



May 29, 2024

To,

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

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

Sub: Submission of Annual Secretarial Compliance Report for the year ended on March 31, 2024 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Ma'am,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019; please find enclosed copy of Annual Secretarial Compliance Report dated May 22, 2024, issued by Sandip Sheth & Associates, Practicing Company Secretaries for the Financial Year 2023-24.

Kindly take the above mentioned information on records.

Thanking You,

Yours Faithfully,
For Diamines and Chemicals Limited

Hemaxi Pawar
Company Secretary
Membership no.: A52581

Encl. As above



To,
The Board of Directors,
Diamines And Chemicals Limited
Plot No. 13, PCC Area, P.O. Petrochemicals,
Vadodara – 391346, Gujarat.

Dear Sir/s,

Sub: Annual Secretarial Compliance Report for the Financial Year 2023-24

We have been engaged by Diamines And Chemicals Limited (hereinafter referred to as 'the listed entity') bearing CIN: L24110GJ1976PLC002905 whose equity shares are listed on BSE Limited (BSE) (Security Code 500120) and National Stock Exchange (NSE) (Security Code DIAMINESQ) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively. Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue report thereon. Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involves such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report for the period 2023-24 is enclosed herewith as Annexure-A.

For, Sandip Sheth & Associates
Company Secretaries

Firm Unique Code: P2001GJ041000
UDIN: F005467F000414293

Sandip Sheth
Partner

FCS: 5467

CP No.: 4354

Firm Peer Review Regn. No:- 1427/2021

Date: 22nd May, 2024
Place: Ahmedabad



ANNUAL SECRETARIAL COMPLIANCE REPORT
Of Diamines And Chemicals Limited for the year ended 31st March, 2024
[Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, Sandip Sheth And Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by *Diamines And Chemicals Limited* (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2024 (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined (to the extent applicable), includes:

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time;
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



and circulars/guidelines issued thereunder;

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of listed entities are in accordance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) as notified by the Central Government under Section 118 (10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of Board of the listed entities• All policies are in conformity with the SEBI Regulations and has been reviewed & updated on time, as per the Regulations/Circulars/ Guidelines issued by SEBI	Yes	None
3.	<u>Maintenance and disclosure on Website:</u> <ul style="list-style-type: none">• The listed entity is maintaining a functional website• Timely dissemination of documents/ information under as separate section on the website• Web-links provided in Annual Corporate Governance Reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	None



4.	<u>Disqualification of Director:</u> None of the Director(s) of the Company is/are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity	Yes	None
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t:</u> a. Identification of material subsidiary companies b. Disclosure requirements of material as well as other subsidiaries	Yes	None
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival Policy prescribed under SEBI LODR Regulations, 2015	Yes	None
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the year as prescribed in SEBI Regulations	Yes	None



8.	<p><u>Related Party Transactions:</u></p> <p>a. The listed entity has obtained prior approval of Audit Committee for all Related Party Transactions, wherever required;</p> <p>b. The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained</p>	Yes	None
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosures under Regulation 30 along with Schedule III of SEBI LODR Regulation 2015 within the time limits prescribed thereunder.</p>	Yes	None
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (PIT) Regulations, 2015</p>	Yes	None
11.	<p><u>Action taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions has been taken against the listed entity / its promoters/ Directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars / Guidelines issued thereunder except as provided under separate paragraph herein.</p>	Yes	None
12.	<p><u>Additional Non-compliances, if any:</u></p> <p>No any additional non-compliances observed for all SEBI Regulations/ Circulars/ Guidelines</p>	(No) Refer Note – 1 to 3	Refer Note – 1 to 3



Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2018 dated 18th October, 2019.

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ remarks by PCS*
1.	Compliances with the following conditions while appointing/ re-appointing as Auditor		
	i. If the Auditor has resigned within 45 days from the end of a quarter of a financial year, the Auditor before such resignation, has issued the limited review/ audit report for such quarter or	NA	No such instance
	ii. If the Auditor has resigned after 45 days from the end of a quarter of a financial year, the Auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter or	NA	
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	
2.	Other conditions relating to resignation of Statutory Auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without	NA	No such instance



	<p>specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>No such instance</p>
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	<p>NA</p>	<p>No such instance</p>

a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-



Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Designated Person is not permitted to trade shall not execute contra trade as per regulation 9 of PIT Regulations	Regulation 9 of PIT regulation	Relative of Designated Person made trade and contra trade during window close period	Please Refer Note – 1	Please Refer Note – 1	Violation of PIT regulation by making trade and contra trade during window close period	None	The Company has as per requirement reported the non compliance to the Stock Exchange under regulation 9 of SEBI (PIT) Regulations, 2015	The Management as per requirement made required disclosures to the Stock Exchange and issued necessary warning (Please refer Note – 1	For details please refer Note – 1



2.	Designated Person is not permitted to trade shall not execute contra trade as per regulation 9 of PIT Regulations	Regulation 9 of PIT regulation	Relative of Designated Person have pledged shares during trading window closure period	Please Refer Note – 2	Please Refer Note – 2	Violation of PIT regulation by pledging shares during trading window closure period	None	The Company has as per requirement reported the non-compliance to the Stock Exchange under regulation 9 of SEBI (PIT) Regulations, 2015	The Management as per requirement made required disclosures to the Stock Exchange and issued necessary warning (Please refer Note – 2	For details please refer Note – 2
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b. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Designated Person is not permitted to trade shall not	Regulation 9 of PIT regulation	Designated Person made contra trade	Please Refer Note – 3	Please Refer Note – 3	Violation of PIT regulation by making contra	None	The Company has as per requirement	The Management as per requirement	For details please refer Note – 3



execute contra trade as per regulation 9 of PIT Regulation s					trade		reported the non compliance to the Stock Exchange under regulation 9 of SEBI (PIT) Regulations, 2015	made required disclosures to the Stock Exchange and issued necessarily warning (Please refer Note – 3	
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Note – 1: Mrs. Kalgi Parekh (earlier Kalgi Nimish Gandhi, daughter of Designated Person), purchased 15 shares on 25th July, 2023 and then immediately sold out on 28th July, 2023, as she came to know about window closure with loss of Rs. 176/- only.

Action taken: The Management of the Company has issued a strict warning letter to comply with the requirement of the provisions of the PIT Regulations strictly to such relative of designated person and other employees of the Company and reported the same to the Stock Exchange under regulation 9 (1) read with Schedule B in specified format. The same has been reported to the Stock Exchange vide report for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015 dated 2nd August, 2023. Further, the Management of the Company also asked not to trade/contrade in company's shares for the next six months.

Note – 2: Mr. Naimish Godiwala (father of the designated person), pledged 3,000 shares on 5th May, 2023 during trading window closure period and not made any intimation regarding the same as required under PIT regulations.

Action taken: The Management of the Company has asked clarification regarding the said transaction and it was clarified that the relative of Designated Person has pledged the shares for the purpose to the bank loan against securities for the payment to be made for a purchase of personal property. There is no other reason for pledging the said shares. There was no malicious intension behind the said transaction. Further, being first time the Management of the Company has excused with issuance a strict warning letter to comply with the requirement of the provisions of the PIT Regulations to such relative of designated person and other employees of the Company and reported the same to the



Stock Exchange under regulation 9 (1) read with Schedule B in specified format. The same has been reported to the Stock Exchange vide report for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015 dated 12th May, 2023.

Note – 3: During the period under review, one of the designated person viz. Mr. Pritesh Bhatt, Account Executive has violated code of conduct by making contra trade within 6 months from the date of purchase of shares. Mr. Pritesh Bhatt has traded nominal (contra trade) total 10 (Ten) Equity Shares by way of sell on 16.08.2022.

Action taken: The Management of the Company has issued a strict warning letter to comply with the requirement of the provisions of the PIT Regulations strictly to such designated person and other employees of the Company and reported the same to the Stock Exchange under regulation 9 (1) read with Schedule B in specified format. The same has been reported to the Stock Exchange vide report for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015 dated 23rd August, 2022.

For, Sandip Sheth & Associates

Company Secretaries

Firm Unique Code: P2001GJ041000

UDIN: F005467F000414293

Sandip Sheth

Partner

FCS: 5467

CP No.: 4354

Firm Peer Review Regn. No:- 1427/2021

Date: 22nd May, 2024

Place: Ahmedabad