

July 05, 2024

The National Stock Exchange of India Ltd Listing Department Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Company Symbol: DMCC	BSE Limited Department of Corporate Services Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code : 506405
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Sub: Proceedings of Postal Ballot (through remote e-voting system)

Dear Sir/Madam,

In accordance with Regulation 30 read with clause 13 of Para A of Part A of Schedule III of Listing Regulations, 2015, we are submitting herewith certified true copy of the proceedings of the Postal Ballot through remote e-voting system.

You are requested to kindly take the same on your record.

Thanking you,

For DMCC Speciality Chemicals Limited
(Formerly known as The Dharamsi Morarji Chemicals Company Limited)

Omkar Mhamunkar
Company Secretary & Compliance Officer
ICSI Membership No. ACS 26645
Encl: As Above

CERTIFIED TRUE COPY OF THE PROCEEDINGS OF THE RESOLUTION PASSED BY THE MEMBERS OF THE COMPANY ON FRIDAY, JULY 05, 2024 BY WAY OF POSTAL BALLOT, (THROUGH REMOTE E-VOTING SYSTEM).

In accordance with Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 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, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively the 'MCA Circulars'), the Board of Directors of the Company at its meeting held on May 23, 2024 unanimously passed a resolution to obtain approval of the members of the Company by way of Postal Ballot only by voting through electronic means ('remote e-voting') for the following business items:

1. Appointment of Shri Haren Devidas Parekh (DIN: 00004883) as an Independent Director.
2. Appointment of Shri Kuldeep Kumar Tiwari (DIN: 10633725) as a Whole-Time Director designated as "Executive Director (Operations)" of the Company.
3. Approval for waiver of recovery of excess managerial remuneration by way of commission paid to Non-Executive Directors of the Company for the FY 2022-2023.
4. Approval for waiver of recovery of excess managerial remuneration paid to Shri Dilip Trimbak Gokhale (DIN: 06734397), Executive Director of the Company for the FY 2023-2024.
5. Approval of payment of commission to Non-Executive Directors of the Company.

The Notice of Postal Ballot which comprised resolutions proposed for the approval of the members and the explanatory statement thereto and reasons thereof, was sent by email on June 05, 2024, only to those Members whose e-mail addresses are registered with the Link Intime India Private Limited ("Registrar and Share Transfer Agent /RTA") / Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, May 31, 2024 (Cut-off date).

Postal Ballot, as per the MCA Circulars meant voting only by electronic means through the remote e-voting facility and accordingly the Members were required to communicate their assent or dissent through the remote e-voting facility only.

The Company has engaged the services of Link Intime India Private Limited ("RTA") for the purpose of providing remote e-voting facility to all its members.

As per Rule 22(3) of the Companies (Management and Administration) Rules, 2014, an advertisement in newspapers in regard to dispatch of Postal Ballot Notice to the members of the Company, was published by the

Company in 'The Free Press Journal (English) and Navshakti (Marathi) on Thursday, June 06, 2024. The copy of the same was submitted to BSE Limited and National Stock Exchange of India Limited and was also placed on the website of the Company at www.dmcc.com.

The period of Remote E-voting commenced at 09.00 a.m. (IST) on June 06, 2024 and ended at 5.00 p.m. (IST) on July 05, 2024.

After due scrutiny of all the votes casted through e-Voting, the Scrutinizer, Shri Satish Kumar Jain, Proprietor of SKJ & Associates, Practising Company Secretaries (Membership No. FCS: 6398; CP No. 6632) submitted his report dated July 05, 2024. As authorized by the Board of Directors of the Company, the Postal Ballot Result was announced by Shri Omkar Chandrakant Mhamunkar, Company Secretary & Compliance Officer as per the Scrutinizer's Report on July 05, 2024.

The Special Resolutions proposed in the Postal Ballot Notice dated May 23, 2024 have been passed with the requisite majority.

A summary of the report on the result of remote e-voting is given below:

Item No. 1 (Special Resolution)

Appointment of Shri Haren Devidas Parekh (DIN: 00004883) as an Independent Director.

Particulars	Number of Members voted through remote e-voting	Number of Votes casted through remote e-voting	Percentage (%)
Assent	77	13036506	99.9719
Dissent	8	3668	0.0281
Total	85	13040174	100.00

Invalid Votes:

Number of Members whose votes were declared invalid	-	Number of invalid votes cast by them	-
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Abstained from Voting:

Number of Members	-	Number of votes	-
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Item No. 2 (Special Resolution)

Appointment of Shri Kuldeep Kumar Tiwari (DIN: 10633725) as a Whole-Time Director designated as "Executive Director (Operations)" of the Company.

Particulars	Number of Members voted through remote e-voting	Number of Votes casted through remote e-voting	Percentage (%)
Assent	77	13036506	99.9719
Dissent	8	3668	0.0281
Total	85	13040174	100.00

Invalid Votes:

Number of Members whose votes were declared invalid	-	Number of invalid votes cast by them	-
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Abstained from Voting:

Number of Members	-	Number of votes	-
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Item No. 3 (Special Resolution)

Approval for waiver of recovery of excess managerial remuneration by way of commission paid to Non-Executive Directors of the Company for FY 2022-23.

Particulars	Number of Members voted through remote e-voting	Number of Votes casted through remote e-voting	Percentage (%)
Assent	73	13035955	99.9673
Dissent	12	4219	0.0324
Total	85	13040174	100.00

Invalid Votes:

Number of Members whose votes were declared invalid	-	Number of invalid votes cast by them	-
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Abstained from Voting:

Number of Members	-	Number of votes	-
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Item No. 4 (Special Resolution)

Approval for waiver of recovery of excess managerial remuneration paid to Shri Dilip Trimbak Gokhale (DIN: 06734397), Executive Director of the Company for FY 2023-24.

Particulars	Number of Members voted through remote e-voting	Number of Votes casted through remote e-voting	Percentage (%)
Assent	75	13036355	99.9707
Dissent	10	3819	0.0293
Total	85	13040174	100.00

Invalid Votes:

Number of Members whose votes were declared invalid	-	Number of invalid votes cast by them	-
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Abstained from Voting:

Number of Members	-	Number of votes	-
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Item No. 5 (Special Resolution)

Approval of payment of commission to Non-Executive Directors of the Company.

Particulars	Number of Members voted through remote e-voting	Number of Votes casted through remote e-voting	Percentage (%)
Assent	75	13036355	99.9707
Dissent	10	3819	0.0293
Total	85	13040174	100.00

Invalid Votes:

Number of Members whose votes were declared invalid	-	Number of invalid votes cast by them	-
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Abstained from Voting:

Number of Members	-	Number of votes	-
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The following resolutions were passed by the members of the Company by way of Special Resolution as per the Postal Ballot Notice dated May 23, 2024 (“Notice”). The explanatory statement which forms part of the following resolutions may be referred from the Notice.

1. Appointment of Shri Haren Devidas Parekh (DIN: 00004883) as an Independent Director.

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, and in accordance with recommendation of the Nomination and Remuneration Committee, and approval of the Board of Directors, Shri Haren Devidas Parekh (DIN: 00004883), who was appointed as an Additional Director, designated as a Non-Executive Independent Director with effect from May 23, 2024, and in respect of whom the company has received a notice in writing under Section 160(1) of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of five (5) consecutive years, commencing from May 23, 2024 upto May 22, 2029.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary and /or the Chief Finance Officer of the Company, be and are hereby severally authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto”.

The resolution was passed with requisite majority as **Special Resolution**.

2. Appointment of Shri Kuldeep Kumar Tiwari (DIN: 10633725) as a Whole-Time Director designated as “Executive Director (Operations)” of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 152, 161, 196, 197, 198, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and in accordance with recommendation of the Nomination and Remuneration Committee, and approval of the Board of Directors, Shri Kuldeep Kumar Tiwari (DIN: 10633725), who was appointed as an Additional Director (Whole-Time Director) designated as an “Executive Director (Operations)” with effect from May 24, 2024, and in respect of whom the company has received a notice in writing under Section 160(1) of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as Whole-Time Director designated as an “Executive Director (Operations)” of the Company for a period of Three (3) consecutive years with effect from May 24, 2024 till May 23, 2027, liable to retire by rotation, upon the terms, conditions and remuneration as set out in the explanatory statement annexed to the notice with liberty to the Board (hereinafter referred to as ‘the Board’ which term shall be deemed to include any committee constituted/to be constituted by the Board) to alter and vary from time to time, the terms and conditions of the said appointment and/or remuneration as it may deem to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions if any, of the Act, without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT in the event if in any financial year, during the tenure of Shri Kuldeep Kumar Tiwari (DIN: 10633725), as a Whole Time Director designated as an “Executive Director (Operations)” of the Company, the Company has no profits or its profits are inadequate, the members hereby authorize the Board to pay the remuneration to Shri Kuldeep Kumar Tiwari, “Executive Director (Operations)” as minimum remuneration by way of salary, perquisites and other allowances, as per the terms and conditions mentioned in the explanatory statement, notwithstanding that such payment may be in excess of the individual limits prescribed by Section 197 and Schedule V of the Act (including statutory modification(s) or enactment(s) thereto, for the time being in force), and notwithstanding that the payment of such remuneration to the “Executive Director (Operations)” together with the payment of remuneration to all other directors (including the managing director, whole-time directors, and others directors) may be in excess of the aggregate limits prescribed by Section 197 and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary and /or the Chief Finance Officer of the Company, be and are hereby severally authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto”.

The resolution was passed with requisite majority as **Special Resolution**.

3. Approval for waiver of recovery of excess managerial remuneration by way of commission paid to Non-Executive Directors of the Company for FY 2022-23.

“RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013 (the “Act”) read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, approval of the Members be and is hereby accorded for the waiver of recovery of excess remuneration by way of commission paid to Non- Executive Directors of the Company for the financial year 2022-2023 which was in excess of maximum remuneration permissible under the Act.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary and /or the Chief Finance Officer of the Company, be and are hereby severally authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto”.

The resolution was passed with requisite majority as **Special Resolution**.

4. Approval for waiver of recovery of excess managerial remuneration paid to Shri Dilip Trimbak Gokhale (DIN: 06734397), Executive Director of the Company for FY 2023-24.

“RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013 (the “Act”) read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof) and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, approval of the Members be and is hereby accorded for the waiver of recovery of excess managerial remuneration paid to Shri Dilip Trimbak Gokhale (DIN 06734397), Executive Director of the Company for the financial year 2023-2024, which was in excess of maximum remuneration permissible under the Act.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary and /or the Chief Finance Officer of the Company, be and are hereby severally authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto”.

The resolution was passed with requisite majority as **Special Resolution**.

5. Approval of payment of commission to Non-Executive Directors of the Company.

“RESOLVED THAT in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Section 149, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6)(a) and all other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) or any other law for the time being in force, and in accordance with

provisions of the Articles of Association of the Company, pursuant to the recommendations of the Nomination and Remuneration Committee and the approval of Board of Directors of the Company and subject to such other approvals as may be required in this regard, the approval of the Members of the Company be and is hereby accorded to pay remuneration by way of commission to Non-Executive Directors (including Independent Directors) upto one percent (1%) of the profits of the Company calculated as per Section 198 of the Companies Act, 2013 for a period of three financial years i.e. 2023-24, 2024-25 and 2025-26 or such other time period as may be permitted under the Act, in such amounts or proportions and in such manner as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT in the event if in any financial year stated above i.e. FY 2023-24, FY 2024-25 and FY 2025-26, the Company has no profits or its profits are inadequate, the Company shall pay remuneration by way of commission to Non-Executive Directors (including Independent Directors) upto one percent (1%) of the profits of the Company calculated as per Section 198 of the Companies Act, 2013 as minimum remuneration, notwithstanding that such payment may be in excess of the limits prescribed by Section 197 and Schedule V of the Act (including statutory modification(s) or enactment(s) thereto, for the time being in force), and notwithstanding that the payment of such remuneration together with the payment of remuneration to all other directors (including the managing director, whole-time directors, and others directors) may be in excess of the aggregate limits prescribed by Section 197 and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to the Director(s) for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT the Board of Directors and/or any duly constituted committee of the Board, be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

The resolution was passed with requisite majority as **Special Resolution**.

CERTIFIED AS TRUE

For DMCC Speciality Chemicals Limited

(Formerly known as The Dharamsi Morarji Chemicals Company Limited)

Omkar Mhamunkar
Company Secretary & Compliance Officer
ICSI Membership No. ACS 26645

DMCC SPECIALITY CHEMICALS LIMITED
(Formerly known as “The Dharamsi Morarji Chemical Company Limited”)