

Dt: 12th August, 2015

To,
Corporate Relationship Department,
BSE Limited,
Dalal Street,
Mumbai - 400001

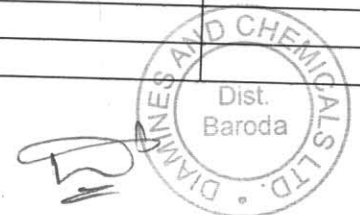
Scrip: 500120

Dear Sir/Madam,

Re: Clause No. 35A of the Listing Agreement with BSE Limited - Voting Results

Pursuant to Clause No.: 35A of Listing Agreement, this is to inform you that the members of the Company at the Annual General Meeting held on 11th August, 2015 transacted the following business:

Sl. No.	Description	Particulars			
A	Date of Annual General Meeting	11 th August, 2015			
B	Book-Closure Date	06 th August, 2015 to 11 th August, 2015			
C	Total No. of Shareholders on Record Date	9526 Shareholders			
D	No. of Shareholders present in the meeting either in person or through proxy or through Authorized Representative				
	Shareholders	In Person	Proxy	Authorized Representative	Total
	Promoters and Group	2	6	1	9
	Public	28	0	0	28
	Total	30	6	1	37
E	No. of Shareholders attended the meeting through Video Conferencing - Not Applicable				
	Shareholders	In Person	Proxy	Authorized Representative	Total
	Promoters and Group				
	Public				
	Total				



Outcome of the Annual General Meeting of the Members of the Company

The Annual General Meeting of the Company was held on 11th August, 2015 at 12:00 Noon to transact the business as per the Notice dated 08th May, 2015. The mode of voting was by way of Poll/E-voting. The Shareholders transacted the business as provided in the Annexure.

Request you to kindly take the same on record.

Thanking you,

Yours sincerely,

For, Diamines and Chemicals Limited



Dimple Mehta
Company Secretary
Membership No. A-31582
PAN: APRPM7439R



DIAMINES AND CHEMICALS LIMITED

Consolidated Voting Result as per Clause-35A-Mode Of Voting- Remote E-Voting+Poll

Resolution Number	Category	No. Of Shares Held (1)	No. Of Votes Polled (2)	% age of Votes Polled on outstanding Shares (3)=(2/1)*100	No. of Votes in Favour (4)	No. of Vote Cast against (5)	% age of votes in favour on votes polled (6)=(4/2)*100	% age of Votes against votes polled (7)=(5/2)*100
1	Promoter and Promoter Group	6378777	5309998	83.24	5309998	0	100	0
	Public Institutional Holders	3937	0	0	0	0	0	0
	Public - Others	3400526	42569	1.25	37587	4982	88.30	11.70
	Total	9783240	5352567	84.50	5347585	4982	99.91	0.09
2	Promoter and Promoter Group	6378777	5309998	83.24	5309998	0	100	0
	Public Institutional Holders	3937	0	0	0	0	0	0
	Public - Others	3400526	42412	1.25	37430	4982	88.25	11.75
	Total	9783240	5352410	54.71	5347428	4982	99.91	0.09
3	Promoter and Promoter Group	6378777	5309998	83.24	5309998	0	100	0
	Public Institutional Holders	3937	0	0	0	0	0	0
	Public - Others	3400526	42412	1.25	37430	4982	88.25	11.75
	Total	9783240	5352410	54.71	5347428	4982	99.91	0.09
4	Promoter and Promoter Group	6378777	5309998	83.24	5309998	0	100	0
	Public Institutional Holders	3937	0	0	0	0	0	0
	Public - Others	3400526	42569	1.25	37587	4982	88.30	11.70
	Total	9783240	5352567	54.71	5347585	4982	99.91	0.09
5	Promoter and Promoter Group	6378777	5309998	83.24	5309998	0	100	0
	Public Institutional Holders	3937	0	0	0	0	0	0



	Public - Others	3400526	42412	1.25	37430	4982	88.25	11.75
	Total	9783240	5352410	54.71	5347428	4982	99.91	0.09

6	Promoter and Promoter Group	6378777	5309998	83.24	5309998	0	100	0
	Public Institutional Holders	3937	0	0	0	0	0	0
	Public - Others	3400526	42412	1.25	33130	9282	78.11	21.89
	Total	9783240	5352410	54.71	5343128	9282	99.83	0.17

7	Promoter and Promoter Group	6378777	5309998	83.24	5309998	0	100	0
	Public Institutional Holders	3937	0	0.00	0	0	0	0
	Public - Others	3400526	42412	1.25	37430	4982	88.25	11.75
	Total	9783240	5352410	54.71	5347428	4982	99.91	0.09

8	Promoter and Promoter Group	6378777	5309998	83.24	5309998	0	100	0
	Public Institutional Holders	3937	0	0.00	0	0	0	0
	Public - Others	3400526	42569	1.25	37587	4982	88.30	11.70
	Total	9783240	5352567	54.71	5347585	4982	99.91	0.09

9	Promoter and Promoter Group	6378777	5309998	83.24	5309998	0	100.00	0
	Public Institutional Holders	3937	0	0.00	0	0	0	0
	Public - Others	3400526	42569	1.25	37587	4982	88.30	11.70
	Total	9783240	5352567	54.71	5347585	4982	99.91	0.09



FORM No. MGT-13 + Remote E-Voting Report

Consolidated Report of Scrutinizer(s)

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 & Rule 20 of Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman
Diamines and Chemicals Limited (CIN: L24110GJ1976PLC002905)
Plot No. 13, PCC Area,
P.O. Petrochemicals,
Vadodara - 391346

39th (Thirty Ninth) Annual General Meeting of the Equity Shareholders of Diamines and Chemicals Limited held on 11th August, 2015 at 12.00 Noon at the Registered Office of the Company situated at the Plot No. 13, PCC Area, P.O. Petrochemicals, Vadodara - 391 346.

Dear Sir,

1. We, Sandip Sheth & Associates, Practicing Company Secretaries, have been appointed by the Board of Directors of the Diamines and Chemicals Limited, as Scrutinizer(s) pursuant to provisions of Section 108 & 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Companies (Management and Administration) Amendment Rules, 2015 and clause 35B of the Listing Agreement, for the purpose of scrutinizing the voting by poll & Remote E-voting taken on the below mentioned resolution(s), at the 39th (Thirty Ninth) Annual General Meeting of the Equity Shareholders of Diamines and Chemicals Limited, held on 11th August, 2015 at 12.00 Noon at the Registered Office of the Company situated at the Plot No. 13, PCC Area, P.O. Petrochemicals, Vadodara - 391 346.
2. The management of the Company is responsible to ensure the compliances with the requirements of the provisions of the Companies Act, 2013 and Rules relating to voting on the resolutions contained in the Notice of the 39th (Thirty Ninth) Annual General Meeting of the members of the Company.



Our responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions stated below, based on the scrutiny of the polling papers circulated at the Annual General Meeting and on the basis of the reports generated from the E-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide E-voting facility, appointed by the Company.

3. Further to the above, We submit our consolidated report as under:

A. Relating to Remote E-Voting:

- a) The remote e-voting period remained open from Friday, 7th August, 2015 (9.00 a.m.) to Monday, 10th August, 2015 (5.00 p.m.).
- b) The members of the Company as on "cut-off" date i.e. 4th August, 2015 were entitled to vote on the resolutions stated in the Notice of the 39th (Thirty Ninth) Annual General Meeting
- c) The Votes casted were subsequently unblocked by us on 11th August, 2015 at 5.15 p.m. (after counting the votes cast at the Annual General Meeting) in the presence of two witnesses, whose names are mentioned below, who are not in employment of the Company and electronic ballots were diligently scrutinized by us.

(Mr. Prashant Prajapati)

(Mr. Maulik Patel)

- d) The electronic ballots were reconciled with records maintained by the Company/Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
- e) Thereafter, the details of members, who have voted "For", "Against" each of the resolutions permitted for remote e-voting, were prepared based on report generated from the e-voting website of CDSL.

B. For Poll at the Annual General Meeting:

- a) The poll was conducted together on all the item nos. 1 to 9 on the agenda at the Annual General Meeting at the end of discussion on all the resolutions.

Consolidated Report of Scrutinizer: 39th Annual General Meeting

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- b) The poll was conducted to enable the members of the Company who were present at the Annual General Meeting and could not cast their vote through Remote E-voting facility provided by the Company through CDSL.
 - c) After ensuring that all the members who desires to cast their vote through poll have exercised their right to vote on poll and after seeking permission from the Chairman of the 39th (Thirty Ninth) Annual General Meeting, ballot box kept for polling was sealed in our presence with due identification marks.
 - d) The sealed ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
 - e) The poll/ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. Moreover, poll papers of those members who already cast their vote through Remote E-Voting process were also required to be treated as invalid.
4. Based on such scrutiny of the Remote E-voting and polling process, the result of the voting is as under:



a. Ordinary Resolution - 1:

Adoption and consideration of the Audited Financial statements for the year ended 31st March, 2015, including consolidated financial statements.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	3	4481	100
Voting by Poll	37	5343104	100
Total	40	5347585	

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	5	4982	100
Voting by Poll	0	0	0
Total	5	4982	

(iii) Invalid votes:

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



b. Ordinary Resolution - 2:

Appointment of a Director in place of **Mr. Yogesh Kothari (DIN: 00010015)**, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	2	4324	100
Voting by Poll	37	5343104	100
Total	39	5347428	

(ii) Voted **against** the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	5	4982	100
Voting by Poll	0	0	0
Total	5	4982	

(iii) **Invalid votes:**

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



c. Ordinary Resolution - 3:

Appointment of a Director in place of **Mr. Amit Mehta (DIN: 00073907)**, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

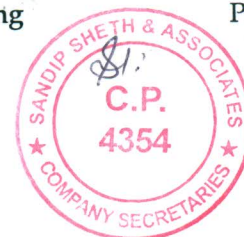
	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	2	4324	100
Voting by Poll	37	5343104	100
Total	39	5347428	

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	5	4982	100
Voting by Poll	0	0	0
Total	5	4982	

(iii) Invalid votes:

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



d. Ordinary Resolution - 4:

Ratification of appointment of Statutory Auditors of the Company

(i) Voted in **favour** of the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	3	4481	100
Voting by Poll	37	5343104	100
Total	40	5347585	

(ii) Voted **against** the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	5	4982	100
Voting by Poll	0	0	0
Total	5	4982	

(iii) **Invalid votes:**

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



e. Ordinary Resolution - 5:

Appointment of Mrs. Darshna Mankad (DIN: 00041675) as an Independent Director.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	2	4324	100
Voting by Poll	37	5343104	100
Total	39	5347428	

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	5	4982	100
Voting by Poll	0	0	0
Total	5	4982	

(iii) Invalid votes:

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



f. Ordinary Resolution - 6:

Appointment of Mr. Shreyas Mehta (DIN: 00211592) as an Independent Director.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	1	24	100
Voting by Poll	37	5343104	100
Total	38	5343128	

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	6	9282	100
Voting by Poll	0	0	0
Total	6	9282	

(iii) Invalid votes:

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



g. Special Resolution - 7:

Appointment of Mr. Govindarajapuram Seshadri Venkatachalam (DIN: 02205898) as an Executive Director.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	2	4324	100
Voting by Poll	37	5343104	100
Total	39	5347428	

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	5	4982	100
Voting by Poll	0	0	0
Total	5	4982	

(iii) Invalid votes:

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



h. Special Resolution - 8:

Adoption of new set of Articles of Association of the Company, in conformity with the provisions of the Companies Act, 2013.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	3	4481	100
Voting by Poll	37	5343104	100
Total	40	5347585	

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	5	4982	100
Voting by Poll	0	0	0
Total	5	4982	

(iii) Invalid votes:

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



i. Special Resolution - 9:

Change in place of keeping of Registers and Returns pursuant to provisions of Section 94 of the Companies Act, 2013.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	3	4481	100
Voting by Poll	37	5343104	100
Total	40	5347585	

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total Number of valid votes cast
Remote E-voting	5	4982	100
Voting by Poll	0	0	0
Total	5	4982	

(iii) Invalid votes:

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



5. A Compact Disc (CD)/Excel Sheets and other supportive documents containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared "INVALID" for each resolution and also resolutions received from corporate shareholders etc. will be returned for safe keeping by our separate letter to the Company.
6. The poll/ballot papers and all other relevant records will also be handed over by us to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

For, Sandip Sheth & Associates
Practicing Company Secretaries



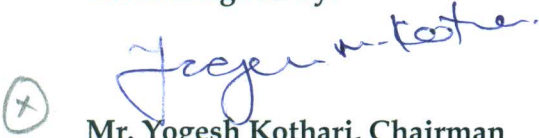
Sandip Sheth
(Partner)



Membership No.: 5467
CP No.: 4354

Place: Vadodara
Dated: 11th August, 2015

Countersigned by:



Mr. Yogesh Kothari, Chairman
(For Agenda Item Nos. 1 & 4 to 9)



Mr. Kirat Patel, Chairman
(For Agenda Item No. 2 & 3)