

DIAMOND POWER INFRASTRUCTURE LIMITED

CIN: L31300GJ1992PLC018198

Corporate Office: "Essen House", 5/9-10, B.I.D.C., Gorwa, Vadodara-390016, (Gujarat)

India, Ph.: 0265-2284328, 2283969, Fax: 0265-2280528

Email: cs@dicabs.com Website: www.dicabs.com**Registered Office:** Phase II, Village: Vadadala, Tal.Savli, Dist. Vadodara-391520, India.

Ph.: 02667-251516, 251354 Fax: 02667-251202

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the Members of M/s Diamond Power Infrastructure Limited (CIN : L31300GJ1992PLC018198) will be held on Friday, September 29, 2017 at 10.00 A.M at the Registered Office of the Company situated at Phase II, Village: Vadadala, Tal: Savli, Dist: Vadodara – 391520 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement including statement of Profit and Loss of the company for the financial year ended 31st March, 2017 together with the Reports of the Directors' and Auditors' thereon.
2. To Appoint a Director in place of Shri Amit Suresh Bhatnagar (DIN 00775880), who retires by rotation and, being eligible, offer himself for re-appointment.
3. To ratify the appointment of the auditor of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution:
"RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 30th September, 2015, the appointment of M/s. A Yadav & Associates, Chartered Accountants (Firm Registration Number 129725W) as the auditors of the Company to hold office till the conclusion of tenure for which they are appointed be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2018, as may be determined by the audit committee in consultation with the auditors."

SPECIAL BUSINESS:

4. To Consider and if thought fit with our without modification(s) the following resolution 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 and Companies (Cost Records and Audit) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force}, the remuneration payable to M/s. S S Puranik & Associates, Cost Accountants (Firm Registration No. 100133) appointed by the Board to conduct Audit of the cost records of the Company for the Financial Year 2017-18, be paid remuneration of Rs. 90,000 (Rupees Ninety Thousand Only) plus Good and service tax and out of pocket expenses."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution."

Notes:

1. A Member entitled to attend and vote is also entitled to appoint a Proxy to attend and to vote at the Meeting. The Proxy need not be a Member.
2. Proxy Instrument should be duly Completed, Stamped, Signed and must be deposited at the Corporate Office of the Company Situated at 5/9-10, "Essen House", BIDC, Gorwa, Vadodara, 390016, Gujarat, India not less than 48 hours before the Commencement of the Meeting. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the meeting. In case, the Proxy fails to do so, the first fifty proxies received by the Company shall be considered as valid. The instrument of Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. No person shall be entitled to attend or vote at the meeting as a duly authorized representative of a company or any corporate which is a shareholder of the company, unless a copy of the resolution appointing him/her as a duly authorized representative, certified to be true copy by the Chairman of the meeting at which it was passed, shall have been deposited at the Corporate office of the company situated at 5/9-10, "Essen House", BIDC, Gorwa, Vadodara, 390 016, Gujarat, India not less than 48 hours before the date of Annual General Meeting.
4. Pursuant to Section 91 of the Companies Act 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23rd September, 2017 to Friday 29th, September, 2017 (both days inclusive).
5. The Members are requested to make correspondence for any matters relating to Transfer or Dematerialization of Shares, changes in their addresses or bank details, names of the holders with Registrar and Transfer Agent (R & T) M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032.
6. As a measure of economy, the Company does not distribute the copies of Annual Report at the meeting. Hence, the members are requested to bring their copies with them.
7. As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, enabling the Company to effect electronic delivery of documents. The above initiative will go a long way in conserving paper which is a natural resource as also result in substantial savings on printing and posting of annual reports and other documents of your Company sent to Members. Members are requested to support this Green Initiative by updating their email addresses with their respective Depository Participants, in case of

electronic shareholding; or registering their email addresses with the Company's Registrar and Transfer Agents, in case of physical shareholding.

8. Members seeking any information on the Accounts of the Company are requested to write to Shri Naba Mukherjee, Chief Operating Officer of the Company, which should reach to the Company at least one week before the date of Annual General Meeting, so as to enable the management to keep the information ready. However, replies will be provided only at the Annual General Meeting.
9. Pursuant to the directives given by the SEBI, trading of our Company's shares in Dematerialized form has been made compulsory for all investors with effect from 26th February, 2001. The Company has entered in to an agreement with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as an issuer Company for the dematerialization of the Company's Shares. Request for dematerialization of Shares may be sent through respective Depository Participants.
10. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
11. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants. The address/bank mandate as furnished to the Company by the respective Depositories viz, NSDL and CDSL will be printed on the dividend warrants.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
13. Members may also note that the Notice of the 25th Annual General Meeting along with Annual Report for 2016-17 will also be available on the Company's website www.dicabs.com.
14. Member's desire of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to send the same to the office of the Registrar and Share Transfer Agent of the Company.
15. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
16. In terms of Sections 123 and 124 of the Companies Act, 2013, the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF).
17. The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The new IEPF Rules

mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on 19th August, 2016 (date of last Annual General Meeting) are available on the website of the Company www.dicabs.com and on Ministry of Corporate Affairs' website. The shareholders whose dividend/ shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.

18. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their Demat Accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar & Share Transfer Agent of the Company.

19. Voting through electronic means:

In accordance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("e-voting") to its members. The Company has engaged the services of M/S Karvy Computershare Pvt. Ltd. to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link <https://evoting.karvy.com> Commencement of e-voting, From Tuesday, 26th September, 2017 at 10.00 a.m. Closure of e-voting, Thursday, 28th September, 2017 upto 05.00 p.m.

The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company along with physical copy of the notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.

Following are the instructions for members voting through electronic system:

- A. Instructions for members whose email IDs are registered with the Company/ their respective Depository participant(s) - Member will receive an Email from Karvy:
1. Launch internet browser and log on to the URL: <https://evoting.karvy.com>
 2. Enter the login credentials (i.e. User ID and password mentioned herein below). Your Folio No. / DP ID – Client ID will be your User ID.
However, if you are already registered with Karvy for e – voting, you can use your existing User ID password for casting your vote.
 3. After entering these details appropriately, Click on "LOGIN"
 4. In case of new users: You will now reach password change Menu wherein you are required to mandatorily change password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character with (@,#,\$,etc.). The system will prompt you to enter a secret question and answer of your choice to retrieve

your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

5. You need to login again with the new credentials.
 6. On successful login, the system will prompt you to select the "EVENT" i.e. Diamond Power Infrastructure Limited.
 7. On the voting page, enter the number of shares (which represents the number of votes) held as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and shares held will not be counter under either head.
 8. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
 9. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 10. You may then cast your vote by selecting an appropriate option and click on "Submit".
 11. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(S).
 12. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned certified true copy (pdf format) of the Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to Scrutinizer at email csdpatel@gmail.com with a copy marked to evoting@karvy.com and cs@dicabs.com. The scanned image of the above mentioned documents should be in the naming format "**Diamond Power Infrastructure Limited AGM 2017**".
- B. Instructions for members whose email IDs are not registered with the Company/ their respective Depository participants(s) or who have specifically requested for hard copy - Member will receive physical copy of the Notice of AGM:
- i. User ID and initial password as provided herein below.
 - ii. Please follow all steps from SI. No. (1) To SI No. (12) Mentioned above under (Instructions for members whose email IDs are registered with the Company/ their respective Depository participants(s)), to cast vote.

Notes:

- I. In case of any queries relating to E-Voting please visit Help & FAQ section of <http://evoting.karvy.com> Closure of e-voting, (Karvy Website).
- II. You can also update your mobile number and email id in the user profile details of the folio which may be used for the sending future communication(s).
- III. The e-voting period commence on Tuesday, 26th September, 2017 at 10.00 a.m. Closure of e-voting, Thursday, 28th September, 2017 upto 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date (record date) being Friday, 22nd September, 2017 may cast their vote electronically in the manner

and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently. Further the Members who have casted their vote electronically shall not vote by way of poll, if held, at the meeting.

- IV. The voting rights of shareholders shall be in proportion to equity shares of the Company held by them as on the cut-off date (record date) being Friday, 22nd September, 2017.
- V. The Board of Director has appointed M/s. D Patel & Associates., Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VII. The results shall be declared on the date of AGM of the Company and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- VIII. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dicabs.com and on the website of the service provider (<https://evoting.karvy.com>) within two (2) days of passing the resolution at the AGM of the Company and will also be communicated to National Stock Exchange of India Limited and BSE Limited.

EVENT (E Voting Event Number)	User ID	Password

20. Information required under Listing Obligations (relating to Corporate Governance) with respect to the Directors being appointed and Directors retiring by rotation and being eligible for re-appointment are as under:

Name of the Director	Shri Amit Bhatnagar (DIN 00775880)
Position	Managing Director
Profile	Shri Amit Bhatnagar is the Managing Director of our Company since January 2010. Prior to that, he was the Joint Managing Director of our Company since 1992. He holds a Bachelor's degree in Industrial Engineering (gold medalist) from Saurashtra University and MBA in Finance & MOP with a gold medal from the Asian Institute of Management, Manila. Shri Bhatnagar has over 28 years of experience in Managing the Company. He also has a varied experience in the power equipment industry, which includes business to-business selling via the dealer and industrial marketing route. Shri Bhatnagar as also awarded by the 'Udyog Ratan' award for 2007-08 by the Government of India. He is honoured with the Title of Brand Ambassador of Hon Chief Minister of Gujarat for Swatch Bharat Abhiyan along with 6 other leading Personalities of Gujarat. He is also a Co-

	Founder/of Vadodara International Marathon, served as Chairman & Co-Founder of VADFEST, held the position as a President for Northern India Cultural Association (NICA). He is also a Chairman of Organizing Committee of SWTICH GLOBAL EXPO and won award for BEST PRESIDENT of ROUND TABLE INDIA.
Date of Joining	26 th August, 1992
No. of Shares held in the Company	9,98,483 (Equity)
Directorship in other Companies	Madhuri Finserve Private Limited Diamond Projects Limited Diamond Power Transformers Limited Diamond Infosystems Limited Diamond Power Transmission Private Limited Maktel Control & Systems Private Limited Maktel Power Limited

21. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 a.m. to 01.00 p.m. on all working days except Holidays and Sunday, up to and including the date of the Annual General Meeting of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

The Company at its 23rd Annual General Meeting held on 30th September, 2015 has appointed M/s. B S R & Co., LLP, Chartered Accountants (Firm Registration Number 101248W/W-100022) and M/s. A Yadav & Associates (earlier known as ABCJPR & Company), Chartered Accountants (Firm Registration No.: 129725W) as Joint Statutory Auditors of the Company for the period of 5 years commencing from 23rd AGM, which was also rectified by the Members at their 24th Annual General Meeting held on 19th August, 2016. However, due to the pre-obligations of M/s. B S R & Co. they have resigned as Auditors from 14th December, 2016 and M/s. A Yadav & Associates continued as Independent Statutory Auditors of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution as set out at item No. 3 and the Board recommends the resolution at Item No. 3 for approval of the members.

ITEM NO. 4

The Board of Directors at their meeting held on 10th August, 2017, on the recommendations of the Audit Committee had approved the appointment of M/s. S. S. Puranik & Associates, Practicing Cost Accountants (Firm Registration No. 100133) (Membership No. 7113), as the Cost Auditors for audit of the cost accounting records of the Company for the financial year 2017-18, at a remuneration not exceeding Rs. 90,000

(Rupees Ninety Thousand Only) excluding Goods and service tax and reimbursement of out of pocket expenses at actuals, if any, in connection with the audit.

In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditor is required to be approved by the members of the Company.

Accordingly, consent of the members is sought for approving the Resolution as set out in Item No. 4 for remuneration payable to the Cost Auditor for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2018.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed Resolution as set out at Item No. 4 of the Notice. The Board recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for your approval.

the Board,

Bhatnagar

Date: 10th August, 2017

Place: Vadodara

By Order of

Amit

**Chairman &
Managing
Director of the
Meeting**

DIAMOND POWER INFRASTRUCTURE LIMITED

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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]

Name of the 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: _____, or failing him

As my/our proxy to attend and vote (on a poll) for me/ s and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on the Friday, 29th September, 2017 at 10 a.m. at Vadodara and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description	For*	Against*
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2017.		

2	Appointment of Director in place of Shri Amit Suresh Bhatnagar (DIN 00775880), who retires by rotation and, being eligible, offer himself for re-appointment.		
3	Rectification of appointment of Statutory Auditor of the Company.		
4	Fixation of remuneration of Cost Auditor of the Company.		

Signed this _____ day of September, 2017

Signature of Shareholder

Affix
Revenue
Stamp

