

FORM No. MGT-13 + E-Voting Report

Consolidated Report of Scrutinizer(s)

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

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

Dear Sir,

Subject: 47th (Forty Seventh) Annual General Meeting of the Equity Shareholders of M/s. Diamines and Chemicals Limited held on Wednesday, the 21st day of June, 2023 at 1.00 P.M. at the registered office of the Company at Plot No. 13, PCC Area, P. O. Petrochemicals, Vadodara - 391346, Gujarat.

A. Appointment as Scrutinizer:

We, Sandip Sheth & Associates, Practicing Company Secretaries, have been appointed by the resolution passed by Board of Directors of the Diamines and Chemicals Limited as Scrutinizer(s) pursuant to provisions of Section 108 & 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the voting by poll & Remote E-voting taken on the below mentioned resolution(s), at the 47th (Forty Seventh) Annual General Meeting of the Equity Shareholders of Diamines and Chemicals Limited held on Wednesday the 21st day of June, 2023 at 1.00 P.M. at the registered office of the Company at Plot No. O. Petrochemicals, Vadodara - 391346, Gujarat, India.

B. Dispatch of Notice:

The Company has represented to us that, as on 14th June, 2023 (Cut-off Date) there were total 14,702 (Fourteen Thousand Seven Hundred and Two only) Members of the Company. However, the notice of 47th Annual General Meeting was sent to all the Members in the following manner:

Consolidated Report of Scrutinizer: 47th Annual General Meeting



- a) The Company's Registrar and Share Transfer Agents viz. Link Intime India Private Limited, Share Transfer Agent Limited has sent the notice of 47th Annual General Meeting by email on 26th May, 2023 to 10,962 (Ten Thousand Nine Hundred and Sixty Two only) Members of the Company whose e-mails addresses were registered in the records of the Depository Participants/Company/Link Intime. A summarized statement of the e-mails sent on 26th May, 2023 is as under:

Sr. No.	Description	Date of Dispatch	Number of Records	
			No. of Emails	No. of Folios
1.	Total Registered Email Ids	26 th May, 2023	10,962	10,962
2.	No. of Emails Bounced Back		508	508
3.	Total valid Emails Sent	26 th May, 2023	10,454	10,454

- b) The Company has sent the notice of 47th Annual General meeting through physical mode to total 2,829 (Two Thousand Eight Hundred and Twenty Nine only) Members at their registered addresses, as per their names appearing in the Register of Members as on i.e. 19th May, 2023.
- c) There were in total Nil undelivered envelopes containing the 47th Annual General Meeting notice/Annual Report of the Company. The Company has issued 6 (Six only) Annual Report by way of Courier/Registered Post, to those shareholders who made oral/written requests to the Company after the date of dispatch.

C. Newspaper Advertisement:

1. The dispatches were completed on 26th May, 2023 and as prescribed in Rule 20(4) (v) of the said Rules, the Company also published the notice through newspaper advertisement, Business Standard (English Language) and in Vadodara Samachar (Gujarati Language) newspapers on Saturday, the 27th day of May, 2023.
2. The notice of the 47th Annual General Meeting along with Annual Report was placed on the website of the Company https://www.dacl.co.in/upload/PDF/2022-2023%20E2%80%93%20DACL%20Annual%20Report_638211927296233181.pdf forthwith after the notice is sent to the members.



D. Other Relevant Factors For Remote E-Voting and Poll Process:

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

- a) The management of the Company is responsible to ensure the compliances with the requirements of the provisions of the Companies Act, 2013 and Rules relating to voting on the resolutions contained in the Notice to the 47th (Forty Seventh) Annual General Meeting of the Equity Shareholders of the Company.
- b) Our responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer's Report of the votes casted-"in favour" or "against" the resolutions stated below, based on the scrutiny of the polling papers circulated at the Annual General Meeting and on the basis of the reports generated from the e-voting system provided by the Link Intime India Private Limited (Link Intime), the authorized agency to provide remote e-voting facility, appointed by the Company.
- c) All the specimen signatures of the members who have voted through physical mode have been verified with the specimen signature record maintained by the Company's Registrar and Share Transfer agents viz. Link Intime India Private Limited located at B Tower, 102 & 103, Shangrila Complex, 1st floor, Opp HDFC Bank. Near Radhakrishna Char Rasta, Akota, Vadodara - 390020, and we have relied on the authentication/certification given by them for the same.
- d) The voting rights in respect of 1,50,698 (One Lac Fifty Thousand Six Hundred and Ninety Eight only) Equity shares have been freezed since the same shares lying in/transferred to the Investor Education and Protection Fund Authority (Ministry of Corporate Affairs) in pursuance of applicable provisions of the Companies Act, 2013 and Rules made here under and voting rights in respect of 3,303 Equity shares have been freezed since the same were lying in Bonus Suspense account and hence for the purpose of calculation of eligible vote cast, we have considered following parameters.

A. Paid Up Shares: 97,83,240 Equity Shares of Rs. 10/- each

B. Voting Rights Freezed for IEPF Shares: 1,50,698 Equity Shares of Rs. 10/- each

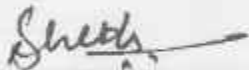
C. Voting Rights Freezed for Bonus Shares lying in Suspense Account: 3,303 Equity Shares of Rs. 10/- each

D. Eligible Shares for Voting: 96,29,239 Equity Shares (A (-) B (-) C)

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

A. Relating to Remote E-Voting:

- a) The remote e-voting period remained open from Saturday, the 17th day of June, 2023 @ 9.00 hours (IST) and ended on Tuesday, the 20th day of June, 2023 @ 17.00 hours (IST).
- b) The members of the Company as on "cut-off" date viz. Wednesday the 14th day of June, 2023, were entitled to vote on the resolutions stated in the Notice of the 47th (Forty Seventh) Annual General Meeting
- c) The Votes casted were subsequently unblocked by us on 21st June, 2023 at 3.00 p.m. (after counting the votes cast at the Annual General Meeting) in the presence of two witnesses, whose names are mentioned below, who are not in employment of the Company and electronic ballots were diligently scrutinized by us.



(Mr. Sandip Sheth)



(Mr. Soham Darji)

- d) The electronic ballots were reconciled with records maintained by the Company/Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
- e) Particulars of all the Physical Ballot Forms received from the Members and e-voting data received from Link Intime India Private Limited (Instavote Platform) have been entered in a separate register maintained for the polling papers. Thereafter, the details of members, who have voted "For", "Against" each of the resolutions permitted for remote e-voting, were prepared based on report generated from the e-voting website of Link Intime.

B. For Poll at the Annual General Meeting:

- a) The poll was conducted together on all the Item Nos. 1 to 8 the agenda at the Annual General Meeting at the end of discussion on all the resolutions.
- b) The poll was conducted to enable the members of the Company who were present at the Annual General Meeting and could not cast their vote through Remote E-voting facility provided by the Company through Link Intime.
- c) After ensuring that all the members who desire to cast their vote through poll have exercised their right to vote on poll and after seeking permission from the Chairman of the 47th (Forty Seventh) Annual General Meeting, ballot box kept for polling was sealed in our presence with due identification marks.

- d) The sealed ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
 - e) The poll/ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. Moreover, poll papers of those members who already cast their vote through Remote E-Voting process were also required to be treated as invalid.
1. **In physical poll/ballot paper** out of total 16 (Sixteen) Members representing 60,900 (Sixty Thousand Nine Hundred only) Equity Shares, have voted through physical ballot/poll at the time of Annual General Meeting. Out of the physical ballots, no ballot paper was found to be invalid, whereas remaining Shareholders present at the meeting have not voted for all the resolutions and where as some shareholders have already voted through remote E Voting facility provided by the Company and hence they have not voted through poll/ballot paper at the time of Annual General Meeting.

With respect to Resolution No. 1, in physical ballot 16 (Sixteen) Members representing 60,900 (Sixty Thousand Nine Hundred only) Equity Shares had given their consent, with respect to Resolution No. 2, in physical ballot 16 (Sixteen) Members representing 60,900 (Sixty Thousand Nine Hundred only) Equity Shares had given their consent, with respect to Resolution No. 3, in physical ballot 16 (Sixteen) Members representing 60,900 (Sixty Thousand Nine Hundred only) Equity Shares had given their consent, with respect to Resolution No. 4, in physical ballot 16 (Sixteen) Members representing 60,900 (Sixty Thousand Nine Hundred only) Equity Shares had given their consent, with respect to Resolution No. 5, in in physical ballot 16 (Sixteen) Members representing 60,900 (Sixty Thousand Nine Hundred only) Equity Shares had given their consent, with respect to Resolution No. 6 in physical ballot 16 (Sixteen) Members representing 60,900 (Sixty Thousand Nine Hundred only) Equity Shares had given their consent, with respect to Resolution No. 7 in physical ballot 16 (Sixteen) Members representing 60,900 (Sixty Thousand Nine Hundred only) Equity Shares had given their consent and with respect to Resolution No. 8 in physical ballot 16 (Sixteen) Members representing 60,900 (Sixty Thousand Nine Hundred only) Equity Shares had given their consent.

2. Whereas in E Voting for Resolution No. 1, 37 (Thirty Seven) Shareholders holding 54,65,503 (Fifty Four Lacs Sixty Five Thousand Five Hundred and Three only) Equity Shares have voted in favor of the resolution, Whereas in E Voting for Resolution No. 2, 37 (Thirty Seven) Shareholders holding 54,65,503 (Fifty Four Lacs Sixty Five Thousand Five Hundred and Three only) Equity Shares have voted in favor of the resolution, Whereas in E Voting ~~for~~ Resolution No. 3, 37 (Thirty Seven) Shareholders holding 54,65,503 (Fifty Four Lacs Sixty Five Thousand Five Hundred and Three only) Equity Shares have voted in favor of the resolution, Whereas in E Voting for Resolution No. 4, 37 (Thirty Seven) Shareholders holding 54,65,503 (Fifty Four Lacs Sixty Five Thousand Five Hundred and Three only) Equity Shares have voted in favor of the resolution, Whereas in E Voting for Resolution No. 5, 36 (Thirty Six) Shareholders holding 54,65,491 (Fifty Four Lacs Sixty Five Thousand Four Hundred and Ninety One only) Equity Shares have voted in favor of the resolution while 1 (One) Shareholder holding 12 (Twelve only) Equity Shares have voted against the resolution, Whereas in E Voting for Resolution No. 6, 36 (Thirty Six) Shareholders holding 54,65,491 (Fifty Four Lacs Sixty Five Thousand Four Hundred and Ninety One only) Equity Shares have voted in favor of the resolution while 1 (One) Shareholder holding 12 (Twelve only) Equity Shares have voted against the resolution, Whereas in E Voting for Resolution No. 7, 37 (Thirty Seven) Shareholders holding 54,65,503 (Fifty Four Lacs Sixty Five Thousand Five Hundred and Three only) Equity Shares have voted in favor of the resolution and in E Voting for Resolution No. 8, 37 (Thirty Seven) Shareholders holding 54,65,503 (Fifty Four Lacs Sixty Five Thousand Five Hundred and Three only) Equity Shares have voted in favor of the resolution.

Based on such scrutiny of the Remote E-voting and polling process, the result of the voting is as under:



Ordinary Resolution - 1: Adoption and consideration of the Audited Standalone and Consolidated Financial statements for the year ended on 31st March, 2023.

(i) Voted in favour of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	37	54,65,503	100
Voting by Poll	16	60,900	100
Total	53	55,26,403	

(ii) Voted against the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	

(iii) Invalid votes:

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Ordinary Resolution as set forth in AGM Notice dated 8th May, 2023, be considered as carried by the requisite majority.

Consolidated Report of Scrutinizer: 47th Annual General Meeting



Ordinary Resolution - 2: Appointment of a Director in place of Mr. Rajendra Chhabra (DIN: 00093384), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	37	54,65,503	100
Voting by Poll	16	60,900	100
Total	53	55,26,403	

(ii) Voted against the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	

(iii) Invalid votes:

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Ordinary Resolution as set forth in AGM Notice dated 8th May, 2023, be considered as carried by the requisite majority.

Ordinary Resolution – 3: Declaration of dividend on Equity Shares

(i) Voted in favour of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	37	54,65,503	100
Voting by Poll	16	60,900	100
Total	53	55,26,403	

(ii) Voted against the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	

(iii) Invalid votes:

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Ordinary Resolution as set forth in AGM Notice dated 8th May, 2023, be considered as carried by the requisite majority.

Ordinary Resolution - 4: Re-appointment of Statutory Auditors and fixation of Remuneration

(i) Voted in favour of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	37	54,65,503	100
Voting by Poll	16	60,900	100
Total	53	55,26,403	

(ii) Voted against the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	

(iii) Invalid votes:

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Ordinary Resolution as set forth in AGM Notice dated 8th May, 2023, be considered as carried by the requisite majority.

Ordinary Resolution - 5: Ratification of Remuneration to the Cost Auditor

(i) Voted in favour of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	36	54,65,491	100
Voting by Poll	16	60,900	100
Total	52	55,26,391	

(ii) Voted against the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	1	12	0
Voting by Poll	0	0	0
Total	1	12	

(iii) Invalid votes:

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Ordinary Resolution as set forth in AGM Notice dated 8th May, 2023, be considered as carried by the requisite majority.

Special Resolution - 6: 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 other Non-Executive Director of the Company for the financial year 2023-24 (Till tenure of his current term):

(i) Voted in favour of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	36	54,65,491	100%
Voting by Poll	16	60,900	100
Total	52	55,26,391	

(ii) Voted against the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	1	12	0
Voting by Poll	0	0	0
Total	1	12	

(iii) Invalid votes:

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Special Resolution as set forth in AGM Notice dated 8th May, 2023, be considered as carried by the special majority.

Special Resolution - 7: Re-appointment of Mr. Amit Mehta (DIN: 00073907) as an Executive Chairman

(i) Voted in favour of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	37	54,65,503	100
Voting by Poll	16	60,900	100
Total	53	55,26,403	

(ii) Voted against the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	

(iii) Invalid votes:

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Special Resolution as set forth in AGM Notice 8th May, 2023, be considered as carried by the special majority.

Special Resolution - 8: Approval of application for listing of Equity Share Capital on Main Board of NSE

(i) Voted in favour of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	37	54,65,503	100
Voting by Poll	16	60,900	100
Total	53	55,26,403	

(ii) Voted against the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	

(iii) Invalid votes:

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Special Resolution as set forth in AGM Notice 8th May, 2023, be considered as carried by the special majority.

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

Thanking you,

For, Sandip Sheth & Associates
Practicing Company Secretaries
Firm Unique Code: P2001GJ041000
Firm Peer Review Regn. No.: 1428/2021



Mr. Prashant Prajapati
Partner
Membership No.: A 32597
CP No.: 12531

Place: Vadodara
Date: 22nd June, 2023

Countersigned by:

Mr. Amit Mehta
Chairman
DIN: 00073907

Place: Vadodara
Date: 22nd June, 2023