

Date: February 04, 2025

To,
The Manager,
Listing Department,
BSE Limited,
P. J. Tower, Dalal Street,
Mumbai – 400 001

Ref.: Scrip Code: 530825

Sub.: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) by Daikaffil Chemicals India Limited (the “Company”).

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 (read in conjunction with Part A of Schedule III) of the SEBI Listing Regulations, we enclose herewith a copy of the Notice of Postal Ballot dated January 25, 2025, along with the Explanatory Statement (“Notice”), which is being dispatched today i.e. Tuesday, February 04, 2025, seeking consent of the Members of the Company on the Special Businesses as contained in the Notice by passing the following Ordinary Resolution(s), by means of Postal Ballot:

Sr. No.	Description of Special Business	Type of Resolution
1	Approval to give Loans / Guarantees / Security or Make Investments under Section 186 of The Companies Act, 2013 up to Maximum Amount of Rs. 200 Crores:	Special Resolution
2	Approval of Advancing/ Providing The Loans, Guarantee, or Security under Section 185 of The Companies Act, 2013 read with Regulation 23 of The SEBI (LODR) Regulations, 2013:	Special Resolution
3	Approval of Borrowing/ Taking Loans, Guarantee, or Security from Related Parties under Regulation 23 of SEBI (LODR) Regulations 2015:	Ordinary Resolution
4	Approval of Material Related Party Transactions:	Ordinary Resolution

Pursuant to the provisions of General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and the latest one being General Circular No. 9/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“MCA Circulars”), the Notice is being sent electronically to all the Members whose names appeared in the Register of Members or List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL) (“DP”) or Registrar and Transfer Agent (“RTA”), as on Friday, January 31, 2025 (“Cut-off date”) and who had registered their e-mail addresses with the Company / DP/ RTA. As per the MCA Circulars, the communication of assent or dissent of the Members would take place only **through the remote e-Voting system.**

The following details pertain to the remote e-Voting facility provided by the Company:

Sr. No.	Remote E-Voting Details	
1	Cut-off date [for determining the Members entitled to vote on the resolutions set forth in the Notice]	Friday, January 31, 2025
2	Date and time of commencement of remote e-Voting	Wednesday, February 05, 2025, at 09.00 a.m. (IST)
3	Date and time of conclusion of remote e-Voting	Thursday, March 06, 2025, at 05.00 p.m. (IST) [Remote e-Voting module shall be disabled post this date and time]
4	Date of declaration of voting results	Within 2 (Two) Working days from the conclusion of e-voting.
5	Manner of voting	Voting through electronic means only (remote e-Voting)
6	Authority entrusted for registration of email addresses for receiving the Notice	MUFG Intime India Private Limited ("MUFG Intime")
7	Detailed Procedure for Remote e-Voting	Please refer Note No. 14 of the Notice under the heading "Instructions for Equity shareholders for Remote e-Voting"
8	Agency appointed for providing remote e-Voting facility to the Members	MUFG Intime India Private Limited

A copy of the said Notice is being made available on the website of the Company, viz., <https://www.daikaffil.com> and on the website of BSE Limited at www.bseindia.com. It is also being made available on the website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in/>.

We request you to take the above on record and the same be treated as compliance under the applicable provisions of the SEBI Listing Regulations.

Thanking you,

Yours faithfully,
For **Daikaffil Chemicals India Limited**

Raghuram K Shetty
Managing Director
DIN: 00038703
Place: Mumbai

Encl.: As above.

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 (“Act”) read with the Companies (Management and Administration) Rules, 2014 each as amended and applicable Circulars Issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
WEDNESDAY, FEBRUARY 05, 2025 AT 09.00 A.M. (IST)	THURSDAY, MARCH 06, 2025, 05.00 P.M. (IST)

Dear Members,

NOTICE of Postal ballot is hereby given to the members of Daikaffil Chemicals India Limited (“**the Company**”) pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (“**Act**”), read together with the Companies (Management and Administration) Rules, 2014, as amended (the “**Management Rules**”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and General Circular No. 9/2024 dated September 19, 2024 (collectively “**MCA Circulars**”), issued by the Ministry of Corporate Affairs, Government of India (the “**MCA Circulars**”) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the special businesses as set out hereunder by passing the aforesaid Ordinary Resolution(s) by members of the Company through Postal Ballot by voting through electronic means only (“**remote e-voting**”). Further details are set out in this Postal Ballot Notice (“**Notice**”).

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof is annexed to this Notice for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent through electronic mode to those Members whose email addresses are registered with the Company/Depositories/Registrar and Transfer Agent (“**RTA**”). Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting. The detailed procedure for remote e-voting process forms part of the “**Notes**” section of this Notice.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned

CIN No.: L24114MH1992PLC067309

Reg. Off.: E/4, M.I.D.C., Tarapur Boisar-401506 Dist-Palghar, Maharashtra

Corp. Off.: 2nd Floor, A Wing, Fortune Avirahi, Jain Derasar Lane, Borivali (West), Mumbai-400092

T: 02525 272674 / 022 5070 5050 / 2898 2133 / 2898 7912 | **E:** cs@daikaffil.com | **W:** www.daikaffil.com

in this Notice. The Company has engaged the services of “**MUFG Intime India Private Limited**” (hereinafter referred to as “**Service Provider**”) for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at <https://www.daikaffil.com/>

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their “Assent” (**FOR**) or “Dissent” (**AGAINST**) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than **5:00 p.m. (IST) on Thursday, March 06, 2025**. The remote e-voting facility will be disabled by Service Provider immediately thereafter and will not be allowed beyond the said date and time.

The Board of Directors has appointed Mr. Nirmal Gupta (Membership No. ACS 45839, CP No. 27144) Partner of M/s. GMJ & Associates, Practising Company Secretaries, as the Scrutinizers to scrutinize the postal ballot process in a fair and transparent manner.

The Scrutinizer will submit his report to the Company Secretary of the Company or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than two working days from the conclusion of the remote e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will be communicated to BSE Limited where the equity shares of the Company are listed and will also be displayed on the website of the Company at <https://www.daikaffil.com/> and on the website of Service Provider at <https://instavote.linkintime.co.in/>.

The last date of e-voting, i.e. **Thursday, March 06, 2025**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

Item No. 1:

TO GIVE LOANS / GUARANTEES / SECURITY OR MAKE INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013 UP TO MAXIMUM AMOUNT OF RS 200 CRORES:

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to make investment with any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, **up to maximum amount of Rs 200**

Crores (Rupees Two Hundred Crores only) if the investments/ acquisitions, loans, guarantees, securities to be provided along with Company's existing loans or guarantees/ securities or investments/ acquisitions are in excess of the limits prescribed under Section 186 aforesaid or the maximum limits so prescribed under Section 186 (as may be amended from time to time), whichever is higher;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

Item No. 2:

APPROVAL OF ADVANCING/ PROVIDING THE LOANS, GUARANTEE, OR SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 23 OF THE SEBI (LODR) REGULATIONS, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules") and such other applicable provisions of the Act and Rules, as amended, and Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), modification(s) or re-enactment, the Company's Related Party Transaction Policy (as amended from time to time) and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by book debts or give any guarantee or provide any security in connection with any loan taken by any entity or group entities being Holding Company, Subsidiary Company, Joint Venture, Associate Company or any Company in which Directors are deemed to be interested **upto an outstanding amount of Rs. 200 Crores** (Rupees Two Hundred Crores only) in their absolute discretion deem beneficial and in the interest of the Company provided that the aforesaid Loan/ Security/ Guarantee shall be utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

Item No. 3:

APPROVAL OF BORROWING/ TAKING LOANS, GUARANTEE, OR SECURITY FROM RELATED PARTIES UNDER REGULATION 23 OF SEBI (LODR) REGULATIONS 2015:

To consider and, if thought fit, to pass the following Resolution(s) as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), modification(s) or re-enactment read with the Companies Act, 2013 (“Act”), the Company’s Related Party Transaction Policy (as amended from time to time) and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company

- (a) to borrow any loan from any director or any entity or group entities being Holding Company, Subsidiary Company, Joint Venture, Associate Company or any Company in which Directors are deemed to be interested or
- (b) take any guarantee or any security from Directors or relatives of directors or from any entity or group entities being Holding Company, Subsidiary Company, Joint Venture, Associate Company or any Company in which Directors are deemed to be interested in connection with any loan taken/to be taken by the Company.

upto an outstanding amount of Rs. 200 Crores (Rupees Two Hundred Crores only) in their absolute discretion deem beneficial and in the interest of the Company provided that the aforesaid Loan/ Borrowing/ Security/ Guarantee shall be utilized by the Company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

Item No. 4:

APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS:

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR”), the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on



Materiality of Related Party Transactions and dealing with Related Party Transactions and on the basis of approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into /execute new contract(s)/ arrangement(s)/ transaction(s) (whether individually or series of transaction(s) taken together or otherwise) with (a) Heranba Industries Limited ("HIL"), (b) Mikusu India Private Limited ("Mikusu") and (c) Heranba Organics Private Limited ('HOPL'), during the financial year 2024-25, 2025-26 and 2026-27 on such terms and conditions as may be agreed upon between the Parties and as set out in the explanatory statement annexed to this notice;

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

The Board has appointed Mr. Nirmal Gupta (Membership No. ACS 45839, CP No. 27144) Partner of M/s. GMJ & Associates, Practising Company Secretaries, as Scrutinizer ("the Scrutinizer") for conducting and scrutinizing the Postal Ballot / E-voting process in a fair and transparent manner. Mr. Nirmal Gupta has communicated his willingness to be appointed as the Scrutinizer and will be available for the said purpose.

The Scrutinizer will submit his report to the Company Secretary, or any other person authorized by the Chairman after completion of scrutiny of Postal Ballots (through remote e-voting). The results of the e-Voting through Postal Ballot shall be declared within two working days from the conclusion of remote e-voting. The results along with scrutinizers report shall be communicated to the BSE Limited where Equity Shares of the Company are listed, depositories and shall also be available on BSE Portal and website of the Company i.e. <https://www.daikaffil.com/>

The Resolutions, if approved, will be taken as passed effectively as on the last date of e-voting, i.e. Thursday, March 06, 2025.

REGISTERED OFFICE

E-4, M.I.D.C. Tarapur,
Boisar Dist Thane, Boisar,
Maharashtra, India, 401506

By order of Board of Directors
For **Daikaffil Chemicals India Limited**

Sd/-
Raghuram K Shetty
Managing Director
DIN: 00038703

Place: Mumbai
Date: January 25, 2025

The Resolutions along with explanatory statement pursuant to Sections 102 and other applicable provisions of the Act read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out all material facts are as follows:

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules, each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof, is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending this Notice to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/MUFG Intime India Private Limited the Company's Registrars and Transfer Agent ("RTA") as on **Friday, January 31, 2025 ("Cut-Off Date")**. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. 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 Cut-Off Date should treat this Notice for information purposes 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 email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
4. The Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in this Notice.
5. The remote e-voting shall commence on **Wednesday, February 05, 2025 at 9:00 a.m. (IST)** and shall end on **Thursday, March 06, 2025 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by Service Provider for voting thereafter.
6. The Board of Directors has appointed Mr. Nirmal Gupta (Membership No. ACS 45839, CP No. 27144) Partner of M/s. GMJ & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
7. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, and the results of the voting will be announced within two (2) working days from last date of e-voting. The Scrutinizer's decision on the validity of votes cast will be final.
8. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at <https://www.daikaffil.com>, on the website of Service Provider at <https://instavote.linkintime.co.in/> and the same shall be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for

remote e- voting i.e. **on Thursday, March 06, 2025.**

9. A copy of this Notice is also available on the website of the Company at <https://www.daikaffil.com>, and on the website of **BSE Limited (“BSE”)** at www.bseindia.com, on which the equity shares of the Company are listed.
10. The vote in this Postal Ballot cannot be exercised through proxy.
11. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to cs@daikaffil.com from their registered email addresses mentioning their name, folio numbers/DP ID and Client ID, until the last date of remote e-voting of this Postal Ballot.
12. Those Members, who have already registered their email addresses, are requested to keep their email addresses validated with their Depositories/Depository Participants/RTA to enable servicing of notices/ documents/ Annual Reports and other communication electronically to their email address in future.
13. Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
14. The instructions for Equity Shareholders for remote e-voting are as under:

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

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

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFUG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.

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

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

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

Individual Shareholders holding securities in demat mode with CDSL

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

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

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

OR

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

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

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

CIN No.: L24114MH1992PLC067309

Reg. Off.: E/4, M.I.D.C., Tarapur Boisar-401506 Dist-Palghar, Maharashtra

Corp. Off.: 2nd Floor, A Wing, Fortune Avirahi, Jain Deasar Lane, Borivali (West), Mumbai-400092

T: 02525 272674 / 022 5070 5050 / 2898 2133 / 2898 7912 | **E:** cs@daikaffil.com | **W:** www.daikaffil.com

- 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 “MUFNG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

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

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

Login method for shareholders holding securities in physical mode /

Non-Individual Shareholders holding securities in demat mode

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

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

Shareholders who have not registered for INSTAVOTE facility:

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

A. User ID:

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

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

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

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

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

D. Bank Account Number:

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

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

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

- ❖ Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on "**Login**" under 'SHARE HOLDER' tab.
 - A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click "Submit"
- d) Cast your vote electronically:
 - A. After successful login, you will be able to see the "Notification for e-voting".
 - B. Select 'View' icon.
 - C. E-voting page will appear.
 - D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
 - E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

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

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

- b) Click on **“Investor Mapping”** tab under the Menu Section
- c) Map the Investor with the following details:
 - A. ‘Investor ID’ –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e.*, IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

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

STEP 3 – Voting through remote e-voting

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

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Votes Entry”** tab under the Menu section.
- c) Enter the **“Event No.”** for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- 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’.
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

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

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

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

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

Individual Shareholders holding securities in demat mode:

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

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

Forgot Password:

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

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

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

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

User ID:

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

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

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

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

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

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

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

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

REGISTERED OFFICE

E-4, M.I.D.C. Tarapur,
Boisar Dist Thane, Boisar,
Maharashtra, India, 401506

By order of Board of Directors
For **Daikaffil Chemicals India Limited**
Sd/-

Raghuram K Shetty
Managing Director
DIN: 00038703

Place: Mumbai
Date: January 25, 2025

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEMS OF SPECIAL BUSINESS:

In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 (“**the Act**”), the Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR**”), the following Explanatory Statement setting out all material facts relating to the business mentioned at Item Nos. 1 to 4 of the accompanying Notice dated January 25, 2025 should be taken as forming part of this Notice.

ITEM NO-1:

TO GIVE LOANS / GUARANTEES / SECURITIES OR MAKE INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013 UP TO MAXIMUM AMOUNT OF RS 200 CRORES:

As per Section 186 of the Companies Act, 2013, a Company that proposes to give loan(s), and/or guarantee(s) or provide any security(ies) in connection with loan(s) made and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, is required to obtain the approval of the shareholders.

In this regard, the Board seeks the approval of the shareholders to make loan(s) and/or give any guarantee(s)/ provide any security(ies) in connection with loan(s) made and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, upto (i) maximum amount of Rs. 200 Crores only, if the investments/ acquisitions, loans, guarantees, securities to be provided along with Company's existing loans or guarantees/ securities are in excess of the limits prescribed under Section 186 aforesaid or (ii) the maximum limits so prescribed under Section 186 (as may be amended from time to time), whichever is higher.

The Board of Directors recommends the Special Resolution at Item No.1 of this Notice for your approval.



None of the Directors, the KMPs (as defined under the Act and rules framed thereunder) of the Company and their respective relatives (as defined under the Act and Rules framed thereunder) has any interest in this resolution at Item No.1 of this Notice except to the extent of the equity shares held by them in the Company and/or to the extent that the said Director(s) are common director(s) of such Entities and/or to the extent that the KMPs are holding shares in such Entities as a nominee and/or to the extent that the said Director(s), KMPs and their respective relatives are the directors, members of the companies that hold shares in such Entities.

ITEM NO-2 & 3:

APPROVAL OF LOANS, GUARANTEE OR SECURITY OR BORROWING UNDER SECTION 185 OF COMPANIES ACT, 2013 AND REGULATION 23 OF SEBI (LODR) REGULATIONS 2015:

As per the provisions of Section 185 of the Companies Act, 2013, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the Members of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement.

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("SEBI Listing Regulations"), effective April 1, 2022, mandates prior approval of the Members for all material Related Party Transactions ("RPT"), even if such transactions are in the ordinary course of business of the concerned Company and at an arm's length basis. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceed(s) Rs. 1,000 crore or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

Daikaffil Chemicals India Limited ("**Daikaffil**") is subsidiary company of Mikusu India Private Limited ("**Mikusu**"). Further Mikusu and Heranba Organics Private Limited ("**HOPL**") are wholly owned subsidiary companies of Heranba Industries Limited ("**Heranba**"). Daikaffil, Mikusu, HOPL and Heranba are collectively referred to as "**Heranba Group**".

Mr. Sadashiv K. Shetty, Chairman and Mr. Raghuram K. Shetty, Managing Director of Daikaffil are also Directors on the Board of Heranba, Mikusu and HOPL. Further, Mr. Raunak R. Shetty, CFO of Daikaffil is the son of Mr. Raghuram K. Shetty and also on the Board of Heranba and HOPL.

Heranba Group as a whole is in expansion mode and during this period, Daikaffil may need either

- (a) to advance the loan by way of Inter Corporate Deposit (“**ICD**”) to any company/ies of the Heranba Group and/or give any guarantee and/or provide any security in connection with any loan taken by any company/ies of the Heranba Group or
- (b) to borrow the loan by way of ICD from any company/ies of Heranba Group and/or Director of the Company and/or
- (c) to take any guarantee and/or any security from any company/ies of Heranba Group and/or from Mr. Sadashiv K Shetty, Mr. Raghuram K Shetty, Mr. Raunak R Shetty and/or any of their relatives in connection with the Loan taken/ to be taken by Daikaffil.

The aforesaid transactions will be Related Party Transactions (“**RPT**”) as per the provision of the Companies Act, 2013 read with SEBI (LODR) Regulations, 2015. Accordingly, Daikaffil requires prior approval of the its Members in compliance with the provisions of Section 185 of the Companies Act, 2013 read together with Regulation 23 (4) of the SEBI Listing Regulations and other applicable provisions of the Companies Act, 2013 read with SEBI (LODR) Regulations, 2015 as amended from time to time for entering into the aforesaid Related Party Transaction.

The Members may note that the proposed resolution is an enabling resolution empowering the Board of Directors of Daikaffil to evaluate each proposals either to grant ICD and/or to borrow ICD and/or to give/take any guarantee and/or any security in connection with the Loan taken by Heranba Group.

It is pertinent to note here the followings that:

- a. Daikaffil may advance Loan or Guarantee or Security to only Heranba Group but **will neither advance** any Loan **nor** give any Guarantee/ Security to its Directors or relatives of Directors or any firm in which any of its Directors or relatives of Directors is partner.
- b. However, Daikaffil may borrow the loan from its Directors or Heranba Group only for business purposes only.
- c. Daikaffil may take security/ guarantee from its Directors and/or from relatives of Directors and/or Heranba Group

Daikaffil Chemicals India Limited



The necessary details as required by SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are mentioned below:

Name of the Related Party/ies	(1) Heranba Industries Limited (Heranba) (2) Mikusu India Private Limited (Mikusu) and (3) Heranba Organics Private Limited (HOPL) (4) Mr. Sadashiv K Shetty, Chairman (5) Mr. Raghuram K Shetty, Managing Director (6) Mr. Raunak R Shetty, CFO
Nature of Relationship with the Company	As stated above
Details of transaction relating to any loans, ICDs or advances	
Details of the source of funds in connection with the proposed transaction	The Loan/ICD proposed to be advanced shall be out of its surplus funds / internal accruals.
Whether any financial indebtedness is incurred to make or give loans, inter corporate deposits, advances or investments	No Financial indebtedness will be incurred to make or give loans, inter corporate deposits, advances or investments. However when Daikaffil borrow loans, inter corporate deposits, then Financial Indebtedness will be incurred to Daikaffil.
Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	The proposed Loan/ICD to be advanced/ borrowed will be unsecured with repayment period of not exceeding 5(five) years; however, the borrowing company will have the right to make pre-payment, without any pre-payment penalty during the tenure of the said ICD. The interest charged on the Loan advanced/ borrowed will not be less than 9.5% p.a.
Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	The ICDs will be utilized for the principal business activities of the borrowing company/ies.
Whether ordinary course of business	The proposed transaction will be in the

CIN No.: L24114MH1992PLC067309

Reg. Off.: E/4, M.I.D.C., Tarapur Boisar-401506 Dist-Palghar, Maharashtra

Corp. Off.: 2nd Floor, A Wing, Fortune Avirahi, Jain Derasar Lane, Borivali (West), Mumbai-400092

T: 02525 272674 / 022 5070 5050 / 2898 2133 / 2898 7912 | E: cs@daikaffil.com | W: www.daikaffil.com

and at arm's length Basis	ordinary course of business and on arms' length basis.
Rationale / Justification as to why this Related Party Transaction is in the interest of the Company	Heranba Group is in its growth phase and is exploring various opportunities for expansion of its business. Heranba Group may need the ICD from other groups. It is also working towards improving its infrastructure facility by revamping/ renovation of its factories, up gradation of plant & machinery/ equipment, renovation of office space etc. For funding of these requirements, ICD may either to be advanced/ borrowed to/ from Heranba Group as well Guarantee may be made/taken and/or Security may be provided/ taken in connection with any loan availed/ to be availed by Heranba Group. The terms and conditions of the said ICD/ Loan including interest rate will be on an arm's length basis.
Any other information that may be relevant	All relevant information setting out material facts forms part of this Notice.

Members may please note that in terms of the provisions of the SEBI Listing Regulations, Related Parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the resolution under Item No. 2 and 3 of this Notice.

The Board of Directors recommends the Special resolution at Item No.2 of this Notice for your approval.

The Board of Directors recommends the Ordinary resolution at Item No.3 of this Notice for your approval.

No Directors and/or Key Managerial Personnel and their relatives except Mr. Sadashiv K Shetty Chairman, Mr. Raghuram K Shetty, Managing Director and Mr. Raunak R Shetty CFO, are interested/ concerned financially or otherwise in proposed transaction as set out at the Item No-2 & 3 of this Notice except to the extent of their respective shareholding and directorship, if any, in the Company.

None of these transactions has the effect of passing any direct/indirect benefit, personally to Directors, Key Managerial Personnel in any manner.

ITEM NO-4:

Approval of Material Related Party Transactions:

In accordance with the provisions of Regulation 23 of the SEBI LODR read with the Company's Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions read with Section 188 and other application provision of the Companies Act, 2013, the transactions involving transfer of resources, services or obligations between the Company or any of its subsidiaries on one hand and a related party of the Company or any of its subsidiaries on the other hand, which either individually or taken together with previous transaction(s) during a financial year, exceed Rs. 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, requires prior approval of the Members of the Company.

Daikaffil Chemicals India Limited ("**Daikaffil**") is subsidiary company of Mikusu India Private Limited ("**Mikusu**"). Further Mikusu and Heranba Organics Private Limited ("**HOPL**") are wholly owned subsidiary companies of Heranba Industries Limited ("**HIL**"). Daikaffil, Mikusu, HOPL and HIL are collectively referred to as "**Heranba Group**".

Mr. Sadashiv K. Shetty, Chairman and Mr. Raghuram K. Shetty, Managing Director of Daikaffil are also Directors on the Board of Heranba Group. Further Mr. Raunak R. Shetty, CFO of Daikaffil is the son of Mr. Raghuram K Shetty.

Daikaffil, HIL, Mikusu, HOPL, Mr. Sadashiv K. Shetty, Mr. Raghuram K. Shetty, Mr. Raunak R. Shetty and their relatives are considered as related parties as per the SEBI (LODR) Regulations read with the Companies Act, 2013.

Heranba Group as a whole is in expansion mode and during the next three years Daikaffil may need to enter into the below mentioned transaction/ Contract/ arrangement:

Name of Related Parties	Nature of Transaction/ Contract/ Arrangement
With HIL, Mikusu and/ or HOPL	Sale, purchase or supply of the goods or materials and/ or
	Selling or otherwise disposing off, or buying, property of any kind and/ or
	Leasing of the property of any kind and/ or
	Availing or rendering services
With Mr. Sadashiv, Mr. Raghuram, Mr. Raunak and/or their relatives as defined under Companies Act, 2013 read with SEBI (LODR) Regulations	the appointment to any office or place of profit at a monthly remuneration exceeding two and a half lakh rupees

the above transaction/ Contract/ arrangement to be entered into may be referred to as “**Business Transactions**”.

Any Business Transaction to be entered into by Daikaffil with HIL, Mikusu, HOPL, Mr. Sadashiv, Mr. Raghuram and/or Mr. Raunak and their relatives will be Related Party Transactions (“**RPT**”) as per the provision of the Companies Act, 2013 read with SEBI (LODR) Regulations, 2015.

The aforesaid Business Transactions would be in the ordinary course of the business of the Company and at Arm’s Length Basis. However the estimated value of such Business Transaction are exceeding the materiality threshold as stated above under SEBI (LODR) Regulations read with Companies Act, 2013, hence the prior approval of the members of the Company is being sought as per applicable provision of the SEBI (LODR) Regulations read with Companies Act, 2013.

Further, the Audit Committee and the Board at its meeting held on January 25, 2025, reviewed, and approved the aforesaid Business Transaction for the financial years 2024-25, 2025-26 and 2026-27 subject to approval of the Members, while noting that such transaction shall be on arms’ length basis and in the ordinary course of business of the Company.

The Members may note that the proposed resolution is an enabling resolution empowering the Board of Directors of Daikaffil to enter into aforesaid Business Transactions with Related Parties namely HIL, Mikusu, HOPL, Mr. Sadashiv, Mr. Raghuram and/or Mr. Raunak.

Accordingly, as per the SEBI LODR, approval of the Members is being sought for the proposed Business Transactions to be undertaken by the Company with Heranba group during financial years 2024-25, 2025-26 and 2026-27.

Information required under Regulation 23 of SEBI LODR read with SEBI Circular dated November 22, 2021, is provided below:

Sr. No	Description	Details
1	Name of the Related Parties	Heranba Industries Limited (“ HIL ”), Mikusu India Private Limited (“ Mikusu ”) and Heranba Organics Private Limited (“ HOPL ”) Mr. Sadashiv K Shetty Mr. Raghuram K Shetty Mr. Raunak R Shetty
2	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	As stated Above
3	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	1. Mr. Sadashiv K Shetty (Chairman) 2. Mr. Raghuram K Shetty (Managing Director) 3. Mr. Raunak R Shetty (Chief Financial Officer)

4	Type, material terms and particulars of the proposed transaction	It will cover all transactions for business purposes including but not limited to sale, purchase or supply of any goods or materials; selling or otherwise disposing of, or buying, property of any kind; leasing of property of any kind; availing or rendering of any services; such related party's appointment to any office or place of profit in the company during the financial years 2024-25, 2025-26 and 2026-27.			
5	Tenure of the proposed transaction	FY 2024-25, 2025-26 and 2026-27			
6	Value of Transaction	Financial Year	HIL	Mikusu	HOPL
		2024-25	Rs. 100 Crores	Rs. 100 Crores	Rs. 100 Crores
		2025-26	Rs. 100 Crores	Rs. 100 Crores	Rs. 100 Crores
		2026-27	Rs. 100 Crores	Rs. 100 Crores	Rs. 100 Crores
		<p>For the removal of doubts, it is clarified as follows</p> <p>(a) At any point of time, an outstanding amount payable by/ to Daikaffil to/by HIL, Mikusu or HOPL on account of the aforesaid Business Transaction should not exceed Rs. 100 Crores during the tenure of the Transactions as mentioned in Point 5 of the Table.</p> <p>(b) For calculating the aforesaid Limit, outstanding amount payable by/to Daikaffil to/by HIL, Mikusu or Heranba shall be considered individually and separately. For example, for calculating the outstanding amount payable by/ to Daikaffil to/ by HIL, an outstanding amount payable by/ to Daikaffil to/ by Mikusu/ HOPL shall not be taken into account.</p> <p>(c) This Rs. 100 Crores Limit is for aforesaid Business Transactions only mentioned in the Item-4 of the Notice. If approval of the members is obtained for any other transaction like loan etc,</p>			

		then such approval will be in addition to the aforesaid Limit.
7	Details of transaction relating to any loans, Inter-Corporate Deposits, advances or investment made or given by the by the Company.	Not Applicable as the aforesaid Business Transactions does not relate to any loans, Inter-Corporate Deposits, advances or investment made to or given by Daikaffil.
8	Rationale / Justification as to why this Related Party Transaction is in the interest of the Company	<p>Heranba Group is in its growth phase and is exploring various opportunities for expansion of its business. During this period, Daikaffil may enter into various Business Transactions as stated above.</p> <p>The aforesaid Business Transaction is at arm's length and in the ordinary course of business of the Company.</p> <p>These transactions are in the best interest of Heranba Group including Daikaffil as they promote efficiency, cost savings, strategic alignment, and financial flexibility. These transactions help optimize the use of internal resources, enhance synergies within the corporate group, and ensure that the Heranba Group can access favourable terms and risk-mitigation strategies. Given the internal alignment of interests, the related party transactions also adhere to corporate governance standards, ensuring fairness and transparency throughout the process. Therefore, these transactions serve to support the overall business strategy, operational needs, and long-term value creation to Heranba Group.</p>
9	Any other information that may be relevant	All relevant information setting out material facts forms part of this Notice.

Members may please note that in terms of the provisions of the SEBI (LODR) Regulations read with Companies Act, 2013, Related Parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the resolution under Item No. 4 of this Notice.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 4 of this Notice, for approval by the Members of the Company.

Daikaffil Chemicals India Limited



None of the other Related Parties like Directors, Key Managerial Personnel and their relatives have any conflict of interest with the aforesaid proposal for which approval of Members is sought. None of these transactions has the effect of passing any direct/indirect benefit, personally to Directors, Key Managerial Personnel in any manner. None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 of this Notice, except to the extent of their respective shareholding and directorship, if any, in the Company.

REGISTERED OFFICE

E-4, M.I.D.C. Tarapur,
Boisar Dist Thane, Boisar,
Maharashtra, India, 401506

By order of Board of Directors
For **Daikaffil Chemicals India Limited**
Sd/-

Raghuram K Shetty
Managing Director
DIN: 00038703

Place: Mumbai
Date: January 25, 2025

CIN No.: L24114MH1992PLC067309

Reg. Off.: E/4, M.I.D.C., Tarapur Boisar-401506 Dist-Palghar, Maharashtra

Corp. Off.: 2nd Floor, A Wing, Fortune Avirahi, Jain Derasar Lane, Borivali (West), Mumbai-400092

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