

31st December, 2024

<p>To, Department of Corporate Services BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.</p> <p>Ref.: Scrip Code No. : 540701 (Equity) : 974556 and 975834 (Debt)</p>	<p>To, The Manager, Listing Department, National Stock Exchange of India Ltd. “Exchange Plaza”, C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051.</p> <p>Ref. : (i) Symbol – DCAL (ii) Series – EQ</p>
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SUB.: SUBMISSION OF NOTICE OF POSTAL BALLOT

Dear Sir,

With reference to the captioned subject, please find enclosed herewith the copy of Notice of Postal Ballot dated 13th November, 2024 regarding conduct of Postal Ballot pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, for obtaining the approval of Members of the Company on the following Special businesses, forming part of the Notice, by way of voting through electronic means only ("remote e-voting"):

Sr. No.	Special Business	Type of Resolution
1.	To confirm the appointment of Mr. Kulin N. Shah (DIN – 01863481), as an Independent Director for a first term of five consecutive years.	Special Resolution
2.	To approve alteration of Object Clause of Memorandum of Association as per provisions of Companies Act, 2013.	Special Resolution



Dishman Carbogen Amcis Ltd
Dishman Corporate House
Iscon-Bopal Road, Ambli,
Ahmedabad - 380058
Gujarat, India
CIN: L74900GJ2007PLC051338

+91 27 1742 0102
dishman@dishmangroup.com
www.imdcal.com



In this connection, Mr. Ashok P. Pathak, Practicing Company Secretary (Membership No. ACS: 9939 and CP No. 2662) of M/s. Ashok P. Pathak & Co., Ahmedabad has been appointed as the Scrutinizer by the Board of Directors of the Company in its meeting held on 13th November, 2024 for conducting the Postal Ballot/e-voting Process in a fair and transparent manner.

In accordance with relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India ("Circulars") Notice is being sent only through electronic mode today to all those Members whose email addresses are registered with the Company/ Registrar & Transfer Agent ("RTA") or Depositories as on Friday, 20th December, 2024 ("**cut-off date**") and the communication to assent/dissent of the Members on the resolutions proposed in this Notice will only take place through the remote e-voting system. In compliance with the requirements of the MCA Circulars, the hard copy of the Notice along with postal ballot form and postage prepaid self-addressed business reply envelope will not be sending to the members whose email address are not registered.

The Company has engaged the services of Central Depository Services (India) Limited for providing e-voting facility. The e-voting facility is available at www.evotingindia.com from **Thursday, 2nd January, 2025 at 09.00 A.M. (IST) and ends on Friday, 31st January, 2025 at 5.00 p.m. (IST).**

The Postal Ballot Notice is also available on the Company's website: www.imdcal.com.

Kindly take the same on your record.

Thanking you.

Yours faithfully,

For, Dishman Carbogen Amcis Limited

Shrima Dave
Company Secretary

Encl.: As above



DISHMAN CARBOGEN AMCIS LIMITED
CIN: L74900GJ2007PLC051338

Dishman Corporate House, Iscon-Bopal Road, Ambli, Ahmedabad - 380 058.

Tel.: 02717-420102/124

E-mail : grievance@imdcal.com Website : www.imdcal.com

NOTICE OF POSTAL BALLOT

(Notice pursuant to Sections 108 and 110 of the Companies Act, 2013)

Dear Members,

Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules 2014, the Company seeks the consent of the Members for the resolutions appended below. The explanatory statement pertaining to the below mentioned resolutions setting out the material facts and the reasons thereof is annexed hereto for your consideration and to exercise your voting right.

NOTICE is hereby given to the members of **DISHMAN CARBOGEN AMCIS LIMITED** (“**the Company**”) that the resolutions as set out below are proposed to be passed by the members by means of **Postal Ballot by way of voting through electronic means only** (“**remote e-voting**”) pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act 2013 (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”), *inter-alia*, for conducting Postal Ballot through e-voting vide General Circular numbers 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 03/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September, 2023, General Circular No. 09/2024 dated 19th September, 2024 (“**MCA Circulars**”) and Circular numbers SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133; SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/ 167; SEBI/HO/CFD/PoD-2/P/CIR/2023/4; SEBI/HO/CFD/CMD2/CIR/P/2022/62; SEBI/ HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) on 3rd October, 2024, 7th October, 2023, 5th January, 2023, 13th May, 2022, 15th January, 2021 and 12th May, 2020 respectively (“**SEBI Circulars**”) [hereinafter MCA Circulars and SEBI Circulars collectively referred to as “**the Circulars**”] and Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and pursuant to other applicable sections, rules, regulations, guidelines, as amended from time to time. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts pertaining to the resolutions is annexed to this Postal Ballot Notice (“**Notice**”) for consideration of the Members and forms part of this Notice.



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In compliance with the aforesaid provisions and the Circulars, this Notice is being sent only through electronic mode to all those Members whose email addresses are registered with the Company/ Registrar & Transfer Agent (“RTA”) or Depositories as on Friday, 20th December, 2024 (“**cut-off date**”) and the communication to assent/dissent of the Members on the resolutions proposed in this Notice will only take place through the remote e-voting system. If your email address is not registered with the Company/ RTA or Depositories, please follow the process provided in the notes to this Notice. The Notice is also available on the Company’s website <https://www.imdcal.com/investor-relations>.

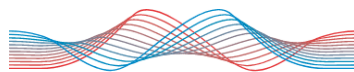
In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Company has engaged **Central Depository Services (India) Limited (“CDSL”)** for the purpose of providing remote e-voting facility to its Members. Members are requested to refer the instructions for remote e-voting given in the Notes to this Postal Ballot Notice for the process and manner in which remote e-voting is to be carried out.

The Board of Directors of the Company has appointed Mr. Ashok P. Pathak, Practicing Company Secretary (Membership No. ACS: 9939 and CP No. 2662) of M/s. Ashok P. Pathak & Co., Ahmedabad, as a Scrutinizer in accordance with the Companies (Management and Administration) Rules, 2014 for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

The Scrutinizer will submit his report to the Chairperson or any other person duly authorized by the Chairperson, after completion of the scrutiny of remote e-voting process. The results of the Postal Ballot shall be announced by the Chairperson or in his absence by authorized person on or before Tuesday, 4th February, 2025 at the Registered Office of the Company situated at “Dishman Corporate House”, Iscon-Bopal Road, Ambli, Ahmedabad – 380 058. The aforesaid result would be, intimated to the Stock Exchanges where the shares of the Company are listed and displayed along with the Scrutinizer’s report on Registered Office of the Company and also on the Company’s website <https://www.imdcal.com/investor-relations>.

In the event the draft resolutions as set out in the Notice are assented to by the requisite majority by means of remote e-voting, they shall be deemed to have been passed at a General Meeting.

The remote e-voting shall commence on Thursday, 2nd January, 2025 at 09.00 A.M. (IST) and will ends on Friday, 31st January, 2025 at 5.00 P.M. (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter.



Dishman Carbogen Amcis[®]

DISHMAN CARBOGEN AMCIS LIMITED

CIN: L74900GJ2007PLC051338

SPECIAL BUSINESS:

ITEM NO. 1

TO CONFIRM THE APPOINTMENT OF MR. KULIN N. SHAH (DIN – 01863481), AS AN INDEPENDENT DIRECTOR FOR A FIRST TERM OF FIVE CONSECUTIVE YEARS

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR" / "Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mr. Kulin Nalinkant Shah (DIN: 01863481), who was appointed as an Additional and Independent Director of the Company by the Board of Directors w.e.f. 13th November, 2024 pursuant to Section 161 of the Act and who is eligible for appointment and who has consented to act as a Director of the Company and also has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing, from a Member proposing his candidature for the office of the Independent Director of the Company, be and is hereby appointed as a Regular Director in Independent Director category, not liable to retire by rotation and to hold office for a first term of five (5) consecutive years up to 12th November, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board) 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."

ITEM NO. 2

TO APPROVE ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION AS PER PROVISIONS OF COMPANIES ACT, 2013

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and such other approvals, permissions and sanctions, as may be necessary, consent of the members be and is hereby accorded for alteration in the Objects Clause III (B) –



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“Objects Incidental or Ancillary to the attainment of the Main Objects” of the Memorandum of Association of the Company by inserting following new clauses:

Clause III (B) 47. To carry on the business of providing outsourcing services for all processes, sub processes, transactions, activities and all other work performed by business in various industries within India and across the world including but not limited to data, technical support, managed technical centre, data warehousing, database management, training centre, back office and data processing, customer relationship management, enterprises resources planning.

Clause III (B) 48. To carry on business of undertaking and providing various IT enabled services with respect to the activities including but not limited to accounting, auditing, human resources and payroll processing, software development, software solution, bulk messaging, bulk emailing, web hosting and services that are normally offered by the outsourcing business, IT services providers, the software development houses and application services providers.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board) 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 and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard.”

Registered Office
Dishman Corporate House,
Iscon-Bopal Road, Ambli,
Ahmedabad - 380 058

**By Order of the Board of Directors
of Dishman Carbogen Amcis Ltd.**

**Shrima Dave
Company Secretary**

Date : 13th November, 2024

NOTES:

1. Pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Act and Regulation 44 of SEBI (LODR) Regulations, 2015, assent/dissent of the members in respect of the Resolution(s) contained in the Notice dated 13th November, 2024 is being taken through Postal Ballot by way of voting through electronic means only ("remote e-voting").
2. The Explanatory Statement pursuant to Section 102 of the Act for the proposed Special Business setting out material facts is appended to the Postal Ballot Notice.
3. The Postal Ballot Notice is being sent to the members / beneficiaries, whose names appear in the Register of Members/Record of the Depositories as on **Friday, 20th**



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December, 2024 (“cut-off date”) and voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on the same date.

As permitted under the MCA Circulars, the Company is sending the Postal Ballot Notice electronically to all the members whose e-mail addresses are registered with the Company/RTA or with the depositories/depository participants and will not be sending the hard copy of the Notice along with postal ballot form and postage prepaid self-addressed business reply envelope, to the members whose email address are not registered. To facilitate such members to receive this Notice electronically and cast their vote electronically, members holding shares in physical mode and who have not registered/ updated their email addresses with the Company are requested to register/ update their email addresses by writing to the Company with details of folio number alongwith PAN (self attested scanned copy of PAN card) at grievance@imdc.com. While Members holding shares in dematerialized mode are requested to register/ update their email addresses with the relevant Depository Participant(s) only.

The Notice is also available on the Company’s website <https://www.imdc.com/investor-relations>.

As permitted under the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e- voting i.e. by casting votes electronically instead of submitting the postal ballot form. The communication of the assent or dissent of the members would only take place through the remote e-voting system.

4. Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged Central Depository Services (India) Limited (“CDSL”) to provide remote e-voting facility for its Members to cast their votes electronically.

The procedure with respect to remote e-voting are detailed hereinafter under "INSTRUCTION FOR REMOTE E-VOTING".

The remote e-voting period commence on Thursday, 2nd January, 2025 at 09.00 A.M. (IST) and ends on Friday, 31st January, 2025 at 5.00 P.M. (IST). During the said period, members of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

5. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address



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to the Company at grievance@imdcal.com and can be accessed via www.imdcal.com from the date hereof up to Friday, 31st January, 2025.

6. Members are requested to carefully read the notes mentioned in the Postal Ballot Notice. Vote shall be casted by Members on or before Friday, 31st January, 2025, by 5.00 p.m. (IST), any response received from the Members after that shall be treated as if no response is received in terms of Rule 22(12) of the Companies (Management and Administration) Rules, 2014.
7. The Board of Directors has appointed Mr. Ashok P. Pathak, Practicing Company Secretary (Membership No. ACS 9939 and CP No. 2662), of M/s. Ashok P. Pathak & Co., Ahmedabad, as Scrutinizer for conducting the Postal Ballot through remote e-Voting in a fair and transparent manner.
8. The Scrutinizer will submit the report to the Chairperson or any other person duly authorized by the Chairperson, after completion of the scrutiny of remote e-voting process and the results of the Postal Ballot will be announced within two (2) working days from the end of the remote e-voting period at the Registered Office of the Company situated at “Dishman Corporate House”, Iscon-Bopal Road, Ambli, Ahmedabad – 380 058.

The results of the Postal Ballot along with Scrutinizer’s report will be displayed on the:

- (i) Notice Board of the Company at its Registered Office;
- (ii) Company’s website <https://www.imdcal.com/investor-relations>;
- (iii) CDSL website www.evotingindia.com and
- (iv) Stock exchanges’ website www.nseindia.com and www.bseindia.com.

The resolution, if passed by the requisite votes, shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in that behalf. The resolution, if approved by the requisite votes of Members by means of Postal Ballot (i.e. remote e-voting), shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e. 31st January, 2025.

9. Voting by remote e-voting, can be exercised only by the member or its duly constituted attorney or in case of body corporates, by the duly authorised person. A member cannot exercise his vote by proxy on Postal Ballot.
10. Following are the Contact details of the person for any queries/grievances connected with the Postal Ballot and remote e-voting, if any:

The Company Secretary, Dishman Carbogen Amcis Ltd., “Dishman Corporate House”, Iscon-Bopal Road, Ambli, Ahmedabad – 380 058. Tel. No. 02717 420102/ 124, Email: grievance@imdcal.com.



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11. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member on the relevant cut-of date should treat this notice for information purpose only.

It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories/ Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

INSTRUCTION FOR REMOTE E-VOTING

Instructions and Procedure for remote e-voting are as under:

- (i) The voting period begins on **Thursday, 2nd January, 2025 at 9.00 a.m. (IST) and ends on Friday, 31st January, 2025 at 5.00 p.m. (IST) (both days inclusive)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. Friday, 20th December, 2024** may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat



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account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual Members holding securities in Demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users of who have opted for CDSLs Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members holding securities in demat mode	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which



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with NSDL Depository	<p>is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-voting period.</p> <p>2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDEAS" Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-voting period.</p>
Individual Members (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL



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Login type	Helpdesk details
Individual <u>Members</u> 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 21 09911.
Individual <u>Members</u> 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 toll free no.: 022 - 4886 7000 and 022 - 2499 7000

(iv) Login method for remote e-Voting for **Physical Members and Members other than individual holding shares in Demat form.**

- 1) The members should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

	For Physical Members and other than individual Members holding shares in Demat form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the



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	sequence number which is mentioned in Email sent or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (viii) Click on the **EVSN 241226005** for the relevant “**Dishman Carbogen Amcis Limited**” on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.



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- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/ MOBILE NO. ARE NOT REGISTERED WITH THE DEPOSITORIES/THE COMPANY:**
- a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to **Company at grievance@imdcsl.com /RTA email id at ahmedabad@linkintime.co.in**
- b) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- c) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For remote e-voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz. csashokppathak@gmail.com and to the Company at the email address viz grievance@imdcsl.com, if they have voted from



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individual tab & not uploaded same in the CDSL e-Voting system for the Scrutinizer to verify the same.

- (xviii) If you have any queries or issues regarding remote e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Rakesh Dalvi at toll free no. 1800 21 09911.

Contact Details:

Company	Dishman Carbogen Amcis Limited e-mail ID: grievance@imdcal.com Phone No.: 02717-420102/124
Registrar & Transfer Agent Ahmedabad Office	Link Intime India Pvt. Ltd. 506-508, Amarnath Business Centre-1, (ABC-1), Besides Gala Business Centre, Near St. Xavier’s College Corner, Off C G Road, Ellisebridge, Ahmedabad - 380 006 Email: ahmedabad@linkintime.co.in Phone. No. 079 – 2646 5179
e-Voting Agency	Central Depository Services (India) Limited Name of Official – Mr. Rakesh Dalvi Designation – Sr. Manager Address - 25th Floor, A Wing, Marathon Futurex, Mafatlal Mills Compound, NM Joshi Marg, Lower Parel (E), Mumbai - 400 013 E Mail ID - helpdesk.evoting@cdslindia.com Phone/ Helpline No. / Toll free no. 1800 21 09911
Scrutinizer	Mr. Ashok P. Pathak, Practicing Company Secretary Email: csashokppathak@gmail.com



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

Item No.1

The Board of Directors, on the recommendation of Nomination and Remuneration Committee (“NRC”), appointed Mr. Kulin Nalinkant Shah (DIN: 01863481) as an Additional and Independent Director on the Board of the Company for a first term of five (5) consecutive years with effect from 13th November, 2024 to 12th November, 2029 subject to approval of the members of the Company. The NRC while making such recommendation to the Board also considered the criteria specified in the Company’s Policy on ‘Board Diversity Policy’ and ‘Policy on Remuneration of Directors, Key Managerial Personnel & Senior Employees & Succession Policy’, i.e. skills, experience, and competencies required for effective functioning and independence of the Board, and also personal qualities of integrity and ethical conduct, team-playing capabilities and other positive attributes of the Director etc.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”), Mr. Kulin Nalinkant Shah holds office as an Additional Director upto the date of the next annual general meeting. Further, pursuant to the provision Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

Mr. Kulin Nalinkant Shah is an advocate by Profession and holds a bachelor’s degrees in commerce and law. He has experience of over 30 years of Practice. He is also partner of the firm M/s. C.C. Gandhi & Co., since 1993. He is an Assistant Government Pleader in City Civil Court at Ahmedabad since last more than Twenty years. He is working for number of Companies, Institutions, Banks, Corporations and conducting all kinds of Civil cases, Consumer cases, Mercantile Law matters, Arbitration matters, Debts Recovery Tribunal matters, Debts Recovery Appellate Tribunal matters and Matrimonial matters, etc. He is proficient in the field of Law.

Mr. Kulin Nalinkant Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations. Further, in terms of Regulation 25(8) of Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. Also, confirmation with regard to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs under Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 has been received.



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Mr. Kulin Nalinkant Shah as an Independent Director, will not be liable to retire by rotation in accordance with the provisions of Section 152 of the Act, as amended from time to time.

The Company has also received a Notice in writing from a member proposing his candidature for the office of Director of the Company under Section 160 of the Act.

The Board as per the recommendation of the NRC, considers that, as per his background, skills, capabilities his appointment is justified in view of having rich experience, expertise in the field of law, industry knowledge, educational background, corporate governance, business judgement etc. (as mentioned in this explanatory statement). The appointment of Mr. Kulin Nalinkant Shah would be beneficial and will help to bring Company in next phase of Dishman Group's growth and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to appoint Mr. Kulin Nalinkant Shah as a Regular Director in Independent Director category, not liable to retire by rotation, for a first term of five (5) consecutive years i.e. upto 12th November, 2029 on the Board of the Company.

In the opinion of the Board, Mr. Kulin Nalinkant Shah:

- (a) is person of integrity, possesses rich experience and expertise relevant to the Company;
- (b) fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations;
- (c) is independent of the management.

Relevant details as stipulated under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India, in respect of Mr. Kulin Nalinkant Shah are as under:

Brief Resume:

Name of the Director	Mr. Kulin Nalinkant Shah
Age	57 years
Date of first Appointment on the Board of the Company	13 th November, 2024
Qualification	He is an advocate by Profession and holds a bachelor's degrees in commerce and law.
Experience (including expertise in specific functional area)	He has experience of over 30 years of Practice. He is also partner of the firm M/s. C.C. Gandhi & Co., since 1993. He is an Assistant Government Pleader in City Civil Court at Ahmedabad since last more than Twenty years. He is working for number of Companies, Institutions, Banks, Corporations and conducting all kinds of Civil cases, Consumer cases, Mercantile Law matters, Arbitration matters,



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	Debts Recovery Tribunal matters, Debts Recovery Appellate Tribunal matters and Matrimonial matters, etc. He is proficient in the field of Law. He has served as a Director for a period of ten years in MAPLLE INFRAPROJECTS LIMITED from the year 1997 to the year 2006.
Disclosure of Relationship	Not related to any Director / Key Managerial Personnel
No. of Shares held in the Company, including shareholding as a beneficial owner	NIL
Terms and Conditions of Re-appointment	As per the resolution at item No.1 of this Postal Ballot Notice read with explanatory statement thereto, Mr. Kulin Nalinkant Shah is proposed to be appointed as an Independent Director of the Company for a first term of 5 (five) consecutive years i.e. from 13 th November, 2024 to 12 th November, 2029, not liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	Not Applicable
Remuneration proposed to be paid	He shall be paid sitting fee (presently sitting fee is Rs.20,000/- for each meeting) for attending every meetings of the Board or Committees thereof plus reimbursement of expenses for participating in the Board and other meetings AND profit related commission within the limits stipulated under Section 197 and Schedule V of the Act, in such a proportion and manner as the Board may from time to time determine.
Number of meetings of the Board attended during the financial year	Not Applicable, since he has been appointed as an Additional Director w.e.f. 13 th November, 2024.
Directorship held in other Companies	None
Chairmanship/ Membership of Committees of other Boards	None
Names of listed entities from which he has resigned in the past three years	None



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In case of independent directors, justification/ skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer this explanatory statement.
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A copy of letter of appointment of Mr. Kulin Nalinkant Shah setting out the terms and conditions of appointment shall be available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at grievance@imdc.com and can be accessed via www.imdc.com

Mr. Kulin Nalinkant Shah does not hold by himself or together with his relatives two percent or more of the total voting power of the Company.

Mr. Kulin Nalinkant Shah is interested in the resolution set out at Item No. 1 of this Postal Ballot Notice with regard to his appointment. Relatives of Mr. Kulin Nalinkant Shah may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or deemed to be interested, financially or otherwise, in the proposed resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board recommends the Special Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members.

Item No.2

Your Company viz. Dishman Carbogen Amcis Limited (“DCAL”) is a Global MNC having its presence across the world in different continents. DCAL has eighteen subsidiaries which includes foreign subsidiaries. As part of its strategy to integrate the different entities within the Group, the management has taken various initiatives including implementation of uniform ERP systems, lab management software, etc. and leverage upon the capabilities of each entity in order to optimize various processes. This is also expected to result into operational cost reduction for the Group, which is in turn expected to improve the financial parameters of the Group. DCAL being a Holding company in India gives it an unparalleled advantage of availability of high skilled resources and services at in a cost-efficient environment. For this purpose, the object Clause III (B) of Memorandum of Association of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company i.e. Dishman Carbogen Amcis



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Limited situated in India to centralize and provide support services to other entities including but not limited to the subsidiaries and/or Group Companies.

The alteration in the Clause III (B) - “Objects Incidental or Ancillary to the attainment of the Main Objects” of the Memorandum of Association (“MOA”) as set out in the Resolution is to facilitate and will enable the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company. Hence, it is proposed to alter the Objects Clause III (B) of MOA of the Company.

The Board at its meeting held on 13th November, 2024 has approved alteration in Clause III (B) - “Objects Incidental or Ancillary to the attainment of the Main Objects” of MOA of the Company by inserting new clauses to the existing clauses of Clause III (B) and the Board now seek Members' approval for the same.

The draft Copy of the Memorandum of Association of the Company shall be available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at grievance@imdcal.com and can be accessed via www.imdcal.com. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or deemed to be interested, financially or otherwise, in the proposed resolution.

The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in Item No. 2 to the accompanying Postal Ballot Notice as a Special Resolution for approval by the members.

Registered Office
Dishman Corporate House,
Iscon-Bopal Road, Ambli,
Ahmedabad - 380 058

**By Order of the Board of Directors
of Dishman Carbogen Amcis Ltd.**

**Shrima Dave
Company Secretary**

Date : 13th November, 2024