

**47<sup>th</sup>**  
**ANNUAL REPORT**  
**2022-2023**



**Diamines And Chemicals Limited**  
**CIN NO:L24110GJ1976PLC002905**

## STANDALONE FINANCIAL HIGHLIGHTS OF THE LAST DECADE

(₹ in Lakhs)

FINANCIAL YEAR ENDING	31.03.2013	31.03.2014	31.03.2015	31.03.2016	31.03.2017	31.03.2018	31.03.2019	31.03.2020	31.03.2021	31.03.2022	31.03.2023
TOTAL REVENUE (INCLUDING EXCISE DUTY)	6411.36	4947.08	4338.38	3984.76	3882.38	4,001.11	4,828.11	7,138.46	6,536.95	6792.85	11330.69
OPERATING PROFIT (LOSS)(PBDIT)	834.83	620.22	514.09	482.18	940.97	1,203.24	1,989.61	3,731.61	2,770.48	2386.06	5851.43
PROFIT (LOSS) BEFORE INCOME TAX	215.01	79.31	(29.75)	8.52	573.59	823.93	1781.91	3517.34	2548.39	2210.71	5666.28
PROFIT (LOSS) AFTER INCOME TAX	170.04	75.04	(155.38)	25.33	479.81	708.90	1313.18	2398.58	2103.37	1672.35	4221.95
GROSS PPE*	6454.92	6535.36	6536.99	6532.37	2,739.18	2,802.00	3,036.54	3,291.61	3,808.79	5112.54	4192.83
NET PPE*	3323.45	3151.35	2929.99	2733.10	2544.58	2413.87	2444.90	2444.91	2246.56	3755.02	2688.79
NET CURRENT ASSETS	89.98	235.96	387.80	304.52	1617.33	2011.26	2641.79	4523.11	5026.30	4746.96	5630.83
EQUITY SHARE CAPITAL	978.32	978.32	978.32	978.32	978.32	978.32	978.32	978.32	978.32	978.32	978.32
RESERVES & SURPLUS (excluding revaluation reserve)	2161.92	2236.96	2070.24	2103.10	2779.26	3282.66	3902.71	5539.65	7524.25	9045.92	12510.69
BOOK VALUE (₹)	32.10	32.87	31.16	31.50	38.40	43.55	49.89	66.62	86.91	102.46	137.88
EARNING PER SHARE											
Basic (₹ in)	1.74	0.77	(1.59)	0.26	4.90	7.25	13.42	24.52	21.50	17.09	43.15
Diluted (₹ in)	1.74	0.77	(1.59)	0.26	4.90	7.25	13.42	24.52	21.50	17.09	43.12
EQUITY DIVIDEND (%)	5%	-	-	-	15%	25%	50%	80%	50%	30%	60%

\* PPE i.e. Property, Plant and Equipment and Intangible Assets.

Notes:

- Figures are rupees in lakhs except book value and earning per share which are absolute rupee value per equity share and proposed dividend which is in percentage on equity share nominal value.
- Figures from the year ended 31<sup>st</sup> March, 2017 onwards are as per Ind As

### **BOARD OF DIRECTORS**

Mr. Amit Mehta	Executive Chairman
Mr. G. S. Venkatachalam	Executive Director
Mr. Rajendra Chhabra	Professional Director
Mr. Dhruv Mehta	Independent Director
Dr. Ambrish Dalal	Independent Director
Mrs. Kejal Pandya	Independent Director

### **Chief Financial Officer**

Mr. Dipen Ruparelia

### **Company Secretary**

Ms. Hemaxi Pawar

### **Auditors**

M/s K C Mehta & CO LLP  
Chartered Accountants  
Meghdhanush, Race Course, Vadodara – 390 007, India.

### **Bankers**

State Bank of India, Vadodara

### **Registered Office & Works**

Plot No. 13, PCC Area, P. O. Petrochemicals, VADODARA - 391 346.  
Tel : (91) (0265) - 3534200 Fax : (91) (0265) - 2230 218  
Email : info@dacl.co.in Web Site : www.dacl.co.in

### **Registrar & Share Transfer Agent**

M/s. Link Intime India Pvt. Ltd.  
B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank,  
Near Radhakrishna Char Rasta, Akota,  
Vadodara - 390 020 Gujarat, India.

### **C O N T E N T S**

### **Page**

<b>Financial Highlights</b>	Inside Front Cover
<b>Notice of Annual General Meeting</b>	<b>2</b>
<b>Boards' report</b>	<b>19</b>
<b>Standalone Financial Statements</b>	
Auditors' report	<b>63</b>
Balance sheet	<b>74</b>
Statement of Profit & loss	<b>75</b>
Cash flow statement	<b>76</b>
Statement of Change in Equity	<b>78</b>
Notes on Financial Statement	<b>79</b>
<b>Consolidated Financial Statements</b>	
Auditors' report	<b>130</b>
Balance sheet	<b>138</b>
Statement of Profit & loss	<b>139</b>
Cash flow statement	<b>140</b>
Statement of Change in Equity	<b>142</b>
Notes on Financial Statement	<b>143</b>

## **NOTICE**

**NOTICE** is hereby given that the **47<sup>th</sup> (Forty-Seventh)** Annual General Meeting (AGM) of the members of M/s. 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 **Wednesday, the 21<sup>st</sup> Day of June, 2023** at 1.00 PM 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, 2023 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, 2023.
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 confirm the payment of Interim Dividend on Equity Shares for the financial year 2022-23 and to declare Final Dividend of ₹ 3/- per Ordinary (Equity) share of ₹ 10/- each for the financial year 2022-2023.
4. **To re-appoint Statutory Auditors and fix their remuneration**

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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Audit Committee and Board of Directors of the Company, M/s. K C Mehta & Co LLP, Chartered Accountants, Vadodara (Firm Registration No.: 106237W/W100829), be and are hereby reappointed as Statutory Auditors of the Company for second term of five consecutive years, to hold office from the conclusion of this 47<sup>th</sup> Annual General Meeting till the conclusion of the 52<sup>nd</sup> Annual General Meeting of the Company, 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 of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary to give effect to this resolution.”

### **SPECIAL BUSINESS:**

5. **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 ₹ 45000/- (Rupees Forty Five Thousand only) (Inclusive of all) plus applicable taxes, to M/s. Diwanji & Co., Cost & Management Accountants, Vadodara (Firm Registration No. 000339) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2023-24.”

6. **To approve payment of Remuneration of Mr. Rajendra Chhabra as Non-Executive Director in the category of Professional Director exceeding fifty per cent of the total Remuneration/compensation/ fees payable to all other Non-Executive Director of the Company for the financial year 2023-24**

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 2023-24 (till tenure of his current term), 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.”

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

To consider, and if thought fit, to pass 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(3)(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 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, 2023 to March 31, 2026, 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.”

**“RESOLVED FURTHER THAT** Mr. G. S. Venkatachalam, Executive Director of the Company be and are 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. G. S. Venkatachalam, Executive 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.”

**8. Application for listing of equity share capital on Main Board of NSE**

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

**“RESOLVED THAT** pursuant to provisions laid down in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed there under [including any statutory modification/s or re-enactment/s thereof for the time being in force], guidelines/requirements given by the National Stock Exchange of India Limited

(NSE), consent of the members be and is hereby accorded for making application to list existing paid up Equity Share Capital of the Company, which is already listed on BSE Limited (BSE Exchange), on the Main Board of NSE, along with main Board of BSE, and follow such procedures specified under ICDR Regulations, as amended from time to time.”

**“RESOLVED FURTHER THAT** Mr. Amit Mehta, (DIN: 00073907), Executive Chairman or Mr. G. S. Venkatachalam, (DIN:02205898), Executive Director or Mr. Dipen Ruparelia, Chief Financial Officer or Ms. Hemaxi Pawar, Company Secretary of the Company be are hereby authorized jointly or severally to deal with any Government or semi-government authorities or any other concerned intermediaries including but not limited to Bombay Stock Exchange (BSE), National Stock Exchange of India Limited (NSE), Securities and Exchange Board of India, Registrar of Companies, to apply modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of listing of existing paid up Equity Share Capital of the Company on Main Board of NSE .”

**“RESOLVED FURTHER THAT** all the Directors and/or the Company Secretary of the Company be and are hereby authorized jointly or Severally to do all such acts, deeds and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

**Place : Vadodara**

**Date : May 08, 2023**

**CIN NO: L24110GJ1976PLC002905**

**REGISTERED OFFICE:**

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

**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 (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 Annual General Meeting physically at the Registered Office of the Company on June 21, 2023.
2. The Explanatory Statement, for Item No. 4 to 8 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 & 7 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 (FOURTY-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 **June 14, 2023 to June 21, 2023** (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. and 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 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. The Company has not declared any dividend in FY 2013-14 to 2015-16, so no dividend is due for Transferring amount to the Investor Education and Protection Fund of the Central Government is not applicable in FY 2022-23.

Further, Members who have not claimed their dividend from the financial year 2016-17 till date are requested to claim their unclaimed dividend. Members who have not en-cashed their above Dividend Warrants / DDs may approach to the Company/RTA immediately for revalidation.

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](http://www.dacl.co.in) or update bank details as mentioned in point no.14 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](http://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. As per 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 issued by SEBI, on Common and Simplified Norms for processing Investor's Service Request by RTAs.

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, RTAs shall not process 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.

The folios wherein any one of the cited document / details are not available on or after April 01, 2023, shall be frozen by the RTA. The RTA shall revert the frozen folios to normal status upon,

- a) receipt of all the aforesaid documents / details mentioned as above or
- b) dematerialization of all the securities in such folios

Members holding shares in physical form shall submit mandatory details to Company's Registrar & Share Transfer Agent or to the Company Secretary at the registered office of the Company. Requisite forms are also available on website of the Company [www.dacl.co.in](http://www.dacl.co.in) and website of RTA <https://linkintime.co.in/>

15. 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
16. 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.
17. 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.
18. 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. Link Intime India Pvt. Ltd.**  
B-102 & 103, Shangrila Complex, First Floor,  
Opp. HDFC Bank, Near Radhakrishna Char Rasta,  
Akota, Vadodara – 390 020.  
Te. (0265) 2356573, 6136000/01  
Email: [vadodara@linkintime.co.in](mailto:vadodara@linkintime.co.in)
19. **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.**
20. SEBI, vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, amended Regulation 40 of SEBI Listing Regulations pursuant to which after March 31, 2019 transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode as per extension of the deadline announced by SEBI.
21. 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.



22. 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.
23. 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.
24. 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: **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; **96 Shareholders & 3303 shares**
  - (v) That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

Further, The Company has transferred Bonus Fraction amount to Investor Education and Protection fund during the year.

25. 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.-14 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 June 14, 2023 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 47<sup>th</sup> Annual General Meeting (AGM) and the business at the 47<sup>th</sup> AGM may be transacted through such voting. The Company has entered into an agreement with M/s Link Intime India Private Limited (LI IPL) 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 48 hours 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 LIPL 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 June 17, 2023 at 9:00 a.m. and ends on June 20, 2023 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 June 14, 2023, 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.230137)**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

**1. Individual Shareholders holding securities in demat mode with NSDL**

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. 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 and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

**2. Individual Shareholders holding securities in demat mode with CDSL**

1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.