



Diamines and Chemicals Limited

Redg. Off. : Plot No. 13, PCC Area, P. O. Petrochemicals, Vadodara – 391 350

CIN: L24110GJ1976PLC002905, **Tel:** 0265 – 3534200

E-mail: secretarial@dacl.co.in **Website:** www.dacl.co.in

REVISED NOTICE

NOTICE is hereby given that the **48th (Forty-Eighth)** Annual General Meeting (AGM) of the members of M/s. Diamines and Chemicals Limited is rescheduled and will be held on **Thursday, the 1st Day of August, 2024** at 11.00 AM at the Registered Office of the Company situated at Plot No. 13, PCC Area, P. O. Petrochemicals, Vadodara – 391 350 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2024 together with the Reports of the Board of Directors' and Auditors' thereon including the Audited Consolidated Financial Statement of the Company for the year ended on March 31, 2024.
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 declare Final Dividend of ₹ 2.50 per Ordinary (Equity) share of ₹ 10/- each for the financial year 2023-2024.

SPECIAL BUSINESS:

4. Ratification of Remuneration to Cost Auditor

To consider and, if thought fit, to pass the following resolution with or without modification, as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded for the payment of remuneration of ₹ 45000/- (Rupees Forty Five Thousand only) (Inclusive of all) plus applicable taxes, to M/s. Diwanji & Co., Cost & Management Accountants, Vadodara (Firm Registration No. 000339) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2024-25.”

5. Continuation of term of Mr. Amit Mehta (DIN: 00073907) as an Executive Chairman upon attaining age of Seventy Years

To consider and, if thought fit, to pass the following resolution with or without modification, as a **Special Resolution:**

“RESOLVED THAT pursuant to provisions of section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded for continuation of term of Executive Chairman Mr. Amit Mehta (DIN: 00073907), who will attain the age of 70 (Seventy) years on June 15, 2024, and further all other terms and conditions shall remain same as

approved by the Members in the Annual General Meeting held on June 21, 2023 and subsequent modification by Members as approved through Postal Ballot by passing Special Resolution on March 30, 2024.”

“**RESOLVED FURTHER THAT** save and except as aforesaid, the Special Resolution approved and passed by the Members in the Annual General Meeting dated June 21, 2023 with respect to the appointment of Mr. Amit Mehta, as Executive Chairman shall continue to remain in full force and effect.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Mr. Amit Mehta as Executive Chairman within the overall limits under the Act subject to such other approval that may be necessary and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution.”

“**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

6. Re-appointment of Mr. Dhruv Mehta (DIN: 02083226) as an Independent Non-Executive Director of the company

To consider, and if thought fit, to pass following Resolution with or without modification 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. Dhruv Mehta (DIN: 02083226), Independent Non-Executive Director of the Company, whose present term of office as an Independent Director expires on December 02,2024 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 December 03, 2024 to December 02, 2029 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 authorized 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. 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 other Non-Executive of the Company for the Financial Year 2025-26

To Consider and, if thought fit, to pass the following Resolution, with or without modification, as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015 including any amendment, modification, variation or re-enactment thereof for the time being in force and other applicable provisions, if any, of the Companies Act,2013 the consent of the members be and is hereby accorded for the remuneration/compensation/fees payable to Mr. Rajendra Chhabra as a Professional Director for the financial year 2025-26 (till tenure of his current term ended on November 05, 2026), which may be exceeding fifty per cent of the total remuneration paid to all other Non-Executive Directors of the Company for the said period.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters as may be deemed necessary and expedient in this regard.”

8. Issue of warrants on preferential basis to the person / entity belonging to the promoter / promoter group and non-promoter category

To consider and if thought fit to pass, with or without modification (s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act 2013, as amended (“**Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, and any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s), or variation(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**ICDR Regulations**”) and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (“**Takeover Regulations**”) and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (“**LODR Regulations**”), as amended, the listing agreements entered into by the Company with BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) (“**Stock Exchanges**”), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and in accordance with other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including the stock exchanges and subject to any statutory amendment(s), modification(s), variation(s) or enactment(s) or re-enactment(s) of the aforementioned statutes/regulations for the time being in force and other applicable procedural laws made under any of the above mentioned statutes/regulations in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the board of directors of the Company (the “**Board**”, which term shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot upto 9,16,390 (Nine Lakh Sixteen Thousand Three Hundred Ninety)warrants (“**Warrants**”), each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each at a price of ₹ 552/- (Rupees Five Hundred Fifty-Two only) each (including the Warrants subscription price and Warrant exercise price) including premium of ₹ 542/- (Rupees Five Hundred Forty-Two only) each payable in cash aggregating upto ₹ 50,58,47,280/- (Rupees Fifty Crores Fifty-Eight Lakh Forty-Seven Thousand Two Hundred Eighty only) or such higher price as may be arrived at in accordance with the Chapter V of ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit, to the Promoter/ Promoter Group of the Company and certain identified non - promoter persons / entities (“**Proposed Allottees**”) as mentioned below by way of preferential allotment on such terms and conditions as may be determined by the Board (“**Preferential Allotment**”):

Sr. No.	Name of Proposed Allottees	PAN	Maximum number of Warrants to be allotted	Maximum Aggregate Amount
A	Promoter of the Company			
1	Amit Mahendrakumar Mehta	AAHPM7493G	1,42,920	7,88,91,840
2	Cherry A Mehta	AAOPM1481B	1,35,164	7,46,10,528
3	Mohak Amit Mehta	ACPPM8939H	81,092	4,47,62,784
4	Harsh Amit Mehta	AFDPM0031M	73,632	4,06,44,864
5	S Amit Speciality Chemicals Private Limited	AAACB1880A	36,500	2,01,48,000
6	Perfo Chem India Private Limited	AAACN4949A	32,391	1,78,79,832
7	Pinakin Kantilal Patel	AADPP7629K	29,788	1,64,42,976
8	Finorga (India) Private Limited	AAACF2318K	25,503	1,40,77,656
9	Surbhi Kishore Tanna	AACPT3015E	20,000	1,10,40,000
10	Hima Pinakin Patel	AAEPP6248H	10,000	55,20,000
	Total A		5,86,990	32,40,18,480
B	Others			
1	Snehal Shah	AAQPS5304K	30,000	1,65,60,000
2	Navroze Shiamak Marshall	AACPM5508R	18,000	99,36,000
3	Aarya Ketan Kotecha	MTJPK7645D	18,000	99,36,000
4	Riaz Batliwala	AAKPB5706C	18,000	99,36,000
5	Vipul Shantilal Shah	AAHPS3770L	18,000	99,36,000
6	Pankaj Prasoon	AJCPP8912F	18,000	99,36,000
7	Sandeep Ramdas Daga	AACPD6216D	18,000	99,36,000
8	Miranda Tools Private Limited	AAACP7200N	18,000	99,36,000
9	Godiwala Tanmay Naimish	AILPG3860F	12,300	67,89,600
10	Xicon Power Products Private Limited	AAACX0024A	12,000	66,24,000
11	Anand S Kothari	AEYPK5771N	10,000	55,20,000
12	Apurva Sunil Kothari	AGQPK6123J	10,000	55,20,000
13	Madhav Gupta	AEOPG9848L	10,000	55,20,000
14	Mita Ambrish Dalal	AAIPD5609A	10,000	55,20,000
15	Dolly Nimish Sura	AAHPS4744G	10,000	55,20,000
16	Siddharth Parikh	AKSPP3545K	9,000	49,68,000
17	Deepali Khanna	AHLPG7743A	8,500	46,92,000
18	Bharati Harshad Parikh	AAIPP7260R	8,000	44,16,000
19	Danielle Siddharth Parikh	ANRPM1237H	8,000	44,16,000
20	Prashant Deorah	ACKPD6555F	5,700	31,46,400
21	Ashutosh Agarwal	AAXPA4120C	5,000	27,60,000
22	Nihar Nitin Mehta	AADPM8531B	5,000	27,60,000
23	Ashvin Keshavlal Kapadia	AADPK1116A	5,000	27,60,000
24	Amita Ashvin Kapadia	AILPK8302Q	5,000	27,60,000
25	Riya Samit Mehta	HJIPM8106F	5,000	27,60,000
26	Arjun Samit Mehta	GRWPM3910E	5,000	27,60,000
27	Bhartur Ramaswamy Vijayendra	ABNPV1032B	5,000	27,60,000

Sr. No.	Name of Proposed Allottees	PAN	Maximum number of Warrants to be allotted	Maximum Aggregate Amount
28	Byram Jeejeebhoy Family Office LLP	ABAFB1403B	4,500	24,84,000
29	Shreyas Ramniklal Mehta	AACPM8602L	4,000	22,08,000
30	Darshan Yeshwant Mehta	AAMPM0290N	3,600	19,87,200
31	Aneri N Shroff	AMHPG2040B	2,000	11,04,000
32	Dhrumil Vasaiwala	AFCPV7965G	2,000	11,04,000
33	Plasteek LLP	AAAYFP9685Q	2,000	11,04,000
34	Saahil Raj Kotak	AHBPK8977C	1,800	9,93,600
35	Venkatesan Arumugam	ABVPV3125D	1,000	5,52,000
36	Deepak Swarankar	DAOPS9482P	1,000	5,52,000
37	Vedant Nihar Mehta	EZOPM2427J	1,000	5,52,000
38	Shanay Nihar Mehta	EZOPM2444H	1,000	5,52,000
39	Ketan Krishnakant Godiawala	AACPG5370M	1,000	5,52,000
	Total B		3,29,400	18,18,28,800
	Total (A+B)		9,16,390	50,58,47,280

“**RESOLVED FURTHER THAT** in terms of the provisions of ICDR Regulations, the “Relevant Date” for the determination of the minimum price issue and allotment of the Warrants shall be Tuesday, July 2, 2024, being 30 (thirty) days prior to the date of the Annual General Meeting.”

“**RESOLVED FURTHER THAT** the said Warrants shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government including the in-principle approval of the stock exchanges, the allotment shall be completed within a period of 15 days from the date of such approval.”

“**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws, Board is hereby authorised to record the name and details of the Proposed Allottees in form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through letter of offer/ private placement offer letter cum application letter in Form PAS 4 or such other forms prescribed under the Companies Act and ICDR Regulations containing the terms and conditions (“**Offer Document**”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges and within the timelines prescribed under the applicable laws.”

“**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- The Warrants may be exercised into equity shares in one or more tranches as aforesaid by the Proposed Allottees at any time before the expiry of 18 months from the date of allotment of the Warrants.
- The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* with the existing equity shares of the Company in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between.

- d) A Warrant subscription price equivalent to 25% (i.e., the upfront amount) of the issue price will be payable by the Proposed Allottees at the time of subscription to the Warrants into the designated bank account of the Company, as prescribed by Regulation 169 of the ICDR Regulations, on or prior to the date of allotment thereof, from their respective bank account, which will be kept by the Company and to be adjusted and appropriated against the issue price. A Warrant exercise price equivalent to the 75% of the issue price shall be payable by the Proposed Allottees from their respective bank account into the designated bank account of the Company, at the time of exercising the Warrants.
- e) The equity shares to be issued to the Proposed Allottees pursuant to conversion of Warrants into equity shares shall be listed on the Stock Exchanges where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the Stock Exchanges.
- f) The issue of the Warrants as well as equity shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- g) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Proposed Allottees within the aforesaid period of 18 (eighteen) months, the entitlement of the Proposed Allottees to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Proposed Allottees on such Warrants shall stand forfeited by the Company.
- h) The Warrants and the equity shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.
- i) The Warrants by itself, until exercised and converted into equity shares, shall not give to the Proposed Allottees thereof any rights with respect to that of an equity shareholder of the Company.
- j) In the event, the equity shares of the Company are either sub-divided or consolidated before the conversion of the Warrants into equity shares of the Company, then the face value, the number of equity shares to be allotted on conversion of the Warrants and the warrant issue price shall automatically stand adjusted in the same proportion, as the present value of the equity shares of the Company bears, to the newly sub-divided / consolidated equity shares without affecting any right or obligation of the said Proposed Allottees.
- k) The equity shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted thereunder.”

“RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.”

“RESOLVED FURTHER THAT the issue and allotment of Warrant made to NRIs, FPIs and/or other eligible foreign investors, as applicable pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits as set forth thereunder.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Proposed Allottees.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect

to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned preferential allotment (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue), making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Ahmedabad (“**ROC**”), National Securities Depository Limited (“**NSDL**”), Central Depository Services (India) Limited (“**CDSL**”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and equity shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL / CDSL and for the credit of such Warrants / equity shares to the respective dematerialized securities account of the Proposed Allottees and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants/ equity shares and listing thereof, as applicable with the stock exchange as appropriate and utilisation of proceeds of the Warrants, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), Committee(s), executive(s), officer(s), Company Secretary or authorised signatory(ies)of the Company to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

“**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any of the directors of the Company or the Company Secretary of the Company, signed physically or by digital means, be forwarded to the authorities concerned for necessary action.”

Place : Vadodara
Date : July 09, 2024
CIN NO: L24110GJ1976PLC002905
REGISTERED OFFICE:
Plot No.13, PCC Area,
P.O. Petrochemicals,
Vadodara –391 350

By Order of the Board

Hemaxi Pawar
Company Secretary
Membership No.: A52581

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, May 05, 2022, December 28, 2022& September 25, 2023(collectively referred to as “MCA Circulars”) has allowed to hold Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. The Company prefers to hold a re-scheduled Annual General Meeting physically at the Registered Office of the Company on August 01, 2024 which was originally held on July 23,2024.
2. The Explanatory Statement, for Item No. 4 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, 5 to 7 of the Notice, are also annexed.
3. **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 (FORTY-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.**
4. 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 to the Registered office of the Company.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from **July 26, 2024 to August 01, 2024** (both days inclusive).
6. Members/Proxies are requested to bring their duly filled attendance slip along with their copy of annual report to the Meeting, for attending the Meeting.
7. Members, who hold shares in dematerialization form, are requested to bring their depository account number for identification.
8. 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.
9. 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. to 1:00 p.m. up to the date of Annual General Meeting. Members seeking to inspect such documents can send advance intimation by writing request letter at least before 48 hours of Inspection.
10. 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.

Further, Members who have not claimed their Final dividend for the financial year 2016-17 are requested to claim their unclaimed dividend before August 25, 2024. Members who have not encashed 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.

11. To avoid loss of dividend warrants/DDs in transit and undue delay in respect of receipt of dividend warrants/DDs, 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 company's Registrar and share Transfer Agent. The format is available on the website of the Company at www.dacl.co.in or update bank details as mentioned in point no.15 of Notes.
12. 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 to the IEPF Account.
13. 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.
14. SEBI has issued Circular No. SEBI / HO / MIRSD / MIRSD_RTAMB / P / CIR / 2021 / 655 dated November 3, 2021 and clarification vide Circular No. SEBI / HO / MIRSD / MIRSD_RTAMB / P / CIR / 2021 / 687 dated December 14, 2021 and Circular No. SEBI/ HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/ 37 dated March 16, 2023 and Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023, wherein SEBI has prescribed Common and Simplified Norms for processing Investor's Service Request by Registrar and Share Transfer Agent (RTA) of the Company.
15. SEBI vide these Circulars have mandated the furnishing of PAN, Address with PIN code, Email address, Mobile No., Bank Account details, Specimen Signature & Nomination by holders of physical securities and that from January 1, 2022, RTA has not processed any service requests or complaints received from the holder(s)/claimant(s), till PAN, KYC and Nomination documents/details etc. are received. The Company has sent reminders to the physical holders whose mandatory details are yet to be updated.
Members holding shares in physical form shall submit mandatory details to Company's Registrar & Share Transfer Agent or to the Company Secretary at the registered office of the Company. Requisite forms are also available on website of the Company www.dacl.co.in.
16. 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
 - (d) Nomination Details
 - (e) Email ID & Mobile Number
 - (f) Specimen Signature
17. 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.
18. Members seeking any information or clarification relevant to the Financial Statement of the Company can send written request to the Company, at least ten days before the date of the Annual General Meeting. Replies will be provided in respect of such queries received only at the meeting.eneral Meeting. Replies will be provided in respect of such queries received only at the meeting.

19. Members are requested to address their communications regarding transfer of shares in Demat, change of address, dividend mandates, etc. quoting their folio number(s) to the Company's Registrar & Transfer Agent:

M/s. Link Intime India Pvt. Ltd.

Geetakunj 1, Bhakti Nagar Society,
Behind ABS Tower, Old Padra Road,
Vadodara- 390015.
Te. (0265) 3566768
Email: vadodara@linkintime.co.in

20. **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.**
21. SEBI has issued circular no SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, wherein SEBI mandated all the listed companies shall henceforth issue the securities in dematerialized form only while processing the following service request: i. Issue of duplicate securities certificate; ii. Claim from Unclaimed Suspense Account; iii. Renewal / Exchange of securities certificate; iv. Endorsement; v. Sub-division / Splitting of securities certificate; vi. Consolidation of securities certificates/ folios; vii. Transmission; viii. Transposition; The Shareholders/Claimants are requested to submit duly filled up Form ISR-4, available on website of RTA <https://web.linkintime.co.in/KYC-downloads.html> and website of Company www.dacl.co.in, along with the documents/details specified therein. For item nos. iii to viii above, shareholder/claimant are also requested to submit original securities certificate(s) to the RTA / Company for processing the above service requests.
- The Company / RTA processes the service requests after verification of requisite documents and issue a 'Letter of confirmation' in lieu of physical share certificate(s), to the Shareholders/Claimants within 30 days of its receipt of request, for necessary action from their end.
22. 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.
23. 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.
24. The Company has made bonus issue of equity shares at the AGM held on July 12, 2011, and has made an allotment of Bonus shares on July 21, 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.
25. 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; **96 Shareholders & 3303 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; **96 Shareholders & 3303 shares**
 - (v) That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.
26. 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/as procedure mentioned in point no.-15 of Notes. 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.

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 July 25, 2024 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 48th Annual General Meeting (AGM) and the business at the 48th AGM may be transacted through such voting. The Company has entered into an agreement with M/s Link Intime India Private Limited (LI IPL) 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 2 working days 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 LI IPL and shall be communicated to the Stock Exchanges.

1. 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 LI IPL, on all resolutions set forth in this Notice.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE VOTING ARE AS UNDER:

- The voting period begins on July 28, 2024 at 9:00 a.m. and ends on July 31, 2024 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 July 25, 2024, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Remote e-Voting Instructions for shareholders (EVENT NO.240262)

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nSDL.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nSDL.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>”
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nSDL.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

* *Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

* *Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

- Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name' - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

- f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select ‘**View**’ icon for ‘**Company’s Name / Event number**’. E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.
- e) Cast your vote by selecting your desired option ‘Favour / Against’ in excel and upload the same under ‘Upload Vote File’ option.
- f) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Other Instructions:

- i. The remote e-voting period commences on Sunday, July 28, 2024 (9.00 a.m. IST) and ends on Wednesday, July 31, 2024 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on July 25, 2024, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited 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 July 25, 2024.
- iii. 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 Wednesday, July 31, 2024 (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 Wednesday, July 31, 2024 (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.
- iv. The Route Map to the venue of Annual General Meeting is annexed herewith this Notice.

Place : Vadodara

Date : July 09, 2024

CIN NO: L24110GJ1976PLC002905

REGISTERED OFFICE:

Plot No.13, PCC Area,
P.O. Petrochemicals,
Vadodara –391 350

By Order of the Board

Hemaxi Pawar
Company Secretary
Membership No.: A52581

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 was Vice Chairman of the Company since March 14, 2001 and appointed as an Executive Chairman with effect from April 01, 2020 for a period of 3 years and reappointed with effect from April 01, 2023 for a period of 3 years.

Mr. Amit Mehta aged 69 years, is an eminent entrepreneur, 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. He is also one of the Promoters of the Company.

Mr. Amit Mehta holds 12,57,080 equity shares in the Company. Mr. Amit Mehta holds directorship/designated Partnership as on 31.03.2024 in the following companies;

- | | |
|---|---|
| 1. Perfo Chem (I) Private Limited | 2. S. Amit Speciality Chemicals Private Limited |
| 3. Insight Health Scan Private Limited | 4. Topnotch Reality Private Limited |
| 5. Pinami Reality Private Limited | 6. Finorga (I) Private Limited |
| 7. Value E-Healthcare Limited | 8. Agree Solutions LLP |
| 9. Fyra Insights Private Limited | 10. Global Local Lifestyle Services Private Limited |
| 11. DACL Fine Chem Limited | 12. KLJ Organic Diamines Limited |
| 13. Hi-End Property Developers LLP | 14. Express Interiors & Contractors LLP |
| 15. Reaxa Chemistry Solutions LLP | 16. Mohar Properties & Trading LLP |
| 17. Locobiz Innovations Private Limited | |

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. 4: Ratification of Remuneration to Cost Auditor

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of M/s. Diwanji & Co., Cost & Management Accountants, to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2025.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the year 2024-25 as set out in the Resolution for the aforesaid services to be rendered by them.

The Board of Directors accordingly recommends the passing of this resolution. None of the Directors, Key Managerial Personnel of the Company or their relatives, is in any way concerned or interested in the said resolution.

ITEM NO. 5: Continuation of term of Mr. Amit Mehta (DIN: 00073907) as Executive Chairman upon attaining age of Seventy Years

The Shareholders of the Company at the 47th Annual General Meeting held on June 21, 2023 approved reappointment of Mr. Amit Mehta (DIN: 00073907) as an Executive Chairman of the Company for a period of three years effective from April 01, 2023 to March 31, 2026 through a Special Resolution under the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and

the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Articles of Association of the Company. Mr. Amit Mehta, Executive Chairman will attain age of 70 years on June 15, 2024. The Company seeks consent of the members by way of special resolution for continuation of their holding of existing office after the age of 70 years during the current term of his appointment under the provisions of Section 196 (3) (a) of the Companies Act, 2013. The Board therefore recommends the Special Resolutions for your approval.

Mr. Amit Mehta, aged 69 years, is a B. Sc. Chemistry Graduate from St. Xavier's College, Mumbai University and has a very vast experience of Chemical sector. Mr. Amit Mehta is an eminent entrepreneur, having more than 40 Years of experience in the business of chemicals. Accordingly, looking at his expertise and long experience of business and corporate management, the Board of Directors recommends the Special resolution set out at Item No.5 of the accompanying Notice for the approval of the Members. The Board is of the view that the continued association of Mr. Amit Mehta would benefit the Company, given the knowledge, experience and performance of Mr. Amit Mehta, and contribution to Board processes by him. In the opinion of the Board, Mr. Amit Mehta fulfils the conditions specified in the Companies Act, 2013 the Rules thereunder and the SEBI (LODR) Regulations 2015 for appointment as an Executive Chairman.

The Details required under Regulations 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 enclosed as an Annexure to the notice.

This explanatory statement and the resolution at Item no. 5 may also be read and treated as disclosure in compliance with the Companies Act, 2013. Except Mr. Amit Mehta and his relatives, none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in Resolution No. 5.

ITEM NO. 6 Re-appointment of Mr. Dhruv Mehta (DIN: 02083226) as an Independent Non-Executive Director

Mr. Dhruv Mehta was appointed as an Independent Non-Executive Director of the Company by the members at the Extra Ordinary Meeting of the Company Held on March 13, 2020 for a period of five consecutive years commencing from December 03, 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, 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. Dhruv 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 December 03, 2024 to December 02, 2029.

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. Dhruv 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 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 re-appointment of Mr. Dhruv 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 on any working day, except Saturday, between 11:00 am to 1:00 pm, upto and including the date of Annual General Meeting of the Company. Members seeking to inspect such documents can send advance intimation by writing request letter at least before 48 hours of Inspection.

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. Dhruv Mehta as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Dhruv Mehta as an Independent Director for another term of five consecutive years with effect from December 03, 2024 to December 02, 2029, for the approval by the shareholders of the Company.

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

Mr. Dhruv Mehta (DIN: 02083226)

Mr. Dhruv Mehta, aged 58 years is a Chartered Accountant by qualification; he is Member of the Institute of Chartered Accountants of India and The Institute of Cost & Works Accountants of India.

He has rich experience of more than 2 decades in Corporate Finance, Investment banking, Wealth Management, in the area of Products & in depth knowledge on a range of financial products including bonds, equities, mutual funds, private equity funds, real estate funds & structured products. He has Strong relationships with Fund Managers, CEO's and Economists across various AMC's and Banks. He is Founder Chairman of Foundation of Independent Financial Advisors (FIFA), since its inception on 15th February, 2012.

Resolution placed at Item No. 6 of the notice is recommended by the board, for the approval of the Shareholders as Special resolution.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Dhruv Mehta, to whom the resolution relates, is interested or concerned either financially or otherwise in the Resolution No. 6 of this notice.

ITEM NO. 7 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 other Non-Executive of the Company for the Financial Year 2025-26

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 listed entity is required to obtain the approval of members of the Company by way of Special Resolution for payment of remuneration to a single non-executive director exceeding 50% of the total remuneration payable to all non-executive directors. Mr. Rajendra Chhabra was an independent Director of the company and he was holding this position in the company since March 14, 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 and hence to get the benefit of his vast experience and strategic guidance, the Board of Directors has reappointed him as a Professional Non-Executive Directors for the period of 3 years with effect from November 06, 2023, for immense benefit to the Company.

The Company pays him consultation fees upon raising invoice on monthly basis which may be mutually decided by the Board and Mr. Rajendra Chhabra and payment of such consultation fees may be exceeding fifty percent of the total commission/remuneration/compensation payable to all non-executive Directors of the Company for the financial year 2025-26 (till tenure of his current term ended on November 05, 2026), requiring approval of members in terms of aforesaid provision.

Hence, resolution as contained in Item No. 7 is proposed for the approval of shareholders by way of special resolution. The Board recommends the resolution for the approval of Members of the Company.

None of the Directors except Mr. Rajendra Chhabra, Key Managerial Personnel and relatives thereof, are in any way concerned or interested, financially or otherwise, in the said resolutions.

ITEM NO. 8: Issue of warrants on preferential basis to the person / entity belonging to the promoter / promoter group and non-promoter category

The Special Resolutions contained in Item No.8 of the Notice, have been proposed pursuant to the applicable provisions of Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the PAS Rules and Regulation 163(1) of Chapter V of the ICDR Regulations and as per Companies Act, 2013, to issue and allot upto 9,16,390 (Nine Lakh Sixteen Thousand Three Hundred Ninety) warrants ("Warrants"), each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each at a price of ₹ 552/- (Rupees Five Hundred Fifty-Two only) each (including the Warrants

subscription price and Warrant exercise price) including premium of ₹ 542/- (Rupees Five Hundred Forty-Two only) each payable in cash aggregating upto ₹ 50,58,47,280/- (Rupees Fifty Crores Fifty-Eight Lakh Forty-Seven Thousand Two Hundred Eighty only) through a preferential issue (“**Preferential Issue**”). The said proposal of issuance of Warrants to the Proposed Allottees has been considered and subject to the approval of the members of the Company, approved by the Board in their meeting held on July 9, 2024.

1. Objects of the Preferential Issue and aggregate amount proposed to be raised:

The Company needs to raise additional funds to have access to long term resources to meet its growth requirements and for general corporate purposes. The Board of Directors of the Company proposed to raise up to ₹ 50,58,47,280/- (Rupees Fifty Crores Fifty-Eight Lakh Forty-Seven Thousand Two Hundred Eighty only) through issue of convertible Warrants on preferential basis to Promoter/Promoter Group and certain other non-promoter persons/entities. The Company shall utilize the proceeds from the preferential issue to fund the capital requirement for the purpose of capital expenditures for commercial production of new products and research and development of new products, working capital requirements, acquisition, investment in technology and for general corporate purpose which shall enhance the business of the Company and for any other purpose as may be decided and approved by the Board in terms of the ICDR Regulations and other rules and regulations.

2. Particulars of the Preferential Issue include terms of issue, issue size, date of passing of Board resolution, kind of Securities offered, nominal value of and maximum number of Securities to be issued, rate of dividend and the Issue Price:

The Board of Directors of the Company at their meeting held on July 9, 2024 had, subject to the approval of the members of the Company (“**Members**”) and such other approvals as may be required, approved the issue of upto 9,16,390 (Nine Lakh Sixteen Thousand Three Hundred Ninety) warrants (“**Warrants**”), each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each at a price of ₹ 552/- (Rupees Five Hundred Fifty-Two only) each (including the Warrants subscription price and Warrant exercise price) including premium of ₹ 542/- (Rupees Five Hundred Forty-Two only) each payable in cash aggregating upto ₹ 50,58,47,280/- (Rupees Fifty Crores Fifty-Eight Lakh Forty-Seven Thousand Two Hundred Eighty only) or such higher price as may be arrived at in accordance with the ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit, to the Proposed Allottees as mentioned below by way of preferential allotment on such terms and conditions as may be determined by the Board (“**Preferential Allotment**”):

Sr. No.	Name of Proposed Allottees	PAN	Maximum number of Warrants to be allotted	Maximum Aggregate Amount
A	Promoter of the Company			
1	Amit Mahendrakumar Mehta	AAHPM7493G	1,42,920	7,88,91,840
2	Cherry A Mehta	AAOPM1481B	1,35,164	7,46,10,528
3	Mohak Amit Mehta	ACPPM8939H	81,092	4,47,62,784
4	Harsh Amit Mehta	AFDPM0031M	73,632	4,06,44,864
5	S Amit Speciality Chemicals Private Limited	AAACB1880A	36,500	2,01,48,000
6	Perfo Chem India Private Limited	AAACN4949A	32,391	1,78,79,832
7	Pinakin Kantilal Patel	AADPP7629K	29,788	1,64,42,976
8	Finorga (India) Private Limited	AAACF2318K	25,503	1,40,77,656
9	Surbhi Kishore Tanna	AACPT3015E	20,000	1,10,40,000
10	Hima Pinakin Patel	AAEPP6248H	10,000	55,20,000
	Total A		5,86,990	32,40,18,480

Sr. No.	Name of Proposed Allottees	PAN	Maximum number of Warrants to be allotted	Maximum Aggregate Amount
B	Others			
1	Snehal Shah	AAQPS5304K	30,000	1,65,60,000
2	Navroze Shiamak Marshall	AACPM5508R	18,000	99,36,000
3	Aarya Ketan Kotecha	MTJPK7645D	18,000	99,36,000
4	Riaz Batliwala	AAKPB5706C	18,000	99,36,000
5	Vipul Shantilal Shah	AAHPS3770L	18,000	99,36,000
6	Pankaj Prasoon	AJCPP8912F	18,000	99,36,000
7	Sandeep Ramdas Daga	AACPD6216D	18,000	99,36,000
8	Miranda Tools Private Limited	AAACP7200N	18,000	99,36,000
9	Godiawala Tanmay Naimish	AILPG3860F	12,300	67,89,600
10	Xicon Power Products Private Limited	AAACX0024A	12,000	66,24,000
11	Anand S Kothari	AEYPK5771N	10,000	55,20,000
12	Apurva Sunil Kothari	AGQPK6123J	10,000	55,20,000
13	Madhav Gupta	AEOPG9848L	10,000	55,20,000
14	Mita Ambrish Dalal	AAIPD5609A	10,000	55,20,000
15	Dolly Nimish Sura	AAHPS4744G	10,000	55,20,000
16	Siddharth Parikh	AKSPP3545K	9,000	49,68,000
17	Deepali Khanna	AHLPG7743A	8,500	46,92,000
18	Bharati Harshad Parikh	AAIPP7260R	8,000	44,16,000
19	Danielle Siddharth Parikh	ANRPM1237H	8,000	44,16,000
20	Prashant Deorah	ACKPD6555F	5,700	31,46,400
21	Ashutosh Agarwal	AAXPA4120C	5,000	27,60,000
22	Nihar Nitin Mehta	AADPM8531B	5,000	27,60,000
23	Ashvin Keshavlal Kapadia	AADPK1116A	5,000	27,60,000
24	Amita Ashvin Kapadia	AILPK8302Q	5,000	27,60,000
25	Riya Samit Mehta	HJIPM8106F	5,000	27,60,000
26	Arjun Samit Mehta	GRWPM3910E	5,000	27,60,000
27	Bhartur Ramaswamy Vijayendra	ABNPV1032B	5,000	27,60,000
28	Byram Jeejeebhoy Family Office LLP	ABAFB1403B	4,500	24,84,000
29	Shreyas Ramniklal Mehta	AACPM8602L	4,000	22,08,000
30	Darshan Yeshwant Mehta	AAMP0290N	3,600	19,87,200
31	Aneri N Shroff	AMHPG2040B	2,000	11,04,000
32	Dhruvil Vasaiwala	AFCPV7965G	2,000	11,04,000
33	Plasteek LLP	AAYFP9685Q	2,000	11,04,000
34	Saahil Raj Kotak	AHBPK8977C	1,800	9,93,600
35	Venkatesan Arumugam	ABVPV3125D	1,000	5,52,000
36	Deepak Swarankar	DAOPS9482P	1,000	5,52,000
37	Vedant Nihar Mehta	EZOPM2427J	1,000	5,52,000
38	Shanay Nihar Mehta	EZOPM2444H	1,000	5,52,000
39	Ketan Krishnakant Godiawala	AACPG5370M	1,000	5,52,000
	Total B		3,29,400	18,18,28,800
	Total (A+B)		9,16,390	50,58,47,280

The terms and conditions of the Preferential Issue of Warrants are as stated in the Resolution 8.

3. Maximum number of specified securities to be issued:

The Board of Directors in its meeting held on July 9, 2024 has approved to issue not exceeding 9,16,390 (Nine Lakh Sixteen Thousand Three Hundred Ninety) convertible warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each (“Warrants”) at an issue price of ₹ 552/- each.

4. Amount which the Company intends to raise by way of such Securities:

The Company intends to raise an aggregate amount up to ₹ 50,58,47,280/- (Rupees Fifty Crores Fifty-Eight Lakh Forty-Seven Thousand Two Hundred Eighty only) by way of issue of Warrants.

5. Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the issue price for the Preferential Allotment of the Warrants will **Tuesday, July 2, 2024**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed in the Annual General Meeting *i.e.* **Thursday, August 01, 2024**.

6. Basis on which the price has been arrived at along with report of the Registered Valuer and justification for the price (including premium, if any):

The Equity Shares of the Company are listed on BSE Limited (“BSE”) and National Stock of India Limited (“NSE”) (“Stock Exchanges”) for a period of more than 90 trading days as on the relevant date *i.e.* Tuesday, July 2, 2024 and are frequently traded in accordance with Regulation 164 of the ICDR Regulations.

For the purpose of computation of the issue price per Warrant to the Proposed Allottees of the Company, the issue price shall not be less than the price determined in accordance with the ICDR Regulations. Currently, ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

In case of frequently traded shares as per Regulation 164(1) of the ICDR Regulations: The stock exchange which has the highest trading volume in respect of the Equity Shares of the Company, during the preceding 90 trading days prior to the Relevant Date has been considered. Trading volume of the Equity Shares on the NSE has been considered to determine the issue price as it has the highest trading volume in respect of the Equity Shares of the Company, during the preceding 90 trading days prior to the Relevant Date. In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which Warrants shall be allotted shall not be less than and higher of the following:

- the 90 trading days volume weighted average price of the equity shares of the Company quoted on the NSE preceding the Relevant Date *i.e.* ₹ 551.93; or
- the 10 trading days volume weighted average price of the equity shares of the Company quoted on the NSE preceding the Relevant Date *i.e.* ₹ 517.45.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

It is to be noted that nothing mentioned in the Articles of Association of the Company provide for a method of determination of floor price for equity shares to be allotted pursuant to the Preferential Issue.

Further, in terms of Regulation 166A(1) of ICDR Regulations, considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to the allottees acting in concert, the Company has obtained a valuation report from Gaurav Jain having his office at 1511-1512, RG Trade Tower Netaji Subhash Place, Pitampura, New Delhi – 110034, India, an Independent Registered Valuer, Registration No. IBBI/RV/06/2021/13914 and the price determined by such Independent Registered Valuer in the Valuation Report dated July 9, 2024 is ₹ 502.70. The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company’s website at the link: https://www.dacl.co.in/upload/PDF/Diamines_Valuation_report.pdf

Pursuant to the above, the minimum issue price of ₹ 551.93/- of the Warrants to be issued and allotted to the Proposed Allottees, has been determined taking into account and Regulation 164(1) read with Regulation 166A(1) of the ICDR Regulations, payable in cash. Accordingly, the Board of the Company

has fixed the issue price Warrants of ₹ 552/- which is above the minimum issue price as determined in compliance with the requirements of the ICDR Regulations.

The Company has also obtained a Pricing certificate dated July 9, 2024 from Mr. Sandip Sheth, partner of M/s Sandip Sheth & Associates a peer reviewed firm of Practicing Company Secretaries, Membership No. (FCS 5467, COP:- 4354), having office at 518, Anand Mangal-III, Opp. Core House, Ambawadi AHMEDABAD - 380 006, certifying compliance with the floor price for the proposed Preferential Issue of the Company, based on the pricing formula prescribed under Chapter V of the SEBI ICDR Regulations and the copy of the same shall be available for inspection by the members and the same may be accessed on the Company's website at the link: https://www.dacl.co.in/upload/PDF/PCS%20certificate%20compliance%20as%20per%20ICDR_638560943634016908.pdf

7. Equity Shareholding pattern of the Company before and after the Preferential Issue:

Sr. No.	Category	Pre issue Shareholding as June 30, 2024		No. of Warrants to be Allotted	Post issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants)	
		No. of Equity Shares	%		No. of Equity Shares	%
A	Promoters and Promoter Group Holding:					
1	Indian:					
	a. Individual	34,12,404	34.88	4,92,596	39,05,000	36.49
	b. Bodies Corporate	19,55,606	19.99	94,394	20,50,000	19.16
	Sub Total (A)	53,68,010	54.87	5,86,990	59,55,000	55.65
B	Non – Promoters' Holding:					
1	Institutions (Domestic):					
	a) Mutual Fund	1,400	0.01	-	1,400	0.01
	b) Banks	150	0.00	-	150	0.00
	c) Insurance Companies	200	0.00	-	200	0.00
	d) Other Financial Institutions	1,787	0.02	-	1,787	0.02
3	Non-Institutions:					
	a) Directors and their relatives (excluding Independent Directors and nominee Directors)	46,465	0.48	14,300	60,765	0.57
	b) Key Managerial Personnel	11	0.00	0	11	0.00
	c) Investor Education and Protection Fund	1,49,603	1.53	0	1,49,603	1.40
	d) Resident Individuals	37,72,623	38.56	2,68,600	40,41,223	37.77
	e) Non-Resident Indians	57,582	0.59	0	57,582	0.54
	f) Bodies Corporate	1,27,233	1.30	30,000	1,57,233	1.47
	g) Body Corp-Ltd Liability Partnership	12,845	0.13	6,500	19,345	0.18
	h) Hindu Undivided Family	1,58,003	1.61	0	1,58,003	1.48
	i) Unclaimed Shares	3,303	0.03	0	3,303	0.03
	j) Other Directors / Relatives	84,775	0.87	10,000	94,775	0.89
	Sub Total (B)	44,15,980	45.13	3,29,400	47,45,380	44.35
	Grand Total (A + B)	97,83,990	100.00	9,16,390	1,07,00,380	100.00

8. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects:

Except as mentioned herein below, none of the Promoter and Promoter Group, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the convertible Warrants on conversion proposed to be issued under the Preferential Allotment or otherwise contribute to the Preferential Allotment or separately in furtherance of the objects specified herein above:

Promoter and Promoter Group: Amit Mahendrakumar Mehta, Cherry A Mehta, Mohak Amit Mehta, Harsh Amit Mehta, S Amit Speciality Chemicals Private Limited, Perfo Chem India Private Limited, Pinakin Kantilal Patel, Finorga (India) Private Limited, Surbhi Kishore Tanna and Hima Pinakin Patel.

Directors: Amit Mahendrakumar Mehta and Tanmay Godiawala

9. Time frame within which the Preferential Allotment shall be completed and terms of conversion:

As required under the ICDR Regulations, the Warrants shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government including the in-principle approval of the stock exchange, the allotment shall be completed within a period of 15 days from the date of such approval.

The allottees of Warrants shall be required to pay an amount equivalent to 25% of the issue price at the time of subscription and allotment of each Warrant. The balance 75% of the issue price shall be payable by the Proposed Allottees upon exercise of the entitlement attached to Warrant(s) to subscribe for equity share(s) within a period of eighteen months from the date of allotment of Warrants. The initial amount of 25% paid against the Warrants shall be adjusted/ set off against the issue price of the resultant equity shares. The Proposed Allottees shall be entitled to exercise their right to subscribe for the equity shares in one or more tranches as and when they deem fit within the prescribed period of eighteen months. The allottees shall be required to pay the balance amount of 75% of the issue price to the extent of the number of equity shares they intend to subscribe in each such tranche.

Upon receipt of the requisite payment of the remaining 75% of the consideration payable in respect of the Warrants, as above, the Board (or a committee thereof) shall allot one equity share per warrant by appropriating ₹ 10/- towards equity share capital and the balance amount paid against each Warrant towards the securities premium. The allotment shall only be made in the dematerialized form.

If the entitlement against the Warrants to apply for the equity shares is not exercised by the allottees, within the specified period of eighteen months as stipulated under SEBI ICDR Regulations, the entitlement of the allottees to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited by the Company.

The Proposed Allottees, upon conversion of their warrants into equity shares, shall also be entitled to any future bonus/rights issue(s) of equity shares or other securities convertible into Equity Shares by the Company, in the same proportion and manner as any other members of the Company for the time being. The warrants by itself do not give to the holder thereof any rights of the members of the Company.

10. Names of the Proposed Allottees, identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Allotment, expected dilution in equity share capital upon issuance of securities:

Identity of the Proposed Allottees	Pre-Preferential Issue Shareholding		The maximum number of Equity shares proposed to be allotted upon full conversion of Warrants	Post Preferential Issue Shareholding		Ultimate Beneficial Owner
	No. of Shares	%		No. of Shares	%	
A. Promoter and Promoter Group						
Amit Mahendrakumar Mehta	12,57,080	12.85	1,42,920	14,00,000	13.08	NA
Cherry A Mehta	10,64,836	10.88	1,35,164	12,00,000	11.21	NA
Mohak Amit Mehta	4,93,908	5.05	81,092	5,75,000	5.37	NA
Harsh Amit Mehta	5,01,368	5.12	73,632	5,75,000	5.37	NA
S Amit Speciality Chemicals Private Limited	4,88,500	4.99	36,500	5,25,000	4.91	Amit Mahendrakumar Mehta - AAHPM7493G
Perfo Chem India Private Limited	9,67,609	9.89	32,391	10,00,000	9.35	Amit Mahendrakumar Mehta - AAHPM7493G
Pinakin Kantilal Patel	95,212	0.97	29,788	1,25,000	1.17	NA
Finorga (India) Private Limited	4,99,497	5.11	25,503	5,25,000	4.91	Amit Mahendrakumar Mehta - AAHPM7493G
Surbhi Kishore Tanna	-	-	20,000	20,000	0.19	NA
Hima Pinakin Patel	-	-	10,000	10,000	0.09	NA
Total (A)	53,68,010	54.87	5,86,990	59,55,000	55.65	
B. Others						
Snehal Shah	-	-	30,000	30,000	0.28	NA
Navroze Shiamak Marshall	-	-	18,000	18,000	0.17	NA
Aarya Ketan Kotecha	-	-	18,000	18,000	0.17	NA
Riaz Batliwala	-	-	18,000	18,000	0.17	NA
Vipul Shantilal Shah	-	-	18,000	18,000	0.17	NA
Pankaj Prasoon	-	-	18,000	18,000	0.17	NA
Sandeep Ramdas Daga	-	-	18,000	18,000	0.17	NA
Miranda Tools Private Limited	-	-	18,000	18,000	0.17	Urvi Ashok Piramal-AAJPP8861F
Godiawala Tanmay Naimish	15890	0.16	12,300	28,190	0.26	NA
Xicon Power Products Private Limited	-	-	12,000	12,000	0.11	Vrajlata Jitendra Vyas-AAHPV6116F
Anand S Kothari	-	-	10,000	10,000	0.09	NA
Apurva Sunil Kothari	-	-	10,000	10,000	0.09	NA
Madhav Gupta	-	-	10,000	10,000	0.09	NA
Mita Ambrish Dalal	13575	0.14	10,000	23,575	0.22	NA
Dolly Nimish Sura	-	-	10,000	10,000	0.09	NA
Siddharth Parikh	-	-	9,000	9,000	0.08	NA
Deepali Khanna	-	-	8,500	8,500	0.08	NA
Bharati Harshad Parikh	-	-	8,000	8,000	0.07	NA
Danielle Siddharth Parikh	-	-	8,000	8,000	0.07	NA
Prashant Deorah	-	-	5,700	5,700	0.05	NA
Ashutosh Agarwal	-	-	5,000	5,000	0.05	NA
Nihar Nitin Mehta	-	-	5,000	5,000	0.05	NA
Ashvin Keshavlal Kapadia	1500	0.02	5,000	6,500	0.06	NA
Amita Ashvin Kapadia	-	-	5,000	5,000	0.05	NA
Riya Samit Mehta	-	-	5,000	5,000	0.05	NA
Arjun Samit Mehta	-	-	5,000	5,000	0.05	NA

Identity of the Proposed Allottees	Pre-Preferential Issue Shareholding		The maximum number of Equity shares proposed to be allotted upon full conversion of Warrants	Post Preferential Issue Shareholding		Ultimate Beneficial Owner
	No. of Shares	%		No. of Shares	%	
Bhartur Ramaswamy Vijayendra	-	-	5,000	5,000	0.05	NA
Byram Jeejeebhoy Family Office LLP	-	-	4,500	4,500	0.04	Jamshed Byram Jeejeebhoy - ADAPJ2518D
Shreyas Ramniklal Mehta	54500	0.56	4,000	58,500	0.55	NA
Darshan Yeshwant Mehta	-	-	3,600	3,600	0.03	NA
Aneri N Shroff	750	0.01	2,000	2,750	0.03	NA
Dhruvil Vasaiwala	300	0.00	2,000	2,300	0.02	NA
Plasteek LLP	-	-	2,000	2,000	0.02	Kabir V Bhartur - BJBPB3038G Pooja Bhartur - AHVPB6954A
Saahil Raj Kotak	28	0.00	1,800	1,828	0.02	NA
Venkatesan Arumugam	-	-	1,000	1,000	0.01	NA
Deepak Swarankar	-	-	1,000	1,000	0.01	NA
Vedant Nihar Mehta	-	-	1,000	1,000	0.01	NA
Shanay Nihar Mehta	-	-	1,000	1,000	0.01	NA
Ketan Krishnakant Godiawala	422	0.00	1,000	1,422	0.01	NA
Total (B)	86,965	0.89	3,29,400	4,16,365	3.89	
Total (A+B)	54,54,975	55.75	9,16,390	63,71,365	59.54	

Notes: For detailed holding of the Promoter and Promoter Group, please refer to shareholding pattern provided above.

There shall be no substantial change in management or control of the Company pursuant to the aforesaid issue of Equity Shares those arising from conversion of Warrants. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

11. Change in control if any in the Company that would occur consequent to the Preferential Issue:

There shall be no substantial change in management or control of the Company pursuant to the aforesaid issue of Equity Shares those arising from conversion of Warrants. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

12. Undertaking as to re-computation of price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings and lock-in of specified securities:

The Company shall re-compute the price of the Warrants and/or the number of equity shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

13. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotment on preferential basis during the year.

14. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable as the allotment will be made for cash.

15. Lock-in Period:

The Warrants and equity shares to be allotted on conversion of Warrants shall be locked-in for such period as may be specified under Regulations 167 and 168 of the ICDR Regulations.

The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in as specified under Regulation 167(6) of the ICDR Regulations.

16. Practicing Company Secretary Certificate:

A certificate from Mr. Sandip Sheth, partner of M/s Sandip Sheth & Associates a peer reviewed firm of Practicing Company Secretaries, Membership No. (FCS 5467, COP:- 4354), having his office at 518, Anand Mangal-III, Opp. Core House, Ambawadi, Ahmedabad - 380 006, certifying that the Preferential Issue of Warrants is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at https://www.dacl.co.in/upload/PDF/AGM%20Certificates%20for%20Pricing_638560942997754832.pdf.

17. SEBI Takeover code:

In the present case none of the Proposed Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures to stock exchanges.

18. Holding of shares in demat form, non-disposal of shares by the Proposed Allottees and lock-in period of shares:

The entire shareholding of the Proposed Allottees in the Company, if any is held by them in dematerialized form. The Proposed Allottees have not sold their shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of Warrants on preferential basis. The Proposed Allottees have Permanent Account Number. The entire pre preferential allotment shareholding of such allottees shall be under lock-in as required under Regulation 167 of ICDR Regulations.

19. Listing:

The Company will make an application to BSE and NSE at which the existing equity shares are presently listed, for listing of the equity shares that will be issued on conversion of Warrants. Such equity shares, once allotted, shall rank *pari passu* with the then existing equity shares of the Company, in all respects, including voting rights and dividend.

20. Compliances:

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

21. Current and proposed status of the Proposed Allottees post the preferential issues namely, promoter or non-promoter:

Amit Mahendrakumar Mehta, Cherry A Mehta, Mohak Amit Mehta, Harsh Amit Mehta, S Amit Speciality Chemicals Private Limited, Perfo Chem India Private Limited, Pinakin Kantilal Patel, Finorga (India) Private Limited, Surbhi Kishore Tanna and Hima Pinakin Patel belong to the promoter group of the

Company as on date of this notice. Further, upon the issuance and allotment of the Warrants, they will continue to be categorized as promoters and promoter Group of the Company.

Godiawala Tanmay Naimish, Mita Ambrish Dalal, Ashvin Keshavlal Kapadia, Shreyas Ramniklal Mehta, Aneri N Shroff, Dhrumil Vasaiwala, Saahil Raj Kotak and Ketan Krishnakant Godiawala are an existing shareholder and are categorized as public shareholders of the Company as on date of this notice. Upon the issuance and allotment of the Warrants, they will continue to be categorized as a public shareholder of the Company.

Presently, Snehal Shah, Navroze Shiamak Marshall, Aarya Ketan Kotecha, Riaz Batliwala, Vipul Shantilal Shah, Pankaj Prasoon, Sandeep Ramdas Daga, Miranda Tools Private Limited, Xicon Power Products Private Limited, Anand S Kothari, Apurva Sunil Kothari, Madhav Gupta, Dolly Nimish Sura, Siddharth Parikh, Deepali Khanna, Bharati Harshad Parikh, Danielle Siddharth Parikh, Prashant Deorah, Ashutosh Agarwal, Nihar Nitin Mehta, Amita Ashvin Kapadia, Riya Samit Mehta, Arjun Samit Mehta, Bhartur Ramaswamy Vijayendra, Byram Jeejeebhoy Family Office LLP, Darshan Yeshwant Mehta, Plasteek LLP, Venkatesan Arumugam, Deepak Swarankar, Vedant Nihar Mehta and Shanay Nihar Mehta are not the shareholders of the Company. Upon the issuance and allotment of the Warrants, they will be categorized as public shareholders of the Company.

22. Monitoring Agency:

Since the issue size is below One hundred Crores Rupees, the appointment of Credit Rating Agency registered with SEBI is not required pursuant to Regulation 162A of ICDR Regulations.

23. Principal terms of assets charged as securities:

Not Applicable

24. Other disclosures/undertaking:

- a) The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations are not applicable.
- b) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- c) None of Directors or Promoters of the Company are fugitive economic offenders as defined under the ICDR Regulations.
- d) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- e) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed.
- f) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- g) Since the equity shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- h) The Proposed Allottees including the promoter and promoter group have not sold or transferred any equity shares during 90 trading days preceding the Relevant Date.

- i) The equity shares held by the Proposed Allottees in the Company are in dematerialized form only.
- j) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.
- k) The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.
- l) The Company is eligible to make the Preferential Allotment under Chapter V of the ICDR Regulations.
- m) The Proposed Allottees have further confirmed that the Proposed Allottees shall be an entity eligible under ICDR Regulations to undertake the preferential issue.

25. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Allotment is proposed to be made to both Promoters and Non-Promoters.

- 26.** Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

27. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, *inter alia*, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares/convertible warrants, such shares/ convertible warrants shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to create, offer, issue and allot convertible Warrants as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and non-promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

Except, as specify in this notice none of the promoter and promoter group, Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution except to the extent to their shareholding in the Company.

A copy of the Memorandum of Association of the Company duly amended, Valuation Certification, PCS certificates and such other documents which are mentioned elsewhere in the proposed resolution will be available for inspection in the manner provided in this Notice.

The board recommends the said resolution No. 8 to be passed as a special resolution.

Place : Vadodara

Date : July 09, 2024

CIN NO: L24110GJ1976PLC002905

REGISTERED OFFICE:

Plot No.13, PCC Area,
P.O. Petrochemicals,
Vadodara –391 350

By Order of the Board

Hemaxi Pawar
Company Secretary
Membership No.: A52581

Annexure to the Notice

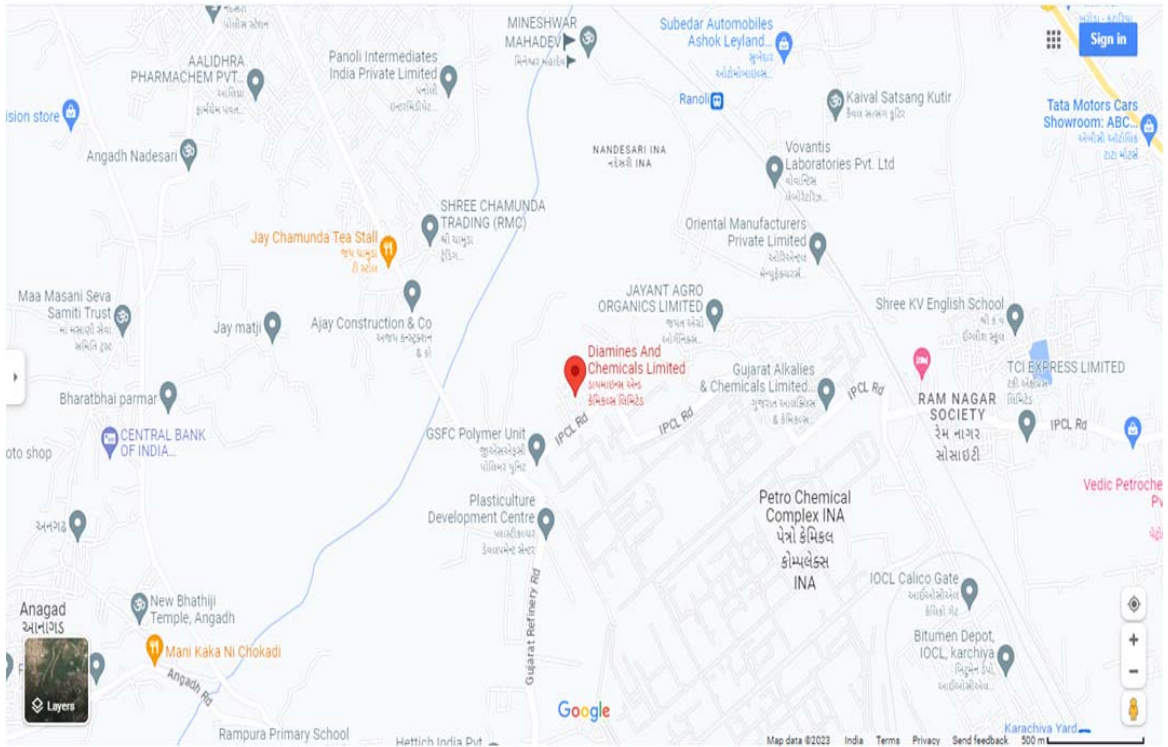
**DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT
IN 48TH ANNUAL GENERAL MEETING**

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)

Name of Director	Mr. Amit Mehta	Mr. Dhruv Mehta
Date of birth	15.06.1954	26.07.1961
Date of Appointment on Board	01.04.2023	03.12.2019
Brief Profile/Experience/Expertise in specific functional area	Mr. Amit Mehta, age 69 years, is a B. Sc. Chemistry Graduate from St. Xavier's College, Mumbai University and has a very vast experience of Chemical sector. Mr. Amit Mehta is an eminent entrepreneur, having more than 40 Years of experience in the business of chemicals.	He has rich experience of more than 2 decades in Corporate Finance, Investment banking, Wealth Management, in the area of Products & in depth knowledge on a range of financial products including bonds, equities, mutual funds, private equity funds, real estate funds & structured products. He has Strong relationships with Fund Managers, CEO's and Economists across various AMC's and Banks. He is Founder Chairman of Foundation of Independent Financial Advisors (FIFA), since its inception on 15 th February, 2012
Qualifications	B. Sc. Chemistry	CA and CMA
Terms and conditions of appointment/ re-appointment	3 Years	5 Years
Details of remunerations ought to be paid	As per resolution approved by members by postal ballot on March 30, 2024	NA
Remuneration last drawn by such person, if applicable	133.05 lakhs (FY 2023-24)	NA
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not Related	Not Related
Number of Meetings of the Board attended during the year	4	3

Name of Director	Mr. Amit Mehta	Mr. Dhruv Mehta
Directorship/Designated Partnership held in other companies	<ol style="list-style-type: none"> 1. Perfo Chem (I) Pvt. Ltd. 2. S. Amit Specialty Chemicals Private Limited 3. Insight Healthscan Pvt. Ltd. 4. Topnotch Reality Pvt. Ltd. 5. Pinami Reality Pvt. Ltd. 6. Finorga (I) Private Limited 7. Value E-Healthcare Ltd. 8. Fyra Insights Pvt. Ltd. 9. Global Local Lifestyle Services Private Limited 10. DACL Fine Chem Limited 11. KLJ Organic Diamines Ltd. 12. Hi End Property Developers LLP 13. Express Interiors & Contractors LLP 14. Reaxa Chemistry Solutions LLP 15. Mohar Properties And Trading LLP 16. Agreo Solutions LLP 17. Locobiz Innovations Pvt. Ltd. 	<ol style="list-style-type: none"> 1. Shriram Asset Management Company Limited 2. Shriram Wealth Limited 3. Foundation of Independent Financial Advisors 4. Malabar Capital Advisors Private Limited 5. Malabar Capital Pvt. Ltd. 6. Institution For Mutual Fund Intermediaries 7. Sapient Wealth Advisors and Brokers Private Limited 8. Karuv Management Services LLP 9. RDVM Partners LLP 10. Mastermind JPin Investments Managers LLP
Membership/Chairmanship of committees of other companies*	<p><u>Diamines and Chemicals Limited</u> Chairperson - Corporate Social Responsibility Committee Member - Stakeholders Relationship committee</p>	<p><u>Diamines and Chemicals Limited</u> Chairperson – Audit Committee, Project Investment Finance Committee Member – Nomination and Remuneration Committee <u>Shriram Asset Management Company Limited</u> Member – Stakeholder Relationship committee Chairperson of Foundation of Independent Financial Advisor</p>
Shareholding in the company	12,57,080	45,000

**ROUTE MAP:-
Venue to the 48th AGM of the Company**



**Diamines And Chemicals Limited
Chemical Manufacturer**

📍 Plot No. 13, PCC Area, P.O. Petrochemical, Vadodra, Gujarat 391450

🌐 dacl.co.in

☎ 0265 353 4200

Scan and Reach



ATTENDANCE SLIP

CIN NO: **L24110GJ1976PLC002905**

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

REGISTERED OFFICE: Plot No.13, PCC Area, P.O. Petrochemicals, Vadodara – 391 350

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

I/We hereby record my/our presence at the 48th Annual General Meeting held at Plot No.13, PCC Area, P.O. Petrochemicals, Vadodara –391 350 at **11:00 PM on Thursday, 1st August, 2024.**

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 – 391 350

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
- 2) Name: _____
 Address: _____

 E-mail Id:
 Signature: _____, or failing him
- 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 48th (Forty-Eighth) Annual General Meeting of the Company, to be held on the **1st day of August, 2024 at 11:00 AM** at Registered office of the Company situated at Plot No. 13, PCC Area, P. O. Petrochemicals, Vadodara – 391 350 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 Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2024 together with the Reports of the Board of Directors' and Auditors' thereon including the Audited Consolidated Financial Statement of the Company for the year ended on March 31, 2024.
- 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 declare Final Dividend of ₹ 2.50 per Ordinary (Equity) share of ₹ 10/- each for the financial year 2023-2024.
- 4) Ratification of Remuneration to Cost Auditor
- 5) Continuation of term of Mr. Amit Mehta (DIN: 00073907) as an Executive Chairman upon attaining age of Seventy Years
- 6) Re-appointment of Mr. Dhruv Mehta (DIN: 02083226) as an Independent Non-Executive Director of the company
- 7) 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 other Non-Executive of the Company for the Financial Year 2025-26
- 8) Issue of warrants on preferential basis to the person / entity belonging to the promoter / promoter group and non-promoter category

Sign this _____ day of _____ 2024

Signature of Shareholder: _____

Signature of proxy holder (s): _____



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.

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 – 391 350

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.	Particulars	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1)	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2024 together with the Reports of the Board of Directors' and Auditors' thereon including the Audited Consolidated Financial Statement of the Company for the year ended on March 31, 2024.			
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 declare Final Dividend of ₹ 2.50 per Ordinary (Equity) share of ₹ 10/- each for the financial year 2023-2024.			
4)	Ratification of Remuneration to Cost Auditor			
5)	Continuation of term of Mr. Amit Mehta (DIN: 00073907) as an Executive Chairman upon attaining age of Seventy Years			
6)	Re-appointment of Mr. Dhruv Mehta (DIN: 02083226) as an Independent Non-Executive Director of the company			
7)	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 other Non-Executive of the Company for the Financial Year 2025-26			
8)	Issue of warrants on preferential basis to the person / entity belonging to the promoter / promoter group and non-promoter category			

Place:

Date:

 (Signature of Shareholder)

To

If undelivered, please return to



Diamines and Chemicals Limited

Regd Office :
Plot No. 13, PCC Area, P.O. Petrochemicals,
Vadodara - 391 350.