



September 05, 2025

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 Scrutinizer's Report of Diamines and Chemicals Limited for 49<sup>th</sup> Annual General Meeting held on September 04, 2025

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 September 04, 2025 issued by M/s. Sandip Sheth & Associates, Practicing Company Secretaries, Ahmedabad, (Membership No. F5467 & Certificate of Practice No. 14354) for voting on various resolutions transacted at 49<sup>th</sup> Annual General Meeting held on September 04, 2025.

Further please note that the said report is also being signed Company Secretary duly authorized 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

Membership no.: A52581

Encl: As above

**FORM No. MGT-13 + 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]**

**Consolidated Report of Scrutinizer: 49th Annual General Meeting**

To,  
The Chairman  
M/s. Diamines and Chemicals Limited  
CIN: L24110GJ1976PLC002905  
Plot No. 13, PCC Area,  
P.O. Petrochemicals,  
Vadodara – 391350

Dear Sir,

**Subject: 49<sup>th</sup> (Forty Nineth) Annual General Meeting of the Equity Shareholders of M/s. Diamines and Chemicals Limited held on Thursday, the 4<sup>th</sup> day of September, 2025 at 11.30 A.M. at the registered office of the Company at Plot No. 13, PCC Area, P. O. Petrochemicals, Vadodara – 391346, Gujarat.**

**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 voting by poll & Remote E-voting taken on the below mentioned resolution(s), at the 49<sup>th</sup> (Forty Nineth) Annual General Meeting of the Equity Shareholders of Diamines and Chemicals Limited held on Thursday the 4<sup>th</sup> day of September, 2025 at 11.30 A.M. at the registered office of the Company at Plot No. 13 PCC Area, PO. Petrochemicals, Vadodara – 391346, Gujarat, India.

**B. Dispatch of Notice:**

The Company has represented to us that, as on 25<sup>th</sup> July, 2025 (Cut-off date of sending notice of AGM) there were total 14,060 (Fourteen Thousand Sixty Only) Members of the Company. However, the notice of 49<sup>th</sup> Annual General Meeting was sent to all the Members in the following manner:

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- a) The Company's Registrar and Share Transfer Agents viz. MUFG Intime India Private Limited, Share Transfer Agent Limited has sent the notice of 49<sup>th</sup> Annual General Meeting by email on 31st July, 2025 to 11,802 (Eleven Thousand Eight Hundred and Two only) Members of the Company whose e-mails addresses were registered in the records of the Depository Participants/Company/MUFG Intime India Private Limited (RTA). A summarized statement of the e-mails sent on 31st July, 2025 is as under:

Sr. No.	Description	Date of Dispatch	Number of Records	
			No. of Emails	No. of Folios
1.	Total Registered Email Ids	31st July, 2025	11802	11802
2.	No. of Emails Bounced Back		2	2
3.	Total valid Emails Sent	31st July, 2025	11800	11800
4.	Sent Successfully	31st July, 2025	11800	11800
5.	Returned Undelivered		NIL	NIL

- a) As per Regulation 36 (1) (b) of the SEBI LODR, as amended, the web-link, including the exact path, where complete details of the Annual Report are available has been sent to those member(s) who have not registered their email address either with the Company or with your Depository Participant(s). Such letters have been sent to total 2258 (Two Thousand Two Hundred and Fifty-Eight) Members through Ordinary Post (Indian Post) on 31<sup>st</sup> day of July, 2025.
- b) There were in total Nil undelivered envelopes containing the 49<sup>th</sup> Annual General Meeting notice/Annual Report of the Company. The Company has issued Annual Report copies by way of Courier/Registered Post, to those shareholders who made oral/written requests to the Company after the date of dispatch. However, the Company has dispatched Annual Report in Physical mode to total 16 (Sixteen) shareholders from whom the Company has received written request.

### **C. Newspaper Advertisement:**

1. The dispatches were completed on 31<sup>st</sup> July, 2025 and as prescribed in Rule 20(4) (v) of the said Rules, the Company also published the notice through newspaper

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advertisement, Business Standard (English Language) and in Vadodara Samachar (Gujarati Language) newspapers on Friday, the 1st day of August, 2025.

2. The notice of the 49<sup>th</sup> Annual General Meeting along with Annual Report was placed on the website of the Company [https://dacl.co.in/wp-content/uploads/2025/07/Annual\\_Report\\_2024\\_25\\_Final.pdf](https://dacl.co.in/wp-content/uploads/2025/07/Annual_Report_2024_25_Final.pdf) forthwith after the notice is sent to the members.

#### **D. Other Relevant Factors For Remote E-Voting and Poll Process:**

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 49<sup>th</sup> (Forty Ninth) 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 the polling papers circulated at the Annual General Meeting and on the basis of the reports generated from the e-voting system provided by the MUFG Intime India Private Limited (MUFG Intime), the authorized agency to provide remote e-voting facility, appointed by the Company.
- c) All the specimen signatures of the members who have voted through physical mode have been verified with the specimen signature record maintained by the Company's Registrar and Share Transfer agents viz. MUFG Intime India Private Limited located at Geeta Kunj 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara - 390015, and we have relied on the authentication/certification given by them for the same.
- d) The voting rights in respect of 1,72,431 (One Lac Seventy Two Thousand Four Hundred and Thirty-One only) Equity shares have been freezed since the same shares lying in/transferred to the 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 voting rights in respect of 2,123 (Two Thousand One Hundred and Twenty Three Equity shares) and 73 Shareholders have been freezed since the same were lying in Bonus Suspense account and hence for the purpose of calculation of eligible vote cast, we have considered following parameters.

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- A. Paid Up Shares:** 97,83,990 Equity Shares of Rs. 10/- each  
**B. Voting Rights Freezed for IEPF Shares:** 1,72,431 Equity Shares of Rs. 10/- each  
**C. Voting Rights Freezed for Bonus Shares lying in Suspense Account:** 2,123 Equity Shares of Rs. 10/- each  
**D. Eligible Shares for Voting:** 96,09,436 Equity Shares (A (-) B (-) C)

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 Sunday, the 31<sup>st</sup> day of August, 2025 @ 9.00 hours (IST) and ended on Wednesday, the 3<sup>rd</sup> day of September, 2025 @ 17.00 hours (IST).
- b) The members of the Company as on "cut-off" date viz. Thursday, the 25<sup>th</sup> day of July, 2025, were entitled to vote on the resolutions stated in the Notice of the 49<sup>th</sup> (Forty Nineth) Annual General Meeting
- c) The Votes casted were subsequently unblocked by us on 4<sup>th</sup> September, 2025 at 12.15 p.m. (after counting the votes cast at the Annual General Meeting) in the presence of two witnesses viz., **Ms. Sakshi Jha and Ms. Dharine Trivedi** who are not in employment of the Company and electronic ballots were diligently scrutinized by us.
- d) The electronic ballots were reconciled with records maintained by the Company/Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
- e) Particulars of all the Physical Ballot Forms received from the Members and e-voting data received from MUFG Intime India Private Limited (Instavote Platform) have been entered in a separate register maintained for the polling papers. Thereafter, the details of members, who have voted "For", "Against" each of the resolutions permitted for remote e-voting, were prepared based on report generated from the e-voting website of Link Intime.

**B. For Poll at the Annual General Meeting:**

- a) The poll was conducted together on all the Item Nos. 1 to 7 the agenda at the Annual General Meeting at the end of discussion on all the resolutions.

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- b) The poll was conducted to enable the members of the Company who were present at the Annual General Meeting and could not cast their vote through Remote E-voting facility provided by the Company through MUFG Intime.
- c) After ensuring that all the members who desire to cast their vote through poll have exercised their right to vote on poll and after seeking permission from the Chairman of the 49<sup>th</sup> (Forty Ninth) Annual General Meeting, ballot box kept for polling was sealed in our presence with due identification marks.
- d) The sealed ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
- e) The poll/ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. Moreover, poll papers of those members who already cast their vote through Remote E-Voting process were also required to be treated as invalid.
1. **In physical poll/ballot paper** out of total 33 (Thirty Three) Members present at the Annual General Meeting physically, only 14 (Fourteen) Members representing 19,333 (Nineteen Thousand Three Hundred Thirty Three only) Equity Shares, have voted through physical ballot/poll at the time of Annual General Meeting. Out of the physical ballots, no ballot paper was found to be invalid, whereas remaining Shareholders present at the meeting have not voted for all the resolutions and where as some shareholders have already voted through remote E Voting facility provided by the Company and hence they have not voted through poll/ballot paper at the time of Annual General Meeting.

With respect to **Resolution Nos. 1 to 7**, in physical ballot 14 (Fourteen) Members representing 19,833 (Nineteen Thousand Eight Hundred Thirty Three only) Equity Shares had given their consent in favour of all the resolutions.

2. **Whereas in E Voting** for **Resolution No. 1**, 56 (Fifty Six) Shareholders holding 55,38,034 (Fifty Five Lacs Thirty Eight Thousand Thirty Four only) Equity Shares have voted in favor of the resolution while 4 (Four) Shareholders holding 1,23,042 (One Lac Twenty Three Thousand Forty Two only) Equity Shares have voted against the resolution, Whereas in E Voting for **Resolution No. 2**, 55 (Fifty Five) Shareholders holding 55,36,034 (Fifty Five Lacs Thirty Six Thousand Thirty Four only) Equity Shares have voted in favor of the resolution while 5 (Five) Shareholders holding 1,25,042 (One Lac Twenty Five Thousand Forty Two only)

### Consolidated Report of Scrutinizer for 49<sup>th</sup> Annual General Meeting

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Equity Shares have voted against the resolution, Whereas in E Voting for **Resolution No. 3**, 55 (Fifty Five) Shareholders holding 55,38,032 (Fifty Five Lacs Thirty Eight Thousand Thirty Two only) Equity Shares have voted in favor of the resolution while 5 (Five) Shareholders holding 1,23,044 (One Lac Twenty Three Thousand Forty Four only) Equity Shares have voted against the resolution, Whereas in E Voting for **Resolution No. 4**, 56 (Fifty Six) Shareholders holding 55,38,034 (Fifty Five Lacs Thirty Eight Thousand Thirty Four only) Equity Shares have voted in favor of the resolution while 4 (Four) Shareholders holding 1,23,042 (One Lac Twenty Three Thousand Forty Two only) Equity Shares have voted against the resolution, Whereas in E Voting for **Resolution No. 5**, 56 (Fifty Six) Shareholders holding 55,38,034 (Fifty Five Lacs Thirty Eight Thousand Thirty Four only) Equity Shares have voted in favor of the resolution while 4 (Four) Shareholders holding 1,23,042 (One Lac Twenty Three Thousand Forty Two only) Equity Shares have voted against the resolution, Whereas in E Voting for **Resolution No. 6**, 56 (Fifty Six) Shareholders holding 55,38,034 (Fifty Five Lacs Thirty Eight Thousand Thirty Four only) Equity Shares have voted in favor of the resolution while 4 (Four) Shareholders holding 1,23,042 (One Lac Twenty Three Thousand Forty Two only) Equity Shares have voted against the resolution, Whereas in E Voting for **Resolution No. 7**, 54 (Fifty Four) Shareholders holding 55,35,974 (Fifty Five Lacs Thirty Five Thousand Nine Hundred Seventy Four only) Equity Shares have voted in favor of the resolution while 6 (Six) Shareholders holding 1,25,102 (One Lac Twenty Five Thousand One Hundred and Two only) Equity Shares have voted against the resolution.

Based on such scrutiny of the Remote E-voting and polling process, the result of the voting is as under:



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**Ordinary Resolution – 1:** Adoption and consideration of the Audited Standalone and Consolidated Financial statements for the year ended on 31<sup>st</sup> March, 2025.

(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	56	55,38,034	98%
Voting by Poll	14	19,333	100%
Total	<b>70</b>	<b>55,57,367</b>	

(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	4	1,23,042	2%
Voting by Poll	0	0	0%
Total	<b>4</b>	<b>1,23,042</b>	

(iii) **Invalid votes:**

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	0	0
Total	<b>0</b>	

**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 29<sup>th</sup> May, 2025 be considered as carried by the requisite majority.

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**Ordinary Resolution – 2:** Appointment of a Director in place of Mr. Rajendra Chhabra (DIN: 00093384), 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	55	55,36,034	98%
Voting by Poll	14	19,333	100%
<b>Total</b>	<b>69</b>	<b>55,55,367</b>	

(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	5	1,25,042	2%
Voting by Poll	0	0	0%
<b>Total</b>	<b>5</b>	<b>1,25,042</b>	

(iii) **Invalid votes:**

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	0	0
<b>Total</b>	<b>0</b>	

**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 29<sup>th</sup> May, 2025 be considered as carried by the requisite majority.

**Consolidated Report of Scrutinizer for 49<sup>th</sup> Annual General Meeting**  
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**Ordinary Resolution – 3:** Declaration of final dividend of Rs. 1 per Ordinary (Equity) Shares of Rs. 10/- each for the Financial Year 2024-25.

(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	55	55,38,032	98%
Voting by Poll	14	19,333	100%
<b>Total</b>	<b>69</b>	<b>55,57,365</b>	

(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	5	1,23,044	2%
Voting by Poll	0	0	0%
<b>Total</b>	<b>5</b>	<b>1,23,044</b>	

(iii) **Invalid votes:**

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	0	0
<b>Total</b>	<b>0</b>	

**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 29<sup>th</sup> May, 2025, be considered as carried by the requisite majority.

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**Ordinary Resolution – 4:** Ratification of Remuneration to the 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	56	55,38,034	98%
Voting by Poll	14	19,333	100%
<b>Total</b>	<b>70</b>	<b>55,57,367</b>	

(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	4	1,23,042	2%
Voting by Poll	0	0	0%
<b>Total</b>	<b>4</b>	<b>1,23,042</b>	

(iii) **Invalid votes:**

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	0	0
<b>Total</b>	<b>0</b>	

**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 29<sup>th</sup> May, 2025, be considered as carried by the requisite majority.

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**Ordinary Resolution – 5:** To Confirm Appointment and Remuneration of M/s Sandip Sheth and Associates Secretarial Auditor for Terms of 5 Years

(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	56	55,38,034	98%
Voting by Poll	14	19,333	100%
Total	<b>70</b>	<b>55,57,367</b>	

(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	4	1,23,042	2%
Voting by Poll	0	0	0%
Total	<b>4</b>	<b>1,23,042</b>	

(iii) **Invalid votes:**

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	0	0
Total	<b>0</b>	

**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 29<sup>th</sup> May, 2025, be considered as carried by the requisite majority.



**Special Resolution – 6:** Re-appointment of Mr. Amit Mehta (DIN: 00073907) as an Executive Chairman of the company

(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 (Refer Note – 1)	56	55,38,034	98%
Voting by Poll	14	19,333	100%
<b>Total</b>	<b>70</b>	<b>55,57,367</b>	

(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	4	1,23,042	2%
Voting by Poll	0	0	0
<b>Total</b>	<b>4</b>	<b>1,23,042</b>	

(iii) **Invalid votes:**

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	0	0
<b>Total</b>	<b>0</b>	

**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 29<sup>th</sup> May, 2025, be considered as carried by the Special majority.

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**Special Resolution – 7:** To Approve payment of Remuneration of 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 other Non-Executive Director of the Company for the financial year 2026-27:

(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	54	55,35,974	98%
Voting by Poll	14	19,333	100%
<b>Total</b>	<b>68</b>	<b>55,55,307</b>	

(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	6	1,25,102	2%
Voting by Poll	0	0	0%
<b>Total</b>	<b>6</b>	<b>1,25,102</b>	

(iii) **Invalid votes:**

	Number of members present (in person or by proxy)	Number of votes cast by them
Remote E-voting	0	0
Voting by Poll	0	0
<b>Total</b>	<b>0</b>	

**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 29<sup>th</sup> May, 2025, be considered as carried by the special majority.

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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" 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, the poll/ballot papers and all other relevant records are under my 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,

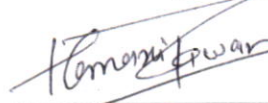
**For, Sandip Sheth & Associates**  
Practicing Company Secretaries  
UDIN: F005467G001169201  
Firm Peer Review Regn. No:- 1428/2021



**Mr. Sandip Sheth**  
Partner  
Membership No.: F5467  
CP No.: 4354



**Countersigned by:**



**Ms. Hemaxi Pawar**  
Company Secretary  
Duly authorized by Shri Amit Mehta, Chairman



Place: Vadodara

Date: 4<sup>th</sup> September, 2025

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