



DIAMOND POWER INFRASTRUCTURE LIMITED
Reg off: Vadadala, Phase II, Savli, Vadodara - 391520.
Email: tushar.lakhmapurkar@dicabs.com | Website: www.dicabs.com
CIN: L31300GJ1992PLC018198

POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and applicable Circulars issued by Ministry of Corporate Affairs from time to time.

E-voting starts on	E-voting ends on
Wednesday, 15 th November, 2023 at 09:00 Hours IST	Thursday, 14 th December, 2023 at 17:00 Hours IST

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (“**Act**”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), that the approval from the Members of Diamond Power Infrastructure Limited (“**Company**”) through Postal Ballot only by voting through electronic means (“**remote e-voting**”), for the following resolutions are sought as **Special Resolutions**:

- I. Appointment of Ms. Varsha Biswajit Adhikari as a Woman Independent Director (DIN: 08345677) for a first term of five years.
- II. Appointment of Mr. Aditya Satya Prasad Nayak (DIN: 09572942), CFO (In-charge) of the Company as an Executive Director for the term of one year.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on Friday, 3rd November, 2023. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on 3rd November, 2023, has appointed CS Tarun Sukhwani, Practicing Company Secretaries, (ACS No.: 65350 CP No.: 24447), Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, November 15, 2023 and ends at 5.00 p.m. (IST) on Thursday, December 14, 2023. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within period of 2 (two) working days from the conclusion of the E-voting.

The said results along with the Scrutinizer’s Report would be intimated to BSE Limited and National Stock Exchange of



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India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website www.dicabs.com and on the website of National Securities Depository Limited ("NSDL") <https://www.evoting.nsdl.com>.

The resolution, if passed by the requisite majority, shall be deemed to have been passed on Thursday, December 14, 2023 i.e., the last date specified for E-voting.

SPECIAL BUSINESS

I. Appointment of Ms. Varsha Biswajit Adhikari (DIN: 08345677) as a Woman Independent Director for the First Term for a period of Five years.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT Ms. Varsha Biswajit Adhikari (DIN: 08345677) who was appointed as an Additional Director (Non – Executive Independent) of the Company with effect from October 01, 2023 by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 ("Act") read with the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 (1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Woman Director (Non – Executive Independent) of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Ms. Varsha Biswajit Adhikari (DIN : 08345677), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as a Non-Executive Independent Director of the Company for a term of five years commencing from October 1, 2023 to September 30, 2028 and who would not be liable to retire by rotation, be and is hereby approved."

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

II. Appointment of Mr. Aditya Satyaprasad Nayak (DIN: 09572942) CFO (In-charge) of the Company as an Executive Director for the term of one year and payment of remuneration.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, other applicable regulations, if any, of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Articles of Association, Mr. Aditya Satyaprasad Nayak, Chief Financial Officer (In-Charge) of the Company (DIN: 09572942) who was appointed as an Additional Director of the Company, with effect from 5th October, 2023 be and is hereby appointed as an Executive Director subcategorized as Whole Time Director with effect from 5th October, 2023 liable to retire by rotation."

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and re-enactment thereof for the time being in force) and the relevant provisions of the Articles of Association of the Company and all applicable guidelines as applicable from time to time, consent of the company be and is hereby accorded for appointment of Mr. Aditya Satyaprasad Nayak (DIN: 09572942), CFO – In charge of the Company as an Executive Director (**ED & CFO**) of the Company for a period of 1 (One)



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year with effect from 5th October, 2023, on terms and conditions including remuneration as set out hereunder with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

- I. Salary: Up to Rs. 3,50,000 per month.
- II. Other Terms and Conditions:
 - (a) He shall not be entitled to any sitting fees for attending the meetings of the Board of Directors or any Committee thereof.
 - (b) He is entitled of the Increment as per the Company policy applicable from time to time.
 - (c) He shall be free to resign his office by giving proper notice in writing to the Company.
 - (d) The term of office of Mr. Aditya Nayak as Executive Director of the Company shall be subject to retire by rotation.”

RESOLVED FURTHER THAT Mr. Aditya Nayak in the event ceasing to be the Director of the Company at any time during the aforesaid period of service, he shall cease to be the Director of the Company and terms and conditions including remuneration/salary mentioned above shall forthwith stand terminated.”

RESOLVED FURTHER THAT notwithstanding anything to contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and other allowances or any combinations thereof shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time as minimum remuneration.”

RESOLVED FURTHER THAT any Director of the Company or Company Secretary be and are hereby authorized to file the necessary forms with the Registrar of Companies, Gujarat, Ministry of Corporate affairs, and to do all other deeds, things and acts that are necessary to give effect to these resolutions.”

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolutions, is annexed hereto and forms part of this Notice. It also contains all the disclosures as specified in the, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment and re-appointment as Non-Executive Independent Directors are also annexed to this Notice.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members or Register of Beneficial Owners as received from the Depositories/ K-Fin Technologies Limited the Company’s Registrar and Transfer Agents (“RTA”) as on N o v e m b e r 03, 2023 (“**Cut-off date**”) and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants (“DP”) or who will register their email address in accordance with the process outlined in this Notice. A person who is not member as on the cut-off date should treat this notice for information purpose only.
3. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
4. Members may note that this Postal Ballot Notice will also be available on the Company’s website i.e. www.dicabs.com, websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com and on the website of NSDL www.evoting.nsdl.com.



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5. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.
6. The Special Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e., 14th day of December, 2023.
7. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 2 (two) working days from the conclusion of e-voting and will also be displayed on the Company website <https://www.dicabs.com>, on the website of NSDL www.evoting.nsdl.com, and communicated to the stock exchanges and RTA.
8. In accordance with the MCA Circulars, the Members are requested to take note of the following:

Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs. Members can also temporarily update their email address and mobile number with RTA, by following the procedure given below:

- Visit the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
- Select the company name: Diamond Power Infrastructure Limited
- Enter DP ID & client ID (in case shares are held in electronic form)/physical folio no. (in case shares are held in physical form) and Permanent Account Number (“PAN”)
- In case of shares which are held in physical form, if PAN is not available in the records, please enter any one of the share certificate numbers in respect of the shares held by you.
- Enter the email address and mobile number.
- System will check the authenticity of the DP ID & client ID/physical folio no. and PAN/ share certificate number, as the case may be and send the one-time password (“OTP”) to the said mobile number and email address for validation.
- Enter the OTP received by SMS and email to complete the validation process. (Please note that the OTP will be valid for 5 minutes only).
- In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.
- System will confirm the email address for the limited purpose of serving this Postal Ballot Notice and the e-voting instructions along with the user ID and password.

Alternatively, Members may send an email request to einward.ris@kfintech.com along with the scanned copy of their request letter duly signed by the Member (first member if held jointly), providing the email address, mobile number, self-attested copy of PAN and client master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable RTA to temporarily register their email address and mobile number. However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information.

We urge Members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. In case of any queries, in this regard, Members are requested to write to einward.ris@kfintech.com or contact RTA at toll free number: 1800-309-4001.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode.	Form ISR – 1



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	Update of signature of securities holder.	Form ISR – 2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014.	Form SH-13
	Declaration to opt out.	Form ISR – 3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee.	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form.	ISR 4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023 and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 14, 2021.

Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars KFin Technologies Limited at einward.ris@kfintech.com.

Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

E-voting:

1. In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolution as set out in this Postal Ballot Notice.
2. The e-voting period commences from November 15, 2023 (9.00 a.m. IST) and ends on December 14, 2023, (5.00 p.m IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
3. The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the Cut-off Date i.e., November 03, 2023.
4. Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e., November 03, 2023, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in this Postal Ballot Notice only through the e-voting.

The instructions for e-voting are as follows:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>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</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL</p>



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	<p>website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL.	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.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, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

Your User ID details are given below:



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Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 127058 then user ID is 127058 001***

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL E-voting system?

After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

Select "EVEN" of **Diamond Power Infrastructure Limited**, which is **127058** for which you wish to cast your vote during the remote e-voting period.

Now you are ready for e-voting as the voting page opens.

Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "submit" and also "Confirm" when prompted.



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Upon confirmation, the message “Vote cast successfully” will be displayed.
 You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

In Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cstarunsukhwani@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, with mail title of “E-Voting”, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to tushar.lakhmapurkar@dicabs.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to tushar.lakhmapurkar@dicabs.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e., Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Information at glance:

Particulars	Notes
Cut-off date to determine eligible numbers to vote on the resolution	Friday, November 03, 2023
Voting start time and date	9.00 a.m. IST, Wednesday, November 15, 2023
Voting end time and date	5.00 p.m. IST, Thursday, December 14, 2023
Date on which the resolution is deemed to be passed	Last date of voting i.e., Thursday, December 14, 2023
Name, address and contact details of Registrar and Share Transfer Agent.	Contact name: Shobha Anand, Deputy Vice President Kfin Technologies Limited Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Contact details: shobha.anand@kfintech.com ; einward.ris@kfintech.com Contact number – 1800-309-4001



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Name, address and contact details of e-voting service provider	Contact name: Amit Vishal, <i>Assistant Vice President</i> Pallavi Mhatre, <i>Senior Manager</i> National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, India Contact details: evoting@nsdl.co.in; Contact number- 022 - 4886 7000 and 022 - 2499 7000
NSDL e-voting website address	https://www.evoting.nsdl.com/



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EXPLANATORY STATEMENT

Pursuant to Sections 102 and 110 of the Companies Act, 2013

Item No. 1

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on September 30, 2023 appointed Ms. Varsha Biswajit Adhikari (DIN: 080345677) as an Additional Woman Non-Executive Independent Director of the Company, for a term of five years commencing from October 1, 2023 to September 30, 2028, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

Based on the skills, competence and expertise in understanding, of global business dynamics, appreciation of long-term trends, strategic choices and experience in guiding and leading management teams, developing governance practices, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the appointment of Ms. Varsha Biswajit Adhikari would be beneficial to the Company.

The Company has received a notice in writing from a Member, in terms of Section 160(1) of the Act, proposing her candidature for the office of Director.

The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

She has also confirmed that she is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given her consent to act as a Director of the Company. There is no inter se relationship between her and any other member of the Board and other Key Managerial Personnel of the Company.

In the opinion of the Board, Ms. Varsha Biswajit Adhikari is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the management of the Company.

The terms and conditions of her appointment are available for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

Brief profile of Ms. Varsha Biswajit Adhikari is as follows:

After 13 years of Leadership role with SPG Prints group, Netherlands, and working closely with European, Asian, North, and Latin American Business entities, Ms. Varsha B. Adhikari is now heading Social Impact Organization SEED. She has also Co-founded businesses in the space of UAV technology, and Clean Energy and Sustainable Solutions. She has got over 18 years of experience in Global Strategies and business development, Project and Financial Planning, Compliance, and Sustainability program. She worked with Corporates into Textile machinery and Agri processing Industry and International Business. She has worked closely with the Government, Regulatory bodies and policymakers.

She is passionate about innovative Technology led progress of the Economy and Community. She is currently based out of Ahmedabad, India. She is an Advisor and Independent Director to Various Corporates and Startups. She is actively engaged with Domestic and International Trade Bodies to promote Global Trade. She is a mentor with Gujarat University Startup and Entrepreneurship Council. She Chairs the Agriculture and Research Committee of the Gujarat Chamber of Commerce. She is a founder member of Toastmasters International, Ahmedabad. She is interested (foremost) in Social Impact through People and technology and also in Science, Creativity, Music, Fine Arts, Reading, Hiking, Travel and Adventure sports.



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In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulations 17 and 25 of SEBI Listing Regulations and other applicable Regulations, the appointment of Ms. Varsha Biswajit Adhikari as Non-Executive Independent Woman Director is now being placed before the Members for their approval by way of a Special Resolution. The Board recommends the Special Resolution as set out at item no. 1 in this Notice for approval of the Members.

Except Ms. Varsha Biswajit Adhikari and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution as set out in this Notice.

Item No. 2

Upon the recommendation of Nomination and remuneration Committee, the Board has at its meeting held on 5th October, 2023 appointed Mr. Aditya Satyaprasad Nayak (DIN: 09572942) as an Additional Director categorized as Professional and sub-categorized as Executive Director of the Company who shall be appointed in the capacity of Whole Time Director for a period of one year with effect from 5th October, 2023, in accordance with the Section 203 of the Companies and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to the approval of the members by way of Special Resolution.

Based on the skills, competence and expertise in understanding, of global business dynamics, appreciation of long-term trends, strategic choices and experience in guiding and leading management teams, developing governance practices, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the appointment of Mr. Aditya Satyaprasad Nayak would be beneficial to the Company.

The terms and conditions of his appointment are available for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

Brief profile of Mr. Aditya Satya Prasad Nayak is as follows:

Mr. Aditya Satyaprasad Nayak is by profession a MBA (Finance & Marketing) from VIT Business School, Mumbai and having 10 years of experience. Lastly, he was working with Metalxperts India Private Limited as Head- Finance.

The Board recommends the Special Resolution at item no. 2 of this Notice for approval of the Members.

Except for Mr. Aditya Nayak and his relatives, none of the Directors and Other Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out in this Notice.

Additional Information on the Company and proposal is given below:

I. General Information	
1. Nature of Industry	The Company is in operation of integrated solutions provider in Power T&D space in India. It stood as a leading conductor manufacturer. Presently, Diamond Power commands presence across the value chain – in the last mile from substation to home. The company manufactures conductors, cables (LT, HT & EHV), transformers (power and distribution), transmission towers and also offers EPC services. The Company sells its products under ‘DICABS’ brand.
2. Date or expected date of commencement of commercial production	The Company was under CIRP Process, on trigger date i.e., 17 th September, 2022, the existing Board took a Charge of the management of the Company. The Company has commenced its commercial production in December, 2022.
3. In case of new companies, expected date of	Not applicable (the company is an existing company)



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commencement of activities as per project approved by financial institutions appearing in the prospectus											
4. Standalone Financial performance indicators: as on 31 st March, 2023	<table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (Rupees)</th> </tr> </thead> <tbody> <tr> <td>Total Revenue</td> <td>15,71,92,630</td> </tr> <tr> <td>Profit /(Loss) before tax</td> <td>(42,87,86,640)</td> </tr> <tr> <td>Net profit in accordance with Section 198 of the act</td> <td>-</td> </tr> <tr> <td>Net worth</td> <td>(97,98,885,590)</td> </tr> </tbody> </table>	Particulars	Amount (Rupees)	Total Revenue	15,71,92,630	Profit /(Loss) before tax	(42,87,86,640)	Net profit in accordance with Section 198 of the act	-	Net worth	(97,98,885,590)
	Particulars	Amount (Rupees)									
	Total Revenue	15,71,92,630									
	Profit /(Loss) before tax	(42,87,86,640)									
Net profit in accordance with Section 198 of the act	-										
Net worth	(97,98,885,590)										
5. Foreign investments or collaborations, if any:	Not applicable										
II Information about the appointees											
1. Background details	Detailed profile of the Directors is given in the Annexure hereinafter. The same should be read as part of this explanatory statement.										
2. Past Remuneration	Nil										
3. Recognition or awards	Please refer detailed profile of the Directors is given in the Annexure hereinafter and should be read as part of this explanatory statement.										
4. Job profile and suitability	<p>The said Directors of the Company plays an important role in the sustainable growth, attaining the overall strategic goals of the Company and ensure adoption of good governance practices. They would be immense benefit to the Company, and it is desirable to avail services.</p> <p>The said Directors of your Company has brought with them significant professional expertise and rich experience and knowledge across a wide spectrum of functional areas such as business strategy, finance and corporate governance. They are actively engaged with the Management for fostering the effectiveness of the Company's performance and setting high quality governance standards and norms for the Company.</p>										
5. Remuneration proposed	As per resolution under item no. 2 of notice.										
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The remuneration as proposed is comparable with his profile and in commensurate with the size of the Company and its group and diverse nature of the Business. Moreover, as Whole Time Director of the Company, he needs to devote his substantial time in overseeing the financial operations of the Company.										
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any;	Besides drawing remuneration as stated above, Mr. Aditya Satyaprasad Nayak has been appointed as Chief Financial Officer (In-charge) of the company.										
III Other Information											
1. Reason for loss or inadequate profit	The Company went into CIRP process during the period from April, 2018 to June, 2022 and no operational activities were there. Hence, the Company did not have any revenue which results into loss during the period under review.										
2. Steps taken or proposed to be taken for improvement:	The Company under the revival process is taken over by the newly reconstituted promoters of the Company in line with the National Company Law Tribunal, Ahmedabad bench order dated 20 th June, 2022, who are the successful resolution applicant under the CIRP process. The										



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	reconstituted management of the Company are adopting all the economic measures and have started the commercial activities of the Company and gets into operations to wipe out all the losses.
3. Expected increase in productivity and profits in measurable terms:	The reconstituted management of the Company are adopting all the economic measures and have started the commercial activities of the Company and gets into operations to wipe out all the losses. The Management of the Company are expecting increase in productivity and profits by end of financial year 2024.
IV Other Disclosures	Not applicable.

Annexure:

Details of Directors seeking appointment and re-appointment in pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings]

Name	Ms. Varsha Biswajit Adhikari	Mr. Adity Satya Prasad Nayak
DIN	080345677	09572942
Date of Birth and Age	02-10-1980 – 43 years	03-04-1987 – 36 years
Date of first appointment on the Board	1 st October, 2023	5 th October, 2023
Qualifications	She is qualified Company Secretary from the Institute of Company Secretaries of India. She also holds degree in Masters of Commerce and Bachelors of Law.	He is MBA (Finance & Marketing)
Expertise in specific functional areas	She has got over 18 years of experience in Global Strategies and business development, Project and Financial Planning, Compliance, and Sustainability program.	Having 10 years of experience in the field of Marketing & Finance. Lastly, he was working with Metalxperts India Private Limited as Head- Finance.
Brief Resume	Please refer to Company's website: www.dicabs.com	
Terms and Conditions of appointment and re-appointment along with Remuneration sought to be paid.	Proposed to be appointed as Non – Executive Woman Independent Director, not liable to retire by rotation.	Proposed to be appointed as Whole Time Director designated as Executive Director, liable to retire by rotation. As per resolution item of notice read with Explanatory Statement.
Remuneration last drawn by such person, if any	Not applicable	Rs. 3,50,000 per month as Chief Financial Officer (In – charge) of the Company.
Shareholding in the Company	Nil	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	No inter-se relationship with Directors and KMPs of the Company.	He is Chief Financial Officer (In charge) of the Company.
Number of Board Meetings attended during the year.	Not applicable	4 (four) meetings in the capacity of CFO (In Charge)
Directorship held in other Listed Companies	Mangalam Global Enterprise Limited	--



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Membership/ Chairmanship of Committees (Audit and Stakeholders) includes all public companies and does not include private Limited, foreign and Section 8 Companies	Nil	Nil
Information as required pursuant to Exchange Circular No. LIST/COMP/14/2018-19 Dated June 20, 2018 w.r.t. Enforcement of SEBI Orders Regarding Appointment of Directors by Listed Companies	She is not debarred from holding the Office of Director by Virtue of any order of Securities and Exchange Board of India or any such authority	He is not debarred from holding the office of Director by Virtue of any order of Securities and Exchange Board of India or any such authority.
Names of Listed Entities from which the person has resigned in the past three years	Nil	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	She has got over 18 years of experience in Global Strategies and business development, Project and Financial Planning, Compliance, and Sustainability program.	Having 10 years of experience in the field of Marketing & Finance. Lastly, he was working with Metalxperts India Private Limited as Head- Finance.

Registered Office:
Phase II, Village Vadadala, Tal. Savli, Vadodara

Date: November 03, 2023
Place: Ahmedabad

By order of the Board of Directors

Sd/-
Tushar J. Lakhmapurkar
VP – Legal & Company Secretary
Membership No. – FCS 3809