

**BOARD OF DIRECTORS**

Mr. Yogesh Kothari	Chairman
Mr. Amit Mehta	Vice Chairman
Mr. Girish R. Satarkar	Executive Director
Mr. G. G. Chendwankar	Director*
Mr. Kirat Patel	Director
Mr. Rajendra Chhabra	Director
Mr. Dhruv Kaji	Director
Mr. G. S. Venkatachalam	Director
Dr. Ambrish Dalal	Director
Mr. Shreyas Mehta	Director

**Company Secretary**

Ms. Dimple Mehta

**Chief Financial Officer**

Mr. A. R. Chaturmutha

**Auditors**

BANSI S. MEHTA &amp; CO.

Chartered Accountants

11-13, Botawala Building, 2nd floor,  
Horniman circle, Fort, Mumbai – 400 001**Bankers**

State Bank of India, Vadodara

**Registered Office & Works**Plot No. 13, PCC Area, P. O. Petrochemicals,  
VADODARA - 391 346.

Tel : (91) (0265) - 2230 305 / 2230 406

Fax : (91) (0265) - 2230 218

Email : info@dacl.co.in Web Site : www.dacl.co.in

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\*Note: "It is with extreme sadness we are announcing the demise of Shri Ghanshyam Govind Chendwankar, Director, who expired on 05.07.2014 and left all of us for his heavenly abode. We will always remain indebted for his selfless and tireless contribution for the wellbeing of the organization. He will be missed by one and all."

## NOTICE

**NOTICE** is hereby given that the 38<sup>th</sup> (**Thirty-Eighth**) Annual General Meeting (AGM) of the members of Diamines and Chemicals Limited will be held at the Registered Office of the Company situated at Plot No. 13, PCC Area, P. O. Petrochemicals, Vadodara – 391 346 on Tuesday, the **12<sup>th</sup> Day of August, 2014** at **12.00 Noon** to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2014 including the Audited Balance sheet as at March 31, 2014, the Statement of Profit & Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kirat Patel, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Shreyas Mehta, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification (s), the following resolution as an Ordinary resolution:

**“RESOLVED THAT** pursuant to the provision of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, M/s Banshi S Mehta & Co., Chartered Accountants, be and is hereby appointed as auditors of the company, to hold office from the conclusion of this Annual General Meeting (AGM) till the Conclusion of Fourth Annual General Meeting of the Company (subject to ratification of the appointment by the Members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, at such remuneration as shall be fixed by the Board of Directors of the Company.”

### **SPECIAL BUSINESS:**

5. To appoint Mr. Ghanshyam Govind Chendwankar (DIN: 00031722) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification (s) the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 as amended from time to time, Mr. Ghanshyam Govind Chendwankar (DIN: 00031722), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from August 12, 2014 upto August 11, 2019, not liable to retire by rotation.”

6. To appoint Mr. Govindarajapuram Sheshadri Venkatachalam (DIN: 02205898) as an independent Director and in this regard to consider and if thought fit, to pass, with or without modification (s) the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 as amended from time to time, Mr. Govindarajapuram Sheshadri Venkatachalam (DIN: 02205898), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from August 12, 2014 upto August 11, 2019, not liable to retire by rotation.”

7. To appoint Mr. Dhruv Subodh Kaji (DIN: 00192559) as an independent Director and in this regard to consider and if thought fit, to pass, with or without modification (s) the following resolution as an **Ordinary Resolution**:
- “RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 as amended from time to time, Mr. Dhruv Subodh Kaji (DIN: 00192559), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from August 12, 2014 upto August 11, 2019, not liable to retire by rotation.”
8. To appoint Dr. Ambrish Keshav Dalal (DIN: 02546506) as an independent Director and in this regard to consider and if thought fit, to pass, with or without modification (s) the following resolution as an **Ordinary Resolution**:
- “RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 as amended from time to time, Dr. Ambrish Keshav Dalal (DIN: 02546506), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from August 12, 2014 upto August 11, 2019, not liable to retire by rotation.”
9. To appoint Mr. Rajendra Chhabra (DIN: 00093384) as an independent Director and in this regard to consider and if thought fit, to pass, with or without modification (s) the following resolution as an **Ordinary Resolution**:
- “RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 as amended from time to time, Mr. Rajendra Chhabra (DIN: 00093384), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from August 12, 2014 upto August 11, 2019, not liable to retire by rotation.”
10. To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2015 and in this regard to consider and if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution**:
- “RESOLVED THAT** pursuant to the provision of section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the Cost records of the Company for the financial year ending March, 2015, be paid the remuneration as set out in the statement annexed to the notice convening this meeting;
- “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.”
11. To ratify the Borrowing limits and if thought fit, to pass, with or without modification (s), the following resolution as **Special Resolution**:
- “RESOLVED THAT** in partial modification of earlier resolution passed by the members of the company for the borrowing powers delegated to the Board of the Directors of the Company at the 34<sup>th</sup> AGM held on 20.07.2010 which has the effect of increasing borrowing limits from ` 25.00 Crores (Rupees Twenty Five Crores only) to ` 200.00 Crores (Two Hundred Crores only) be and is hereby ratified pursuant to provisions of Section 180 (1) (c) and other applicable provisions of the Companies Act, 2013 read with Rules made there under, if any”.
12. To ratify the power to create charges on the asset of the company and if thought fit, to pass, with or without modification (s), the following resolution as **Special Resolution**:



## Diamines And Chemicals Limited

CIN NO: L24110GJ1976PLC002905

**“RESOLVED THAT** in partial modification of earlier resolution passed by the members of the company delegating powers to the Board of Directors of the Company at the 34<sup>th</sup> AGM held on 20.07.2010 which has the effect to create charge and/or to hypothecate/ mortgage all the movable and/or immovable properties of the Company, wheresoever situate, whether present and/or future, the whole of the undertaking of the company on such terms and conditions as may be determined by the Board of Directors of the company, be and is hereby ratified by the members of the company pursuant to provisions of Section 180 (1)(a) of the Companies Act, 2013 read with, Companies (Meetings of Board and Its Powers) Rules, 2014, any other provisions of the Companies Act, 2013 and Rules made there under.”

**Mumbai, Dated: May 6, 2014**

**CIN NO: L24110GJ1976PLC002905**

**REGISTERED OFFICE:**

Plot No.13, PCC Area,  
P.O. Petrochemicals,  
Vadodara – 391 346.

By Order of the Board

**Dimple Mehta**  
Company Secretary

**NOTES:**

1. Pursuant to Clause 49 of the Listing Agreement, the particulars of Directors seeking re-appointment for item no. 2 & 3, under Code of Corporate Governance and the relevant explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business for item no. 5 to 12 to be transacted at the meeting, are annexed hereto.

**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 MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY GIVEN HEREUNDER, NOT LESS THAN 48 (FOURTY-EIGHT) HOURS BEFORE THE TIME FOR HOLDING THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (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.**

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from **7<sup>th</sup> August 2014 to 12<sup>th</sup> August 2014** (both days inclusive).
4. Members are requested to bring their attendance slip along with their copy of annual report to the Meeting.
5. Members, who hold shares in dematerialization form, are requested to bring their depository account number for identification.
6. 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.
7. Relevant documents 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. and 1:00 p.m. up to the date of Meeting.
8. Pursuant to Sections 205A (5) and 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend

## Diamines And Chemicals Limited

CIN NO:L24110GJ1976PLC002905



Account of the Company is required to be transferred to Investor Education and Protection Fund established by the Central Government. The Company during the year has transferred the unclaimed dividend amount for the financial year 2005-06 to the Investor Education and Protection Fund of the Central Government. Members who have not claimed their dividend for the financial year 2006-07 are requested to claim their unclaimed dividend before August 29, 2014. Members who have not encashed their above Dividend Warrants may approach to the Company/RTA immediately for revalidation. The Company shall thereafter as mentioned 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.

9. 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.
10. Members seeking any information or clarification on the Accounts and operation of the Company are requested to send in written queries to the Company, at least **ten days before** the date of the meeting. Replies will be provided in respect of such written queries received only at the meeting.
11. Members / Proxies should bring the Attendance Slip sent herewith, duly filled in, for attending the meeting.
12. Members to take note that Company's RTA changed from M/s MCS Limited to M/s MCS Share Transfer Agent Limited. Members are requested to immediately address their communications regarding transfer of shares, change of address, dividend mandate etc. quoting their folio number(s) to the Company's Registrar & Transfer Agent:  
**M/s. MCS Share Transfer Agent Limited, (old RTA: MCS Limited)**  
1st Floor, Neelam Apartments,  
88, Sampatrao Colony, Vadodara - 390 007  
Telephone (0265) 2339397 / 2314757  
Fax: (0265) 2341639  
email: [mcsltbaroda@yahoo.com](mailto:mcsltbaroda@yahoo.com)
13. **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.**
14. Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Blank forms will be supplied by Company's Registrar & Transfer Agent on request. Members holding shares in dematerialized form may contact their Depository Participant for recording nomination in respect of their shares.
15. 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 MCS Share Transfer Agent Limited, for consolidation into a single folio.
16. The Company has made bonus issue of equity shares at the AGM held on 12th July 2011 and has made an allotment of Bonus shares on 21.07.2011 to the shareholders, who were eligible. Pursuant to Clause 5A of the 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 shall communicate with the Company's RTA and claim such shares at their end.
17. Under Clause 5(A) of the listing agreement 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; **941 shareholders and 26,281 shares**

- (ii) Number of shareholders who approached issuer for transfer of shares from suspense account during the year; **NIL**
  - (iii) Number of shareholders to whom shares were transferred from suspense account during the year; **NIL**
  - (iv) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year; **941 shareholders and 26,281 Shares**
  - (v) That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.
18. As per the Circular of the Ministry of Corporate Affairs of "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing paperless compliances by Companies through electronic mode. Companies are now permitted to send various notices /documents to its shareholders through electronic mode to the registered e-mail addresses of shareholders. Members, who hold the shares in dematerialized form are requested to register their email ids with their depository participants and the members holding the shares in physical form, are requested to register their email ids with the Company's Registrar and share Transfer Agent on the address given above.
19. The notice of AGM along with the Annual report 2013-14 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
20. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
21. 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 CDSL, on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

**A. Instructions for Demat folios:**

In case a Member receives an e-mail from CDSL (for Members whose e-mail addresses are registered with the Company/Depositories):

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab
- (iii) Now, select the "Diamines and Chemicals Limited" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (V) Next enter the Image Verification as displayed and Click on Login.
- (VI) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(VII) If you are a first time user, follow the steps given below:

	For members holding shares in Demat Form
PAN Number	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department and registered with the DP/RTA. In respect of physical shareholding as well as those holding shares in Demat form and have not provided or whose PAN is not registered, enter your unique PAN/Default Value No. printed on the bottom of Attendance slip additionally attached herewith the Annual report for your ready reference.
DOB/ Dividend Bank Details*	Enter the date of birth as registered with the DP/RTA in dd/mm/yyyy format or Enter the dividend bank detail as recorded with your DP/RTA. In respect of Physical shareholding and whose DOB and Dividend bank details are not registered with DP/RTA those can enter No. of shares held by you as on the cutoff date i.e. 04.07.2014.

\*Any one of the details DOB or Dividend bank details should be entered for logging in to the account.

(VIII) After entering these details appropriately, click on "SUBMIT" tab.

(IX) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(X) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(XI) Click on the 140704008 (EVSU) for the relevant <DIAMINES AND CHEMICALS LIMITED> on which you choose to vote.

(XII) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(XIII) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(XIV) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(XV) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(XVI) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(XVII) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.



- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**B. In case of members receiving the physical copy:**

- (a) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (b) The voting period begins on 2<sup>nd</sup> August 2014, 9.00 a.m. and ends on 4<sup>th</sup> August, 2014, 6.00 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 4<sup>th</sup> July 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**C. Other Instructions:**

- i. The e-voting period commences on Saturday, August 2, 2014 (9.00 a.m. IST) and ends on Monday, August 4, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 4<sup>th</sup> July 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL 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 4<sup>th</sup> July 2014.
- iii. Mr. Sandip Sheth, Practicing Company Secretary (Membership No. FCS 5467), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- v. 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 Monday, August 4, 2014 (6.00 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](mailto: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 Monday, August 4, 2014 (6.00 p.m. IST).

Ballot Form received after this date will be treated as invalid.



## Diamines And Chemicals Limited

CIN NO: L24110GJ1976PLC002905



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.

- vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.dacl.co.in](http://www.dacl.co.in) and on the website of CDSL [www.evoting.cdsi.com](http://www.evoting.cdsi.com) within two days of the passing of the resolutions at the 38<sup>th</sup> (Thirty Eighth) AGM of the Company on August 12, 2014 and communicated to the BSE Limited, where the shares of the Company are listed.

**Mumbai, Dated: May 6, 2014**

**CIN NO: L24110GJ1976PLC002905**

**REGISTERED OFFICE:**

Plot No.13, PCC Area,

P.O. Petrochemicals,

Vadodara – 391 346.

By Order of the Board

**Dimple Mehta**

Company Secretary

### ANNEXURE TO THE NOTICE

#### Explanatory statement under Corporate Governance

##### **ITEM NO. 2:**

Mr. Kirat Patel retires by rotation at the ensuing Annual General Meeting, and being eligible, has offered himself for reappointment.

Mr. Kirat Patel is B.Tech., Mechanical Engineering from Indian Institute of Technology, Mumbai, and M.M.S. (Finance) from Jamnalal Bajaj Institute of Management, Mumbai. Mr. Patel is having vast experience in the Chemical Industry for more than three decades.

Mr. Kirat Patel has been on the Board of this Company since March 14, 2001.

He is Executive Director of the Promoter Company Alkyl Amines Chemicals Ltd.

He is also on the Board of the following Companies:

1. Alkyl Speciality Chemicals Ltd.
2. Alkyl Amines Europe SPRL.\*
3. Anjyko Investment Pvt. Ltd.
4. Purjeeko Investment & Trading Pvt. Ltd.
5. YMK Trading & Consultancy Pvt. Ltd.
6. Niyoko Trading & Consultancy Pvt. Ltd.
7. SYK Trading & Consultancy Pvt. Ltd.
8. Kaira Can Company Ltd.

\*Till 31.03.2014

He holds 10,800 equity shares in the Company.

It will be in the interest of the Company to reappoint Mr. Kirat Patel with his more than 30 years of experience in the industry.

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

Except Mr. Kirat Patel, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No.2 of the Notice.

**ITEM NO. 3:**

Mr. Shreyas Mehta, retires by rotation at the ensuing Annual General Meeting, and being eligible, has offered himself for reappointment.

Mr. Shreyas Mehta has been appointed in the company since 2010. Mr. Shreyas Mehta, aged 63 yrs, is a successful Businessman and has about 25 years of experience in various industries in India and abroad. Mr. Mehta holds 9000 Equity Shares in the Company. He holds Directorship in the following Companies;

1. Specular Marketing & Financing Ltd.
2. Arech Markfin Pvt. Ltd.
3. Ornamentations (I) Pvt. Ltd.
4. Image Computer Systems Pvt. Ltd.
5. Rasiklal Hiralal & Co. Pvt. Ltd.

It will be in the interest of the Company that Mr. Shreyas Mehta continues as Director of the Company.

Resolution placed at item no. 3 of the notice is recommended for approval of the Shareholders.

Except Mr. Shreyas Mehta, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No.3 of the Notice.

**ITEM NO. 5 to 12:**

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchange, appointed Mr. Ghanshyam Govind Chendwankar (DIN: 00031722), Mr. Govindarajapuram Sheshadri Venkatachalam (DIN: 02205898), Mr. Dhruv Subodh Kaji (DIN: 00192559), Dr. Ambrish Keshav Dalal (DIN: 02546506) & Mr. Rajendra Chhabra (DIN: 00093384), as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation. The Nominations Committee has recommended the appointment of these directors as Independent Directors from August 12, 2014 up to August 11, 2019.

Mr. Ghanshyam Govind Chendwankar (DIN: 00031722), Mr. Govindarajapuram Sheshadri Venkatachalam (DIN: 02205898), Mr. Dhruv Subodh Kaji (DIN: 00192559), Dr. Ambrish Keshav Dalal (DIN: 02546506) & Mr. Rajendra Chhabra (DIN: 00093384) non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Sunday.

A brief profile of the Independent Directors to be appointed is given below:

**Mr. Ghanshyam Govind Chendwankar (DIN: 00031722)** was on the Board since 2001 and he holds the position of Independent Director in the Board since 2012. Mr. Ghanashyam G. Chendwankar, aged 75 yrs., is B.A. (Special) and M.L.S. He has more than 40 years of experience in different industries such as textiles, engineering chemical, petrochemical etc., out of which more than 28 years in managerial and senior management positions.