



*Sandip Sheth & Associates*  
*Company Secretaries*

**SCRUTINIZER'S REPORT**  
**On the Postal Ballot Conducted pursuant to the**  
**Notice dated 4<sup>th</sup> August, 2023**

**[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 4<sup>th</sup> August, 2023, by the Board of Directors of Diamines and Chemicals Limited at their meeting held on 4<sup>th</sup> August, 2023 for conducting the Postal Ballot process for seeking Shareholder's assent or dissent in respect of the Special Resolutions in following respect:




1. Reappointment of Mr. Rajendra Chhabra as a Non-Executive Director in the category of professional Director (*Special Resolution*);
2. To approve payment of remuneration of Mr. Rajendra Chhabra as Non-Executive Director in the category of Professional Director exceeding fifty per cent of the total Remuneration/compensation/fees payable to all the Non-Executive Director of the Company for the financial year 2023-24 (*Special Resolution*);
3. To approve payment of remuneration of Mr. Rajendra Chhabra as Non-Executive Director in the category of Professional Director exceeding fifty per cent of the total Remuneration/compensation/fees payable to all the Non-Executive Director of the Company for the financial year 2024-25 (*Special Resolution*).

Report of Scrutinizer on Postal Ballot

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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 in view of the current extraordinary 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 17<sup>th</sup> August, 2023, 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 16<sup>th</sup> August, 2023 (Cut-Off date) there were total 15,552 (Fifteen Thousand Five Hundred and Fifty Two 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 17<sup>th</sup> August, 2023 to 12,733 (Twelve Thousand Seven Hundred and Thirty Three 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 17<sup>th</sup> August, 2023 is as under:

Sr. No.	Description	Date of Dispatch	Number of Records	
			No. of Emails	No. of Folios
1.	Total Registered Email Ids	17 <sup>th</sup> August, 2023	12,733	12,733
2.	Total valid Emails Sent	17 <sup>th</sup> August, 2023	12,733	12,733
3.	No. of Emails Bounced Back	17 <sup>th</sup> August, 2023	530	530
4.	Sent Successfully	17 <sup>th</sup> August, 2023	12,203	12,203

The dispatches were completed on 17<sup>th</sup> August, 2023.



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 Monday, the 7<sup>th</sup> day of August, 2023.
6. The dispatches were completed on 17<sup>th</sup> August, 2023 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 Friday, the 18<sup>th</sup> day of August, 2023.
7. The voting rights in respect of 1,50,698 (One Lac Fifty Thousand Six Hundred and Ninety Eight only) Equity shares have been freeze 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 freeze 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:** 97,83,240 Equity Shares of Rs. 10/- each
  - B. **Voting Rights Freezed for IEPF Shares:** 1,50,698 Equity Shares of Rs. 10/- each
  - C. **Voting Rights Freezed for Bonus Shares lying in Suspense Account:** 3,303 Equity Shares of Rs. 10/- each
  - D. **Eligible Shares for Voting:** 96,29,239 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\\_Aug\\_2023\\_NEW.pdf](https://www.dacl.co.in/pdf/investors/Final_Postal_Ballot_Notice_Aug_2023_NEW.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 Wednesday, the 23<sup>rd</sup> day of August, 2023 at 9.00 a.m. and ended on Thursday, the 21<sup>st</sup> day of September, 2023 at 5.00 p.m. hours (IST). The remote E-Voting/E-Voting data received upto 5.00 p.m. on 21<sup>st</sup> day of September, 2023, the last date and time fixed by the Company for electronically voting were considered for our scrutiny. On Thursday, 22<sup>nd</sup> September, 2023 at 11.11 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 Wednesday, the 16<sup>th</sup> day of August, 2023, 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 Thursday, the 22<sup>nd</sup> day of September, 2023.

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:**



*Sandip Sheth & Associates*  
*Company Secretaries*

Reappointment of Mr. Rajendra Chhabra as a Non-Executive Director in the category of professional Director (*Special Resolution*);

**Item No. 2:**

To approve payment of remuneration of Mr. Rajendra Chhabra as Non-Executive Director in the category of Professional Director exceeding fifty per cent of the total Remuneration/compensation/fees payable to all the Non-Executive Director of the Company for the financial year 2023-24 (*Special Resolution*);

**Item No. 3:**

To approve payment of remuneration of Mr. Rajendra Chhabra as Non-Executive Director in the category of Professional Director exceeding fifty per cent of the total Remuneration/compensation/fees payable to all the Non-Executive Director of the Company for the financial year 2024-25 (*Special Resolution*).

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

Thanking you,

**For, Sandip Sheth & Associates**  
*Company Secretaries*  
*Firm Unique Code: P2001GJ041000*  
*UDIN: A032597E001056917*

**Countersigned by:**

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

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

Place: Ahmedabad  
Date: 22<sup>nd</sup> September, 2023



**Annexure – A:**

**Item No. 1:**

The result of Postal Ballot Item No. 1 to the Notice dated 4<sup>th</sup> August, 2023.

<b>Remote E-Voting/E-Voting</b>	<b>Number of Members who Voted</b>	<b>Number of shares for which votes cast</b>	<b>Percentage (%) of Votes (against total votes casted)</b>
Votes in Favour	59	55,04,048	100%
Votes against	2	40	0%
Total	<b>61</b>	<b>55,04,088</b>	
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 4<sup>th</sup> August, 2023, 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 21<sup>st</sup> September, 2023.

**Item No. 2:**

The result of Postal Ballot Item No. 2 to the Notice dated 4<sup>th</sup> August, 2023.

<b>Remote E-Voting/E-Voting</b>	<b>Number of Members who Voted</b>	<b>Number of shares for which votes cast</b>	<b>Percentage (%) of Votes (against total votes casted)</b>
Votes in Favour	58	55,03,948	100%
Votes against	3	140	0%
Total	<b>61</b>	<b>55,04,088</b>	
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 4<sup>th</sup> August, 2023, 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 21<sup>st</sup> September, 2023.

**Item No. 3:**

The result of Postal Ballot Item No. 3 to the Notice dated 4<sup>th</sup> August, 2023.

<b>Remote E-Voting/E-Voting</b>	<b>Number of Members who Voted</b>	<b>Number of shares for which votes cast</b>	<b>Percentage (%) of Votes (against total votes casted)</b>
Votes in Favour	58	55,03,948	100%
Votes against	3	140	0%
Total	<b>61</b>	<b>55,04,088</b>	
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. 3) as set forth in Postal Ballot Notice dated 4<sup>th</sup> August, 2023, 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 21<sup>st</sup> September, 2023.