



CERTIFIED TRUE COPY OF AN EXTRACT FROM THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON 29TH SEPTEMBER, 2015 AT MUMBAI.

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 ("Act") if any (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Memorandum of Association read with the Articles of Association of Diamines And Chemicals Limited and subject to the requisite approval of the shareholders, creditors and such other governmental/statutory authorities, if required or as may be directed by High Court of Judicature at Ahmedabad, Gujarat, consent of the Board of Directors (hereinafter referred to as the 'Board') be and is hereby accorded for approving the Scheme of Amalgamation (Scheme) between Diamines Speciality Chemicals Limited ("Transferor Company") and Diamines and Chemicals Limited ("Transferee Company") in relation to the consolidation and merger of the business and undertaking of the transferor Company into the Company as per the terms and conditions provided in detail in the Scheme with effect from the Appointed Date, as placed before the Board and initialed by the Chairman for the purpose of identification

"RESOLVED FURTHER THAT "BSE Limited" be the designated Stock Exchange for the purpose of the Scheme.

"RESOLVED FURTHER THAT Mr. G S Venkatchalam, Executive Director and/or Mr. Rajendra Chhabra, director and/or Ms. Dimple Mehta, Company Secretary of the Company be and are hereby jointly and severally authorized to take all actions and decide all matters relating to and/or incidental to the aforesaid Scheme, including but not limited to:

(i) to prepare and sign the scheme of amalgamation, applications, petitions, affidavits', undertakings, vakalatnamas, declarations, letters, notices, documents, papers and the like on behalf of the Company in consultation with the advocates appointed for the purpose of giving effect to the said scheme of amalgamation;

(ii) to file and submit the scheme of amalgamation, necessary petitions, affidavits, letters, documents, papers and the like with the High Court of Judicature at Ahmedabad, Gujarat, Registrar of Companies, Ahmedabad, Gujarat, NCLT, Regional Director (Northern Western Region) and / or any other authority as may be required pursuant to the relevant provisions of applicable laws, rules, regulations;

(iii) to make such modifications/ alterations/ changes therein as may be suggested, prescribed, expedient or necessary for satisfying the requirement or conditions imposed by the High Court, Registrar of Companies, NCLT, Regional

1.

Diamines and Chemicals Limited (CIN No. L24110GJ1976PLC002905)

Plot No. 13 P.C.C. Area, PO Petrochemicals, Dist. Vadodara 391 346, Gujarat (India). T: +91 265 2230305, 2230406, F: +91 265 2230213 E: info@daci.co.in W: daci.co.in

Director, Income Tax Authorities, other Governmental Authorities and/or any other authority;

(iv) To withdraw the Scheme at any stage in case the changes or modifications required in this Scheme or the conditions imposed by the Court, and/or any other authority, are not acceptable, and if the Scheme cannot be implemented otherwise and to do all such acts, deeds and things considered necessary in connection therewith or incidental thereto;

(v) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution;

(vi) To do all such acts, matters, deeds and things as may be considered necessary and expedient to obtain necessary orders from the Court to do or perform such incidental; consequential and supplemental acts as are necessary or considered appropriate to implement the aforesaid scheme of amalgamation."

"RESOLVED LASTLY THAT Core committee viz. "Amalgamation Committee" of the Board of Directors of the Company be and is hereby formed, that shall discharge the functions/decisions/matters relating to Amalgamation for and on behalf of the board of directors and to do all such acts, deeds, things or matters that will be required to give effect to the scheme of amalgamation and matters as prescribed under section 391 to 394 of the Companies Act, 1956 and any other statute for the time being in force. All the decisions taken by the Committee shall be deemed to be validly passed by the Board of Directors of the Company and such resolutions shall be ratified by the Board in the next Board Meeting of the Company. The committee shall comprise of following members:

1. Mr. Rajendra Chhabra, Chairman of the Committee
2. Mr. Kirat Patel, Member
3. Mr. Govindarajapuram Seshadri Venkatachalam, Member

Company Secretary of the Company shall act as a Secretary to the Committee."

CERTIFIED TRUE COPY

For, Diamines and Chemicals Limited



Dimple Mehta
Company Secretary