

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 33<sup>rd</sup> Annual General Meeting ("AGM") of the Shareholders of Diamond Power Infrastructure Limited ("Company") will be held on **Friday, the 26<sup>th</sup> day of September, 2025 at 11:30 A.M. (IST)** through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following businesses:

## ORDINARY BUSINESS:

### 1. To receive, consider and adopt the –

- a. **audited standalone financial statements of the Company for the financial year ended on March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon; and**
- b. **audited consolidated financial statements of the Company for the financial year ended on March 31, 2025 together with the report of Auditors thereon.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31<sup>st</sup> March, 2025 together with the Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted."

### 2. To re-appoint Mr. Himanshu Jayantilal Shah (DIN: 00572684) who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Himanshu Jayantilal Shah (DIN: 00572684), who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

## SPECIAL BUSINESSES:

### 3. Regularization of Mr. Samir Naik (DIN: 11208141) as Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, Mr. Samir Naik (DIN: 11208141), who is appointed by the Board of Directors as an Additional Director of the Company with effect from August 8, 2025, and in respect of whom the Board of Directors of the Company has received recommendation from the Nomination and Remuneration Committee and Company has received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company with effect from August 8, 2025.

**RESOLVED FURTHER THAT** any one of the Directors of the Company and Company Secretary of the Company be and are hereby severally authorized to sign and file necessary forms with ROC and to do all such acts, deeds and things as may be required in this matter on behalf of the Company."

### 4. To appoint Mr. Samir Naik as the Whole-time Director (DIN: 11208141) of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to receipt of recommendation of Nomination and Remuneration Committee of the Company and in pursuance to Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded for appointment of Mr. Samir Naik (DIN :

11208141) as a Whole-time Director of the Company for a period of 1 (One) year effective from August 8, 2025 up to August 7, 2026, at a remuneration and upon such terms and conditions as set out in explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** notwithstanding to the above in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. Samir Naik (DIN: 11208141) as a Whole-time Director of the Company, the remuneration payable to him shall be approved by the Board in accordance with limit prescribed in Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deem to include any Committee of the Board) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

**5. To approve re-appointment of Mr. Maheswar Sahu as Non-Executive Independent Director (DIN: 0034051) of the Company to hold office for second term of three years**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification or reenactment(s) thereof for the time being in force), on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Maheswar Sahu (DIN: 0034051), whose tenure expires on September 16, 2025 and who has submitted a declaration of independence as provided under Section 149(6) of the Act and applicable rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for reappointment, and in respect of whom the Company has received recommendation from Nomination and Remuneration Committee of the Company and a notice in writing in terms of Section 160(1) of the Act from a member proposing his candidature for the office of

Director, be and is hereby re-appointed as Non- Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second and final term of Three (3) years effective from September 17, 2025 to September 16, 2028, on such remuneration as detailed in the explanatory statement annexed hereto."

**RESOLVED FURTHER THAT** any one of the Directors of the Company and Company Secretary of the Company be and are hereby severally authorized to sign and file necessary forms with ROC and to do all such acts, deeds and things as may be required in this matter on behalf of the Company."

**6. To approve re-appointment of Mr. Rabindra Nath Nayak as Non-Executive Independent Director (DIN: 02658070) of the Company to hold office for second term of three years**

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification or reenactment(s) thereof for the time being in force), on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Rabindra Nath Nayak (DIN: 02658070), whose tenure expires on September 16, 2025 and who has submitted a declaration of independence as provided under Section 149(6) of the Act and applicable rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for reappointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as a Non- Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second and final term of Three (3) years effective from September 17, 2025 to September 16, 2028, on such remuneration as detailed in the explanatory statement annexed hereto."

**RESOLVED FURTHER THAT** any one of the Directors of the Company and Company Secretary of the Company be and are hereby severally authorized to sign and file necessary forms with ROC and to do all such acts, deeds and things as may be required in this matter on behalf of the Company."

**7. To approve appointment of CS Ashish Shah, Practicing Company Secretary and Proprietor of M/s Ashish Shah & Associates, Ahmedabad as Secretarial Auditor of the Company for a first term of five years:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and pursuant to recommendation received from Audit Committee and subsequent approval by the Board, consent of the members of the Company be and is hereby accorded, to appoint Mr. Ashish Shah, Practicing Company Secretary and Proprietor of M/s Ashish Shah & Associates, Ahmedabad (Membership No.: 5974, COP No.: 4178 and Peer Review Certificate No.: S2001GJ041700) as Secretarial Auditors of the Company to conduct secretarial audit for the first term of five consecutive years commencing from FY 2025-26 till FY 2029-30 on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** approval of the members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditors, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit committee/ Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to take all actions and do all such deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

**8. To ratify the remuneration of Cost Auditors of the Company for the financial year 2025-26.**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or

re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 2,00,000 (Rupees Two Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), be paid to M/s Dalwadi & Associates, Cost Accountants, Ahmedabad (Registration No.: 000338), for conducting audit of the cost accounting records of the Company for the financial year ending 31<sup>st</sup> March 2026, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**9. To consider and approve the remuneration payable to Mr. Maheswar Sahu, (DIN: 0034051) Chairman & Non-Executive Independent Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 197 & 198, Schedule V and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with regulation 17(6)(a) and Regulation 17(6)(ca) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to pay remuneration of ₹ 10,00,000 (Rupees Ten Lacs only) p.a. by way of commission or otherwise to Mr. Maheswar Sahu, (DIN: 00034051) Chairman & Non-Executive Independent Director of the Company for the financial year 2025-26, and the said remuneration is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time.

**RESOLVED FURTHER THAT** where in any financial year, the Company has no profits or its profits are inadequate, the Company may pay the above remuneration to its Independent Directors as minimum remuneration, for a period not exceeding three years or such other period as

may be statutorily permitted subject to receipt of the requisite approvals.

**RESOLVED FURTHER THAT** the total overall managerial remuneration payable to all the directors of the Company in any financial year shall not exceed the limits prescribed under Section 197 and in case of no profits /inadequate profits in accordance with the provisions of Schedule V of the Act or such other sum as maybe permitted under the applicable provisions, as other applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors, Key Managerial Personnel and any other person authorized by the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

**10. To consider and approve the remuneration payable to Mr. Rabindra Nath Nayak, Non-Executive Independent Director (DIN: 02658070) of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 197 & 198, Schedule V and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with regulation 17(6)(a) and Regulation 17(6)(ca) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to pay remuneration of ₹ 10,00,000 (Rupees Ten Lacs only) p.a. by way of commission or otherwise to Mr. Rabindra Nath Nayak (DIN 02658070) Non-Executive Independent Director of the Company for the financial year 2025-26, and the said remuneration is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof which the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time.

**RESOLVED FURTHER THAT** where in any financial year, the Company has no profits or its profits are inadequate, the Company may pay the above remuneration to its Independent Directors as minimum remuneration, for a period not exceeding three years or such other period as may be statutorily permitted subject to receipt of the requisite approvals.

**RESOLVED FURTHER THAT** the total overall managerial remuneration payable to all the directors of the Company in any financial year shall not exceed the limits prescribed under Section 197 and in case of no profits /inadequate profits in accordance with the provisions of Schedule V of the Act or such other sum as maybe permitted under the applicable provisions, as other applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors, Key Managerial Personnel and any other person authorized by the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

**11. To approve material modification in material related party transactions with GSEC Limited, Promoter Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) 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 applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to approve material modification in Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with GSEC Limited, Promoter Company, a related party falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for financial year 2025-26 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed ₹ 300 crores, as detailed in the explanatory statement provided that the said transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**12. To approve material modification in material related party transactions with Monarch Infraparks Private Limited, Promoter Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) 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 applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to approve material modification in Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Monarch Infraparks Private Limited, Promoter Company, a related party falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for financial year 2025-26 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that

the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed ₹ 300 crores, as detailed in the explanatory statement provided that the said transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**13. To approve for making loans to any person or other bodies corporate; and/or give any guarantee or provide security in connection with a loan to any other body corporate or person; and/or acquire by way of subscription, purchase or otherwise securities of any body's corporate up to ₹ 1000 Crores.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any of the Act, or any amendments thereto or any substitutions or any re-enactments made thereof, for any time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any Committee thereof) to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or persona and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the



aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of ₹ 1000 Crores (Rupees One Thousand crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of Free reserves and securities premium account of the Company, whichever is more, as provided under Section 186 of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board including any Committee of Directors, pursuant to applied rules of the Companies (Meetings of Board and its Powers) Rules, 2014 and Section 186 and other applicable provisions of the Companies Act, 2013, to give any loan to or guarantee or provide any security on behalf of, or acquire securities of, the Wholly Owned Subsidiaries of the Company, for such sums as may be decided by Board/Committee of Directors as permitted or subject to the provisions specified therein.

**14. To approve Amendments of the Memorandum of Association (MOA) of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act,

2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association as circulated to the Board be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall include any Committee constituted or to be constituted by the Board) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

**Diksha Sharma**

Company Secretary  
ACS: 56317

Place: Ahmedabad  
Date: August 8, 2025

**Registered Office:**

Phase-II, Village-Vadavala,  
Tehsil- Savli, Vadodara,  
Gujarat, India -391520  
CIN: L31300GJ1992PLC018198  
Tel: 02667-251354/251516  
Email: [cs@dicabs.com](mailto:cs@dicabs.com)  
Website: [www.dicabs.com](http://www.dicabs.com)

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Act, in respect of Item No. 3 to 14 of the accompanying Notice is annexed hereto as **Annexure I**. The relevant details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), in respect of Directors seeking appointment / re-appointments at this AGM is annexed as **Annexure II**. The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Master Circular") and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 are set forth in Item No. 11 and 12 is annexed as **Annexure-III**.
2. Meeting through VC/OAVM: Ministry of Corporate Affairs ('MCA') vide its Circular No. 09/2024 dated 19<sup>th</sup> September 2024 (In continuation with the Circulars issued earlier in this regard) ('MCA Circulars') and Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated 3<sup>rd</sup> October 2024 (collectively as 'MCA and SEBI Circulars' or 'the Circulars') has allowed conducting AGM through Video Conferencing (VC) or Other Audio-Visual Means ('OAVM') without the physical presence of Members at a common venue till 30<sup>th</sup> September 2025. The MCA Circulars prescribe the procedures and manner of conducting the AGM through VC/OAVM. In compliance with the applicable provisions of the Act and MCA Circulars, the AGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
3. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at Phase-II, Village-Vadavala, Tehsil- Savli, Vadodara, Gujarat, India which shall be deemed venue of the AGM. The route map for the venue of the AGM is therefore not annexed to this Notice.
4. As the AGM shall be conducted through VC/OAVM, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of Proxy by a Member is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. The Institutional/Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy (PDF/ JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Scrutinizer by email at [ashish@ravics.com](mailto:ashish@ravics.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) with the subject line 'Diamond Power Infrastructure Limited 33<sup>rd</sup> AGM'.
6. KFin Technologies Limited ('KFinTech' / 'RTA'), the Company's Registrar and Transfer Agent will provide the facility for voting through remote e-voting, for participating in the AGM through VC / OAVM and e-voting (Insta-Poll) during the AGM.
7. The attendance of the Members participating in the 33<sup>rd</sup> AGM through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the cutoff date i.e. Friday, September 19, 2025.
9. Electronic copy of the Annual Report and Notice of the 33<sup>rd</sup> AGM of the Company, inter-alia, indicating the process and manner of electronic voting ("e-voting") is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. Additionally, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a letter to shareholders whose e-mail addresses are not registered with Company/RTA/DPs providing the weblink of Company's website from where the Annual Report for FY 2024-25 can be accessed.
10. Members are requested to register their e-mail addresses with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting the Form ISR-1 duly filled and signed by the Member. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs / KFIN to enable servicing of notices/documents / Annual Reports and other communications electronically to their e-mail address in the future.
11. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2024-25 and Notice of the 33<sup>rd</sup> AGM of the Company, may send request to the Company's email address at [cs@dicabs.com](mailto:cs@dicabs.com) mentioning Folio No./ DP ID and Client ID.
12. In terms of the applicable provisions of the Act, SEBI Listing Regulations read with the MCA Circulars and SEBI

Circulars, the Annual Report including Notice of the 33<sup>rd</sup> AGM of the Company will also be available on the website of the Company at [www.dicabs.com](http://www.dicabs.com). The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of KFIN Technologies Limited at <https://evoting.kfintech.com>.

13. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/ MIRSD/POD1/P/ CIR/2024/37 dated May 17, 2024), in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details. As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details. Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details. Any payments including dividend in respect of such folios shall only be made electronically with effect from 1<sup>st</sup> April 2024 upon registering all the required details.
14. The Company has sent individual letters to all the shareholders holding shares of the Company in physical form for furnishing their PAN, KYC, and nomination details. The necessary forms in this regard have been made available on the website of the Company at <https://dicabs.com/investor/shareholders-information/> and RTA at <https://karisma.kfintech.com/client/login.aspx>. Accordingly, the members are advised to register their details with the RTA or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
  - a) For shares held in electronic form: to their Depository Participants ("DPs")
  - b) For shares held in physical form: to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/ SECFATF/P/ CIR/2023/169 dated October 12, 2023.

To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

16. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company at <https://dicabs.com/investor/shareholders-information/> and RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
17. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
18. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to KFIN (RTA) in case the shares are held in physical form.
19. Registration of e-mail address permanently with Company/ DP: Members are requested to register the E-mail with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting the Form No. ISR 1 duly filled and signed by the holders. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs / KFIN to enable servicing of notices / documents/ Annual Reports and other communications electronically to their e-mail address in the



future. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, email address, etc. to the RTA at the following address:

**M/s KFin Technologies Limited**

Selenium Building, Tower-B,  
Plot No- 31 & 32,  
Financial District, Nanakramguda,  
Serilingampally Hyderabad  
Rangareddi, Telangana-500032  
Email Id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)  
Website - [www.kfintech.com](http://www.kfintech.com)  
Tel No. +91-40-6716 2222/ 1800 309 4001

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc., should be furnished to their respective Depository Participants.

20. SEBI vide Circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023 (last updated as on December 20, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal (<https://smartodr.in/login>). Shareholders are requested to take note of the same.

21. Members are hereby notified that our RTA, KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), based on the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 ) dated Jun 08, 2023, have created an online application which can be accessed at <https://ris.kfintech.com/default.aspx#> > Investor Services > Investor Support.

Members are required to register / signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request , Query , Complaints , check for status, KYC details, Dividend , Interest , Redemptions, e-Meeting and e-Voting Details. Quick link to access the signup page: <https://kprism.kfintech.com/signup>

22. The Registers maintained under Section 170 & 189 of the Act and all relevant documents as referred in the Notice calling the AGM will be available electronically for inspection

by the Members up to the date of AGM. Members seeking to inspect such documents can send an email to [cs@dicabs.com](mailto:cs@dicabs.com).

23. Members who wish to obtain any information on the Company or view the financial statements for the financial year ended March 31, 2025 send their queries at [cs@dicabs.com](mailto:cs@dicabs.com) at least 7 (Seven) days before the date of 33<sup>rd</sup> AGM. The same will be replied by/ on behalf of the Company suitably.
24. In case of joint holders attending the 33<sup>rd</sup> AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
25. The Instructions for members for Remote e-Voting and joining General Meeting are as under :-

**A. VOTING THROUGH ELECTRONIC MEANS**

- i. In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), SS-2 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its Members the facility to cast their votes on each resolutions set forth in the Notice of the 33<sup>rd</sup> AGM using electronic voting system ("remote e-voting") and e-voting during the 33<sup>rd</sup> AGM, provided by RTA/KFIN and the business may be transacted through such voting.
- ii. The remote e-voting period commences Monday, September 22, 2025, at 09:00 A.M. (IST) and will conclude on Thursday, September 25, 2025, at 05:00 P.M. (IST). The remote e-voting module shall be disabled for voting thereafter. However, members who have not cast their vote on the Resolutions through remote e-voting, shall be eligible to vote through e-Voting system during the AGM. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 19, 2025.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) i.e. KFin Technologies Limited, RTA thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate

in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.

- v. The Board of Directors has appointed Mr. Ashish Shah, Practicing Company Secretary and Proprietor of M/s Ashish Shah & Associates, Ahmedabad (Membership No.: 5974 and COP No.: 4178) as the scrutinizer to scrutinize the remote voting and e-voting, process before and during the AGM in a fair and transparent manner.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.





Step 2 : Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3 : Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

#### Details on Step 1 are mentioned below:

#### I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<b>A) Existing Internet-based Demat Account Statement ("IDeAS") facility Users:</b>
	<ul style="list-style-type: none"> <li>I. Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile.</li> <li>II. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user ID and password.</li> <li>III. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed.</li> <li>IV. Click on company name "Diamond Power Infrastructure Limited" or e-Voting service provider (ESP) and</li> <li>V. Members will be re-directed to e-Voting service provider website for casting the vote during the remote e-voting period and voting during the AGM.</li> </ul>
	<b>B) User not registered for IDeAS e-Services</b>
	<ul style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in above Point A.</li> </ul>
	<b>C) Alternatively by directly accessing the e-Voting website of NSDL</b>
	<ul style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. 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.</li> <li>III. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFinTech.</li> </ul>

Type of shareholders	Login Method
	<p>V. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>VI. Click on company name i.e. "Diamond Power Infrastructure Limited" or ESP name i.e. KFinTech after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period and voting during the AGM.</p> <p>VII. Members can also download the NSDL Mobile App "NSDL Speed-e" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <p>      </p>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<p><b>A. Existing user who have opted for Electronic Access To Securities Information ("Easi / Easiest") facility:</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login to My Easi option under quick login</p> <p>IV. Login with the registered user ID and password. The system will authenticate the member by sending OTP on registered mobile number and email ID.</p> <p>V. After successful authentication, members are required to click on KFinTech, being e-voting service provider and choose the name of the company to caste their vote.</p> <p><b>B. Users who have not opted for Easi/Easiest:</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</p> <p>III. After successful registration, please follow the steps given in point no. A above to cast your vote</p> <p><b>C. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. 'Grasim Industries Limited' or select KFinTech.</p> <p>V. Members will be re-directed to the e-voting page of KFinTech to cast their vote without any further authentication.</p>
<b>Individual Shareholder login through their demat accounts / Website of Depository Participant</b>	<p>I. Members can also login using the login credentials of their demat account through their DP registered with the NSDL/CDSL for e-voting facility.</p> <p>II. Once logged-in, Members will be able to view e-voting option.</p> <p>III. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</p> <p>IV. Click on options available against 'Grasim Industries Limited' or KFinTech.</p> <p>V. Members will be redirected to e-voting website of KFinTech for casting their vote during the remote e-voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

## 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 1800 102 0990 and 1800 22 4430
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 022-23058738 or 022-23058542-43

### Details on Step 2 are mentioned below:

#### II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (9110), USER ID and password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9110, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
- After entering these details appropriately, click on "LOGIN".
- You will now reach password change Menu wherein you are required to mandatorily change your 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 (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also 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.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the "EVEN" i.e., 9110 and click on "Submit"

- On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- 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.
- You may then cast your vote by selecting an appropriate option and click on "Submit".
- A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

#### (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

##### Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16<sup>th</sup>, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio

numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

- iii. **After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.**

**Details on Step 3 are mentioned below:**

**III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/ OAVM and e-Voting during the meeting.**

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the

Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

- ii. Facility for joining AGM through VC/ OAVM shall open at least 60 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vi. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- vii. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

**OTHER INSTRUCTIONS**

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will opened from Wednesday, September 24, 2025 at 09:00



A.M. to Thursday, September 25, 2025 at 05:00 P.M. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from Wednesday, September 24, 2025 at 09:00 A.M. to Thursday, September 25, 2025 at 05:00 P.M.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Ms. C Shobha Anand, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, September 19, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
  - a) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - b) Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).
- VI. The results of the electronic voting shall be declared to the Stock Exchanges within two working days after completion of the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

## Annexure-I

**Explanatory Statement pursuant to the Section 102 of the Companies Act, 2013 setting out all material facts relating to Ordinary/Special Businesses mentioned in the accompanying Notice:**

### Item No. 3 & 4

Pursuant to provisions of section 161 of the Companies Act, 2013 ('the Act'), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee ('NRC'), the Board of Directors, at its meeting held on August 8, 2025, appointed Mr. Samir Naik (DIN: 11208141), as an Additional Director of the Company, w.e.f. August 8, 2025. At the said meeting, the Board of Directors based on the recommendation of NRC, also appointed Mr. Samir Naik (DIN: 11208141) as the Whole-time Director of the Company, for a period of 1 (one) year, with effect from August 8, 2025 up to August 7, 2026 subject to the approval of the Company in General Meeting, on the terms and conditions including remuneration as recommended by the NRC and approved by the Board of the Directors.

As an Additional Director, Mr. Samir Naik holds office up to the date of the Annual General Meeting and is eligible to be appointed as a Director of the Company.

The Company has received the following statutory disclosures / declarations from Mr. Samir Naik viz.:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) He satisfies all the conditions set out in Part-I of Schedule V to the Act and under sub-section (3) of section 196 of the Act for being eligible for this appointment
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority.

Mr. Naik satisfies all the conditions set out in Part-I of Schedule V to the Act and under sub-section (3) of section 196 of the Act for being eligible for this appointment.

Mr. Samir Naik is the Key Managerial Personnel of the Company and also a Member of the Risk Management Committee of the Company.

Broad particulars of the terms of re-appointment and remuneration payable to Mr. Samir Naik are as under:

- I. **Period:** 1 (One) year, with the liberty to either party to terminate the appointment on three months' notice in writing to the other.
- II. **Remuneration:** ₹ 36,50,000 per annum.
- III. **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) The term of office of Mr. Samir Naik (DIN: 11208141) as Whole-time Director of the Company shall not be subject to retire by rotation.

The additional details of Mr. Samir Naik as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the **Annexure II** forming part of this Notice. Mr. Samir Naik does not hold any shares in the Company.

Your Directors recommend the resolution at Item No. 3 for your approval as an Ordinary Resolution and Item No. 4 as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in anyway concerned or interested in the resolution as set out in Item no. 3 & 4 of this Notice except Mr. Samir Naik and his relatives who are interested in the resolution pertaining to his own appointment.

#### Item No. 5

On the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company ("the Board") at its meeting held on August 8, 2025 has approved the re-appointment of Mr. Maheswar Sahu as Non-Executive Independent Director of the Company for the second and final term of three (3) years effective from September 17, 2025 to

September 16, 2028 of the Company, not liable to retire by rotation, subject to consent of the Members of the Company at the ensuing AGM.

The Company has received the following statutory disclosures / declarations from Mr. Maheswar Sahu viz.:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority.

Mr. Maheswar Sahu is not disqualified from being reappointed as an independent Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director of the Company.

In the opinion of the Board, Mr. Maheswar Sahu fulfils the conditions for his reappointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management. As Independent Director, he is entitled to sitting fees and commission, to be approved by the members in this 33<sup>rd</sup> Annual General Meeting held on September 26, 2025 and as may be determined by the Board from time to time.

Brief resume of the Director and additional information pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and secretarial standard on general meetings (SS-2) is enclosed as **Annexure-II**. Keeping in view his vast expertise and knowledge, it will be in the interest of all the stakeholders that Mr. Maheswar Sahu is reappointed as Independent Director. It is proposed to reappoint him for a further period of 3 (Three) years, i.e. from September 17, 2025 to September 16, 2028. Copy of the draft letter for reappointment of Mr. Maheswar Sahu as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company and also uploaded on the website of the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except Mr. Maheswar Sahu and his relative's, to the extent of their shareholding interest, if any, in the Company, set out at Item No. 5 of the Notice. The Board recommends, the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

#### Item No. 6

On the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company ("the Board") at its meeting held on August 8, 2025 has approved the re-appointment of Mr. Rabindra Nath Nayak as a Non-Executive Independent Director of the Company for the second and final term of three (3) years effective from September 17, 2025 to September 16, 2028 of the Company, not liable to retire by rotation, subject to consent of the Members of the Company at the ensuing AGM.

The Company has received the following statutory disclosures / declarations from Mr. Rabindra Nath Nayak viz.:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,

Mr. Rabindra Nath Nayak not disqualified from being reappointed as an independent Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director of the Company.

In the opinion of the Board, Mr. Rabindra Nath Nayak fulfils the conditions for his reappointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management. As Independent Director, he is entitled to sitting fees and commission, to be approved by the members in this 33<sup>rd</sup>

Annual General Meeting held on September 26, 2025 and as may be determined by the Board from time to time.

Brief resume of the Director and additional information pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and secretarial standard on general meetings (SS-2) is enclosed as **Annexure-II**. Keeping in view his vast expertise and knowledge, it will be in the interest of all the stakeholders that Mr. Rabindra Nath Nayak is reappointed as Independent Director. It is proposed to reappoint him for a further period of 3 (Three) years, i.e. from September 17, 2025 to September 16, 2028. Copy of the draft letter for reappointment of Mr. Rabindra Nath Nayak as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company and also uploaded on the website of the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except Mr. Rabindra Nath Nayak and his relatives, to the extent of their shareholding interest, if any, in the Company set out at Item No. 6 of the Notice. The Board recommends, the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

#### Item No. 7

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, on the basis of recommendation of Board of Directors, a listed company is required to appoint or re-appoint an individual as Secretarial Auditor for not more than one term of five consecutive years; or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of the shareholders in annual general meeting.

In view of the above, on the basis of recommendations of the Audit Committee, the Board of Directors at its meeting held on August 8, 2025 have appointed Mr. Ashish Shah, Practicing Company Secretary and proprietor of M/s Ashish Shah & Associates, Ahmedabad (Membership No.: 5974, COP No.: 4178 and Peer Review Certificate No. PRC:S2001GJ041700) as Secretarial Auditor of the Company to conduct secretarial audit for a period of five consecutive years from FY 2025-26 to FY 2029-30. The appointment is subject to approval of the Members of the Company. While recommending Mr. Ashish Shah, Practicing Company Secretary and proprietor of M/s Ashish Shah & Associates, Ahmedabad (Membership No.: 5974, COP No.: 4178 and Peer Review Certificate No.:S2001GJ041700) for appointment, the Audit Committee and the Board considered the past audit experience of the particularly in auditing large companies, valued various factors, including the capability to

handle a diverse and complex business environment, his existing experience in the various business segments, the clientele it serves, and his technical expertise.

Pursuant to Regulation 36(5) of SEBI Listing Regulations as amended, the credentials and terms of appointment, are as under:

#### **Profile:**

M/s Ashish Shah & Associates, Ahmedabad is a reputed consultancy firm with a team of dedicated and experienced professionals, with hand on experience of handling challenges in Indian context. The presence of highly talented and experienced individuals with dedicated portfolios makes the firm stand out from competition.

They have expertise in a wide spectrum of business like planning, preparation and execution of restructuring either through merger, de-merger, strategic investment, sell-off or buy out strategy, Company Registration in India and Off-shore Company Incorporation in USA, Hong Kong, UAE, Singapore. They provide our clients a single window clearance whether it is for corporate laws, legal, taxation or accounting. They have exposure in drafting of legal documents like Shareholders Agreements, Joint Venture Agreements, LLP Agreements and legal documents for infrastructure financing gives an added advantage to client. They also carry out legal and financial due diligence, search reports for banks, due diligence report for Corporates in compliance with RBI requirement.

Terms of appointment: M/s Ashish Shah & Associates, Ahmedabad is proposed to be appointed for the first term of five consecutive years conducting secretarial audit from FY 2025-26 to FY 2029-30. The proposed fees payable to M/s Ashish Shah & Associates, Ahmedabad, is ₹ 1,25,000 per annum. The said fees shall exclude GST, certification fees, applicable taxes, reimbursements and other outlays. The Audit Committee/ Board is proposed to be authorised to revise the secretarial audit fee, from time to time.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice. The Board recommends, the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

#### **Item No. 8**

M/s. Dalwadi & Associates, Cost Accountants (Registration No.: 000338), have been appointed as the Cost Auditors by the Board of Directors of the Company on recommendation of the Audit Committee, for conducting audit of cost records and accounts maintained by the Company for the financial year 2025-26 at

the remuneration of ₹ 2,00,000 (Rupees Two Lakhs only) plus taxes and out of pocket expenses, if any on actual basis.

In terms of provisions of Section 148(3) of the Act, read with Companies (Audit and Auditors) Rules, 2014, consent of the members of the Company is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2025-26.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice. The Board recommends, the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

#### **Item No. 9 and 10**

As per the provisions of Sections 149, 197, 198 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules") and Regulation 17(6)(a) and Regulation 17(6)(ca) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and taking into account the roles and responsibilities of the Directors, it is proposed that the remuneration by way of commission be paid, to Mr. Maheswar Sahu and Mr. Rabindra Nath Nayak, Non-Executive Independent Directors of the Company of ₹ 10,00,000 p.a. each.

It is pertinent to note that the Non-Executive Independent Directors of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as strategic leadership and management experience, technology and digital expertise, industry and sector experience / knowledge, financial and risk management, governance, global business / international expertise, public policy, etc. The Non-Executive Directors and Independent Directors attend the meetings of the Board of Directors and the Committees of which he/she is a part thereof thereby devoting their sufficient time and attention to its professional obligations for informed and balanced decision making. They also help in bringing independent judgement to bear on Board deliberations and assist in implementing the best corporate governance. Having regard to the above and in order to retain the rich expertise of the Non-Executive Directors, the Nomination & Remuneration Committee at its meeting held on August 8, 2025 recommended payment of Commission to the said Independent Directors, to the Board. The Board of Directors at its meeting held on August 8, 2025, accorded their consent for payment of commission to said Non-Executive Independent Directors.

The Company therefore, seeks approval of the shareholders for paying such remuneration. As envisaged in Schedule V of the Companies Act, 2013, the commission proposed to be paid is as follows:

Sl. No.	Name	Days	Proposed Commission for the FY 2025-26 (INR)
1.	Mr. Maheswar Sahu	365	10,00,000 p.a
2.	Mr. Rabindra Nath Nayak	365	10,00,000 p.a
<b>Total</b>			<b>20,00,000 p.a</b>

It is also emphasised that remuneration to Independent Directors is in accordance with the Nomination and Remuneration (NRC) Policy of the Company. The same is available on the Company's website at <https://dicabs.com/wp-content/uploads/2023/06/Nomination-and-Remuneration-Policy-1.pdf>. The information as required to be disclosed under paragraph (iv) of the second proviso after Paragraph B of Section II of Part II of Schedule V to

the Companies Act, 2013 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is given below & **Annexure-II** to this Notice.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any. The Board of Directors recommends the Special Resolution as set - out at Item No. 9 and 10 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, save & except Mr. Maheswar Sahu (DIN: 0034051) and Mr. Rabindra Nath Nayak (DIN: 02658070) and their respective relatives, in respect of Commission to be paid to them as set out at Item No. 9 and 10 of this Notice.

### Additional Information on the Company and proposal is given below:

I. General Information																					
1. Nature of Industry	<p>DICABS is one of India’s most trusted names in the power infrastructure sector, with a legacy of excellence spanning over five decades. From our beginnings as a conductor manufacturer, we have grown into a fully integrated player offering a wide range of solutions including wires, cables and conductors.</p> <p>Driven by innovation, quality, and reliability, we serve leading power utilities, infrastructure companies, industries, and renewable energy developers across India and international markets. With state-of-the-art manufacturing facilities, robust R&amp;D, and strong customer partnerships, DICABS is committed to powering progress and enabling sustainable growth.</p> <p>As part of our continuous expansion, DICABS is now launching single and multi-core flexible cables designed for residential, commercial, and industrial applications. This new product line strengthens our presence in the building wires and flexible cables segment, offering customers high performance, safety, and durability with the assurance of the DICABS brand.</p>																				
2. Date or Expected Date of Commencement of Commercial Production	The Company was under CIRP Process, on trigger date i.e., 17 <sup>th</sup> September, 2022, the 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 Commencement of Activities as per project approved by Financial Institutions appearing in the prospectus	Not applicable (the company is an existing company)																				
4. Financial Performance Indicators: (Standalone)	<table><tr><td>Amount (in Lakhs)</td><td></td><td></td></tr><tr><td>Particulars</td><td>2024-25</td><td>2023-24</td></tr><tr><td>Total Revenue and other Income</td><td>1,11,607.31</td><td>34,412.00</td></tr><tr><td>Total Expenses</td><td>1,08,142.37</td><td>32,691.39</td></tr><tr><td>Profit /(Loss) before tax</td><td>3,464.94</td><td>1,690.37</td></tr><tr><td>Profit /(Loss) after tax</td><td>3,473.51</td><td>1,702.50</td></tr></table>			Amount (in Lakhs)			Particulars	2024-25	2023-24	Total Revenue and other Income	1,11,607.31	34,412.00	Total Expenses	1,08,142.37	32,691.39	Profit /(Loss) before tax	3,464.94	1,690.37	Profit /(Loss) after tax	3,473.51	1,702.50
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Profit /(Loss) before tax	3,464.94	1,690.37																			
Profit /(Loss) after tax	3,473.51	1,702.50																			
5. Foreign Investments Or Collaborations, If Any:	There is no direct foreign investment in the Company except to the extent shares held by Foreign Institutional Investors (FII) acquired through secondary market. There is no foreign collaboration in the Company.																				



II Information About The Appointee																
1. Background Details	Detailed profile of the Independent Directors given in the Annual Report. The Annexure-II should be read as part of this explanatory statement.															
2. Past Remuneration	<div>The Commission of ₹ 10 Lakhs approved by Shareholders in the 32<sup>nd</sup> AGM of the Company and sitting fees for attending the meeting of Board and Committee thereof, is paid to Mr. Maheswar Sahu and Mr. Rabindra Nath Nayak, Non-Executive Independent Directors of the Company:</div> <table><tr><td></td><td colspan="2">Amount (in Lakhs)</td></tr><tr><td><b>FY 2024-25</b></td><td><b>Mr. Maheswar Sahu</b></td><td><b>Mr. Rabindra Nath Nayak</b></td></tr><tr><td>Sitting Fees</td><td>10,00,000</td><td>10,00,000</td></tr><tr><td>Commission</td><td>5,75,000</td><td>5,75,000</td></tr><tr><td><b>Total</b></td><td><b>15,75,000</b></td><td><b>15,75,000</b></td></tr></table>		Amount (in Lakhs)		<b>FY 2024-25</b>	<b>Mr. Maheswar Sahu</b>	<b>Mr. Rabindra Nath Nayak</b>	Sitting Fees	10,00,000	10,00,000	Commission	5,75,000	5,75,000	<b>Total</b>	<b>15,75,000</b>	<b>15,75,000</b>
	Amount (in Lakhs)															
<b>FY 2024-25</b>	<b>Mr. Maheswar Sahu</b>	<b>Mr. Rabindra Nath Nayak</b>														
Sitting Fees	10,00,000	10,00,000														
Commission	5,75,000	5,75,000														
<b>Total</b>	<b>15,75,000</b>	<b>15,75,000</b>														
3. Recognition or Awards	Refer detailed profile of the Independent Directors given in the Annual Report and should be read as part of this explanatory statement.															
4. Job Profile and Suitability	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. The said Independent Directors of your Company bring 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 actively engage with the Management for fostering the effectiveness of the Company's performance and setting high quality governance standards and norms for the Company.															
5. Remuneration Proposed	Commission to all Non-executive Directors of the Company, not exceeding 1% p.a. of the net profits of the Company and/or as per Schedule V of the Companies Act, 2013 for FY 2025-26. For the FY 2025-26, the proposal is to pay an amount of ₹ 10 Lakhs each to Mr. Maheswar Sahu and Mr. Rabindra Nath Nayak, Non-executive Independent Directors of the Company.															
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 Independent Director of the Company, they need to devote their substantial time in overseeing the technical operations of the Company.															
7. Pecuniary relationship directly or Indirectly with the Company, or Relationship with the Managerial Personnel or other Director, if any;	Besides drawing remuneration as stated above, the said Independent Directors of your Company do not have any other pecuniary relationship directly or indirectly with the Company or with the Key managerial personnel or other Director of the Company.															
III Other Information																
1. Reason for Loss or inadequate profit	The Company intends to pay commission upto 1% of net profits only. However minimum remuneration in the event of inadequate profits is being proposed as an abundant caution.															
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 <sup>th</sup> June, 2022, who are the successful resolution applicant under the CIRP process. 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.															
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 operation. The Management of the Company are expecting increase in productivity and profits by end of financial year 2025.															
IV Other Disclosures	The necessary disclosures required under Part IV of Section II of Part II of Schedule V to the Companies Act, 2013 are disclosed in the Corporate Governance report to the extent applicable.															

### Item No. 11

Pursuant to the amended Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions and subsequent material modifications, as defined by the Audit Committee under the said regulation, require prior approval of the shareholders by way of a resolution.

In line with the Company's Related Party Transaction Policy, the Audit Committee has defined a "material modification" as an increase in the value of a related party transaction by 20% or more with the same related party on a financial year basis. Such modifications are deemed to be material and accordingly require approval from the Audit Committee, the Board of Directors, and the shareholders, as applicable.

The shareholders, at their meeting held on Friday, September 27, 2024, had approved material related party transactions with GSEC Limited up to an amount of ₹ 250 crores for the financial years 2024–25 and 2025–26.

Subsequently, the Board, in its meeting held on August 8, 2025, approved a material modification to the said transactions by approving an additional amount of ₹ 300 crores for financial year 2025-26 subject to approval of shareholders of the Company.

The details of Material Modification in transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Master Circular") and Para 5 of SEBI Industry standards vide SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 are set forth below:

S No.	Particulars	Details
(a)	Type, material terms and particulars of the proposed transaction;	<b>Type of Transaction:</b> <ul style="list-style-type: none"> <li>Obtaining Unsecured Loan from the Promoter Company (On need basis)</li> <li>Purchase of Goods</li> </ul> Material Terms: Transactions in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. The Tenure of the transaction is 27.09.2025 to 31.03.2026.
(b)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	GSEC Limited is the Promoter Company and hence related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations
(c)	Tenure of the proposed transaction (particular tenure shall be specified);	27.09.2025 to 31.03.2026 (6 months 3 days)
(d)	Value of the proposed transaction	₹ 300 crores
(e)	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	Value of the proposed transaction represents 26.90% percent of the turnover of the Company for FY 2024-25
(f)	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
i.	details of the source of funds in connection with the proposed transaction;	i. Source of Funds: Internal Accruals
ii.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> <li>nature of indebtedness</li> <li>cost of funds and</li> <li>tenure</li> </ul>	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: Not Applicable
iii.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	iii. Terms of Loan: Tenure: 27.09.2025 to 31.03.2026 Interest rate: 8% Repayment Schedule(1 to 3 years) Unsecured Loan (on demand)
iv.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	iv. Working capital requirements
(g)	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Please refer <b>Annexure-III</b>
(h)	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	To meet working capital requirements

(i) A copy of the valuation or other external party report, if any such report has been relied upon;	<p>Loan: The contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors.</p> <p>Purchase of Goods: The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length. The Company uses methodologies as per Organisation for Economic Co-operation and Development (OECD) guidelines for establishing arm's length pricing. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis. The reimbursements/recoveries are basis actual cost incurred.</p>
(j) Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	Yes, the Audit Committee has reviewed the Certificate provided by Mr. Samir Naik, Chief Financial Officer and Whole-time Director (DIN: 11208141) of the Company as required under the RPT Industry standards.
(k) Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The transaction with Material RPT or any material modification thereto, has been approved by the Audit Committee in its meeting held on 08.08.2025 and the Board of Directors recommended the proposed transaction to the shareholders.
(l) Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if - any, considered by Audit Committee while approving the RPT	
(m) The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in - its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision- making.	
(n) Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Pursuant to the provisions of Regulation 23 of SEBI Listing Regulations, no related party shall vote on above resolution. The Board recommends the members to pass the above resolution(s) as an Ordinary Resolution.

Except Mr. Rakesh Shah, Non-executive Director and his relatives, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the said transactions.

Accordingly, the Board recommends passing of the Resolution(s) set out in Item No. 11 of the accompanying Notice as an Ordinary Resolution(s).

## Item No. 12

Pursuant to the amended Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions and subsequent material modifications, as defined by the Audit Committee under the said regulation, require prior approval of the shareholders by way of a resolution.

In line with the Company's Related Party Transaction Policy, the Audit Committee has defined a "material modification" as an increase in the value of a related party transaction by 20% or more with the same related party on a financial year basis. Such modifications are deemed to be material and accordingly require approval from the Audit Committee, the Board of Directors, and the shareholders, as applicable.

The shareholders, at their meeting held on Friday, September 27, 2024, had approved material related party transactions with GSEC Limited up to an amount of ₹ 250 crores for the financial years 2024-25 and 2025-26.

Subsequently, the Board, in its meeting held on August 8, 2025, approved a material modification to the said transactions by approving an additional amount of ₹ 300 crores for financial year 2025-26 subject to approval of shareholders of the Company.

The details of Material Modification in transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Master Circular") and Para 5 of SEBI Industry Standards vide SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 are as follows:

Sl. No.	Particulars	Details
(a)	Type, material terms and particulars of the proposed transaction;	<b>Type of Transaction:</b> <ul style="list-style-type: none"> <li>Obtaining Unsecured Loan from the Promoter Company (On need basis)</li> </ul> <b>Material Terms:</b> Transactions in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. The Tenure of the transaction is 27.09.2025 to 31.03.2026.
(b)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Monarch Infraparks Private Limited is the Promoter Company and hence related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations
(c)	Tenure of the proposed transaction (particular tenure shall be specified);	27.09.2025 to 31.03.2026 (6 months 3 days)
(d)	Value of the proposed transaction	₹ 300 crores
(e)	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	Value of the proposed transaction represents 26.90% percent of the turnover of the Company for FY 2024-25
(f)	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i. details of the source of funds in connection with the proposed transaction;	i. Source of Funds: Internal Accruals
	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> <li>nature of indebtedness</li> <li>cost of funds and</li> <li>tenure</li> </ul>	ii. Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: Not Applicable
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	iii. Terms of Loan: Tenure: 27.09.2025 to 31.03.2026 Interest rate: 8% Repayment Schedule(1 to 3 years) Unsecured Loan (on demand)
	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	iv. Purpose: Working capital requirements

Sl. No.	Particulars	Details
(g)	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Please refer <b>Annexure-III</b>
(h)	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	To meet working capital requirements Please refer <b>Annexure-III</b>
(i)	A copy of the valuation or other external party report, if any such report has been relied upon;	The contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors.
(j)	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	Yes, the Audit Committee has reviewed the Certificate provided by Mr. Samir Naik, Chief Financial Officer and Whole-time Director (DIN: 11208141) of the Company as required under the RPT Industry standards
(k)	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The transaction with Material RPT or any material modification thereto, has been approved by the Audit Committee in its meeting held on 08.08.2025 and the Board of Directors recommended the proposed transaction to the shareholders.
(l)	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	-
(m)	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision- making.	-
(n)	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Pursuant to the provisions of Regulation 23 of SEBI Listing Regulations, no related party shall vote on above resolution. The Board recommends the members to pass the above resolution(s) as an Ordinary Resolution.

Except Mr. Himanshu Shah, Non-executive Director and his relatives, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the said transactions.

Accordingly, the Board recommends passing of the Resolution(s) set out in Item No. 12 of the accompanying Notice as an Ordinary Resolution(s).

### Item No. 13

Your Company is in the mode of growth and operations and keeping in view the Company to facilitate funds for any future expansions/ acquisitions by the Company, by way of loans/investments and/or providing guarantees/security(ies) for loans that may be taken by any bodies corporate, your Board, at the meeting held on August 8, 2025 has approved a proposal for seeking Shareholders approval by way of special resolution under Section 186 of the Companies Act, 2013 for authorizing the Board to give loans, make investments and/or provide guarantees/security(ies) up to a financial limit of ₹ 1000 crores over and above limits available under Section 186 of Act which inter alia provides for limits of higher of 60% of Paid-up Share Capital, Free Reserves and Securities Premium Account or 100% of Free Reserves and Securities Premium Account.

The Board of Directors recommends the resolution as set out in Item No. 13 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.



#### Item No. 14

The existing Memorandum of Association ('MOA') is based on the Companies Act, 1956 and several clauses in the existing MOA contain references to the specific Sections of the Companies Act, 1956 and some clauses in the existing MOA are no longer in conformity with the Companies Act, 2013 (Act 2013).

With the coming into force of the Act 2013 several clauses of the existing MOA of the Company require alteration in object clause. Given this position, it is considered expedient to shift Clause (c) - other objects of Companies Act, 1956 to Matters which are necessary for furtherance of the objects specified in clause 3(b), Table A of Companies Act, 2013.

The new MOA to be substituted in place of the existing MOA are based on Table 'A' of the Act 2013 which sets out the model Memorandum of Association for a Company limited by shares. The existing MOA have been streamlined and aligned with the Act 2013.

The proposed new draft MOA is being uploaded on the Company's website for perusal by the shareholders of the Company.

The Board of Directors recommends the resolution as set out in Item No. 14 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 14 of the Notice. The Board recommends, the Special Resolution set out at Item No. 14 of the Notice for approval by the shareholders.

### Annexure -II to the Notice

#### Details of Directors seeking appointment/Reappointment at the Annual General Meeting

The information or details required as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Secretarial Standard-2 issued by the Institute of Company Secretaries of India about the Directors proposed to be appointment are given below:

Name Of Director	(1) Mr. Himanshu Jayantilal Shah
DIN	00572684
Date of Birth and Age	19-02-1970 55 years
Date of Appointment	17 <sup>th</sup> September, 2022
Qualification	Graduate in commerce
Brief Resume, Experience & Expertise	Mr. Himanshu Shah is promoter of Monarch Group with his rich experience of more than 30 years in the financial market. For almost 3 decades of early stage of his career creating a leading broking house, he has successfully launched new business ventures and invested in various new start-ups and business wings like generation of solar energy, NBFC, real estate, entertainment, media, software development etc. He is also involved in the business of aviation, cylinder manufacturing, making of detergent cake and washing powder, FMCG, wires and cables manufacturing etc. Mr. Himanshu Shah is also active in social work. He has decided to contribute not just his earnings but also his skills to public welfare. He is the current Chairman of Shraman Arogyam, an initiative of Jain International Trade Organization (JITO), Objective of which is to provide medical care called "Vaiyavachh" to all Sadhus & Sadhvi Bhagwant of all the sects. He is also associated with various other organizations working with an aim to make a difference to the communities at large.
Remuneration last drawn by such person, if any	Nil
Remuneration proposed to be paid	Nil
Directorships held in other Listed Companies as on 31 <sup>st</sup> March, 2025 (other than Diamond Power Infrastructure Limited)	Nil

Chairman/Member of Committee of the Board other than Diamond Power Infrastructure Limited)	Nil
Number of Board Meeting Attended During FY 2024-25	8 out of 9
Terms and Conditions of Appointment along with Details of Remuneration Sought to be paid	Non-Executive Director liable to retire by rotation.
Relationship with other Directors Inter Se Manager and other Key Managerial Personnel	Directors Appointed are not related to any of the existing Directors of the Company.
No. of Shares held in Company	8, 00,00,000 Equity Shares of Re. 1/- each.
Information As Required Pursuant to Circular No. Lsr/Comp/14/2018-19 Dated June, 2018 w.r.t. Enforcement Of Sebi Orders regarding Appointment of Directors by Listed Companies	He is not debarred from the holding the office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such Authority.
Names of Listed Entities from which the Person has Resigned in the Past three years	Nil
Skills and Capabilities required for the Role and the Manner in which the Proposed Person meets such requirements	Mr. Himanshu Shah is promoter of Monarch Group with his rich experience of more than 30 years in the financial market, Himanshu Shah is guiding the group to its next progressive era.

<b>Name Of Director</b>	<b>(2) Mr. Maheswar Sahu</b>	<b>(3) Mr. Rabindra Nath Nayak</b>
DIN	0034051	02658070
Date of Birth and Age	10-01-1954 71 years	23-09-1955 69 years
Date of Appointment	17 <sup>th</sup> September, 2022	17 <sup>th</sup> September, 2022
Qualification	Bachelor of Science (Engg.) in Electrical in 1977 from NIT, Rourkela and Masters of Science from University of Birmingham in 1994.	Bachelor of Electrical Engineering from REC, Rourkela (Odisha) and holds an M.Tech (Electrical) degree from IIT, Kharagpur. He has been a recipient of "P.M. Ahluwalia Award" and is a fellow of IEEE. He is also an honored member in the field of Electrical Engineering of "Fellow of the Indian National Academy of Engineering (INAE)".
Brief Resume, Experience & Expertise	Mr. Maheswar Sahu joined Indian Administrative Service (IAS) in 1980. He has served the Government of India and Government of Gujarat in various capacities for more than three decades before retiring as Additional Chief Secretary, Government of Gujarat in 2014. His career span includes more than 20 years of service in industry and more than 10 year of active involvement in PSU management. He had worked more than 3 years in United Nations Industrial Development Organization. He was instrumental in organization off our Vibrant Gujarat events. He served as Director in many CPSEs. He was also Chairman/ Director in many State PSUs/GIFT SEZ. At present he is Independent Director in many companies. His area of specialization includes strategic management, public administration, corporate governance etc.	Mr. Rabindra Nath Nayak has over 33 years of work experience in the power sector. He has worked for more than 20 years in POWERGRID and has handled multi-disciplinary functions like Engineering, Corporate Quality Assurance and Inspection, Load Dispatch & Communication, Grid Management, Contracts Management, Telecom, Operation & Maintenance, Commercial as well as Human Resource Management. Prior to joining POWERGRID in 1991, he has also worked for about 7 years in NTPC and had a stint with SAIL. He has been Director (Operations) of POWERGRID since 2009. Mr. Rabindra Nath Nayak has been instrumental in introducing many new technologies in the Indian power sector such as EMS/ SCADA Projects, ±800k VHVDC and 1200k VUHVAC, which are in various stages of implementation. He has also contributed/ presented a large number of technical papers in various reputed International/ national journals and conferences.

<b>Name Of Director</b>	<b>(2) Mr. Maheswar Sahu</b>	<b>(3) Mr. Rabindra Nath Nayak</b>
Remuneration last drawn by such person, if any	Board and Committee meeting Sitting fees paid of ₹ 5.75 Lakhs and Commission paid of ₹ 10 Lakhs	Board and Committee meeting Sitting fees paid of ₹ 5.75 Lakhs and Commission paid of ₹ 10 Lakhs
Remuneration proposed to be paid	10,00,000 per annum	10,00,000 per annum
Directorships held in other Listed Companies as NIL on 31 <sup>st</sup> March, 2025 (other than Diamond Power Infrastructure Limited)	1. Ambuja Cements Limited 2. Maruti Suzuki India Limited 3. IMP Powers Limited	1. Yash Highvoltage Limited 2. IMP Powers Limited
Chairman/Member of Committee of the Board other than Diamond Power Infrastructure Limited)	<b>1. Maruti Suzuki India Limited</b> Audit Committee – Chairman Nomination & Remuneration Committee-Member Risk Management Committee-Member  <b>2. Ambuja Cements Limited</b> Audit Committee – Member Stakeholder Relationship Committee – Chairman Nomination & Remuneration Committee-Member CSR Committee-Member  <b>3. IMP Powers Limited</b> Audit Committee – Chairman Nomination & Remuneration Committee-Member  <b>4. Mahindra World City (Jaipur) Limited</b> CSR Committee-Member	<b>1. Yash Highvoltage Limited</b> Audit Committee-Chairman  <b>2. IMP Powers Limited</b> Audit Committee-Member  <b>3. GRIDCO Limited</b> Audit Committee-Member
Number of Board Meeting Attended During FY 2024-25	9 of 9	8 of 9
Terms and Conditions of Appointment along with Details of Remuneration Sought to be paid	Independent Director not liable to retire by rotation.	Independent Director not liable to retire by rotation.
Relationship with other Directors Inter Se Manager and other Key Managerial Personnel	Directors Appointed are not related to any of the existing Directors of the Company.	Directors appointed are not related to any of the existing Directors of the Company.
No. of Shares held in Company	Nil	Nil
Information As Required Pursuant to Circular No. Lisr/Comp/14/2018-19 Dated June, 2018 w.r.t. Enforcement Of Sebi Orders regarding Appointment of Directors by Listed Companies	He is not debarred from the holding the office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such Authority.	He is not debarred from the holding the office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such Authority.
Names of Listed Entities from which the Person has Resigned in the Past three years	IRM Energy Limited	IRM Energy Limited
Skills and Capabilities required for the Role and the Manner in which the Proposed Person meets such requirements	Mr. Maheswar Sahu has joined Indian Administrative Service (IAS) in 1980. He has served the Government of India and Government of Gujarat in various capacities for more than three decades before retiring as Additional Chief Secretary, Government of Gujarat in 2014. His career span includes more than 20 years of service in industry and more than 10 year of active involvement in PSU management. He had worked more than 3 years in United Nations Industrial Development Organization. He was instrumental in organization off our Vibrant Gujarat events.	Mr. Rabindra Nath Nayak has over 33 years of work experience in the power sector. He has worked for more than 20 years in POWERGRID and has handled multi-disciplinary functions like Engineering, Corporate Quality Assurance and Inspection, Load Dispatch & Communication, Grid Management, Contracts Management, Telecom, Operation & Maintenance, Commercial as well as Human Resource Management

<b>Name Of Director</b>	<b>(4) Mr. Samir Naik</b>
DIN	11208141
Date of Birth and Age	06-10-1974 50 years
Date of Appointment	August 8, 2025
Qualification	Cost Management Accountant (CMA)
Brief Resume, Experience & Expertise	<p>Mr. Naik is seasoned and results-driven with 25 years of extensive experience in the manufacturing industry, including significant leadership roles in globally recognized pharmaceutical companies such as Sanofi and GlaxoSmithKline. Possesses international exposure, having worked in the Gulf region within polyethnic environments, collaborating effectively with professionals from diverse cultural and national backgrounds.</p> <p>Demonstrates a proven ability to lead high-performing financial teams, formulate and execute robust financial strategies, and enhance overall financial performance. Areas of expertise include financial management, strategic planning, development of financial and business control systems, banking and treasury operations, fund management, and liaising with banks and financial institutions.</p>
Remuneration last drawn by such person, if any	Not Applicable
Remuneration proposed to be paid	₹ 36,50,000 per annum
Directorships held in other Listed Companies as NIL on 31 <sup>st</sup> March, 2025 (other than Diamond Power Infrastructure Limited)	Not Applicable
Chairman/Member of Committee of the Board other than Diamond Power Infrastructure Limited)	Not Applicable
Number of Board Meeting Attended During FY 2024-25	Not Applicable
Terms and Conditions of Appointment along with Details of Remuneration Sought to be paid	Director not liable to retire by rotation.
Relationship with other Directors Inter Se Manager and other Key Managerial Personnel	Directors Appointed are not related to any of the existing Directors of the Company.
No. of Shares held in Company	Nil
Information As Required Pursuant to Circular No. Lisr/Comp/14/2018-19 Dated June, 2018 w.r.t. Enforcement Of Sebi Orders regarding Appointment of Directors by Listed Companies	He is not debarred from the holding the office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such Authority.
Names of Listed Entities from which the Person has Resigned in the Past three years	Not Applicable
Skills and Capabilities required for the Role and the Manner in which the Proposed Person meets such requirements	Mr. Samir Naik is Highly skilled in business risk management, profit optimization, and driving operational performance improvements. Recognized for consistently achieving financial objectives and playing a key role in the sustained success and growth of organizations.

## Annexure-III

### GSEC LIMITED

#### AMOUNT - ₹ 300 CRORES

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Master Circular") and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 are set forth below:

### PART A

#### A (1): Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	GSEC Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	GSEC Limited is primarily involved in handling cargo operations both for International cargo and Domestic cargo.

#### A (2): Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: <ul style="list-style-type: none"> <li>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul> <p><b>Explanation:</b> Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ Subsidiary/ related party has control.</p> <p>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>	<p>GSEC Limited is Promoter Company and Diamond Power Infrastructure is associate Company of GSEC Limited.</p> <p>NIL</p> <p>Not Applicable</p> <p><b>Direct Shareholding</b> of GSEC Limited of 29.68% in Diamond Power Infrastructure Limited.</p> <p><b>Indirect Shareholding</b> of GSEC Limited of 42.01% in Diamond Power Infrastructure Limited.</p> <p>(Indirect shareholding includes shareholding of Rakesh Shah of 6.64%, Shaishav Shah of 5.69% and GSEC Limited of 29.68%, total=42.01%)</p>

#### A (3): Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management									
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	<table> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>FY 2024-25 (INR)</th></tr> <tr> <td>1.</td><td>Purchase of goods</td><td>60.25 crore</td></tr> <tr> <td>2.</td><td>Unsecured Loan</td><td>49.63 crore</td></tr> </table>	S. No.	Nature of Transactions	FY 2024-25 (INR)	1.	Purchase of goods	60.25 crore	2.	Unsecured Loan	49.63 crore
S. No.	Nature of Transactions	FY 2024-25 (INR)									
1.	Purchase of goods	60.25 crore									
2.	Unsecured Loan	49.63 crore									
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<p>Diamond Power Infrastructure Limited:</p> <table> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>April 1, 2025 till June 30, 2025 (INR)</th></tr> <tr> <td>1.</td><td>Purchase of goods</td><td>17.51 crore</td></tr> <tr> <td>2.</td><td>Unsecured Loan</td><td>93.19 crore</td></tr> </table>	S. No.	Nature of Transactions	April 1, 2025 till June 30, 2025 (INR)	1.	Purchase of goods	17.51 crore	2.	Unsecured Loan	93.19 crore
S. No.	Nature of Transactions	April 1, 2025 till June 30, 2025 (INR)									
1.	Purchase of goods	17.51 crore									
2.	Unsecured Loan	93.19 crore									
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No									



**A (4): Amount of proposed transaction (s)**

S. No.	Particulars of the information	Information provided by the management								
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 300 crores (Three Hundred Crores Only)								
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	26.90% (FY 2024-25)								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	56.66% *The Consolidated Turnover of GSEC Limited as on March 31, 2024 was ₹ 52,950.45 Lakhs.								
6.	Financial performance of the related party for the immediately preceding financial year:	<table><tr><th>Particulars</th><th>FY 2023-2024 (INR In Lakhs)</th></tr><tr><td>Turnover</td><td>43584.99</td></tr><tr><td>Profit After Tax</td><td>69.43</td></tr><tr><td>Net worth</td><td>11731.06</td></tr></table>	Particulars	FY 2023-2024 (INR In Lakhs)	Turnover	43584.99	Profit After Tax	69.43	Net worth	11731.06
Particulars	FY 2023-2024 (INR In Lakhs)									
Turnover	43584.99									
Profit After Tax	69.43									
Net worth	11731.06									
	<b>Explanations:</b> The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	*The Standalone Audited Financials of related party i.e. GSEC Ltd. for the financial year 2023-24 are available.								

**A (5): Basic details of the proposed transaction**

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)	<ul style="list-style-type: none"> <li>Obtaining Unsecured Loan from the Promoter Company (On need basis)</li> <li>Purchase of Goods</li> </ul>
2.	Details of each type of the proposed transaction	Details of the same are provided in Point No. A(5)(6) below
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	From 27.09.2025 till 31.03.2026 (6 months 3 days)
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	From 27.09.2025 till 31.03.2026 (6 months 3 days) ₹ 300 Crore (The funds shall be received either cumulative or in tranches)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p><u>Obtaining unsecured loan from the Promoter Company:</u></p> <p>GSEC Limited, in its capacity as a Promoter Company, may provide funds to Diamond Power Infrastructure Limited (DPIL) on a need basis, in the form of unsecured loans. The funds will be utilized by DPIL for various business purposes, including expansion, working capital requirements, and other general corporate needs.</p> <p>With a repayment period ranging from one to three years from the date of disbursement, DPIL shall have the option to prepay the loan, in full or in part, at any time during the tenure, without incurring any prepayment penalty.</p> <p>The loan will be obtained at an agreed rate of 8% as per Section 186 of the Companies Act, 2013.</p>

S. No.	Particulars of the information	Information provided by the management
		<b>Purchase of Goods:</b> The proposed related party transactions for purchase of goods are in the ordinary course of business and on an arm's length basis. In the absence of credit or Letter of Credit (LC) facilities from financial institutions, sourcing from related parties enables flexibility in procurement, credit support, and working capital management, thereby ensuring continuity of operations and safeguarding the interests of stakeholders.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	Mr. Rakesh Shah, Director and his relatives have interest in the transaction.
	a. Name of the director / KMP	Mr. Rakesh Shah
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Rakesh Shah holds a direct stake of 27.60% in GSEC Limited, and an indirect holding of 97.41%, as detailed below: <ul style="list-style-type: none"> <li>63.36% through Komal Infotech Private Limited (as Significant Beneficial Owner),</li> <li>6.45% through his son, Mr. Shaishav Shah, and</li> <li>27.60% held directly by himself.</li> </ul> These holdings cumulatively amount to 97.41% in GSEC Limited.
8.	A copy of the valuation or other external party report, if any, - shall be placed before the Audit Committee.	-
9.	Other information relevant for decision making.	-

## PART B

### B (1): Sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2.	Basis of determination of price.	The price shall be the actual cash price charged by the ultimate supplier (Vedanta/ Balco), plus a margin of 3.75% to 5%..
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
	a. Amount of Trade advance	NA
	b. Tenure	NA
	c. Whether same is self-liquidating?	NA

**B(2)** Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary: N.A.

**B(3):** Investment made by the listed entity or its subsidiary: N.A.

**B(4)** Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) ), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.: N.A.

**B (5): Borrowings by the listed entity or its subsidiary**

S. No.	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction	The loan shall be unsecured, with a repayment period ranging from one to three years from the date of disbursement, however, DPIL shall have the option to prepay the loan, in full or in part, at any time during the tenure, without incurring any prepayment penalty.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	8%
3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	Nil
4.	Maturity / due date	1 to 3 years on demand
5.	Repayment schedule & terms	Same as B(5)(4)
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not Applicable
8.	The purpose for which the funds will be utilized by the listed entity/ subsidiary	Working capital requirements

**B(6)** Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate: N.A.

**B(7)** Disclosure only in case of transactions relating to payment of royalty: N.A.

**PART-C**

**C(1):** Transactions relating to any loans and advances (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary.: N.A.

**C(2):** Investment made by the listed entity or its subsidiary. N.A.

**C(3):** Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.: N.A.

**C (4): Borrowings by the listed entity or its subsidiary.**

S. No.	Particulars of the information	Information provided by the management
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/ insurance companies/housing finance companies.	-0.52
	a. Before transaction	-0.52
	b. After transaction	-0.87
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/ insurance companies/ housing finance companies.	0.14
	a. Before transaction	0.14
	b. After transaction	0.13

**C(5):** Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate : N.A.

**C(6):** Disclosure only in case of transactions relating to payment of royalty: N.A.

## MONARCH INFRAPARKS PRIVATE LIMITED

### AMOUNT -₹ 300 CRORES

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Master Circular") and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 are set forth below:

#### PART A

##### A(1): Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Monarch Infraparks Private Limited ('MNPL')
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	<ul style="list-style-type: none"> <li>Business and Management Consulting activities</li> <li>Trading and Investment activities</li> </ul>

##### A(2): Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Monarch Infraparks Private Limited is the Promoter Company.
	<ul style="list-style-type: none"> <li>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> </ul>	NIL
	<ul style="list-style-type: none"> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul>	Not Applicable
	<ul style="list-style-type: none"> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul>	<p><b>Direct Shareholding</b> of MNPL is 7.85% in Diamond Power Infrastructure Limited.</p> <p><b>Indirect Shareholding</b> of MNPL is 42.03% in Diamond Power Infrastructure Limited.</p>
	<p><b>Explanation:</b> Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ Subsidiary/ related party has control.</p> <p>While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>	(Indirect shareholding includes shareholding of Himanshu Shah of 15.18%, Bankim Shah of 3.80% Kinnari Shah of 3.80%, Bela Shah of 3.80%, Vrushali Shah is 1.90%, Vaibhav Shah is 3.80% and MNPL of 7.85%, total=42.03%)

##### A(3): Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management						
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	<table> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>FY 2024-2025 (INR)</th></tr> <tr> <td>1.</td><td>Unsecured Loan</td><td>50.59 Crore</td></tr> </table>	S. No.	Nature of Transactions	FY 2024-2025 (INR)	1.	Unsecured Loan	50.59 Crore
S. No.	Nature of Transactions	FY 2024-2025 (INR)						
1.	Unsecured Loan	50.59 Crore						
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<p>Diamond Power Infrastructure Limited:</p> <table> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>April 1, 2025 till June 30, 2025 (INR)</th></tr> <tr> <td>1.</td><td>Unsecured Loan</td><td>104.27 crore</td></tr> </table>	S. No.	Nature of Transactions	April 1, 2025 till June 30, 2025 (INR)	1.	Unsecured Loan	104.27 crore
S. No.	Nature of Transactions	April 1, 2025 till June 30, 2025 (INR)						
1.	Unsecured Loan	104.27 crore						
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No						

**A(4): Amount of proposed transaction (s)**

S. No.	Particulars of the information	Information provided by the management								
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 300 crores (Rupees Three Hundred Crores only)								
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	26.90% (FY 2024-25)								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	1100.84% *The Standalone Turnover of Monarch Infraparks Private Limited as on March 31, 2024 was ₹ 2,725.20 Lakhs.								
6.	Financial performance of the related party for the immediately preceding financial year:	<table><tr><th>Particulars</th><th>FY 2023-2024 (INR in Lakhs)</th></tr><tr><td>Turnover</td><td>2725.20</td></tr><tr><td>Profit After Tax</td><td>1991.64</td></tr><tr><td>Net worth</td><td>7359.88</td></tr></table>	Particulars	FY 2023-2024 (INR in Lakhs)	Turnover	2725.20	Profit After Tax	1991.64	Net worth	7359.88
Particulars	FY 2023-2024 (INR in Lakhs)									
Turnover	2725.20									
Profit After Tax	1991.64									
Net worth	7359.88									
	<b>Explanations:</b> The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	<i>*The Standalone Audited Financials of related party i.e. MIPL for the financial year 2023-24 are available.</i>								

**A(5): Basic details of the proposed transaction**

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)	Obtaining Unsecured Loan from the Promoter Company (On need basis)
2.	Details of each type of the proposed transaction	Details of the same are provided in Point No. A(5)(6) below
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	From 27.09.2025 till 31.03.2026 (6 months 3 days)
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	From 27.09.2025 till 31.03.2026 (6 months 3 days) ₹ 300 Crore (The funds shall be received either cumulative or in tranches)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>Obtaining unsecured loan from the Promoter Company:</p> <p>Monarch Infraparks Private Limited, in its capacity as a Promoter Company, may provide funds to Diamond Power Infrastructure Limited (DPIL) on a need basis, in the form of unsecured loans. The funds will be utilized by DPIL for various business purposes, including expansion, working capital requirements, and other general corporate needs.</p> <p>With a repayment period ranging from one to three years from the date of disbursement, DPIL shall have the option to prepay the loan, in full or in part, at any time during the tenure, without incurring any prepayment penalty.</p> <p>The loan will be obtained at an agreed rate of 8% as per Section 186 of the Companies Act, 2013.</p>

7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Mr. Himanshu Shah, Director and his relatives have interest in the transaction.
	Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	
	a. Name of the director / KMP	Mr. Himanshu Shah
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Himanshu Shah holds a direct stake of 0.66% in MNCL, and an indirect holding of 100%, as detailed below: <ul style="list-style-type: none"> <li>97.92% through Premjayanti Enterprises Private Limited (as Significant Beneficial Owner),</li> <li>0.66% through Mr. Bankim Shah, brother;</li> <li>0.66% through Mr. Vaibhav Shah, brother</li> <li>0.66% held directly by himself.</li> </ul> These holdings cumulatively amount to 100% in Premjayanti Enterprises Private Limited.
8.	A copy of the valuation or other external party report, if any, - shall be placed before the Audit Committee.	-
9.	Other information relevant for decision making.	-

## PART-B

**B (1):** Sale, purchase or supply of goods or services or any other similar business transaction and trade advances: NA

**B(2):** Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary: N.A.

**B(3):** Investment made by the listed entity or its subsidiary: N.A.

**B(4):** Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) ), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.: N.A.

### **B(5): Borrowings by the listed entity or its subsidiary**

S. No.	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction	The loan shall be unsecured, with a repayment period ranging from one to three years from the date of disbursement, however, DPIL shall have the option to prepay the loan, in full or in part, at any time during the tenure, without incurring any prepayment penalty.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	8%
3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	Nil
4.	Maturity / due date	1 to 3 years on demand
5.	Repayment schedule & terms	Same as B(5)(4)
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not Applicable
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	Working capital requirements

**B(6):** Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate: N.A.

**B(7):** Disclosure only in case of transactions relating to payment of royalty: N.A.



**PART-C**

**C(1):** Transactions relating to any loans and advances (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary.: N.A.

**C(2):** Investment made by the listed entity or its subsidiary. N.A.

**C(3):** Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.: N.A.

**C(4): Borrowings by the listed entity or its subsidiary.**

S. No.	Particulars of the information	Information provided by the management
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/ insurance companies/housing finance companies.	-0.52
	a. Before transaction	-0.52
	b. After transaction	-0.87
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/ insurance companies/ housing finance companies.	0.14
	a. Before transaction	0.14
	b. After transaction	0.13

**C(5):** Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate : N.A.

**C(6):** Disclosure only in case of transactions relating to payment of royalty: N.A.