Diamines
Quality driven

May 30, 2019

To,
The Manager
Department of Corporate Relationships
BSE Limited,
25, P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Scrip Code: 500120

Sub: Submission of Annual Secretarial Compliance Report for the year ended on March 31, 2019

Dear Sir / Ma'am,

In compliance with SEBI Circular No. CIRICFD/CMD1/27/2019 dated 8th February 2019; please find enclosed copy of Annual Secretarial Compliance Report dated May 17, 2019 issued by Sandip Sheth & Associates, Practising Company Secretaries for the Financial Year 2018-19.

Kindly take the above mentioned information on records.

Thanking You,

Yours Faithfully,
For Diamines and Chemicals Limited

Hemaxi Pawar
Company Secretary

DIAMINES AND CHEMICALS LTD. Dist Baroda

Encl. As above

To,
The Board of Directors,
Diamines And Chemicals Limited
Plot No. 13, PCC Area,
P.O. Petrochemicals,
Vadodara - 391346, Gujarat.

Dear Sir/s,

Sub:- Annual Secretarial Compliance Report for the Financial Year 2018-19.

We have been engaged by Diamines And Chemicals Limited (hereinafter referred to as 'the listed entity') bearing CIN: L24110GJ1976PLC002905 whose equity shares are listed on BSE Limited (BSE) (Security Code 500120) to conduct an audit in terms of Regulation 24A of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively. Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue report thereon. Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involves such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report for the period 2018-19 is enclosed herewith as Annexure-A.

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

Date: 17th May, 2019
Place: Ahmedabad

Sandip Sheth
Partner
FCS: 5467
CP No.: 4354

Annex-A

ANNUAL SECRETARIAL COMPLIANCE REPORT
of Diamines And Chemicals Limited for the year ended March 31, 2019

[Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, Sandip Sheth And Associates, have examined:

(a) all the documents and records made available to us and explanation provided by *Diamines And Chemicals Limited* ("the listed entity"),
(b) the filings/ submissions made by the listed entity to the stock exchanges,
(c) website of the listed entity,
(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2019 ("Review Period") in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
(b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(d) Securities and Exchange Board of India (Depositories And Participants) Regulations, 2018

and circulars/guidelines issued thereunder, whereas we further report that there were no actions/events reported by the listed entity during the period under review for the following SEBI Regulations;

(a) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
(b) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
(c) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
(d) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013;
(e)Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

SANDIP SHETH & ASSOCIATES * COMPANY SECRETARIES * C.P.

518, Anand Mangal - III, Opp. Core House, Rajnagar Club Lane, Ambawadi, Ahmedabad - 380 006.
Ph. : (O) +91-79-30025119 M. : +91-9824025590 E-mail : sheth.sandip@gmail.com

We hereby report based on the above examination that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	*Compliance Requirement (Regulations/ circulars / guidelines including specific clause)*	*Deviations*	*Observations/Remarks of Practicing Company Secretary*
1	*Filling of Quarterly Corporate Governance Report under Regulation 27(2) of SEBI (LODR) Regulations, 2015*	*Filed late by two days*	*Late filed and paid fine for late filling as per the BSE Letter dated 31.01.19. The Board has filed action taken report to Stock Exchange on 13.02.2019.*
2	*Transfer of securities within 15 days by RTA from the date of receipt of documents under regulation 40(3)*	*Not complied time line for transfer*	*Certain transfer of shares after statutory time period of 15 days from the date of receipt of documents by RTA.*

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr No.	*Action Taken By*	*Details of Violation*	*Details of action taken eg., fines, warning letter, debarment etc.,*	*Observations/remarks of Practicing Company Secretary, if any*
1	*BSE-Filling of Quarterly Corporate Governance Report under Regulation 27(2) of SEBI (LODR) Regulations, 2015*	*Filed late by two days*	*Fine of Rs. 2000/- per day for default period plus applicable taxes*	*Late filed and paid fine for late filling as per the BSE Letter dated 31.01.19. The Board has filed action taken report to Stock Exchange on 13.02.2019.*

SANDIP SHETH & ASSOCIATES * COMPANY SECRETARIES * C.P. 4...

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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr No.	*Observation of Practicing Company in the Previous Report*	*Observations made in Secretarial Compliance Report for the year ended....(The years are to be mentioned)*	*Action taken by the listed entity, if any*	*Comments of Practicing Company Secretary on the actions taken by listed entity*
	No Comments are offered since this being first year of applicability of this Annual Secretarial Compliance Report to the Company.			

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

SANDIP SHETH & ASSOCIATES C.P. 4354 COMPANY SECRETARIES

Date: 17th May, 2019
Place: Ahmedabad

Sandip Sheth
Partner
FCS: 5467
CP No.: 4354