



June 29, 2024

To,

BSE Limited
25, P. J. Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 500120

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra — Kurla Complex, Bandra (E)
Mumbai — 400 051
Symbol: DIAMINESQ

Sub. Notice convening the 48th Annual General Meeting of the Company

Dear Sir/Ma'am,

We hereby inform you that the 48th Annual General Meeting (AGM) of the Company will be held on Tuesday, July 23, 2024 at 11.00 AM at the Registered office of the Company situated at Plot No. 13, PCC Area, P.O. Petrochemicals, Vadodara- 391 350.

Please find enclosed herewith the Notice of the 48th Annual General Meeting of the Company.

Kindly take the same on record.

Thanking You.

Yours Faithfully,
For Diamines and Chemicals Limited

Hemaxi Pawar
Company Secretary
Membership No.: A52581

ENCL: As above

NOTICE

NOTICE is hereby given that the **48th (Forty-Eighth)** Annual General Meeting (AGM) of the members of M/s. Diamines and Chemicals Limited will be held at the Registered Office of the Company situated at Plot No. 13, PCC Area, P. O. Petrochemicals, Vadodara – 391 350 on **Tuesday, the 23rd Day of July, 2024** at 11.00 AM to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2024 together with the Reports of the Board of Directors' and Auditors' thereon including the Audited Consolidated Financial Statement of the Company for the year ended on March 31, 2024.
2. To appoint a Director in place of Mr. Amit Mehta (DIN: 00073907) who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare Final Dividend of ₹ 2.50 per Ordinary (Equity) share of ₹ 10/- each for the financial year 2023-2024.

SPECIAL BUSINESS:

4. Ratification of Remuneration to Cost Auditor

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

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

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

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

“RESOLVED THAT pursuant to provisions of section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded for continuation of term of Executive Chairman Mr. Amit Mehta (DIN: 00073907), who will attain the age of 70 (Seventy) years on June 15, 2024, and further all other terms and conditions shall remain same as approved by the Members in the Annual General Meeting held on June 21, 2023 and subsequent modification by Members as approved through Postal Ballot by passing Special Resolution on March 30, 2024.”

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

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

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

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

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time, Mr. Dhruv Mehta (DIN: 02083226), Independent Non-Executive Director of the Company, whose present term of office as an Independent Director expires on December 02, 2024 has given his consent for the re-appointment and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and the applicable Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from December 03, 2024 to December 02, 2029 and whose office shall not be liable to retire by rotation, as recommended by the Nomination and Remuneration Committee.”

“**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

7. To approve payment of Remuneration of Mr. Rajendra Chhabra as Non- Executive Director in the category of Professional Director exceeding fifty per cent of the total Remuneration/Compensation/ fees payable to all the other Non-Executive of the Company for the Financial Year 2025-26

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

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

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

Place : Vadodara
Date : May 24, 2024
CIN NO: L24110GJ1976PLC002905
REGISTERED OFFICE:
Plot No.13, PCC Area,
P.O. Petrochemicals,
Vadodara –391 350

By Order of the Board

Hemaxi Pawar
Company Secretary
Membership No.: A52581

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, May 05, 2022, December 28, 2022 & September 25, 2023 (collectively referred to as “MCA Circulars”) has allowed to hold Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. The Company prefers to hold Annual General Meeting physically at the Registered Office of the Company on July 23, 2024.
2. The Explanatory Statement, for Item No. 4 to 7 pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of this notice. The relevant details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, of persons seeking appointment / re-appointment as Directors under Item No. 2, 5 to 7 of the Notice, are also annexed.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXY FORM MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY GIVEN HEREUNDER, NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative together with specimen signatures of their authorized representatives to attend and vote on their behalf at the Meeting to the Registered office of the Company.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from **July 17, 2024 to July 23, 2024** (both days inclusive).
6. Members/Proxies are requested to bring their duly filled attendance slip along with their copy of annual report to the Meeting, for attending the Meeting.
7. Members, who hold shares in dematerialization form, are requested to bring their depository account number for identification.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Relevant documents, reports, orders, notice or other papers referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, between 11:00 a.m. to 1:00 p.m. up to the date of Annual General Meeting. Members seeking to inspect such documents can send advance intimation by writing request letter at least before 48 hours of Inspection.
10. Pursuant to applicable provisions of the Companies Act, 2013, as applicable from time to time, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to Investor Education and Protection Fund established by the Central Government.

Further, Members who have not claimed their Final dividend for the financial year 2016-17 are requested to claim their unclaimed dividend before August 25, 2024. Members who have not encashed their above Dividend Warrants may approach to the Company/RTA immediately for revalidation. The Company shall thereafter as mentioned above; process to transfer the unclaimed dividend amount to the Investor Education and Protection Fund and no claim shall lie against the Company for the said amount of unclaimed dividend so transferred.

11. To avoid loss of dividend warrants/DDs in transit and undue delay in respect of receipt of dividend warrants/DDs, the Company has provided a facility to the Members for remittance of dividend through the National Electronic Clearing System (NECS)/National Automated Clearing House (NACH). **It is in Members interest to avail NECS/NACH facility as it is quick and much convenient way of getting dividend directly in your bank account.** Members desirous of availing NECS/NACH facility are requested to submit bank particulars in ECS Mandate Form to the company's Registrar and share Transfer Agent. The format is available on the website of the Company at www.dacl.co.in or update bank details as mentioned in point no. 15 of Notes.
12. As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid / unclaimed for seven consecutive years or more have been transferred to the IEPF Account.
13. In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a duly signed physical copy of the same to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
14. SEBI has issued Circular No. SEBI / HO / MIRSD / MIRSD_RTAMB / P / CIR / 2021 / 655 dated November 3, 2021 and clarification vide Circular No. SEBI / HO / MIRSD / MIRSD_RTAMB / P / CIR / 2021 / 687 dated December 14, 2021 and Circular No. SEBI/ HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/ 37 dated March 16, 2023 and Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023, wherein SEBI has prescribed Common and Simplified Norms for processing Investor's Service Request by Registrar and Share Transfer Agent (RTA) of the Company.
15. SEBI vide these Circulars have mandated the furnishing of PAN, Address with PIN code, Email address, Mobile No., Bank Account details, Specimen Signature & Nomination by holders of physical securities and that from January 1, 2022, RTA has not processed any service requests or complaints received from the holder(s)/claimant(s), till PAN, KYC and Nomination documents/details etc. are received. The Company has sent reminders to the physical holders whose mandatory details are yet to be updated.
Members holding shares in physical form shall submit mandatory details to Company's Registrar & Share Transfer Agent or to the Company Secretary at the registered office of the Company. Requisite forms are also available on website of the Company www.dacl.co.in.
16. Members are requested to notify immediately:
 - (a) Any change in their residential address.
 - (b) Income-tax Permanent Account Number (PAN).
 - (c) Bank details – Name and address of the bank; A/c No.; type of A/c
 - (d) Nomination Details
 - (e) Email ID & Mobile Number
 - (f) Specimen Signature
17. Non-Resident Indian Shareholders are requested to inform the Company immediately:
 - (i) The change in the Residential Status on return to India for permanent settlement;
 - (ii) The particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
18. Members seeking any information or clarification relevant to the Financial Statement of the Company can send written request to the Company, at least ten days before the date of the Annual General Meeting. Replies will be provided in respect of such queries received only at the meeting.

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

M/s. Link Intime India Pvt. Ltd.

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

20. **The Company will not entertain any direct request from Members for deletion/change in the bank account details furnished by Depository Participants to the Company.**

21. SEBI has issued circular no SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, wherein SEBI mandated all the listed companies shall henceforth issue the securities in dematerialized form only while processing the following service request: i. Issue of duplicate securities certificate; ii. Claim from Unclaimed Suspense Account; iii. Renewal / Exchange of securities certificate; iv. Endorsement; v. Sub-division / Splitting of securities certificate; vi. Consolidation of securities certificates/ folios; vii. Transmission; viii. Transposition; The Shareholders/Claimants are requested to submit duly filled up Form ISR-4 available on website of RTA <https://web.linkintime.co.in/KYC-downloads.html> and website of Company www.dacl.co.in, along with the documents/details specified therein. For item nos. iii to viii above, shareholder/claimant are also requested to submit original securities certificate(s) to the RTA / Company for processing the above service requests.

The Company / RTA processes the service requests after verification of requisite documents and issue a 'Letter of confirmation' in lieu of physical share certificate(s), to the Shareholders / Claimants within 30 days of its receipt of request, for necessary action from their end.

22. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agent, for consolidation into a single folio. The share certificates will be returned to the members after making requisite changes thereon.
23. As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in Demat form; the nomination form may be filed with the respective Depository Participant.
24. The Company has made bonus issue of equity shares at the AGM held on July 12, 2011, and has made an allotment of Bonus shares on July 21, 2011 to the shareholders, who were eligible. Pursuant to Clause 5(A) of the erstwhile Listing agreement, shares which are unclaimed after necessary reminders given to the shareholders have already been credited to "Demat Suspense Account". Hence, the Company requests such shareholders, who have not yet claimed such bonus shares, that they communicate the Company's RTA and claim such shares at their end.
25. As per sub clause F of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company shall disclose the following details in its Annual Report, as long as there are shares in the suspense account:
- (i) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year; **96 Shareholders & 3303 shares**
 - (ii) Number of shareholders who approached issuer for transfer of shares from suspense account during the year: **NIL**
 - (iii) Number of shareholders to whom shares were transferred from suspense account during the year: **NIL**

- (iv) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year; **96 Shareholders & 3303 shares**
 - (v) That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.
26. In line with the measures of Green Initiative, Companies Act, 2013, provides for sending notice of the meeting along with annual report to the Members through electronic mode. Members holding shares in physical mode are requested to register their e-mail Id's with the Company/RTA/as procedure mentioned in point no.-15 of Notes. Members holding shares in dematerialised mode are requested to register their e-mail Id's with their respective DPs. If there is any change in the e-mail id already registered with the Company/RTA, Members are requested to immediately notify such change to the Company/RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

In compliance with the provisions of Section 108 of the Companies Act, 2013, and in accordance with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has fixed July 16, 2023 as the "cut-off date" to determine the eligibility to vote by electronic means or in the general meeting. A person whose name is recorded in the register of "remote e-voting" (e-voting from a place other than venue of the AGM), to enable them to cast their votes at the 48th Annual General Meeting (AGM) and the business at the 48th AGM may be transacted through such voting. The Company has entered into an agreement with M/s Link Intime India Private Limited (LI IPL) for facilitating e-voting to enable all its Shareholders to cast their vote electronically.

The facility for voting, either through electronic voting system or ballot/polling paper shall also be made available at the venue of the AGM, apart from the remote e-voting facility provided prior to the date of AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Mr. Sandip Sheth (Mem No. 5467) or failing him Mr. Prashant Prajapati (Mem No. 32597) of M/s. Sandip Sheth & Associates, the firm of Company Secretaries in whole time practice, as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. The Scrutinizer shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, during the remote e-voting and voting at the AGM, not later than 2 working days from the conclusion of the meeting, to the Chairman or a person, authorised by him in writing. The Chairman or a person, authorised by him in writing, shall declare the results of the AGM forthwith. The results declared along with the Scrutinizer's report shall be placed on the Company's website and on the website of LI IPL and shall be communicated to the Stock Exchanges.

1. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by LI IPL, on all resolutions set forth in this Notice.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE VOTING ARE AS UNDER:

- The voting period begins on July 19, 2024 at 9:00 a.m. and ends on July 22, 2024 at 5:00 p.m. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 16, 2024, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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

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

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

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

OR

User who have not registered for NSDL IDeAS facility:

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

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

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

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

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

OR

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

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

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

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

Individual Shareholders holding securities in demat mode with Depository Participant:

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

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

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

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

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

A. User ID:

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

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

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

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

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

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

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

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

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

Cast your vote electronically:

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

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

STEP 1 – Registration

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

STEP 2 –Investor Mapping

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

STEP 3 – Voting through remote e-voting.

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

METHOD 1 - VOTES ENTRY

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

- g) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- You will be able to see the notification for e-voting in inbox.
- Select ‘**View**’ icon for ‘**Company’s Name / Event number**’. E-voting page will appear.
- Download sample vote file from ‘Download Sample Vote File’ option.
- Cast your vote by selecting your desired option ‘Favour / Against’ in excel 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:

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

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

Forgot Password:

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

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

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

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

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

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

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

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

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

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

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

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

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

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

Other Instructions:

- The remote e-voting period commences on Friday, July 19, 2024 (9.00 a.m. IST) and ends on Monday, July 22, 2024 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on July 16, 2024, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on July 16, 2024.
- 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 Monday, July 22, 2024 (5.00 p.m. IST). Members have the option to request for physical copy of the Ballot Form by sending an e-mail to secretarial@dacl.co.in by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Monday, July 22, 2024 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.
A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- The Route Map to the venue of Annual General Meeting is annexed herewith this Notice.

Place : Vadodara

Date : May 24, 2024

CIN NO: L24110GJ1976PLC002905

REGISTERED OFFICE:

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

By Order of the Board

Hemaxi Pawar
Company Secretary
Membership No.: A52581

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 2:

Mr. Amit Mehta retires by rotation at the ensuing Annual General Meeting, and being eligible, has offered himself for reappointment.

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

Mr. Amit Mehta aged 69 years, is an eminent entrepreneur, having over 40 years' of experience in the business of chemicals. His skills and knowledge is of immense help to the Company in achieving desired sales target and in maintaining cordial relations with customers at large. He is also one of the Promoters of the Company.

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

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

It will be in the interest of the Company that Mr. Amit Mehta continues as Director of the Company. Mr. Amit Mehta is interested in this resolution since it relates to his reappointment.

Resolution placed at item no. 2 of the notice is recommended for approval of the Shareholders as ordinary resolution.

No Director, key managerial personnel or their relatives, except Mr. Amit Mehta, to whom the resolution relates, are interested or concerned in the Resolution.

ITEM NO. 4: Ratification of Remuneration to Cost Auditor

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

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

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

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

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

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

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

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

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

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

Mr. Dhruv Mehta was appointed as an Independent Non-Executive Director of the Company by the members at the Extra Ordinary Meeting of the Company Held on March 13, 2020 for a period of five consecutive years commencing from December 03, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Dhruv Mehta, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from December 03, 2024 to December 02, 2029.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and the applicable Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Dhruv Mehta fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for re-appointment of Mr. Dhruv Mehta as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company on any working day, except Saturday, between 11:00 am to 1:00 pm, upto and including the date of Annual General Meeting of the Company. Members seeking to inspect such documents can send advance intimation by writing request letter at least before 48 hours of Inspection.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Dhruv Mehta as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Dhruv Mehta as an Independent Director for another term of five consecutive years with effect from December 03, 2024 to December 02, 2029, for the approval by the shareholders of the Company.

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

Mr. Dhruv Mehta (DIN: 02083226)

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

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

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

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

ITEM NO. 7 To approve payment of Remuneration of Mr. Rajendra Chhabra as Non- Executive Director in the category of Professional Director exceeding fifty per cent of the total Remuneration/ Compensation/fees payable to all the other Non-Executive of the Company for the Financial Year 2025-26

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 listed entity is required to obtain the approval of members of the Company by way of Special Resolution for payment of remuneration to a single non-executive director exceeding 50% of the total remuneration payable to all non-executive directors. Mr. Rajendra Chhabra was an independent Director of the company and he was holding this position in the company since March 14, 2001. He is a Practicing Chartered Accountant. Mr. Chhabra has vast knowledge in the field of Accounts and Finance. During his tenure since 2001, he has played very active and significant role in setting up the complete transparency and integrity in finance functions of the Company and hence to get the benefit of his vast experience and strategic guidance, the Board of Directors has reappointed him as a Professional Non-Executive Directors for the period of 3 years with effect from November 06, 2023, for immense benefit to the Company.

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

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

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

Place : Vadodara

Date : May 24, 2024

CIN NO: L24110GJ1976PLC002905

REGISTERED OFFICE:

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

By Order of the Board

Hemaxi Pawar
Company Secretary
Membership No.: A52581

Annexure to the Notice

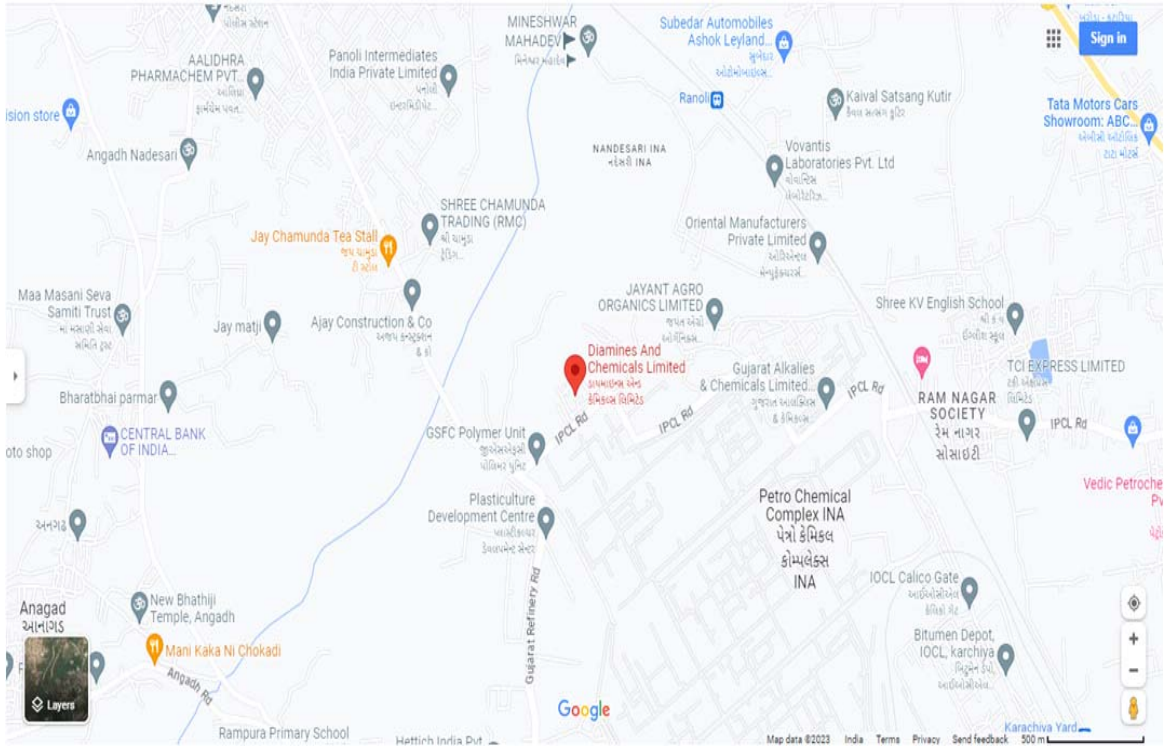
**DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT
IN 48TH ANNUAL GENERAL MEETING**

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

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

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

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



Diamines And Chemicals Limited
Chemical Manufacturer

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

🌐 dacl.co.in

☎ 0265 353 4200

Scan and Reach



ATTENDANCE SLIP

CIN NO: **L24110GJ1976PLC002905**

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

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

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

I/We hereby record my/our presence at the 48th Annual General Meeting held at Plot No.13, PCC Area,P.O. Petrochemicals,Vadodara –391 350 at **11:00 PM on Tuesday, the 23rd July, 2024.**

Regd. Folio/DP ID & Client ID	
Name and Address of the Shareholder (s):	
No. of shares held	
If Shareholder (s), Please Sign here	If Proxy, Please Sign here

Form No: MGT-11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN NO: **L24110GJ1976PLC002905**

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

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

Name of Member (s):

Registered Address:

E-mail Id:

Folio No/Client Id:

DP ID:

I/We, being the member (s) of _____, Shares of the above named Company, hereby appoint:

- 1) Name: _____
 Address: _____

 E-mail Id:
 Signature: _____, or failing him

- 2) Name: _____
 Address: _____

 E-mail Id:
 Signature: _____, or failing him

- 3) Name: _____
 Address: _____

 E-mail Id:
 Signature: _____,

.....
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 48th (Forty-Eighth) Annual General Meeting of the Company, to be held on the **23rd day of July, 2024 at 11:00 AM** at Registered office of the Company situated at Plot No. 13, PCC Area, P. O. Petrochemicals, Vadodara – 391 350 and/or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

- 1) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2024 together with the Reports of the Board of Directors' and Auditors' thereon including the Audited Consolidated Financial Statement of the Company for the year ended on March 31, 2024.
- 2) To appoint a Director in place of Mr. Amit Mehta (DIN: 00073907) who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To declare Final Dividend of ₹ 2.50 per Ordinary (Equity) share of Rs.10/- each for the financial year 2023-2024.
- 4) Ratification of Remuneration to Cost Auditor
- 5) Continuation of term of Mr. Amit Mehta (DIN: 00073907) as an Executive Chairman upon attaining age of Seventy Years
- 6) Re-appointment of Mr. Dhruv Mehta (DIN: 02083226) as an Independent Non-Executive Director of the company
- 7) To approve payment of Remuneration of Mr. Rajendra Chhabra as Non- Executive Director in the category of Professional Director exceeding fifty per cent of the total Remuneration/Compensation fees payable to all the other Non-Executive of the Company for the Financial Year 2025-26

Sign this _____ day of _____ 2024

Signature of Shareholder: _____

Signature of proxy holder (s): _____



Note: this form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

Form No: MGT-12
POLLING PAPER

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

CIN NO: **L24110GJ1976PLC002905**

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

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

BALLOT PAPER

Sr. No	Particulars	Details
1	Name of the First Named Shareholder (In Block Letters)	
2	Postal Address	
3	Registered Folio No. /*Client ID. No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Particulars	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2024 together with the Reports of the Board of Directors' and Auditors' thereon including the Audited Consolidated Financial Statement of the Company for the year ended on March 31, 2024.			
2	To appoint a Director in place of Mr. Amit Mehta (DIN: 00073907) who retires by rotation and being eligible, offers himself for re-appointment.			
3	To declare Final Dividend of ₹ 2.50 per Ordinary (Equity) share of ₹ 10/- each for the financial year 2023-2024.			
4	Ratification of Remuneration to Cost Auditor			
5	Continuation of term of Mr. Amit Mehta (DIN: 00073907) as an Executive Chairman upon attaining age of Seventy Years			
6	Re-appointment of Mr. Dhruv Mehta (DIN: 02083226) as an Independent Non-Executive Director of the company			
7	To approve payment of Remuneration of Mr. Rajendra Chhabra as Non- Executive Director in the category of Professional Director exceeding fifty per cent of the total Remuneration/Compensation fees payable to all the other Non-Executive of the Company for the Financial Year 2025-26			

Place:

Date:

(Signature of Shareholder)