

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L24110GJ1976PLC002905

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACD5356R

(ii) (a) Name of the company

DIAMINES AND CHEMICALS LLP

(b) Registered office address

PLOT NO 13 PCC AREA POPETROCHEMICALS  
VADODARA  
Gujarat  
391346  
India

(c) \*e-mail ID of the company

secretarial@dacl.co.in

(d) \*Telephone number with STD code

02653534200

(e) Website

www.dacl.co.in

(iii) Date of Incorporation

12/05/1976

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	
2	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	DACL FINE CHEM LIMITED	U24304GJ2020PLC115143	Subsidiary	100

2	KLJ ORGANIC DIAMINES LIMITED	U24304DL2021PLC391257	Associate	35
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#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	17,500,000	9,783,240	9,783,240	9,783,240
Total amount of equity shares (in Rupees)	175,000,000	97,832,400	97,832,400	97,832,400

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	17,500,000	9,783,240	9,783,240	9,783,240
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	175,000,000	97,832,400	97,832,400	97,832,400

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

###### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	241,508	9,541,732	9783240	97,832,400	97,832,400	
<b>Increase during the year</b>	0	2,925	2925	0	0	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs						
x. Others, specify		2,925	2925			
Increase Demat Shares						
<b>Decrease during the year</b>	2,925	0	2925	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	2,925		2925			
Decrease Physical Shares						
<b>At the end of the year</b>	238,583	9,544,657	9783240	97,832,400	97,832,400	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

**(ii) Details of stock split/consolidation during the year (for each class of shares)**

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text" value="20/07/2021"/>
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Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debtentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debtentures	0		0
Partly convertible debtentures	0		0
Fully convertible debtentures	0		0
<b>Total</b>			0

**Details of debtentures**

Class of debtentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debtentures	0	0	0	0
Partly convertible debtentures	0	0	0	0
Fully convertible debtentures	0	0	0	0

**(v) Securities (other than shares and debtentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

661,068,475

**(ii) Net worth of the Company**

1,002,424,022

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3,379,880	34.55	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,946,146	19.89	0	
10.	Others		0	0	
	<b>Total</b>	5,326,026	54.44	0	0

**Total number of shareholders (promoters)**

8

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	4,005,868	40.95	0	
	(ii) Non-resident Indian (NRI)	60,916	0.62	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	200	0	0	



4.	Banks	0	0	0	
5.	Financial institutions	1,937	0.02	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	1,400	0.01	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	95,707	0.98	0	
10.	Others	291,186	2.98	0	
	<b>Total</b>	4,457,214	45.56	0	0

**Total number of shareholders (other than promoters)**

12,847

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

12,855

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	9	8
Members (other than promoters)	12,727	12,847
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	0	1	0	12.73	0
<b>B. Non-Promoter</b>	1	4	1	4	0.14	0.92
(i) Non-Independent	1	1	1	1	0.14	0.19
(ii) Independent	0	3	0	3	0	0.73
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	4	2	4	12.87	0.92

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
AMIT M MEHTA	00073907	Whole-time director	1,245,229	
G. S. VENKATACHALM	02205898	Whole-time director	13,684	
RAJENDRA CHHABRA	00093384	Director	18,100	
AMBRISH DALAL	02546506	Director	26,200	
DHRUV MEHTA	02083226	Director	45,000	
KEJAL PANDYA	07048046	Director	0	
DIPEN RUPARELIA	AGLPR2568M	CFO	11	
HEMAXI PAWAR	CDLPP4885L	Company Secretary	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	20/07/2021	14,250	54	57.31

## B. BOARD MEETINGS

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	18/05/2021	6	6	100
2	16/06/2021	6	6	100
3	11/08/2021	6	6	100
4	29/10/2021	6	6	100
5	28/12/2021	6	5	83.33
6	09/02/2022	6	5	83.33

## C. COMMITTEE MEETINGS

Number of meetings held

18

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	17/05/2021	4	4	100
2	Audit Committee	16/06/2021	4	4	100
3	Audit Committee	10/08/2021	4	4	100
4	Audit Committee	28/10/2021	4	4	100
5	Audit Committee	28/12/2021	4	4	100
6	Audit Committee	08/02/2022	4	4	100
7	Nomination and Remuneration	17/05/2021	3	3	100
8	Nomination and Remuneration	16/06/2021	3	3	100
9	Nomination and Remuneration	10/08/2021	3	3	100
10	Nomination and Remuneration	08/02/2022	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	AMIT M MEHTA	6	6	100	7	5	71.43	
2	G. S. VENKATACHARI	6	4	66.67	3	2	66.67	
3	RAJENDRA CHHAJIA	6	6	100	17	17	100	
4	AMBRISH DASH	6	6	100	10	10	100	
5	DHRUV MEHTA	6	6	100	14	14	100	
6	KEJAL PANDYA	6	6	100	13	13	100	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	AMIT MEHTA	WHOLE TIME DIRECTOR	9,223,200	2,468,899			11,692,099
2	G. S. VENKATACHARI	WHOLE TIME DIRECTOR	5,667,600	1,815,000			7,482,600
	Total		14,890,800	4,283,899	0		19,174,699

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	DIPEN RUPARELIA	CHIEF FINANCIAL OFFICER	1,816,728				1,816,728
2	HEMAXI PAWAR	COMPANY SECRETARY	340,962				340,962
	Total		2,157,690	0			2,157,690

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	RAJENDRA CHHAJIA	DIRECTOR		308,612		1,644,000	1,952,612

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	AMBRISH DALAL	DIRECTOR		123,445		384,000	507,445
3	DHRUV MEHTA	DIRECTOR		123,445		380,000	503,445
4	KEJAL PANDYA	DIRECTOR		123,445		364,000	487,445
	Total		0	678,947	0	2,772,000	3,450,947

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

PRASHANT PRAJAPATI

Whether associate or fellow

Associate  Fellow

Certificate of practice number

12531

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

**To be digitally signed by**

Company Secretary

Company secretary in practice

Membership number

52581

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS:  
D. ATTENDANCE OF DIRECTORS:**

Sr No	Name of Director	Board Meetings			Committee Meetings			Whether attended last AGM held on
		No of Meetings which were entitled to attend	No. of Meetings attended	% of attendance	No. of Meetings Held	No. of Meetings attended	% of attendance	(Y/N/NA)
1	Mr. Amit M Mehta	6	6	100%	7	5	71.43%	
2	Mr. G S Venkatachalam	6	4	66.67%	3	2	66.67%	
3	Mr. Rajendra Chhabra	6	6	100%	17	17	100%	
4	Mr. Dhruv Mehta	6	6	100%	10	10	100%	
5	Dr. Ambrish Dalal	6	6	100%	14	14	100%	
6	Mrs. Kejal Pandya	6	6	100%	13	13	100%	

**For, Diamines and Chemicals Limited**

**Hemaxi Pawar  
Company Secretary  
Membership No. A52581**

*Note: This e-form MGT-7 (draft) along with form MGT-8 (draft) placed on the website of the Company in compliance of the Companies (Amendment) Act, 2017, effective August 28, 2020. The e-form MGT-7 shall be filed with Ministry of Corporate Affairs upon the completion of 46<sup>th</sup> Annual General Meeting of the Company as required under Section 92, of Companies Act, 2013, and the Rules made thereunder and the copy of the same shall be furnished on the website of the Company.*



**MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS:**

**C. COMMITTEE MEETINGS:**

SR. NO.	TYPE OF MEETING	DATE OF MEETING	TOTAL NUMBER OF MEMBERS AS ON THE DATE OF THE MEETING	ATTENDANCE	
				NO. OF MEMBERS ATTENDED	% OF TOTAL MEMBERS
1.	Audit Committee	17.05.2021	4	4	100%
2.	Audit Committee	16.06.2021	4	4	100%
3.	Audit Committee	10.08.2021	4	4	100%
4.	Audit Committee	28.10.2021	4	4	100%
5.	Audit Committee	28.12.2021	4	4	100%
6.	Audit Committee	08.02.2022	4	4	100%
7.	Nomination and Remuneration Committee	17.05.2021	3	3	100%
8.	Nomination and Remuneration Committee	16.06.2021	3	3	100%
9.	Nomination and Remuneration Committee	10.08.2021	3	3	100%
10.	Nomination and Remuneration Committee	08.02.2022	3	3	100%
11.	Independent Director's Committee	09.02.2022	3	3	100%
12.	Corporate Social Responsibility Committee	10.08.2021	4	4	100%
13.	Corporate Social Responsibility Committee	28.10.2021	4	3	75%
14.	Corporate Social Responsibility Committee	08.02.2022	4	3	75%
15.	Stakeholders Relationship Committee	17.05.2021	4	4	100%
16.	Stakeholders Relationship Committee	10.08.2021	4	4	100%
17.	Stakeholders Relationship Committee	28.10.2021	4	3	75%
18.	Stakeholders Relationship Committee	08.02.2022	4	4	100%

**For, Diamines and Chemicals Limited**

**Hemaxi Pawar**  
**Company Secretary**  
**Membership No. A52581**