

NOTICE

NOTICE is hereby given that the **50th (Fiftieth)** Annual General Meeting (AGM) of the members of M/s. Diamines and Chemicals Limited will be held on **Wednesday, the 16th Day of September, 2026** at 10.30 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, 2026 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, 2026.
2. To appoint a Director in place of Mr. Tanmay Godiawala (DIN: 07084668) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. 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 ₹ 50,000/- (Rupees Fifty Thousand only) (Inclusive of all) plus applicable taxes, to M/s. S S Puranik & Associates (Firm Registration No: 100133) Cost & Management Accountants, Vadodara appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2026-27.”

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

4. Reappointment of Mr. Tanmay Godiawala (DIN: 07084668) as a Director

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 197, 198 of the Companies Act, 2013, read with Schedule V and other applicable provisions of the Companies Act, 2013, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to any other approval/ (s) as may be necessary, in consideration of the recommendation of Nomination and Remuneration Committee and further approval of Board of Directors, Mr. Tanmay Godiawala (DIN: 07084668) be and is hereby reappointed as a Director of the Company in the Category of Executive Director for a period of 3 (Three) years from February 06, 2027 to February 05, 2030, on terms and conditions including remuneration and duties as set out in the draft Agreement as placed before the members duly confirmed by the Chairman for the purpose of identification with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment as may be mutually agreed between the Board and Mr. Tanmay Godiawala, whose term of office shall be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the remuneration and perquisites including the monetary value thereof as specified in the draft Agreement may be varied, increased, expanded, enhanced, enlarged, widened or altered in accordance with the provisions relating to the payment of Managerial remuneration under the Companies Act, 2013 or any amendments thereof or re-enactments thereof and that the aforesaid Agreement between the Company and Mr. Tanmay Godiawala be suitably amended to give effect to the same in such manner as may be agreed to between the Board and Mr. Tanmay Godiawala, subject

to the condition that the remuneration shall not be exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT Mr. Amit M. Mehta, Executive Chairman of the Company be and are hereby authorized to enter into an Agreement on behalf of the Company with Mr. Tanmay Godiawala in terms of the aforesaid draft Agreement with modifications if any, and that the common seal of the Company be affixed thereto in the presence of Mr. Amit M. Mehta, Executive Chairman of the Company.”

“RESOLVED LASTLY THAT the Board of Directors of the Company (including Committee(s) of the Board), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution in the manner most beneficial to the company.”

5. Reappointment of Mr. Rajendra Chhabra as a Non-Executive Director in the category of professional Director

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

“RESOLVED THAT pursuant to the provisions of regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, Companies Act, 2013 read with rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), if any, and subject to any other approval/(s) as may be necessary, in consideration of the recommendation of Nomination and Remuneration Committee and further approval of Board of Directors, the Company hereby approves the term of reappointment of Mr. Rajendra Chhabra as Non-Executive Director in the category of Professional Director on the Board of the Company for the period of 3 years w.e.f. November 06, 2026 with such consulting fees/compensation as may be agreed by and between Board and Mr. Chhabra and whose term shall be liable to retire by rotation.”

“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.”

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 the other Non-Executive of the Company for the Financial Year 2026-2027

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 2026-2027 (from date of appointment on November 06, 2026 till March 31, 2027), 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.”

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 2027-2028

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 2027-2028, 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. Commission to Non-Executive Directors

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

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Companies Act, 2013, and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to all the statutory permissions, sanctions and approvals of any statutory authority(ies), as may be necessary, approval of the Company be and is hereby accorded for payment of Commission to the Director(s) of the Company who are not in the whole time employment of the Company, in accordance with and upto the limits laid down under provisions of section 197 of the Act, computed in manner specified in the Act, for a period of 5 (Five) years from the financial year commencing from April 01, 2026, in such manner and upto such extent as the Nomination and Remuneration Committee of the Board may decide, from time to time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and /or Nomination and Remuneration Committee constituted by the Board be and are hereby authorized to take all actions and do all such deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

Place : Vadodara

Date : May 18, 2026

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, September 19, 2024 & September 22, 2025, or any other circular will be issued from time to time (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 the Annual General Meeting physically at the Registered Office of the Company on September 16, 2026.
2. The Explanatory Statement, for Item No. 3 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, 4 & 5 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 **September 10, 2026 to September 16, 2026** (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 48 hours before 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 2018-19 and 2019-20 (Interim) are requested to claim their unclaimed dividend before August 31, 2026, and February 28, 2027 respectively. Members who have not en-cashed their above Dividend Warrants may approach 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.

The Company has sent reminders to the eligible holders whose dividend remains unpaid or unclaimed for a period of seven years from FY 2018-19 (Final).

11. 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.
12. 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.
13. 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 the Company's Registrar & Share Transfer Agent or to the Company Secretary at the registered office of the Company. Requisite forms are also available on the website of the Company www.dacl.co.in.

MUFG Intime India Private Limited, Registrar and Share Transfer Agent ("RTA") of the Company has developed a platform "SWAYAM" which is a secure, user-friendly web-based application that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

This application can be accessed at <https://swayam.in.mpms.mufg.com/>. The following are some of the features of application:

- Effective Resolution of Service Request - Generate and Track Service Requests/Complaints through SWAYAM
- Track Corporate Actions like Dividend/Interest/Bonus/split.
- PAN-based investments - Provides access to linked PAN accounts, Company wise holdings and security valuations.
- Effortlessly Raise request for Unpaid Amounts.
- Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.
- Statements - View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login - Enhances security for investors.

14. 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

15. 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.

16. 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.

17. 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 MUFG Intime India Private Limited (From 31.12.2024)
(Formerly known as Link Intime India Private Limited)

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

18. 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.

19. SEBI mandated all the listed companies shall 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.in.mpms.mufig.com/client-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.

With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing service request. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List.

Members holding shares in physical form are requested to dematerialize their holdings to eliminate risks associated with physical shares and to avail the benefits of dematerialization. Members may contact the Company's RTA for assistance in this regard.

20. SEBI has simplified the process and reduced the documentation requirements for issuance of duplicate share certificate. Duplicate Shares will be issued only in dematerialized form.

Documents* for issuance of Duplicate Share Certificate

- Value up to ₹ 10,000- Undertaking on plain paper (no notarisation required)
- Value above ₹ 10,000 and up to ₹ 10,00,000 - Affidavit-cum-Indemnity bond on a non-judicial stamp paper of appropriate value
- Value above ₹ 10,00,000 - 1) Affidavit-cum-Indemnity bond on a non-judicial stamp paper of appropriate value 2) FIR/Police Complaint

*In addition to the aforesaid documents, please refer website of RTA at MUFG Intime for the requirement of other relevant documents <https://web.in.mpms.mufig.com/client-downloads.html>

21. Pursuant to the mandate of SEBI, a special window was opened from July 07, 2025 to January 06, 2026 for re-lodgement of transfer deeds lodged prior to April 01, 2019 and rejected/returned due to deficiencies in documentation. Further, another special window has been opened from February 05, 2026 to February 04, 2027, to facilitate lodgement of transfer requests executed before April 01, 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents. Eligible shareholders are requested to submit the requisite documents before February 04, 2027 to Company/RTA. Securities transferred through this mechanism shall be credited only in dematerialized form and will remain under a one-year lock-in, during which they cannot be transferred, lien-marked, or pledged.

The Company has communicated the opening of this special window through newspaper advertisements which are available <https://dacl.co.in/investors-relation/#1718696729657-cc79a648-0f4a>

22. Pursuant to the Ministry of Corporate Affairs (MCA) advisory dated July 16, 2025, the Company had conducted a 100 Days Campaign titled "Saksham Niveshak" from July 28, 2025 to November 06, 2025 for shareholders having unclaimed dividends/ shares or pending KYC updation. Further, Companies have been directed to conduct a second 100 Days Campaign titled "Saksham Niveshak" from April 01, 2026 to July 09, 2026 for proactive shareholder engagement, timely processing of dividend claims, and outreach to shareholders having unclaimed dividends/shares, with a view to preventing transfer thereof to the IEPF. Shareholders may contact the Company's RTA for any assistance in this regard and may write to the Company at secretarial@dacl.co.in for further information on the campaign.

The IEPF Authority has additionally introduced an integrated digital platform to streamline claim processes and improve grievance redressal, accessible <https://iepfa.gov.in/login>. Shareholder/claimant may also contact the Authority by dialing five-digit short code 14453. The Contact details of IEPF officers are available at <https://www.iepf.gov.in/content/iepf/global/master/Home/ContactUs/IEPFContacts.html>.

23. 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.
24. 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.
25. Members holding more than one physical folios in identical order of names are requested to submit Form ISR-4 along with requisite KYC documents and share certificates to the Company/RTA for consolidation of holdings in one folio. The consolidated shares will be issued in dematerialized form only.
26. SEBI has made available an online dispute resolution mechanism through the SMART ODR Portal for the investors to raise disputes arising in the Indian Securities Market. After exhausting the options to resolve their grievances directly with the Company/RTA and through the SCORES platform, investors can initiate dispute resolution through the SMART ODR Portal. Link to access SMART ODR Portal is available <https://smartodr.in/login>
27. Your attention is invited on the Companies (Significant Beneficial Ownership) amendment Rules, 2019 as amended from time to time, issued by the Ministry of Corporate Affairs on February 8, 2019. As per said amended rules, a person is considered as a Significant Beneficial Owner if he/she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a company's shares or the right to exercise significant influence or control over the company. If any Shareholder is holding shares in the Company on behalf of other or fulfilling the criteria, the shareholder is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and within the permitted time frame.
28. 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.
29. 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; **73 Shareholders & 2123 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: **10 Shareholders & 283 Shares (from suspense account to IEPF)**
 - (iv) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year; **63 Shareholders & 1840 shares**

- (v) That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

30. 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.-13 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 September 09, 2026 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 50th Annual General Meeting (AGM) and the business at the 50th AGM may be transacted through such voting. The Company has entered into an agreement with M/S MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) 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 MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited) 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 LIPL, on all resolutions set forth in this Notice.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE VOTING ARE AS UNDER:

- The voting period begins on September 12, 2026 at 9:00 a.m. and ends on September 15, 2026 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 September 09, 2026, may cast their vote electronically. The e-voting module shall be disabled by MUFG Intime India Private Limited (Formerly Known as 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. 260452)

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders 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. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders 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 successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders 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 will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted 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 Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

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

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

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

- Login to DP website
- After Successful login, user shall navigate through “e-voting” option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date September 09, 2026 for e-voting may register for InstaVote as under:

- Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

- 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 **NSDL form**, shall provide 'D' above*
- ** *Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in '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).
 - Enter Image Verification (CAPTCHA) Code
 - Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on "**Login**" under 'SHARE HOLDER' tab.
 - A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click "Submit"
- d) Cast your vote electronically:
 - A. After successful login, you will be able to see the "Notification for e-voting".
 - B. Select 'View' icon.
 - C. E-voting page will appear.
 - D. 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).
 - E. 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 ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ 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). 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) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., **IN00000012345678**
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - b. 'Investor's Name - Enter Investor's Name as updated with DP.
 - c. 'Investor PAN' - Enter your 10-digit PAN.
 - 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 or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- e. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on “**Votes Entry**” tab under the Menu section.
- Enter the “**Event No.**” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- 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).
- 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.

OR

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the “Notification for e-voting”.
- Select “**View**” icon for “**Company’s Name / Event number**”.
- E-voting page will appear.
- Download sample vote file from “**Download Sample Vote File**” tab.
- Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “**Upload Vote File**” option.
- 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:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

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
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:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Click "**forgot password?**"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. 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:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body / Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body / Mutual Fund" tab
- Click "**forgot password?**"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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 Saturday, September 12, 2026 (9.00 a.m. IST) and ends on Tuesday, September 15, 2026 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on September 09, 2026, may cast their vote electronically. The e-voting module shall be disabled by MUFG 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.

Diamines And Chemicals Limited

CIN NO: L24110GJ1976PLC002905



- 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 September 09, 2026.
- 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 Tuesday, September 15, 2026 (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 Tuesday, September 15, 2026 (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 : May 18, 2026

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. Tanmay Godiawala is a Businessman, having more than 15 Years of experience in R&D, scale-up, technical sales, marketing and having exposure in both the service (manufacturing, application studies) and sales. He did his Msc Chemical Process Research and Development from University of Leeds, UK and possesses excellent skills, exposure and experience. He is also Director of various Chemical companies.

Mr. Tanmay Godiawala is Managing Director of Wholly Owned Subsidiary Company i.e. DACL Fine Chem Limited.

Mr. Tanmay Godiawala holds 21,690 equity share in the Company. He holds directorship/Partnership in the following companies/LLPs:

1. Finorga (India) Private Limited
2. DACL Fine Chem Limited
3. Reaxa Limited, UK
4. Agreo Solutions LLP (on behalf of Finorga (India) Private Limited)
5. Reaxa Chemistry Solution LLP
6. Godiawala Trading Corporation

It will be in the interest of the Company that Mr. Tanmay Godiawala continues as Director of the Company. He 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. Tanmay Godiawala, to whom the resolution relates, are interested or concerned, financially or otherwise in the Resolution.

ITEM NO.3: 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. S S Puranik & Associates (Firm Registration No: 100133), Cost & Management Accountants, to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2027.

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 2026-27 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. 4: Re-appointment of Mr. Tanmay Godiawala (DIN: 07084668) as a Director

The board of directors of the company, in its meeting held on February 06, 2024, appointed Mr. Tanmay Godiawala for a period of 3 (Three) years from February 06, 2024 as director in the category of Executive Director on the remuneration and other terms & conditions as approved by the board. Further term of his appointment is going to end on February 05, 2027. The Nomination and Remuneration Committee and Audit Committee has considered the matter and recommended the re-appointment of Mr. Tanmay Godiawala as Director in the category of Executive Director w.e.f. February 06, 2027, subject to the approval of members under the various applicable Sections of the Companies Act, 2013, read with Schedule V of the Companies Act, 2013.

Mr. Tanmay Godiawala is a Businessman, having more than 15 Years of experience in R&D; scale-up, technical sales, marketing and having exposure in both the service (manufacturing, application studies) and sales. He did his MSc Chemical Process Research and Development from University of Leeds, UK and possesses excellent skills, exposure, and experience. He is also Director of various Chemical companies.

Mr. Tanmay Godiawala is Managing Director of DACL Fine Chem Limited, wholly owned Subsidiary of Diamines and Chemicals Limited. The details of terms and conditions and the remuneration payable to Mr. Tanmay Godiawala, as a Director as contained in the draft agreement to be placed before the members for their approval are set out below:

Particulars	₹ (Per month)
BASIC SALARY	2,23,971
HOUSE RENT ALLOWANCE	91,954
LEAVE TRAVEL ALLOWANCE 1	8,000
LEAVE ENCASHMENT*	19,228
GROSS SALARY	3,43,153
EMPLOYER PF**	26,877
GRATUITY***	10,773
NATIONAL PENSION SCHEME	22,397
Monthly CTC	4,03,200
CTC (Annual)	48,38,400
Perquisite	Vehicle/ Car provided by the Company with Driver

* Leave Encashment payable on monthly basis as a part of Remuneration

** Company's contribution to Provident Fund as per rules of the company (not exceeding 12% p.m. of the basic salary)

*** Gratuity as per rules of the company (not exceeding 4.81% p.m. of the Basic salary)

Diamines And Chemicals Limited**CIN NO:L24110GJ1976PLC002905**

Subject to supervision and control of the Board of Directors of the Company, Director shall be in charge of affairs of the Company and exercise such functions and powers as may be entrusted to him by the Board of Directors from time to time.

The total aggregate of the remuneration paid to Mr. Tanmay Godiawala as per Part II of Section II of the Schedule V of the Companies Act, 2013 read with applicable Rules made thereunder.

In the event of loss or inadequacy of profits, he shall be paid the above remuneration, except commission on profits.

The Director shall be entitled to be reimbursed in respect of actual expenses incurred by him (including petrol, repairs, maintenance of Car, travelling, and entertainment etc.) for and on behalf of the company.

Mr. Tanmay Godiawala holds 21,690 Equity Shares in the Company and he holds directorship/designated Partnership in the following companies/LLPs.

1. Finorga (India) Private Limited 2. DACL Fine Chem Limited
3. Reaxa Limited, UK 4. Agreo solutions LLP (on behalf of Finorga (I) Private Limited)
5. Reaxa Chemistry Solutions LLP 6. Godiawala Trading Corporation

Statement containing information required to be given as per item (iv) of third proviso of Section II of part II of Schedule V of the Companies Act, 2013.

I.	GENERAL INFORMATION:		
(1)	Nature of Industry	Manufacturing range of Ethylene amines at its factory situated at Plot. No. 13, P.C.C Area, P.O. Petrochemicals, Vadodara – 391 350.	
(2)	Date of commencement of commercial production.	Existing Company and hence not applicable.	
(3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Existing Company and hence not applicable.	
(4)	Financial Performance based on given indicators. (As at 31 st March 2026)	Particulars	₹ in Lakhs
		Turnover (Net Sales)	4,308.15
		Operating Profit	(875.93)
		Net Profit/(Loss) Before Tax	(1,111.37)
		Debt Equity Ratio	-
		Current Ratio	5.58 Times
		Net Worth	16,358.67
(5)	Export Performance	The Company has achieved export Turnover FOB value of ₹ 287.74 for the Financial Year ended on March 31, 2026.	
(6)	Foreign Investments or collaborators, if any.	None	
II.	INFORMATION ABOUT THE APPOINTEE:		
(1)	Background Details	Mr. Tanmay Godiawala is a Businessman, having more than 15 Years of experience in R&D, scale-up, technical sales, marketing and having exposure in both the service (manufacturing, application studies) and sales. He did his MSc Chemical Process Research and Development from University of Leeds, UK and possesses excellent skills, exposure, and experience.	

		He is also Director of various Chemical companies.Mr. Tanmay Godiawala is Managing Director of DACL Fine Chem Limited, wholly owned Subsidiary of Diamines and Chemicals Limited.
(2)	Past Remuneration	₹ 39.17 lakhs (FY 2025-26)
(3)	Recognition or Awards	None
(4)	Job Profile and his suitability	Mr. Tanmay Godiawala as a Director is responsible for the day-to-day management of the Company and assisted by Senior Executives. He is working under the superintendence and control of the Board of Directors. He is responsible for all day to day activities of the Company. He has vast experience in the field of R&D, scale-up, technical sales, marketing and having exposure in both the service (manufacturing, application studies) and sales.
(5)	Remuneration Proposed	As mentioned in the abstract of remuneration given in the preceding paras.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The proposed remuneration is commensurate with skills and experience of the appointee. Mr. Tanmay Godiawala has been appointed as a Director. The remuneration proposed is in line with and prevailing in similar industry and having regard to the size of the Company.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	He is not directly and/or indirectly related with Promoters and/or Directors of the Company.
III.	OTHER INFORMATION:	
(1)	Reasons of loss or inadequate profits.	The company has witnessed decline in sales during FY 2025-26 is primarily attributable to adverse geopolitical developments that have impacted international demand and customer ordering patterns. These factors were largely external and beyond the Company's control. However, the appointment is for 3 years w.e.f. February 06, 2027, so for future uncertainty, it also considers to take schedule V of the Companies Act, 2013 in case of loss or inadequate profit.
(2)	Steps taken or proposed to be taken for improvement	Management is actively realigning its sales strategy and exploring alternate markets to mitigate the impact going forward.Though the prices of raw materials and products are influenced by external factors, the company is also making all possible efforts to improve the margins.
(3)	Expected increase in productivity and profits in measurable terms.	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. This will enable Company to improve its margin in years, continuing to good returns from Chemical industry.

IV.	DISCLOSURES:
(1)	The required disclosure to the shareholders of the Company about remuneration package of the managerial person and all elements of remuneration package such as salary, benefits, bonuses, stock options, pensions etc., of all the directors; details of fixed component and performance linked incentives along with the performance criteria; Service contract, notice period, severance fees; Stock option details, if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable has been made in this Notice, wherever applicable.

Re-appointment of Mr. Tanmay Godiawala as a Director of the Company and payment of remuneration to him requires approval of the members as Special Resolution. The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon in terms of the proviso of clause (B) of Section II of Part II of Schedule V of the Companies Act, 2013.

Consequently, the said resolution for re-appointment of Mr. Tanmay Godiawala as a Director in the category of Executive Director for a period of three (3) years w.e.f. February 06, 2027 on the remuneration as set out in the draft Agreement, approval of shareholders by way of Special Resolution. The Board recommends the resolution for the approval of Members of the Company.

All the required documents, letters, agreements as mentioned are available for inspection of the Members till the date of Annual General meeting on all working day during business hours.

Mr. Tanmay Godiawala is not related to any Director or Promoters of the Company. He is Managing Director of DACL Fine Chem Limited, Wholly Owned Subsidiary of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the aforesaid resolution except Mr. Tanmay Godiawala and recommend your acceptance thereof in the interest of the Company.

ITEM NO. 5: Reappointment of Mr. Rajendra Chhabra as Non-Executive Director in the category of Professional Director

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. Board felt that his knowledge, rich experience and strategic guidance has helped the Company to grow year by year and his continue guidance would be of immense benefit to the Company. The Board had appointed him as Non-Executive Director in the category of Professional Director for a period of 3 (Three) years with effect from November 06, 2020 in its meeting held on November 06, 2020 and reappointed w.e.f. November 06, 2023 in its Meeting held on August 04, 2023 and again reappointed w.e.f. November 06, 2026 in its Meeting held on May 18, 2026, subject to approval of the members. The reappointment of Mr. Rajendra Chhabra as Non-Executive Director in the Category of Professional Director by paying consultation fees on receipt of invoice raised by him on monthly basis and with mutual understanding between Board and Mr. Chhabra. He will continue as Non-Executive Director (NED).

Further, 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 for payment of fees or compensation.

The appointment and remuneration of Mr. Rajendra Chhabra was also recommended and reviewed by the Nomination and Remuneration Committee and Audit Committee of the Board subject to approval of the members. His term shall be liable to retire by rotation and eligible for the remuneration.

Mr. Rajendra Chhabra (DIN: 00093384)

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. The Board had appointed him as Non-Executive Director in the category of Professional Director for a period of 3 (Three) years with effect from November 06, 2020 in its meeting held on November 06, 2020 and has reappointed as Non-Executive Director in the category of Professional Director for a period of 3 (Three) years with effect from November 06, 2023 and November 06, 2026 in its meeting held on August 04, 2023 and May 18, 2026 respectively, subject to approval of Members.

Mr. Rajendra Chhabra holds 18,300 Equity shares in the company. He is the sole proprietor of R. S. Chhabra & Co.

It is therefore resolution as contained in Item No.5 proposed for the approval of shareholders by way of Special Resolution. The Board recommends the resolution for the approval of Members of the Company.

Except Mr. Rajendra Chhabra, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the accompanying Notice of the meeting. Mr. Rajendra Chhabra is not related to any Director of the Company.

ITEM NO. 6 & 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

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 Director had appointed him as Non-Executive Director in the category of Professional Director for a period of 3 (Three) years with effect from November 06, 2020 and has reappointed as Non-Executive Director in the category of Professional Director for a period of 3 (Three) years with effect from November 06, 2023 and November 06, 2026 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 2026-27 (from the date of appointment on November 06, 2026) and Financial Year 2027-28, requiring approval of members in terms of aforesaid provision.

Hence, a resolution as contained in Item No. 6 & 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: Commission to Non-Executive Directors

The Members had, at the Annual General Meeting of the Company held on September 19, 2016 and on July 20, 2021, passed an Special Resolution under Section 197 of the Companies Act, 2013, and approved the payment of commission to Non-Executive Directors of the Company, of a sum not exceeding one percent (1%) or three percent (3%) per annum of the net profits of the Company, calculated in accordance with the provisions of the Companies Act, 2013, subject to determination by the Board of Directors for each of the Non-Executive Directors for a period of five (5) years beginning with the financial year ended on April 01, 2026.

The approval was valid upto and including the financial year ended on March 31, 2031.

As per Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, all fees / compensation payable to Non-Executive Directors, including Independent Directors shall require approval of the Members at the Annual General Meeting.

The current competitive business environment, stringent accounting standards and corporate governance norms require considerably enhanced levels of involvement of the Directors in the decision-making process. The responsibility of the Directors has become more onerous and the Directors are required to devote more time and attention to the business of the Company. It is therefore proposed to continue the payment of commission to the Non-Executive Directors of the Company for a period of five (5) years commencing from the financial year beginning on April 01, 2026. The Board of Directors will determine each year, the amount to be paid as commission to the Non-Executive Directors which expression includes the Independent Directors which shall not exceed one percent (1%) or three percent (3%) of the net profits of the Company for that year, as computed in the manner referred to in Section 198 of the Companies Act, 2013.

In view of the above, Members approval is being sought pursuant to Sections 197, 198 and other applicable provisions of the Companies Act, 2013 and Regulation 17(6) of SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015, for the payment of commission to the Non-Executive Directors of the Company for a period of five (5) years commencing from April 01, 2026. The payment of commission would be in addition to the sitting fees payable for attending the meetings of the Board and Committees thereof.

All the Non-Executive Directors of the Company are interested in the Resolution set out at Item No.8 of the accompanying Notice, since it relates to their respective remuneration.

The Board of Directors accordingly recommends the passing of this special resolution.

Except all Non-Executive Directors, none of the other Directors and Key Managerial Personnel of the Company and relatives thereof, are concerned or interested, financially or otherwise in the said resolution.

Place : Vadodara

Date : May 18, 2026

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

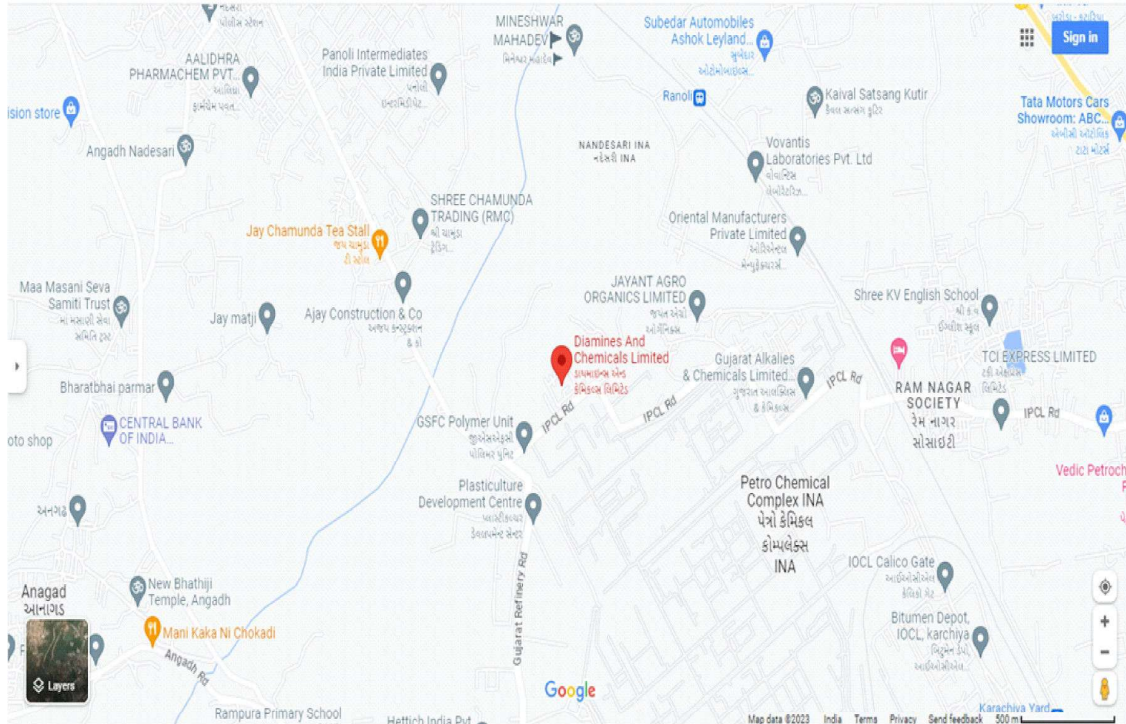
**DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT
IN 50TH ANNUAL GENERAL MEETING**

(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. Tanmay Godiawala	Mr. Rajendra Chhabra
Date of birth	November 02, 1986	July 20, 1963
Date of Appointment on Board	Re-appointment w.e.f. February 06, 2027, was approved by the Board in its meeting held on May 18, 2026	Re-appointment w.e.f. November 06, 2026, was approved by the Board in its meeting held on May 18, 2026
Brief Profile/Experience/Expertise in specific functional area	Mr. Tanmay Godiawala is a Businessman, having more than 15 Years of experience in R&D, scale-up, technical sales, marketing and having exposure in both the service (manufacturing, application studies) and sales. He did his MSc Chemical Process Research and Development from University of Leeds, UK and possesses excellent skills, exposure, and experience. He is also Director of various Chemical companies. Mr. Tanmay Godiawala is currently working as Director of the Company, and he is Managing Director of DACL Fine Chem Limited, wholly owned Subsidiary of Diamines and Chemicals Limited. He holds Directorship/designated partnership in following Companies/LLPs.	Mr. Rajendra Chhabra is a Practicing Chartered Accountant and has vast knowledge in the field of Accounts, taxation, project implementation system and Finance. He is associated with the company since 2001, during his tenure, he has played very active and significant role in setting up the complete transparency and integrity in finance functions of the Company. To avail his technical and professional expertise and to gain immense benefit from his profound experience and knowledge, currently he is a Professional Non-Executive Directors since November 06, 2020. He is the sole proprietor of R. S. Chhabra & Co.
Qualifications	M.SC Chemical	Chartered Accountant
Terms and conditions of appointment/ re-appointment	3 Years	3 Years
Details of remunerations ought to be paid	As per special resolution approved by members	1 lakh (per month)
Remuneration last drawn by such person, if applicable	39.17 lakhs (FY 2025-26)	12 lakhs (FY 2025-26)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA	NA
Number of Meetings of the Board attended during the year	5 (FY 2025-26)	5 (FY 2025-26)

Name of Director	Mr. Tanmay Godiawala	Mr. Rajendra Chhabra
Directorship/Designated Partnership held in other companies	1. Finorga (I) Pvt. Ltd. 2. DACL Fine Chem Limited 3. Reaxa Chemistry Solutions LLP 4. Reaxa Limited, UK 5. Godiawala Trading Corporation 6. Agreo Solutions LLP (on behalf of Finorga (I) Private Limited)	1. Sole Proprietorship in R. S. Chhabra & Co.
Membership/Chairmanship of committees of other companies*	<u>Diamines and Chemicals Limited</u> Member - Corporate Social Responsibility Committee	<u>Diamines and Chemicals Limited</u> Chairman - Stakeholders Relationship committee Member – Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee
Shareholding in the company	21690	18300

**ROUTE MAP:-
Venue to the 50th 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 50th Annual General Meeting held at Plot No.13, PCC Area, P.O. Petrochemicals, Vadodara –391 350 at **10:30 AM on Wednesday, the 16th day of September, 2026.**

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: _____, or failing him



.....
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 50th (Fiftieth) Annual General Meeting of the Company, to be held on the **16th day of September, 2026 at 10:30 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, 2026 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, 2026
- 2) To appoint a Director in place of Mr. Tanmay Godiawala (DIN: 07084668) who retires by rotation and being eligible, offers himself for re-appointment
- 3) Ratification of Remuneration of Cost Auditor
- 4) Reappointment of Mr. Tanmay Godiawala (DIN: 07084668) as a Director
- 5) Reappointment of Mr. Rajendra Chhabra as a Non-Executive Director in the category of professional Director
- 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 the other Non-Executive of the Company for the Financial Year 2026-2027
- 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 2027-2028
- 8) Commission to Non-Executive Directors

Sign this _____ day of _____ 2026

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, 2026 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, 2026			
2)	To appoint a Director in place of Mr. Tanmay Godiawala (DIN: 07084668) who retires by rotation and being eligible, offers himself for re-appointment			
3)	Ratification of Remuneration of Cost Auditor			
4)	Reappointment of Mr. Tanmay Godiawala (DIN: 07084668) as a Director			
5)	Reappointment of Mr. Rajendra Chhabra as a Non-Executive Director in the category of professional Director			
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 the other Non-Executive of the Company for the Financial Year 2026-2027			
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 2027-2028			
8)	Commission to Non-Executive Director			

Place:

Date:

(Signature of Shareholder)