

July 21, 2021

The Manager - Listing
The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400001.

Scrip Code: 500120

Sub: Submission of Scrutinizer's Report of Diamines and Chemicals Limited for 45th Annual General Meeting held on July 20, 2021

Ref: Pursuant to Regulation 44 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

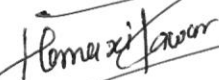
We are enclosing herewith Scrutinizer's Report dated July 21, 2021 issued by M/s. Sandip Sheth & Associates, Practicing Company Secretaries, Ahmedabad, (Membership No. 32597 & Certificate of Practice No. 12531) for voting on various resolutions transacted at 45th Annual General Meeting held on July 20, 2021.

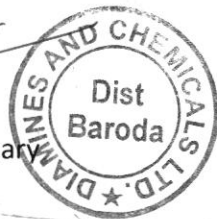
Further please note that the said report is also being signed by Mr. Amit Mehta, Executive Chairman of the company.

We request you to kindly take the same on your records.

Thank You.

For Diamines and Chemicals Limited


Hemaxi Pawar
Company Secretary



Encl: As above



FORM No. MGT-13 (OAVM) + E-Voting Report

Consolidated Report of Scrutinizer(s)

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 & Rule 20 of Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman
M/s. Diamines and Chemicals Limited
CTN: L24110GJ1976PLC002905
Plot No. 13, PCC Area,
P.O. Petrochemicals, Vadodara - 391346

Dear Sir,

Subject: 45th (Forty Fifth) Annual General Meeting of the Equity Shareholders of M/s. Diamines and Chemicals Limited held on Tuesday, the 20th day of July, 2021 at 12.00 Noon held through Video Conferencing (VC)/Other Audio Visual Means (OAVM)

A. Appointment as Scrutinizer:-

We, Sandip Sheth & Associates, Practicing Company Secretaries, have been appointed by the resolution passed by Board of Directors of the Diamines and Chemicals Limited as Scrutinizer(s) pursuant to provisions of Section 108 & 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the remote E-Voting and E-Voting taken on the below mentioned resolution(s), at the 45th (Forty Fifth) Annual General Meeting of the Equity Shareholders of Diamines and Chemicals Limited held on Tuesday, the 20th day of July, 2021 at 12.00 noon, through Video Conference (VC) / Other Audio Visual Means (OAVM) as per framework issued by the Ministry of Corporate Affairs (hereinafter referred to as "MCA") vide the General Circular No. 20/2020 dated 5th May, 2020 read with General Circular Nos. 14/2020 and 17/2020 dated 8th April, 2020, 13th April, 2020 and General Circular No. 02/2021 dated 13th January, 2021 respectively (hereinafter referred to as "the MCA Circulars") read with SEBI Circular No. SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021.

B. Dispatch of Notice:

The Company has represented to us that, as on 13th July, 2021 (Cut-off Date) there were total 14,250 (Fourteen Thousand Two Hundred and Fifty only) Members of the

Consolidated Report of Scrutinizer: 45th Annual General Meeting



Company. However, the notice of 45th Annual General Meeting was sent to all the Members in the following manner:

1. The Company's Registrar and Share Transfer Agents viz. Link Intime India Private Limited has sent the notice of 45th Annual General Meeting by email on 25th June, 2021 to only 10,662 (Ten Thousand Six Hundred and Sixty Two only) Members of the Company whose e-mails addresses were registered in the records of the Depository Participants/Company/Link Intime India Private Limited. A summarized statement of the e-mails sent on 25th June, 2021 is as under:

Sr. No.	Description	Date of Dispatch	Number of Records	
			No. of Emails	No. of Folios
1.	Total Registered Email Ids	25.06.2021	10,662	10,662
2.	Total valid Emails Sent	25.06.2021	10,662	10,662
3.	No. of Emails Bounced Back	25.06.2021	524	524
4.	Sent Successfully	25.06.2021	10,138	10,138

2. The Annual General Meeting of the Company held through VC/OAVM mode, notice of 45th Annual General Meeting has not been sent through physical mode as per the MCA Circular/s.

C. Newspaper Advertisement:-

1. The Company has published the notice, for the attention of Shareholders for registering their Email address as per the General Circular No. 20/2020 dated 5th May, 2020, through news paper advertisement in Business Standard (English Language) and in Vadodara Samachar (Gujarati Language) news paper/s on Saturday the 1st day of May, 2021.
2. The dispatches were completed on 25th June, 2021 through email and as prescribed in Rule 20(4) (v) of the said Rules, the Company also published the notice through newspaper advertisement, Business Standard (English Language) and in Vadodara Samachar (Gujarati Language) newspapers on Saturday the 26th day of June, 2021.
3. The notice of the 45th Annual General Meeting along with Annual Report was placed on the website of the Company (<https://www.dacl.co.in/upload/PDF/AR2020-21-DACL.pdf>) forthwith after the notice is sent to the members.



D. Other Relevant Factors For Remote E-Voting and E-Voting at AGM:

We assumed the office as Scrutinizer from the date of our appointment and in this connection we would like to bring to your kind attention the following aspects:

- a) The management of the Company is responsible to ensure the compliances with the requirements of the provisions of the Companies Act, 2013 and Rules relating to voting on the resolutions contained in the Notice to the 45th (Forty Fifth) Annual General Meeting of the Equity Shareholders of the Company.
- b) Our responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions stated below, based on the scrutiny of reports generated/received from the remote e-voting and e-voting system provided by the Link Intime India Private Limited (hereinafter referred to as "Link Intime", the authorized agency to provide remote e-voting facility, appointed by the Company.
- c) The voting rights in respect of 3,303 (Three Thousand Three Hundred and Three only) and 1,51,063 (One Lac Fifty one Thousand and Sixty Three only) Equity shares have been freezed since the same shares lying respectively in Bonus Suspense Account and Investor Education and Protection Fund Authority (Ministry of Corporate Affairs) in pursuance of applicable provisions of the Companies Act, 2013 and Rules made here under and hence for the purpose of calculation of eligible vote cast, we have considered following parameters;

Particulars	Number of Equity Shares of Rs. 10/- each
A. Paid Up Share Capital	97,83,240
B. Voting Rights Freezed for IEPF Shares	1,51,063
C. Voting Rights Freezed for Shares lying in Bonus Suspense Account	3,303
D. Eligible Shares for Voting (A - (B+ C))	96,28,874

We enclose the Scrutinizer's Report along with the relevant listings as follows:

A. Relating to Remote E-Voting:

- a) The remote e-voting period remained open from Friday, 16th July, 2021 @ 9.00 hours (IST) and ended on Monday, 19th July, 2021 @ 17.00 hours (IST);
- b) The members of the Company as on "cut-off" date viz. Tuesday the 13th day of July, 2021, were entitled to vote on the resolutions stated in the Notice of the 45th (Forty Fifth) Annual General Meeting;





c) The electronic ballots were reconciled with records maintained by the Company/Registrar and Transfer Agents of the Company and the authorization lodged with the Company.

B. For E Voting at the Annual General Meeting:

1. The facility for voting during the AGM made available to the Members during the Annual General Meeting. Members present in the AGM through VC/ OAVM and who have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be considered eligible to vote through the e-voting system during the AGM.
2. Facility for joining the Annual General Meeting through VC/OAVM remained open for 15 minutes before the time scheduled for the Annual General meeting and made available to the Members on first come first serve basis. Further, the window for E-Voting through VC/OAVM remained open for 15 (Fifteen) minutes after the Annual General Meeting.
3. The said facility of Voting through VC/OAVM has been provided through link <https://instameet.linkintime.co.in>.
4. Further, the access has been granted to the Scrutinizer through attendance dashboard for presence of quorum during the Annual General Meeting and the same has been provided through web link <https://instameet.linkintime.co.in/Dashboard/Login.aspx>.
5. Accordingly, Link Intime, the remote E-Voting Agency provided us with the names, DP ID & Client ID/Folios and shareholding of the Members who had casted their votes through remote E-Voting.

On completion of E-Voting during the Annual General Meeting, we have locked voting and finalized the voting through platform provided by Link Intime. After finalizing voting final report downloaded in presence of two witnesses, whose names are mentioned below, who are not in employment of the Company and electronic ballots were diligently scrutinized by us.


(Ms. Hilery Mashrani)


(Ms. Joli Panchasara)

Further, the said final report has been sent to the LinkIntime and based on information and final voting report including attendance received from LinkIntime and based on such scrutiny of the Remote E-voting and e-voting process, the result of the voting is as under:

Consolidated Report of Scrutinizer: 45th Annual General Meeting



Page 4 of 17

Ordinary Resolution - 1: Adoption and consideration of the Audited Standalone and Consolidated Financial statements for the year ended on 31st March, 2021.

(i) Voted in **favour** of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	47	43,22,228	100%
E-Voting at the time of AGM	5	12,42,927	100%
Total	52	55,65,155	

(ii) Voted **against** the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	0	0	0
E-Voting at the time of AGM	0	0	0
Total	0	0	0

(iii) **Invalid votes:**

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
E-Voting at the time of AGM	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Ordinary Resolution as set forth in AGM Notice dated 16th June, 2021, may be considered as carried by the requisite majority.

Ordinary Resolution - 2: Appointment of a Director in place of Mr. Amit Mehta (DIN: 00073907), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	47	43,22,228	100%
E-Voting at the time of AGM	5	12,42,927	100%
Total	52	55,65,155	

(ii) Voted **against** the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	0	0	0
E-Voting at the time of AGM	0	0	0
Total	0	0	0

(iii) **Invalid votes:**

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
E-Voting at the time of AGM	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Ordinary Resolution as set forth in AGM Notice dated 16th June, 2021, may be considered as carried by the requisite majority.

Consolidated Report of Scrutinizer: 45th Annual General Meeting



Page 6 of 17

Ordinary Resolution - 3: Declaration of Final Dividend of Rs. 5/- per Ordinary (Equity) share of Rs. 10/- each for the financial year 2020-21.

(i) Voted in **favour** of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	47	43,22,228	100%
E-Voting at the time of AGM	5	12,42,927	100%
Total	52	55,65,155	

(ii) Voted **against** the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	0	0	0
E-Voting at the time of AGM	0	0	0
Total	0	0	0

(iii) **Invalid votes:**

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
E-Voting at the time of AGM	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Ordinary Resolution as set forth in AGM Notice dated 16th June, 2021, may be considered as carried by the requisite majority.

Consolidated Report of Scrutinizer: 45th Annual General Meeting



Page 7 of 17



Ordinary Resolution - 4: Ratification of Remuneration of Cost Auditor

(i) Voted in **favour** of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	47	43,22,228	100%
E-Voting at the time of AGM	5	12,42,927	100%
Total	52	55,65,155	

(ii) Voted **against** the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	0	0	0
E-Voting at the time of AGM	0	0	0
Total	0	0	0

(iii) **Invalid votes:**

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
E-Voting at the time of AGM	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Ordinary Resolution as set forth in AGM Notice dated 16th June, 2021, may be considered as carried by the requisite majority.

Consolidated Report of Scrutinizer: 45th Annual General Meeting



Page 8 of 17

Special Resolution - 5: Reappointment and approval of Remuneration of Mr. G. S. Venkatachalam (DIN: 02205898) as an Executive Director

(i) Voted in **favour** of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	47	43,22,228	100%
E-Voting at the time of AGM	5	12,42,927	100%
Total	52	55,65,155	

(ii) Voted **against** the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	0	0	0
E-Voting at the time of AGM	0	0	0
Total	0	0	0

(iii) **Invalid votes:**

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
E-Voting at the time of AGM	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Special Resolution as set forth in AGM Notice dated 16th June, 2021, may be considered as carried by the requisite majority.



Special Resolution - 6: Appointment of Mr. Rajendra Chhabra as Non-Executive Director in the category of Professional Director and to approve payment of fees/compensation

(i) Voted in **favour** of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	47	43,22,228	100%
E-Voting at the time of AGM	5	12,42,927	100%
Total	52	55,65,155	

(ii) Voted **against** the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	0	0	0
E-Voting at the time of AGM	0	0	0
Total	0	0	0

(iii) **Invalid votes:**

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
E-Voting at the time of AGM	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Special Resolution as set forth in AGM Notice dated 16th June, 2021, may be considered as carried by the requisite majority.

Consolidated Report of Scrutinizer: 45th Annual General Meeting



Special Resolution - 7: To approve Remuneration already paid to Mr. Rajendra Chhabra as Non-Executive Director in the category of Professional Director exceeding fifty per cent of the total Remuneration/compensation/fees payable to all the Non -Executive Director of the Company for the financial year 2020-21

(i) Voted in **favour** of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	45	42,03,439	97.25%
E-Voting at the time of AGM	5	12,42,927	100%
Total	50	54,46,366	

(ii) Voted **against** the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	2	1,18,789	2.75%
E-Voting at the time of AGM	0	0	0
Total	2	1,18,789	

(iii) **Invalid votes:**

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
E-Voting at the time of AGM	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Special Resolution as set forth in AGM Notice dated 16th June, 2021, may be considered as carried by the requisite majority.

Consolidated Report of Scrutinizer: 45th Annual General Meeting



Page 11 of 17

Special Resolution - 8: To approve Remuneration payable to Mr. Rajendra Chhabra as Non-Executive Director in the category of Professional Director exceeding fifty per cent of the total Remuneration/compensation/fees payable to all the Non -Executive Director of the Company for the financial year 2021-22.

(i) Voted in **favour** of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	45	42,03,439	97.25%
E-Voting at the time of AGM	5	12,42,927	100%
Total	50	54,46,366	

(ii) Voted **against** the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	2	1,18,789	2.75%
E-Voting at the time of AGM	0	0	0
Total	2	1,18,789	

(iii) **Invalid votes:**

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
E-Voting at the time of AGM	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Special Resolution as set forth in AGM Notice dated 16th June, 2021, may be considered as carried by the requisite majority.

Consolidated Report of Scrutinizer: 45th Annual General Meeting



Page 12 of 17



Special Resolution - 9: To approve payment of commission to Non-Executive Directors

(i) Voted in **favour** of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	45	42,03,439	97.25%
E-Voting at the time of AGM	5	12,42,927	100%
Total	50	54,46,366	

(ii) Voted **against** the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	2	1,18,789	2.75%
E-Voting at the time of AGM	0	0	0
Total	2	1,18,789	

(iii) **Invalid votes:**

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
E-Voting at the time of AGM	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Special Resolution as set forth in AGM Notice dated 16th June, 2021, may be considered as carried by the requisite majority.

Special Resolution – 10: To approve “DACL- Employees Stock Option Plan 2021”

(i) Voted in **favour** of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	45	42,03,439	97.25%
E-Voting at the time of AGM	5	12,42,927	100%
Total	50	54,46,366	

(ii) Voted **against** the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	2	1,18,789	2.75%
E-Voting at the time of AGM	0	0	0
Total	2	1,18,789	

(iii) **Invalid votes:**

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
E-Voting at the time of AGM	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Special Resolution as set forth in AGM Notice dated 16th June, 2021, may be considered as carried by the requisite majority.

Special Resolution – 11: To extend “DACL- Employees Stock Option Plan 2021” to the Employees of Holding and Its subsidiary Company (ies).

(i) Voted in **favour** of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	45	42,03,439	97.25%
E-Voting at the time of AGM	5	12,42,927	100%
Total	50	54,46,366	

(ii) Voted **against** the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	2	1,18,789	2.75%
E-Voting at the time of AGM	0	0	0
Total	2	1,18,789	

(iii) **Invalid votes:**

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
E-Voting at the time of AGM	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Special Resolution as set forth in AGM Notice dated 16th June, 2021, may be considered as carried by the requisite majority.

Special Resolution - 12: Grant of options to issue securities equal to or exceeding One per cent but not exceeding Two per cent of the issued Capital of the Company during any One financial year to identified employees under "DACL- Employees Stock Option Plan 2021"

(i) Voted in **favour** of the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	45	42,03,439	97.25%
E-Voting at the time of AGM	5	12,42,927	100%
Total	50	54,46,366	

(ii) Voted **against** the resolution:

	Number of members present (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	2	1,18,789	2.75%
E-Voting at the time of AGM	0	0	0
Total	2	1,18,789	

(iii) **Invalid votes:**

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
E-Voting at the time of AGM	0	0
Total	0	0

Results: As number of votes cast in favour of the Resolution is more than the number of votes cast against, we report that the Special Resolution as set forth in AGM Notice dated 16th June, 2021, may be considered as carried by the requisite majority.

Consolidated Report of Scrutinizer: 45th Annual General Meeting




Page 16 of 17

5. A Compact Disc (CD)/Excel Sheets and other supportive documents containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared "INVALID", if any, for each resolution and also resolutions received from corporate shareholders etc. will be returned for safe keeping by our separate letter to the Company.
6. The electronic data and all other relevant records are under our safe custody and will be handed over to the Company Secretary authorized by the Board for safe keeping after Chairman considers, approves and signs the minutes of the Annual General Meeting.

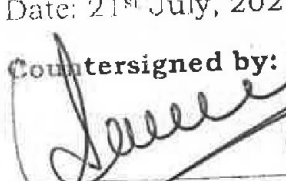
Thanking you,

For, Sandip Sheth & Associates
Practicing Company Secretaries
Firm Unique Code: P2001GJ041000


Mr. Prashant Prajapati
(Partner)
Membership No.: 32597
CP No.: 12531
UDIN: A032597C000664536

Place: Ahmedabad
Date: 21st July, 2021

Countersigned by:


Mr. Amit Mehta
Chairman
DIN: 00073907

Place: Mumbai
Date: 21st July, 2021

