



July 31, 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. Notice convening the 49th Annual General Meeting of the Company

Dear Sir/Ma'am,

We hereby inform you that the 49th Annual General Meeting (AGM) of the Company will be held on Thursday, September 04, 2025, at 11.30 AM at the Registered office of the Company situated at Plot No. 13, PCC Area, P.O. Petrochemicals, Vadodara- 391 350.

Please find enclosed herewith the Notice of the 49th Annual General Meeting of the Company.

Kindly take the same on record.

Thanking You.

Yours Faithfully,
For Diamines and Chemicals Limited

Hemaxi Pawar
Company Secretary
Membership No.: A52581

ENCL: As above

NOTICE

NOTICE is hereby given that the **49th (Forty-Ninth)** Annual General Meeting (AGM) of the members of M/s. Diamines and Chemicals Limited will be held on **Thursday, the 4th Day of September, 2025** at 11.30 AM at the Registered Office of the Company situated at Plot No. 13, PCC Area, P. O. Petrochemicals, Vadodara – 391 350 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2025 together with the Reports of the Board of Directors' and Auditors' thereon including the Audited Consolidated Financial Statement of the Company for the year ended on March 31, 2025.
2. To appoint a Director in place of Mr. Rajendra Chhabra (DIN: 00093384) who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare Final Dividend of ₹1/- per Ordinary (Equity) share of ₹10/- each for the financial year 2024-2025.

SPECIAL BUSINESS:

4. Ratification of Remuneration to Cost Auditor

To consider and, if thought fit, to pass the following resolution with or without modification, as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded for the payment of remuneration of ₹50000/- (Rupees Fifty Thousand only) (Inclusive of all) plus applicable taxes, to M/s. S S Puranik & Associates (Firm Registration No: 100133) Cost & Management Accountants, Vadodara appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2025-26.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To Confirm Appointment and Remuneration of M/S Sandip Seth and Associates, Secretarial Auditor for a term of 5 years

To consider and, if thought fit, to pass the following resolution with or without modification, as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), if any, and pursuant to the recommendation of Audit Committee and Board of Directors of the Company, M/s. Sandip Seth and Associates, Company Secretary, Ahmedabad (Firm Peer Review Regn No.: 1427/2021), be and are hereby appointed as Secretarial Auditor of the Company for the term of five consecutive years, to hold office from April 01, 2025 to March 31, 2030, on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Re-appointment of Mr. Amit Mehta (DIN: 00073907) as an Executive Chairman

To consider, and if thought fit, to pass the following Resolution, with or without modification, as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013, read with Schedule V and other applicable provisions of the Companies Act, 2013, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and subject to any other approval(s) as may be necessary, if any applicable to the Company and, based on the recommendations of Nomination and Remuneration Committee and further approval of Board of Directors, the Company hereby approves the terms of re-appointment after the age of 70 years and remuneration of Mr. Amit Mehta (DIN: 00073907), as an Executive Chairman of the Company for a further period of 3 (Three) years from April 01, 2026 to March 31, 2029, on such terms and conditions and duties as set out in the draft agreement placed before the members, duly initialed for the purpose of identification, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment as may be mutually agreed between the Board and Mr. Amit Mehta, liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the remuneration and perquisites including the monetary value thereof as specified in the draft agreement may be varied, increased, expanded, enhanced, enlarged, widened or altered in accordance with the provisions relating to the payment of Managerial remuneration under the Companies Act, 2013 or any amendments thereof or re-enactments thereof and that the aforesaid draft agreement between the Company and Mr. Amit Mehta be suitably amended to give effect to the same in such manner as may be agreed to between the Board and Mr. Amit Mehta, subject to the condition that the remuneration shall not be exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof read with regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.”

“**RESOLVED FURTHER THAT** Mr. Tanmay Godiawala, Director of the Company be and is hereby authorized to enter into an agreement on behalf of the Company with Mr. Amit Mehta in terms of the aforesaid draft agreement with modifications if any, and that the common seal of the Company be affixed thereto in the presence of Mr. Tanmay Godiawala, Director of the Company.”

“**RESOLVED LASTLY THAT** the Board of Directors of the Company (including Committee(s) of the Board), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution in the manner most beneficial to the company.”

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 the other Non-Executive of the Company for the Financial Year 2026-27

To Consider and, if thought fit, to pass the following Resolution, with or without modification, as a **Special Resolution:**

“**RESOLVED THAT** pursuant to Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members be and is hereby accorded for the remuneration/compensation/fees payable to Mr. Rajendra Chhabra as a Professional Director for the financial year 2026-27 (till tenure of his current term ended on November 05, 2026), which may be exceeding fifty per cent of the total remuneration paid to all other Non-Executive Directors of the Company for the said period.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters as may be deemed necessary and expedient in this regard.”

Place : Vadodara

Date : May 29, 2025

CIN NO: L24110GJ1976PLC002905

REGISTERED OFFICE:

Plot No.13, PCC Area,
P.O. Petrochemicals,
Vadodara –391 350

By Order of the Board

Hemaxi Pawar
Company Secretary
Membership No.: A52581

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, May 05, 2022, December 28, 2022, September 25, 2023 & September 19, 2024 or any other circular will be issued from time to time (collectively referred to as "MCA Circulars") has allowed to hold Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. The Company prefers to hold the Annual General Meeting physically at the Registered Office of the Company on September 04, 2025.
2. The Explanatory Statement, for Item No. 4 to 7 pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of this notice. The relevant details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, of persons seeking appointment / re-appointment as Directors under Item No. 2 & 6 of the Notice, are also annexed.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXY FORM MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY GIVEN HEREUNDER, NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative together with specimen signatures of their authorized representatives to attend and vote on their behalf at the Meeting to the Registered office of the Company.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from **August 29, 2025 to September 04, 2025** (both days inclusive).
6. Members/Proxies are requested to bring their duly filled attendance slip along with their copy of annual report to the Meeting, for attending the Meeting.
7. Members, who hold shares in dematerialization form, are requested to bring their depository account number for identification.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Relevant documents, reports, orders, notice or other papers referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, between 11:00 a.m. to 1:00 p.m. up to the date of Annual General Meeting. Members seeking to inspect such documents can send advance intimation by writing request letter at least before 48 hours of Inspection.
10. Pursuant to applicable provisions of the Companies Act, 2013, as applicable from time to time, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to Investor Education and Protection Fund established by the Central Government.

Further, Members who have not claimed their Final dividend for the financial year 2017-18 and 2018-19 (Interim) are requested to claim their unclaimed dividend before August 31, 2025 and November 30, 2025, respectively. Members who have not en-cashed their above Dividend Warrants may approach the Company/RTA immediately for revalidation. The Company shall thereafter as mention above; process to transfer the unclaimed dividend amount to the Investor Education and Protection Fund and no claim shall lie against the Company for the said amount of unclaimed dividend so transferred.

The Company has sent reminders to the eligible holders whose dividend remains unpaid or unclaimed for a period of seven years.

11. To avoid loss of dividend warrants/DDs in transit and undue delay in respect of receipt of dividend warrants/DDs, the Company has provided a facility to the Members for remittance of dividend through the National Electronic Clearing System (NECS)/National Automated Clearing House (NACH). **It is in Members interest to avail NECS/NACH facility as it is quick and much convenient way of getting dividend directly in your bank account.** Members desirous of availing NECS/NACH facility are requested to submit bank particulars in ECS Mandate Form to the company's Registrar and share Transfer Agent. The format is available on the website of the Company at www.dacl.co.in or update bank details as mentioned in point no.15 of Notes.
12. As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid / unclaimed for seven consecutive years or more have been transferred to the IEPF Account.
13. In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a duly signed physical copy of the same to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
14. SEBI has issued Circular No. SEBI / HO / MIRSD / MIRSD_RTAMB / P /CIR / 2021 / 655 dated November 3, 2021 and clarification vide Circular No. SEBI / HO / MIRSD / MIRSD_RTAMB / P / CIR / 2021 / 687 dated December 14, 2021 and Circular No. SEBI/ HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/ 37 dated March 16, 2023, Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023 and SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 wherein SEBI has prescribed Common and Simplified Norms for processing Investor's Service Request by Registrar and Share Transfer Agent (RTA) of the Company.
15. SEBI vide these Circulars have mandated the furnishing of PAN, Address with PIN code, Email address, Mobile No., Bank Account details, Specimen Signature & Nomination by holders of physical securities and that from January 1, 2022, RTA has not processed any service requests or complaints received from the holder(s)/claimant(s), till PAN, KYC and Nomination documents/details etc. are received. The Company has sent reminders to the physical holders whose mandatory details are yet to be updated.

Members holding shares in physical form shall submit mandatory details to the Company's Registrar & Share Transfer Agent or to the Company Secretary at the registered office of the Company. Requisite forms are also available on the website of the Company www.dacl.co.in.

MUFG Intime India Private Limited, Registrar and Share Transfer Agent ("RTA") of the Company has developed a platform "SWAYAM" which is a secure, user-friendly web-based application that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

This application can be accessed at <https://swayam.in.mpms.mufig.com/>. The following are some of the features of application:

- Effective Resolution of Service Request - Generate and Track Service Requests/Complaints through SWAYAM
- Track Corporate Actions like Dividend/Interest/Bonus/split.
- PAN-based investments - Provides access to linked PAN accounts, Company wise holdings and security valuations.
- Effortlessly Raise request for Unpaid Amounts.
- Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.

- Statements - View entire holdings and status of corporate benefits.
 - Two-factor authentication (2FA) at Login - Enhances security for investors.
16. Members are requested to notify immediately:
- (a) Any change in their residential address.
 - (b) Income-tax Permanent Account Number (PAN).
 - (c) Bank details – Name and address of the bank; A/c No.; type of A/c
 - (d) Nomination Details
 - (e) Email ID & Mobile Number
 - (f) Specimen Signature
17. Non-Resident Indian Shareholders are requested to inform the Company immediately:
- (i) The change in the Residential Status on return to India for permanent settlement;
 - (ii) The particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
18. Members seeking any information or clarification relevant to the Financial Statement of the Company can send written request to the Company, at least ten days before the date of the Annual General Meeting. Replies will be provided in respect of such queries received only at the meeting.
19. Members are requested to address their communications regarding transfer of shares in Demat, change of address, dividend mandates, etc. quoting their folio number(s) to the Company's Registrar & Transfer Agent:
- M/S MUFG Intime India Private Limited (From 31.12.2024)**
(Formally known as Link Intime India Private Limited)
Geetakunj 1, Bhakti Nagar Society,
Behind ABS Tower, Old Padra Road,
Vadodara- 390015.
Te. (0265) 3566768
Email: vadodara@in.mpms.mufg.com
20. **The Company will not entertain any direct request from Members for deletion/change in the bank account details furnished by Depository Participants to the Company.**
21. SEBI has issued circular no SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, wherein SEBI mandated all the listed companies shall henceforth issue the securities in dematerialized form only while processing the following service request: i. Issue of duplicate securities certificate; ii. Claim from Unclaimed Suspense Account; iii. Renewal / Exchange of securities certificate; iv. Endorsement; v. Sub-division / Splitting of securities certificate; vi. Consolidation of securities certificates/ folios; vii. Transmission; viii. Transposition; The Shareholders/Claimants are requested to submit duly filled up Form ISR-4, available on website of RTA <https://web.in.mpms.mufg.com/client-downloads.html> and website of Company www.dacl.co.in, along with the documents/details specified therein. For item nos. iii to viii above, shareholder/claimant are also requested to submit original securities certificate(s) to the RTA / Company for processing the above service requests.
- The Company / RTA processes the service requests after verification of requisite documents and issue a 'Letter of confirmation' in lieu of physical share certificate(s), to the Shareholders/Claimants within 30 days of its receipt of request, for necessary action from their end.
22. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agent, for consolidation into a single folio. The share certificates will be returned to the members after making requisite changes thereon.

23. As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in Demat form; the nomination form may be filed with the respective Depository Participant.
24. The Company has made bonus issue of equity shares at the AGM held on July 12, 2011, and has made an allotment of Bonus shares on July 21, 2011 to the shareholders, who were eligible. Pursuant to Clause 5(A) of the erstwhile Listing agreement, shares which are unclaimed after necessary reminders given to the shareholders have already been credited to "Demat Suspense Account". Hence, the Company requests such shareholders, who have not yet claimed such bonus shares, that they communicate the Company's RTA and claim such shares at their end.
25. As per sub clause F of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 the Company shall disclose the following details in its Annual Report, as long as there are shares in the suspense account:
- (i) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year; **96 Shareholders & 3303 shares**
 - (ii) Number of shareholders who approached issuer for transfer of shares from suspense account during the year: **2 shareholders & 66 shares**
 - (iii) Number of shareholders to whom shares were transferred from suspense account during the year: **2 shareholders & 66 shares (from Suspense Account to shareholder) and 21 shareholder & 1114 shares (from suspense account to IEPF)**
 - (iv) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year; **73 Shareholders & 2123 shares**
 - (v) That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.
26. In line with the measures of Green Initiative, Companies Act, 2013, provides for sending notice of the meeting along with annual report to the Members through electronic mode. Members holding shares in physical mode are requested to register their e-mail Id's with the Company/RTA/as procedure mentioned in point no.-15 of Notes. Members holding shares in dematerialised mode are requested to register their e-mail Id's with their respective DPs. If there is any change in the e-mail id already registered with the Company/RTA, Members are requested to immediately notify such change to the Company/RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

In compliance with the provisions of Section 108 of the Companies Act, 2013, and in accordance with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has fixed August 28, 2025 as the "cut-off date" to determine the eligibility to vote by electronic means or in the general meeting. A person whose name is recorded in the register of "remote e-voting" (e-voting from a place other than venue of the AGM), to enable them to cast their votes at the 49th Annual General Meeting (AGM) and the business at the 49th AGM may be transacted through such voting. The Company has entered into an agreement with M/S MUFG Intime India Private Limited (From 31.12.2024) (Formally known as Link Intime India Private Limited) for facilitating e-voting to enable all its Shareholders to cast their vote electronically.

The facility for voting, either through electronic voting system or ballot/polling paper shall also be made available at the venue of the AGM, apart from the remote e-voting facility provided prior to the date of AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the AGM.



The Company has appointed Mr. Sandip Sheth (Mem No. 5467) or failing him Mr. Prashant Prajapati (Mem No. 32597) of M/s. Sandip Sheth & Associates, the firm of Company Secretaries in whole time practice, as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. The Scrutinizer shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, during the remote e-voting and voting at the AGM, not later than 2 working days from the conclusion of the meeting, to the Chairman or a person, authorised by him in writing. The Chairman or a person, authorised by him in writing, shall declare the results of the AGM forthwith. The results declared along with the Scrutinizer's report shall be placed on the Company's website and on the website of MUFG Intime India Private Limited (Formally Known as Link Intime India Private Limited) and shall be communicated to the Stock Exchanges.

1. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by LIPL, on all resolutions set forth in this Notice.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE VOTING ARE AS UNDER:

- The voting period begins on August 31, 2025 at 9:00 a.m. and ends on September 03, 2025 at 5:00 p.m. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 28, 2025, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Remote e-Voting Instructions for shareholders (EVENT NO. 250351)

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsd.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.



- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date August 28, 2025 for e-voting may register for InstaVote as under:

1. Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

2. Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

- C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

- D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

* *Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

** *Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character(!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

- Enter Image Verification (CAPTCHA) Code

- Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

3. Click on “**Login**” under ‘SHARE HOLDER’ tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click “Submit”

4. Cast your vote electronically:

A. After successful login, you will be able to see the “Notification for e-voting”.

B. Select ‘View’ icon.

C. E-voting page will appear.

D. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

- E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., *IN00000012345678*
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - b. 'Investor's Name - Enter Investor's Name as updated with DP.
 - c. 'Investor PAN' - Enter your 10-digit PAN.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney.
File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.
 - e. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Votes Entry**" tab under the Menu section.
- c) Enter the "**Event No.**" for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "**16-digit Demat Account No.**" for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.



- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “**View**” icon for “**Company’s Name / Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “**Upload Vote File**” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Other Instructions:

- i. The remote e-voting period commences on Sunday, August 31, 2025 (9.00 a.m. IST) and ends on Wednesday, September 03, 2025 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on August 28, 2025, may cast their vote electronically. The e-voting module shall be disabled by MUFG Intime India Private Limited for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on August 28, 2025.
- iii. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Sandip Sheth, Practicing Company Secretary, (Membership No. FCS 5467), at the Registered Office of the Company not later than Wednesday, September 03, 2025 (5.00 p.m. IST). Members have the option to request for physical copy of the Ballot Form by sending an e-mail to secretarial@dacl.co.in by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Wednesday, September 03, 2025 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.
A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- iv. The Route Map to the venue of Annual General Meeting is annexed herewith this Notice.

Place : Vadodara
Date : May 29, 2025
CIN NO: L24110GJ1976PLC002905
REGISTERED OFFICE:
Plot No.13, PCC Area,
P.O. Petrochemicals,
Vadodara –391 350

By Order of the Board

Hemaxi Pawar
Company Secretary
Membership No.: A52581

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 2:

Mr. Rajendra Chhabra was an independent Director of the company, and he was holding this position in the company since March 14, 2001. He is a Practicing Chartered Accountant. Mr. Chhabra has vast knowledge in the field of Accounts, taxation, project implementation system and Finance. During his tenure since 2001, he has played very active and significant role in setting up the complete transparency and integrity in finance functions of the Company and hence to get the benefit of his vast experience and strategic guidance, the Board of Directors has appointed him as a Professional Non-Executive Directors for the period of 3 years with effect from November 06, 2020 and reappointed from November 06, 2023, to avail his technical and professional expertise and to gain immense benefit from his profound experience and knowledge.

Mr. Rajendra Chhabra holds 18,600 equity shares in the Company. He holds directorship in the following companies;

Diamines and Chemicals Limited

Value E-Healthcare Limited

It will be in the interest of the Company that Mr. Rajendra Chhabra continues to remain on Board of Director of the Company.

Resolution placed at item no. 2 of the notice is recommended for approval of the Shareholders as ordinary resolution.

No Director, key managerial personnel or their relatives, except Mr. Rajendra Chhabra, to whom the resolution relates, are interested or concerned, financially or otherwise in the Resolution.

ITEM NO. 4: Ratification of Remuneration to Cost Auditor

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. S S Puranik & Associates (Firm Registration No: 100133), Cost & Management Accountants, to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2026.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the year 2025-26 as set out in the Resolution for the aforesaid services to be rendered by them.

The Board of Directors accordingly recommends the passing of this resolution. None of the Directors, Key Managerial Personnel of the Company or their relatives, is in any way concerned or interested in the said resolution.

ITEM NO. 5: To Confirm Appointment and Remuneration of M/S Sandip Seth and Associates, Secretarial Auditor for a term of 5 years

With reference to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated December 12, 2024, every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity.

Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, has specified that an individual may be appointed for a term of 5 years and a firm may be appointed for a maximum of 2 terms of 5 years each subject to the approval of shareholders in a general meeting.

The proposal is received from the Firm "Sandip Sheth & Associates" ("SSACS") Firm vide UIN:- P2001GJ041000, the firm of whole time Company Secretaries in Practice since August 2001, in the field of

corporate law, finance, loan syndication, management audit, budgeting, legal drafting and other related areas. The Firm's clientele is located all over Gujarat, Maharashtra and overseas at USA, Netherland, Singapore etc., The Practicing CS firm is Peer Reviewed by Institute of Company Secretaries of India.

The Board of Directors at their meeting held on May 29, 2025, based on recommendations of the Audit Committee, have approved the appointment of M/s Sandip Sheth & Associates, the firm of whole time Company Secretaries in Practice (Firm UIN:- P2001GJ041000) as Secretarial Auditors of the Company for first term of five consecutive years from April 01, 2025 to March 31, 2030 at such remuneration as may be mutually agreed upon by the Board of Directors of the Company and Secretarial Auditors. The appointment is subject to approval of the shareholders of the Company.

In accordance with the provisions of Sections 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, M/s Sandip Sheth & Associates, the firm of whole time Company Secretaries in Practice, Ahmedabad, have provided their consent and eligibility certificate to that effect that, their appointment, if made, would be in compliance with the applicable laws.

All the relevant documents, consent letter, eligibility certificate etc. are available for inspection till the date of AGM on all working days during business hours.

The Board recommends the ordinary resolutions as set out in Item No. 5 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions as set out in Item No. 5 of the Notice.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under SEBI Listing Regulations.

ITEM NO. 6 Re-appointment of Mr. Amit Mehta (DIN: 00073907) as an Executive Chairman

Mr. Amit Mehta was appointed as an Executive Chairman for a period of 3 (Three) years with effect from April 01, 2020 and reappointed with effect from April 01, 2023. The current term will be expired on March 31, 2026. The board of directors of the company in its meeting held on May 29, 2025, re-appointed Mr. Amit Mehta after the age of 70 years, for a period of 3 (Three) years starting from April 01, 2026 to March 31, 2029, on the remuneration and other terms & conditions as approved by the board. The Board is of the view that the continued association of Mr. Amit Mehta would benefit the Company, given the knowledge, experience and performance of Mr. Amit Mehta, and contribution to Board processes by him. In the opinion of the Board, Mr. Amit Mehta fulfils the conditions specified in the Companies Act, 2013 the Rules thereunder and the SEBI (LODR) Regulations 2015 for reappointment as an Executive Chairman. The Nomination and Remuneration Committee and Audit Committee has considered the matter and recommended the re-appointment after the age of 70 years of Mr. Amit Mehta to the Board, subject to the approval of members as required under the provisions of the Companies Act, 2013, read with Schedule V of the Companies Act, 2013.

Mr. Amit Mehta aged 70 years, is an eminent entrepreneur, having over 40 years' of experience in the business of chemicals. His skills and knowledge is of immense help to the Company in achieving desired sales target and in maintaining cordial relations with customers at large. Mr. Amit Mehta holds 12,66,032 Equity Shares in the Company and he holds Directorship/designated partnership in following Companies/LLPs:

- | | |
|---|--|
| 1. Perfo Chem (I) Private Limited | 2. S. Amit Speciality Chemicals Private Limited |
| 3. Insight Health Scan Private Limited | 4. Topnotch Reality Private Limited |
| 5. Pinami Reality Private Limited | 6. Finorga (I) Private Limited |
| 7. Value E-Healthcare Limited | 8. Global Local Lifestyle Services Private Limited |
| 9. DACL Fine Chem Limited | 10. KLJ Organic Diamines Limited |
| 11. Locobiz Innovations Private Limited | 12. Hi-End Property Developers LLP |
| 13. Express Interiors & Contractors LLP | 14. Reaxa Chemistry Solutions LLP |
| 15. Mohar Properties & Trading LLP | 16. Agreo Solutions LLP |



It will be in the interest of the Company that Mr. Amit Mehta continues as Director of the Company after the age of 70 years. Mr. Amit Mehta is interested in this resolution since it relates to his reappointment.

The details of terms and conditions and the remuneration payable to Mr. Amit Mehta, as an Executive Chairman as contained in the draft agreement to be placed before the members for their approval are set out below:

- a) Gross Salary: Not exceeding ₹ 2 lakhs per month with authority to the Board of Directors to revise it from time to time subject to overall remuneration shall not exceed the remuneration limits provided in Schedule V (Part-II, Section-II) of Companies Act, 2013 read with applicable Rules made thereunder and regulation 17 (6) (e) of SEBI (LODR) Regulations, 2015 as amended from time to time, Leave Encashment payable on monthly basis as a part of Remuneration.
- b) Perquisite: (as per applicable provisions of the income Tax Act, 1961)
 - 1) Rent Free Furnished Accommodation
 - 2) Payment / reimbursement of electricity charges on Rent Free Furnished Accommodation not exceeding ₹ 6 lakhs per year against submission of relevant documents
 - 3) Payment / reimbursement of actual Medical Expense incurred for self and family not exceeding ₹ 6 lakhs per year against submission of relevant documents
 - 4) use of company car with driver or alternatively reimbursement of car expenses including petrol, maintenance, repairs & insurance
- c) The Company shall pay commission to the Executive Chairman as approved by the Nomination and Remuneration Committee from year to year not exceeding ₹ 200 lakhs per year, based on the performance of the Company, provided that the total remuneration shall not exceed the ceilings mentioned in Schedule V (Part II, Section-II) of the Companies Act, 2013 read with regulation 17 (6) (e) of SEBI (LODR) Regulations, 2015 as amended from time to time.

Subject to supervision and control of the Board of Directors of the Company, Executive Chairman shall be in charge of affairs of the Company and exercise such functions and powers as may be entrusted to him by the Board of Directors from time to time.

The total aggregate of the remuneration payable to Mr. Amit Mehta shall not exceed the limits as per Part II of Section II of Schedule V of the Companies Act, 2013 read with applicable Rules made thereunder and Regulation 17 (6) (e) of SEBI (LODR) Regulations, 2015 as amended.

The Executive Chairman shall be entitled to be reimbursed in respect of actual expenses incurred by him (including travelling and entertainment etc.) for and on behalf of the company.

Statement containing information required to be given as per item (iv) of third proviso of Section II of part II of Schedule V of the Companies Act, 2013.

I. GENERAL INFORMATION:			
(1)	Nature of Industry	Manufacturing range of Ethylene amines at its factory situated at Plot. No. 13, P.C.C Area, P.O. Petrochemicals, Vadodara – 391 350.	
(2)	Date of commencement of commercial production.	Existing Company and hence not applicable.	
(3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Existing Company and hence not applicable.	
(4)	Financial Performance based on given indicators. (As at 31 st March 2025)	Particulars	₹ in Lakhs
		Turnover (Net Sales)	7139.29
		Operating Profit	981.82

		Net Profit/(Loss) Before Tax	631.24
		Debt Equity Ratio	-
		Current Ratio	7.83
		Net Worth	16567.85
(5)	Export Performance	The Company has achieved export Turnover FOB value of ₹ 226.21 lakhs for the Financial Year ended on 31.03.2025.	
(6)	Foreign Investments or collaborators, if any.	None	
II. INFORMATION ABOUT THE APPOINTEE:			
(1)	Background Details	Mr. Amit Mehta was the Vice Chairman (Non-Executive) of the Company since March 14, 2001. He was appointed as Chairman w.e.f. December 03, 2019 and as an Executive Chairman w.e.f. April 01, 2020 for the period of 3 years and reappointed w.e.f. April 01, 2023 and further reappointed w.e.f. April 01, 2026 for the period of 3 years. He is also one of the Promoters of the Company. Mr. Amit Mehta aged 70 years, is an eminent entrepreneur, having over 40 years' of experience in the business of chemicals. His skills and knowledge is of immense help to the Company in achieving desired sales target and in maintaining cordial relations with customers at large.	
(2)	Past Remuneration	₹ 66.31 lakhs (FY 2024-25)	
(3)	Recognition or Awards	None	
(4)	Job Profile and his suitability	Mr. Amit Mehta as an Executive Chairman is responsible for the general conduct and management of the business and affairs of the Company. He is working under the superintendence, control and direction of the Board of Directors of the Company. He shall also exercise and perform such powers and duties as the Board of Directors of the Company may from time to time determine and shall also do and perform all other rights and things which in the ordinary course of business he may consider necessary or proper or in the interest of the Company. He has vast experience in the business of chemicals.	
(5)	Remuneration Proposed	As mentioned in the abstract of remuneration given in the preceding paras and Mr. Amit Mehta shall not exceed the limits as per Part II of Section II of Schedule V of the Companies Act, 2013 read with applicable Rules made thereunder and Regulation 17 (6) (e) of SEBI (LODR) Regulations, 2015 as amended.	
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The proposed remuneration is commensurate with the skills and experience of the appointee. Mr. Amit Mehta has been appointed as an Executive Chairman having superintendence and control of the Board of Directors of the Company to carry out such duties on day to day basis as entrusted to him. The remuneration proposed	

		is in line with and prevailing in similar industry and having regard to the size of the Company.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	He is Promoter of the Company and holding substantial stake in the Company along with promoters and promoter group. Further he is not having any pecuniary relationship directly or indirectly with other managerial personnel.
III.	OTHER INFORMATION:	
(1)	Reasons of loss or inadequate profits.	Since last few years, the Company has witnessed adequate profitability and turnover however the reappointment is for 3 years w.e.f. April 01, 2026, so for future uncertainty in chemical Industry, it also considered to opt schedule V of the Companies Act, 2013 in case of loss or inadequate profit.
(2)	Steps taken or proposed to be taken for improvement	However, the Company continues to earn profit and hence there are no specific steps required to take. Indeed the Company continues its practice to better cost control, improving efficiency etc. Though the prices of raw materials and products are influenced by external factors, the company is also making all possible efforts to improve the margins.
(3)	Expected increase in productivity and profits in measurable terms.	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. This will enable Company to improve its margin in years, continuing to good returns from Chemical industry.
IV.	DISCLOSURES:	
(1)	The required disclosure to the shareholders of the Company about remuneration package of the managerial person and all elements of remuneration package such as salary, benefits, bonuses, stock options, pensions etc., of all the directors; details of fixed component and performance linked incentives along with the performance criteria; Service contract, notice period, severance fees; Stock option details, if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable has been made in the Annual Report of the Company, wherever applicable .	

Appointment of Mr. Amit Mehta as an Executive Chairman of the Company and payment of remuneration to him requires approval of the members through Special Resolution. The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon in terms of the proviso of clause (B) of Section II of Part II of Schedule V of the Companies Act, 2013.

Consequently, the said resolution for reappointment of Mr. Amit Mehta as an Executive Chairman for the period of 3 years w.e.f. April 01, 2026 on the remuneration as set out in the draft Agreement, requires approval of Members in General Meeting. Hence, your directors recommend the resolution Item no.6 for your approval as Special Resolution.

Mr. Amit Mehta is Director and Promoters of the Company.

Necessary documents in this regard are available for inspection by the Members during business hours on any working day till the date of AGM.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the aforesaid resolution except Mr. Amit Mehta and recommend your acceptance thereof in the interest of the Company.

ITEM NO. 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 the other Non-Executive of the Company for the Financial Year 2026-27

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, listed entity is required to obtain the approval of members of the Company by way of Special Resolution for payment of remuneration to a single non-executive director exceeding 50% of the total remuneration payable to all non-executive directors. Mr. Rajendra Chhabra was an independent Director of the Company and he was holding this position in the company since March 14, 2001. He is a Practicing Chartered Accountant. Mr. Chhabra has vast knowledge in the field of Accounts and Finance. During his tenure since 2001, he has played very active and significant role in setting up the complete transparency and integrity in finance functions of the Company and hence to get the benefit of his vast experience and strategic guidance, the Board of Directors has reappointed him as a Professional Non-Executive Directors for the period of 3 years with effect from November 06, 2023, for immense benefit to the Company.

The Company pays him consultation fees upon raising invoice on monthly basis which may be mutually decided by the Board and Mr. Rajendra Chhabra and payment of such consultation fees may be exceeding fifty percent of the total commission/remuneration/compensation payable to all non-executive Directors of the Company for the financial year 2026-27 (till tenure of his current term ended on November 05, 2026), requiring approval of members in terms of aforesaid provision.

Hence, a resolution as contained in Item No. 7 is proposed for the approval of shareholders by way of special resolution. The Board recommends the resolution for the approval of Members of the Company.

None of the Directors except Mr. Rajendra Chhabra, Key Managerial Personnel and relatives thereof, are in any way concerned or interested, financially or otherwise, in the said resolutions.

Place : Vadodara
Date : May 29, 2025
CIN NO: L24110GJ1976PLC002905
REGISTERED OFFICE:
Plot No.13, PCC Area,
P.O. Petrochemicals,
Vadodara –391 350

By Order of the Board

Hemaxi Pawar
Company Secretary
Membership No.: A52581

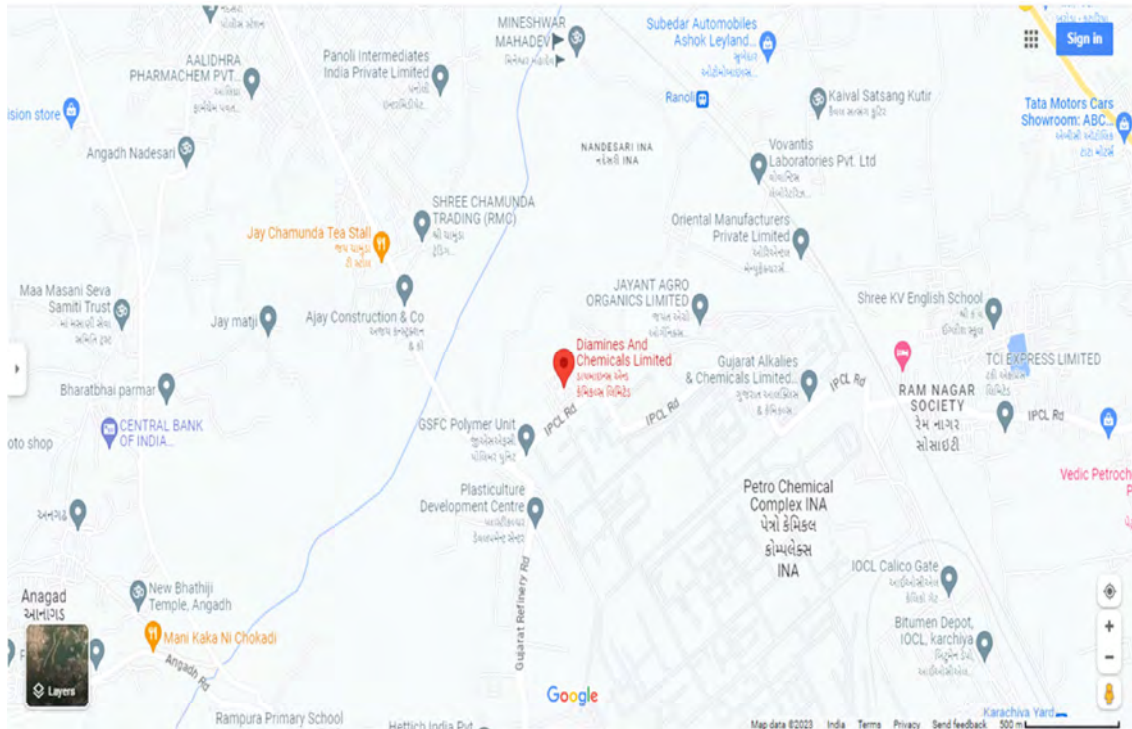
Annexure to the Notice

**DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT
IN 49TH ANNUAL GENERAL MEETING**

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)

Name of Director	Mr. Amit Mehta
Date of birth	June 15, 1954
Date of Appointment on Board	w.e.f. April 01, 2026 approved by the Board in its meeting held on May 29, 2025
Brief Profile/Experience/Expertise in specific functional area	Mr. Amit Mehta, age 70 years, is a B. Sc. Chemistry Graduate from St. Xavier's College, Mumbai University and has a very vast experience of Chemical sector. Mr. Amit Mehta is an eminent entrepreneur, having more than 40 Years of experience in the business of chemicals.
Qualifications	B. Sc. Chemistry
Terms and conditions of appointment/ re-appointment	3 Years
Details of remunerations ought to be paid	As per special resolution approved by members
Remuneration last drawn by such person, if applicable	66.31 lakhs (FY 2024-25)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA
Number of Meetings of the Board attended during the year	6 (FY 2024-25)
Directorship/Designated Partnership held in other companies	<ol style="list-style-type: none"> 1. Perfo Chem (I) Private Limited 2. S. Amit Specialty Chemicals Private Limited 3. Insight Health Scan Private Limited 4. Topnotch Reality Private Limited 5. Pinami Reality Private Limited 6. Finorga (I) Private Limited 7. Value E-Healthcare Limited 8. Global Local Lifestyle Services Private Limited 9. DACL Fine Chem Limited 10. KLJ Organic Diamines Limited 11. Locobiz Innovations Private Limited 12. Hi-End Property Developers LLP 13. Express Interiors & Contractors LLP 14. Reaxa Chemistry Solutions LLP 15. Mohar Properties & Trading LLP 16. Agreo Solutions LLP
Membership/Chairmanship of committees of other companies*	<u>Diamines and Chemicals Limited</u> Chairperson - Corporate Social Responsibility Committee Member - Stakeholders Relationship committee
Shareholding in the company	12,66,032

**ROUTE MAP:-
Venue to the 49th AGM of the Company**



Diamines And Chemicals Limited
Chemical Manufacturer

Plot No. 13, PCC Area, P.O. Petrochemical, Vadodra, Gujarat 391450

dacl.co.in

0265 353 4200

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ATTENDANCE SLIP

CIN NO: **L24110GJ1976PLC002905**
NAME OF THE COMPANY:**Diamines and Chemicals Limited**
REGISTERED OFFICE: Plot No.13, PCC Area, P.O. Petrochemicals, Vadodara – 391 350

Please complete this Attendance Slip and hand over at the Entrance of the Hall.
I/We hereby record my/our presence at the 49th Annual General Meeting held at Plot No.13, PCC Area, P.O. Petrochemicals, Vadodara –391 350 at **11:30 AM on Thursday, the 4th September, 2025.**

Regd. Folio/DP ID & Client ID	
Name and Address of the Shareholder (s):	
No. of shares held	
If Shareholder (s), Please Sign here	If Proxy, Please Sign here

Form No: MGT-11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN NO: **L24110GJ1976PLC002905**
NAME OF THE COMPANY:**Diamines and Chemicals Limited**
REGISTERED OFFICE: Plot No.13, PCC Area, P.O. Petrochemicals, Vadodara – 391 350

Name of Member (s):
Registered Address:

E-mail Id:
Folio No/Client Id:
DP ID:

I/We, being the member (s) of _____, Shares of the above named Company, hereby appoint:

- 1) Name: _____
Address: _____

E-mail Id:
Signature: _____, or failing him
- 2) Name: _____
Address: _____

E-mail Id:
Signature: _____, or failing him
- 3) Name: _____
Address: _____

E-mail Id:
Signature: _____,

.....
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 49th (Forty-Ninth) Annual General Meeting of the Company, to be held on the **4th day of September, 2025 at 11:30 AM** at Registered office of the Company situated at Plot No. 13, PCC Area, P. O. Petrochemicals, Vadodara – 391 350 and/or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

- 1) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2025 together with the Reports of the Board of Directors' and Auditors' thereon including the Audited Consolidated Financial Statement of the Company for the year ended on March 31, 2025.
- 2) To appoint a Director in place of Mr. Rajendra Chhabra (DIN: 00093384) who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To declare Final Dividend of ₹ 1/- per Ordinary (Equity) share of ₹ 10/- each for the financial year 2024-2025.
- 4) Ratification of Remuneration of Cost Auditor for the FY 2025-26
- 5) To Confirm Appointment and Remuneration of M/S Sandip Seth and Associates, Secretarial Auditor for a term of 5 years
- 6) Re-appointment of Mr. Amit Mehta (DIN: 00073907) as an Executive Chairman
- 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 the other Non-Executive of the Company for the Financial Year 2026-27

Sign this _____ day of _____ 2025

Signature of Shareholder: _____

Signature of proxy holder (s): _____



Note: this form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.



Form No: MGT-12
POLLING PAPER

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

CIN NO: **L24110GJ1976PLC002905**

NAME OF THE COMPANY:**Diamines and Chemicals Limited**

REGISTERED OFFICE: Plot No.13, PCC Area, P.O. Petrochemicals, Vadodara – 391 350

BALLOT PAPER

Sr. No	Particulars	Details
1	Name of the First Named Shareholder (In Block Letters)	
2	Postal Address	
3	Registered Folio No. /*Client ID. No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Particulars	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2025 together with the Reports of the Board of Directors' and Auditors' thereon including the Audited Consolidated Financial Statement of the Company for the year ended on March 31, 2025.			
2	To appoint a Director in place of Mr. Rajendra Chhabra (DIN: 00093384) who retires by rotation and being eligible, offers himself for re-appointment.			
3	To declare Final Dividend of ₹ 1/- per Ordinary (Equity) share of ₹ 10/- each for the financial year 2024-2025.			
4	Ratification of Remuneration of Cost Auditor for the FY 2025-26			
5	To Confirm Appointment and Remuneration of M/S Sandip Seth and Associates, Secretarial Auditor for a term of 5 years			
6	Re-appointment of Mr. Amit Mehta (DIN: 00073907) as an Executive Chairman			
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 the other Non-Executive of the Company for the Financial Year 2026-27			

Place:

Date:

(Signature of Shareholder)