

December 28, 2021

BSE Limited,
25, P. J. Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 500120

Sub: Outcome of Board Meeting held on December 28, 2021

Respected Sir / Ma'am,

This is to inform that at the meeting of the Board of Directors of the Company held today, Board has approved following Business:

1. Consideration and approval of sale of assets/undertaking i.e 2 Wind power projects/Windmills, K 495 & K 436 (1250 KW each) situated at Gut No. 97 Village Bhone, Taluka Nandurbar, District Nandurbar, Maharashtra and Gut No. 46/P of Village Chakala, Taluka Nandurbar, District Nandurbar, Maharashtra respectively, on slump Sale basis to M/s Siva Electric Generation Private Limited (SEGPL) w.e.f. January 01, 2021.

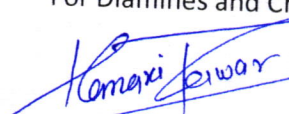
In respect of the above transfer, additional disclosures as required under SEBI Circular No.CIR/CFD/CMD/4/2015 dated September 9, 2015, for sale or disposal of unit(s) or division(s) or subsidiary of the listed entity are provided at "Annexure A".

The Board meeting commenced at 11.36 a.m .and concluded at 11.53 a.m.

Kindly take the above mentioned information on records.

Thanking You,

Yours Faithfully,
For Diamines and Chemicals Limited


Hemaxi Pawar
Company Secretary



Encl: As above

Annexure – A

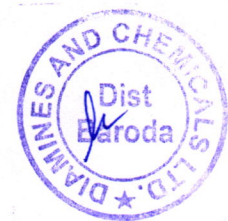
Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended:

Sale or disposal of unit(s) or division(s) or subsidiary of the listed entity: Sale of 2 Windmills / Wind Turbine Generators (WTG), Maharashtra

Sr. No.	Particulars	Responses
1.	the amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year;	<p>Two Wind power projects, K 495 & K 436 (1250 KW, about 15 years old each) situated at Gut No. 97 Village Bhone, Taluka Nandurbar, District Nandurbar, Maharashtra and Gut No. 46/P of Village Chakala, Taluka Nandurbar, District Nandurbar, Maharashtra respectively (“business undertaking”), are proposed to be transferred to M/s Siva Electric Generation Private Limited (SEGPL).</p> <p>The Turnover of Business undertaking for the year ended March 31, 2021 was ₹ 59.61 Lakhs representing 0.95% of total turnover of the Company on a standalone basis.</p> <p>The Net worth of the Business undertaking proposed to be transferred for the year ended March 31, 2021 was at ₹ 316.61 lakhs representing 3.72% of the net worth of the Company on a standalone basis after considering impairment provision of ₹ 118.70 Lakhs on Power Generation segment.</p>
2.	date on which the agreement for sale has been entered into;	The agreement will be entered into with M/s Siva Electric Generation Private Limited (SEGPL) on December 29, 2021
3.	the expected date of completion of sale/disposal;	The completion of the sale is estimated within 90 (Ninety) days from the effective Date i.e. March 31, 2022. The Business transfer will be effective from January 01, 2021.
4.	consideration received from such sale/disposal;	Transfer of Business Undertaking will be done for a lumpsum consideration ₹ 220 Lakhs.
5.	brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	<p>M/s Siva Electric Generation Private Limited (SEGPL), is a private limited company Incorporated under the provisions of Companies Act, 1956, (No.1 of 1956) having Corporate Identity Number U31200TZ1999PTC008999, and its Registered Office at No12-A Kandampalayam, Perunthurai, Erode, Tamilnadu-638052. The SEGPL is engaged in the business of investing in to renewable energy projects in India.</p> <p>SEGPL does not belong to the promoter/ promoter</p>



		group/group companies.
6.	whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";	The transaction will not fall within related party transactions.
7.	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale. For the purpose of this sub-clause, "slump sale" shall mean the transfer of one or more undertakings, as a result of the sale for a lump sum consideration, without values being assigned to the individual assets and liabilities in such sales.	An Undertaking established in Maharashtra which is a Power Generating Unit (Windmills) considered for Slum Sale.
7.1	name of the entity(ies) forming part of the Slump sale, details in brief such as, size, turnover etc.	2 Wind power projects, K 495 & K 436 (1250 KW, about 15 years old each) situated at Gut No. 97 Village Bhone, Taluka Nandurbar, District Nandurbar, Maharashtra and Gut No. 46/P of Village Chakala, Taluka Nandurbar, District Nandurbar, Maharashtra respectively ("business undertaking"), are proposed to be transferred to M/s Siva Electric Generation Private Limited (SEGPL). The Turnover of Business undertaking for the year ended March 31, 2021 was ₹ 59.61 Lakhs representing 0.95% of total turnover of the Company on a standalone basis. The Net worth of the Business undertaking proposed to be transferred for the year ended March 31, 2021 was at ₹ 316.61 lakhs representing 3.72% of the net worth of the Company on a standalone basis after considering impairment provision of ₹ 118.70 Lakhs on Power Generation segment.
7.2	whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";	The transaction will not fall within related party transactions.
7.3	area of business of the entity(ies);	Diamines and Chemicals Limited (DACL) is engaged in manufacturing chemicals and investment in renewable energy projects line wind energy projects in Maharashtra and Gujarat.



		Siva Electric Generation Private Limited is engaged in the business of investing in to renewable energy projects in India.
7.4	rationale for Slump Sale;	<p>Transferring the Business Undertaking with all assets and liabilities on cutoff date, as slump sale.</p> <p>Business Undertaking having about 15 years old turbine and with approx. life span about 20-22 years. Unit rate has been reduced by Maharashtra State Electricity Distribution Company Limited (MSEDCL) as compared to earlier years. Further, there is incremental operation and Maintenance cost which reduces the margin drastically.</p> <p>Diamines and Chemicals Limited (DACL) is having manufacturing plant in Gujarat only and is not eligible to set off units generated from Power Generation unit in Maharashtra as captive Consumption.</p> <p>The agreed selling price covers present value of atleast next 7 years income generation.</p>
7.5	in case of cash consideration – amount or otherwise share exchange ratio;	Transfer of Business Undertaking will be done for a lumpsum consideration ₹ 220 Lakhs.
7.6	brief details of change in shareholding pattern (if any)of listed entity	There will be no change in the shareholding pattern of Diamines and Chemicals Limited.

