No. 2) as set forth in Postal Ballot Notice dated 6th February, 2024, may be considered as carried with the requisite majority. The Resolution is deemed to be considered as passed on the last date of voting that is 30th March, 2024.