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**DICABS**

**Diamond Power Infrastructure Limited**

(Formerly known as Diamond Cables Ltd.)



# The Power Within Revitalised

**31<sup>st</sup> Annual Report**  
(FY 2022-23)



Power & Control Cables | MV & EHV Cables | Conductors | Towers

## CORPORATE INFORMATION

**BOARD OF DIRECTORS:**

Mr. Maheshwar Sahu	Chairman & Independent Director
Mr. Rakesh Shah	Non-Executive Director
Mr. Himanshu Shah	Non-Executive Director
Mr. Om Prakash Tiwari	Whole Time Director (ED- Technical)
Mr. Rabindra Nath Nayak	Independent Director
Ms. Urvashi Shah	Independent Director

**Company Secretary & Compliance Officer:**

Mr. Tushar J. Lakhmapurkar

**Chief Finance Officer (In-Charge):**

Mr. Aditya Nayak

**BANKER:**

BANK OF INDIA

**STATUTORY AUDITORS**

M/s. A. Yadav & Associates, LLP  
Chartered Accountants

**SECRETARIAL AUDITORS**

M/s. A. Shah & Associates  
Practicing Company Secretaries

**SHARE TRANSFER AGENTS**

M/s KFin Technologies Limited  
Selenium, Tower B, Plot No- 31 & 32,  
Financial District, Nanakramguda,  
Serilingampally Hyderabad  
Rangareddi TG 500032

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<b>Registered Office</b>
Phase-II, Village Vadadala, Savli, Vadodara – 391520
<b>Corporate Office</b>
“PALLADIUM”, A-2, 12 <sup>TH</sup> Floor, Behind Divya Bhaskar Press, Corporate Road, Prahladnagar, Ahmedabad 380 015

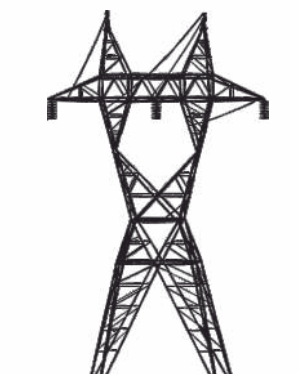
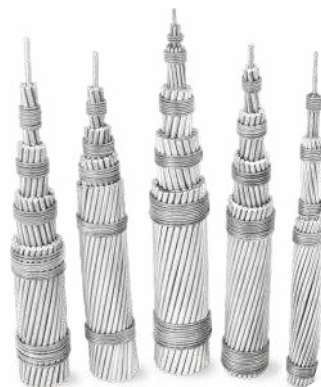
DICABS is the only power transmission & distribution equipment manufacturer having manufacturing facilities for cables, conductors and transmission towers under one roof —enabling backward integration.

➤ **Equipment**

Facilities to design and manufacture power transmission equipment such as LV, HV and EHV cables, conductors and towers.

➤ **Conductor Manufacturing Process**

Our range of conductors has been designed for superior efficiency and performance. Manufacturing has been DICABS' core competency since its inception. The company has now emerged as a top manufacturer with an installed capacity of over 50,500 MT. The product range comprises of 7 strand to 91 strand from 11 kV HVDC lines. DICABS has supplied more than 1 million KM of conductors to various utilities and large EPCs in India and abroad.





## Delivering the Power of Uninterrupted Performance

# Power and Control Cables

Our power cables transmit a reassuring quality that can be counted on at all times. Our range includes LV and HV cables from 1.1 kV to 132 kV and EHV cables from 220 kV to 550 kV. In order to deliver world-class power transmission products, we leverage our CCV method of manufacturing, coupled with German technology.

Our key equipment suppliers include global leaders such as Scholz, Nokia-Maillefer, HFSAB (Sweden) and Supermac among others. Amongst the top five power cable manufacturers in India, DICABS has also established India's first 'Horizontal Lead Extruder System' as well as the 'Aluminum Corrugation Sheathing Line' for cables, ranging from 66 kV and above. Our cable capacities include:

- LV cables (1.1 kV): 34300 KMPA
- HV cables (up to 132 kV): 5800 KMPA
- EHV cables (220 kV & above): 2500 KMPA



Aluminum Corrugation Line



**550 kV Maillefer  
HVCV Insulate Line**



**Lead Sheathing Line**



**DT Armouring Machines**

## Dependable Range of Cables

- LV (1.1 kV) grade aluminum/copper, armoured/unarmoured, PVC (FR/FRLS/LS24) cables up to 1000 sq mm in single core and 630 sq mm in multi-core that conform to IS1554-I, IS 7098-I and other international standards
- Copper control cables up to 61 core with PVC/XLPE that conform to IS & international standards and specifications
- HV cables up to 132 kV as per IS & international standards and specifications
- EHV cables from 220 kV to 550 kV
- Aerial Bunch Cables (ABC), both in LV & HV grade that conform to various IS standards
- Specialty cables which include control & instrumentation cables
- PVC/XLPE insulated ACSR and AAA conductors for special purposes
- Flexible cables with single core and multi-core features that conform to international standards and IS specifications
- Instrumentation, computer cables & CCTV camera cables

**400 kV 2000 sq mm  
Milliken Conductor EHV Cable**



Surging Ahead with a Powerful Portfolio

# Transmission and Distribution Conductors



- Aluminum Alloy Conductor Steel Reinforced (AACSR)
- All Aluminum Conductors (AAC)
- All Aluminum Alloy Conductors (AAAC)
- Aluminum Conductor Steel Reinforced (ACSR)
- Aluminum Conductor Alloy Reinforced (ACAR)
- High Conductivity Alloy Conductors
- AL-59

## Production Capacities

- Installed capacity of over **50,500 MT**
- Annual capacity of over **80,000 KMPA**





Standing Tall Against all Odds

# Transmission Towers

Our transmission towers have been designed to withstand the roughest of weathers. Sturdily built and technically superior in quality, these towers can perform in the most demanding conditions. Not surprisingly, DICABS' transmission towers are powering every corner of the country by delivering power efficiently and reliably.

## Facilities

Our state-of-the-art facility is located at Vadadala, Savli, Vadodara. It has been designed to manufacture a wide range of transmission towers, with a capacity of 48,000 MTPA.

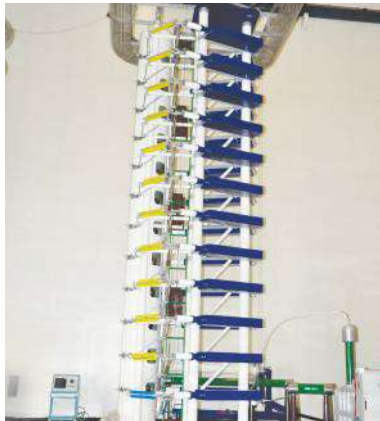




Power of Innovation

# High Voltage R&D Laboratory

It is the first of its kind, state-of-the-art centre in India for the research and development of the highest range of cables as well as other power products. The 50 mtr x 24 mtr x 18 mtr shielded room is the biggest one in India.



## Facilities

- Modular Type Series Resonance High Voltage and Partial Discharge Test System
- Digital Partial Discharge Detector
- Termination for Cable Testing
- Digital Capacitance and Tan Delta Test Equipment
- Impulse Generator Test System
- Power Frequency High Voltage Test System
- Heating Cycles Test System
- Ultra-modern Mechanical Test Equipment
- Optical Profile Projector
- Water Absorption Tester
- Hot Set Test Apparatus
- Optical Spectrometer







## Setting Benchmarks for Quality Performance

# Certifications





## Leading by Example

# Management



**Maheshwar Sahu**  
Chairman & Independent Director

With over 20 years of industry experience, Maheshwar Sahu has held very senior positions as Director and Chairman of several major public sector enterprises and State PSUs. Presently, he serves on the Board of AMBUJA Cement, Maruti Suzuki, Powerica and other corporations.



**Rakeshbhai Ramanlal Shah**  
Non-Executive Director

A service sector veteran with 40+ years of experience, Rakeshbhai Ramanlal Shah's expertise includes financial analysis and evaluation. He was responsible for escalating GSECL's CAGR to over 20% within a short period of two years. He is currently serving as a Director of Smartmeters Technologies, a joint venture with Adani Total.



**Himanshu Jayantilal Shah**  
Non-Executive Director

Capitalising on new business opportunities and managing business verticals have been Himanshu Jayantilal Shah's forte for more than 3 decades. He is the founder of the Monarch Group, one of India's leading business houses. He has delivered competitive returns to stakeholders and manages several business verticals, ranging from financial services to FMCGs.



**Om Prakash Tiwari**  
Executive Director

For more than 4 decades, Om Prakash Tiwari has been maximising production and operational efficiency for corporates. His prior expertise include stints with Universal Cables, Havells India Limited and Gulf Cable Company. He prioritises the incorporation of cutting-edge techniques, including Six Sigma and MOST to foster operational excellence.



**Rabindra Nath Nayak**  
Independent Director

Bringing 33 years of power sector expertise, Rabindra Nath Nayak has often taken the lead in introducing new technologies in the sector. He is the former chairman of Power Grid Corporation of India and has spent 20 years overseeing the company's engineering projects, corporate quality assurance, inspection and human resources.



**Urvashi Dhirubhai Shah**  
Independent Women Director

An appellate counsel with over 18 years experience, Urvashi Dhirubhai Shah focuses on income tax appellate tribunal matters. She has lent her professional expertise to Meghmani Organics, Jhajjar Power and Kohima Mariani Transmission.

## 1-PRODUCT LICENCES

### LT/HT/EHV CABLES

IS:1554 (Part-1)/1988  
IS:7098 (Part-1)/1988  
IS:7098 (Part-2)/2011  
IS:7098 (Part-3)/1993  
IS:14255/1995



### OVER HEAD CONDUCTOR

IS:398 (Part-2)/1996  
IS:398 (Part-4)/1994  
IS:398 (Part-5)/1992



## 3-PRODUCT APPROVAL

TAG - INDIA  
ERDA - INDIA  
CPRI - INDIA  
SABS - SOUTH AFRICA  
CEPRI - CHINA

## 2-SYSTEM CERTIFICATION

ISO - 9001:2015  
ISO - 14001:2015  
ISO - 45001:2018

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 31<sup>st</sup> Annual General Meeting of the Shareholders of the Company will be held on Saturday, the 30<sup>th</sup> day of September, 2023 at 12.00 Noon at the Registered office of the Company at Phase – II, Village – Vadadala, Taluka, Savli, Dist. Baroda to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon; if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 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 appoint a Director in place of **Mr. Rakeshbhai R. Shah (DIN 0421920)** who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment and in this regard, 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. Rakeshbhai R. Shah (DIN 0421920)**, 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.”

3. To appoint a Director in place of **Mr. Himanshu Jayantilal Shah (DIN 0572684)** who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment and in this regard, 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 0572684)**, 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.”

4. To appoint M/s. Naresh & Co., Chartered Accountants, Vadodara (FRN – 106928 W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in year 2028 and to fix their remuneration, and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 139, 142 and other applicable of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Naresh & Co., Chartered Accountants, Vadodara (FRN – 106928 W), be and are hereby appointed as Statutory Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in year 2028 to audit the accounts of the Company; at a remuneration and other terms as may be determined by the Audit Committee and the Board of Directors of the Company (subject to ratification by the members at every subsequent Annual General Meeting) at a remuneration to be decided by the Audit Committee/Board in consultation with the Auditors.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to sign and execute all applications, documents, writings and filling of requisite forms that may be required on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

### SPECIAL BUSINESS:

5. 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 an **Ordinary 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) 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 Rs. 10,00,000 (Rupees Ten Lacs only) by way of commission or otherwise to the Mr. Maheswar Sahu, (DIN 0034051) Chairman & Non-Executive Independent Director of the Company for the financial year 2023-24, 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 Act;

**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.”

**6. To consider and approve the remuneration payable to Mr. Rabindra Nath Nayak (DIN 02658070) Non-Executive Independent 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 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) 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 Rs. 10,00,000 (Rupees Ten Lacs only) by way of commission or otherwise to Mr. Rabindra Nath Nayak (DIN 02658070) Non-Executive Independent Director of the Company for the financial year 2023-24, 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 Act;

**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.”

**7. Adoption of New set of Articles of Association 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 5, 14 and other applicable provisions, if any, 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 and subject to necessary approval(s), if any, from the competent authorities, approval of the Members of the Company be and is hereby accorded for adoption of new Articles of Association, as uploaded on the website

of the Company, in substitution of the existing Articles of Association of the Company with effect from the date of this 31<sup>st</sup> Annual General Meeting.

**RESOLVED further that** any Directors and Company Secretary of the Company, be and are hereby authorised severally to do and perform all such acts, deeds, matters and things as may be necessary, proper or expedient and to settle any questions, difficulty or doubts that may arise in regard thereto, without requiring to seek any such further consent or approval of the Members of the Company or otherwise, including acceptance of any changes as may be suggested by the Registrar of Companies and/or any other competent authority, for the purpose of giving effect to this Resolution.”

**By Order of the Board**

**Place: Ahmedabad**  
**Date: 29<sup>th</sup> July, 2023**

**Tushar J. Lakhmapurkar**  
**VP- Legal & Company Secretary**

## NOTES:

1. **The Financial statements for the period under review of FY 2022-23 are partly during the period of Corporate Insolvency Resolution period (From 1<sup>st</sup> April, 2022 to 16<sup>th</sup> September, 2022). During the said period, the control and management of the Company was entrusted with the Resolution professional. The National Company Law Tribunal (NCLT), Ahmedabad bench issued the order dated 20<sup>th</sup> June, 2022, approving the resolution plan of the Successful resolution applicant and accordingly the new Board was reconstituted on 17<sup>th</sup> September, 2022.**
2. The relevant Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (Act), in respect of the business, set out at item Nos. 5 to 7 in the Notice of the Annual General Meeting is annexed hereto.
3. Pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by The Institute of Company Secretaries of India, the brief profile/particulars of the Director of the Company seeking their re-appointment at the AGM are stated at the end of the Explanatory Statement annexed hereto.
4. The Ministry of Corporate Affairs (MCA) by circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 and Circular No. 02/1021 dated 13<sup>th</sup> January, 2021 read with the Securities & Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, has permitted sending Notice of AGM along with Annual Report only through electronic mode to those members whose e-mail addresses were registered with the Company/depositories. The annual report, inter alia, containing the AGM Notice and other disclosures, will be uploaded on the Company's website at [www.dicabs.com](http://www.dicabs.com) under 'Investors' Section (available for free download and review from the website)
5. Securities and Exchange Board of India ("SEBI") vide its circular no. circular no. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 provided relaxation from Regulation 36 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("LODR Regulations") regarding sending hard copy of annual report containing salient features of all the documents prescribed under Section 136 of the Companies Act, 2013 to the shareholders who have not registered their email addresses and also dispensed with the requirement of sending proxy forms under Regulation 44(4) of the LODR Regulations till 30<sup>th</sup> September, 2023.
6. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for the FY 2022-23 shall be sent only through electronic mode to those Members, whose e-mail ID are registered with K-Fin Technologies Limited / Depositories. Members may note that the Notice and Annual Report for the FY 2022-23 will also be available on the Company's website at [www.dicabs.com](http://www.dicabs.com), website of Stock Exchanges at BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively.
7. Body Corporate whose Authorised Representatives are intending to attend the Meeting are requested to send to the Company on email Id [tushar.lakhmapurkar@dicabs.com](mailto:tushar.lakhmapurkar@dicabs.com), a certified copy of the Board Resolution/Authorization Letter authorizing their representative to attend and vote on their behalf at the Meeting and through E-voting.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members who seek inspection may write to us at [tushar.lakhmapurkar@dicabs.com](mailto:tushar.lakhmapurkar@dicabs.com).
9. As required under the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, E-Voting facility is being provided to the Members. The National Securities Depository Limited (NSDL), will provide the facility for voting through remote e-voting during this Annual General Meeting.
10. The Register of Members and Share Transfer Books will remain closed from Saturday, 23<sup>rd</sup> September, 2023 to Saturday, 30<sup>th</sup> September, 2023 (both days inclusive) for the purpose of Annual General Meeting.

11. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Registrar and Share Transfer Agents (RTA) of the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to K-fin Technologies Limited or Secretarial Department of the Company immediately. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
13. Nomination Facility: In accordance with the provisions of Section 72 of the Act and SEBI circulars, the facility for nomination is available for the members of the Company in respect of the shares held by them. Members who have not yet registered their Nomination are requested to register the same by submitting the 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 No. ISR-3 or Form No. SH-14. Members are requested to submit the said details to their respective DPs, in case the shares are held by them in dematerialized form and to the Company / RTA in case the shares are held by them in physical form.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail 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/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 03rd November, 2021.
15. The Company will send individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. The aforesaid communication is available on the website of the Company. Attention of the Members holding shares of the Company in physical form is invited to the said important communication under the [www.dicabs.com](http://www.dicabs.com).
16. **As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in a demat form with effect from April 1, 2019, except in case of a request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for the ease of portfolio management, members holding shares in the physical form are requested to consider converting their holding to a demat form. Members can contact the Company or our RTA for assistance.**
17. Members seeking any information or clarification on the accounts or any other matter to be placed at AGM are requested to send written queries to the Company on [tushar.lakhmapurkar@dicabs.com](mailto:tushar.lakhmapurkar@dicabs.com) at least 10 days before the date of the meeting to enable the management to respond appropriately.
18. CS Tarun Sukhwani, Practicing Company Secretaries, (ACS No.: 65350 CP No.: 24447) has been appointed as the scrutinizer to scrutinize the remote, e-voting, process before/ during the AGM in a fair and transparent manner.
19. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges on which the Company's shares are listed and will also be displayed on the Company's website at [www.dicabs.com](http://www.dicabs.com).
20. Route map and prominent landmark for easy location of venue of the AGM is provided in the last page of Annual Report.



**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -**

The remote e-voting period begins on Wednesday, 27<sup>th</sup> September, 2023 at 09:00 A.M. and ends on Friday, 29<sup>th</sup> September, 2023 at 05: 00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Friday, 22<sup>nd</sup> September, 2023 may cast their vote electronically. 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, 22<sup>nd</sup> September, 2023.

How do I vote electronically using NSDL e-Voting system?

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


Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

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

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.****How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

## 5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - i. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - ii. [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - iii. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

**Step 2: Cast your vote electronically on NSDL e-Voting system. How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

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

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

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

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

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

**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 4**

As per the terms of appointment of M/s. A. Yadav & Associate LLP, Chartered Accountants (FRN — 129725W/W100686), Chartered Accountants, as a Statutory Auditors of the Company, their five years term will come to an end on conclusion of ensuing Annual General Meeting to be held on 30<sup>th</sup> September, 2023.

In view of the above, it is proposed to appoint M/s. Naresh & Co, Chartered Accountants, Vadodara (FRN – 106928 W) as Statutory Auditors of the Company under the provisions of section 139 and 142 of the Companies Act, 2013 read with Rules made thereunder. The Company has received their consent along with a certificate confirming that they have not attracted any disqualifications as prescribed under the Companies Act, 2013 and the Chartered Accountant Act, 1949 read with rules made thereunder. The Audit Committee at its meeting held on 29<sup>th</sup> July, 2023 reviewed the credentials of M/s. Naresh & Co, Chartered Accountants, Vadodara (FRN – 106928 W) and recommended for their appointment; accordingly, the Board at its meeting held on 29<sup>th</sup> July, 2023 considered the recommendations of the Audit Committee and approved appointment of M/s. Naresh & Co, Chartered Accountants, Vadodara (FRN – 106928 W) as statutory auditors of the Company under the provisions of section 139 and 142 of the Companies Act, 2013 read with Rules made thereunder for a term of five years i.e. from the conclusion of 31<sup>st</sup> Annual General Meeting of the Company till the conclusion of 36<sup>th</sup> Annual General Meeting of the Company to be held in year 2028, at such terms and conditions as may be agreed between the Board and the Auditors including the remuneration of Rs. 12.00 Lakh (Rupees Twelve Lakh only) (excluding applicable taxes) and actual out-of-pocket expenses incurred by them for the purpose of audit and the applicable taxes, for the First year (Four Quarters) of Audit.

Pursuant to Section 139 and 142 of the Companies Act, 2013, approval of members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an Ordinary Resolution. Accordingly, approval of the members is sought for appointment of M/s Naresh & Co., Chartered Accountants, Vadodara (FRN – 106928 W) as the Statutory Auditors of the Company and to fix their remuneration.

The details required as per Regulation 36 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided as below:

Proposed Statutory Audit Fees payable to Auditors	The proposed audit fees payable to the Statutory Auditors for FY 2023-24 shall not exceed Rs. 12,00,000 (Rupees Twelve Lacs only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them, if any, in connection with the statutory audit. The remuneration for the subsequent period of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors.
Term of Appointment of Statutory Auditors	The Company is proposing to appoint the Statutory Auditors for a period from conclusion of this Annual General till the conclusion of the 36 <sup>th</sup> Annual General meeting to be held in year 2028.
Material Change in fees payable to New Auditors from that outgoing Auditors along with rational for such change	No material change. The fees payable to the Auditor is commensurate with the size, Turnover and nature of transactions of the Company and the relevant experience and expertise of the Auditors.
Basis of recommendation for appointment including the details in relation to and credentials of the Statutory Auditor(s) proposed to be appointed	The firm Naresh & Co., has been established in the year - 1965 as a Proprietary firm and then Partnership since 1984, by CA Mr. Naresh Parikh, a firm registered with professional body Institute of Chartered Accountants of India, New Delhi (ICAI) vide Firm Registration no. FRN 106928 W. The firm has 04 CAs as partners & 05 CA as associates and 34 team of technical consultants with professional qualification like Forensics and Fraud Accountants, Oracle & SAP functional experts, Company Secretary, ICWA, Senior Ex Bank officers & MBAs, serving more than 500 clients. A Firm has been rendering professional services for more than 50 years for a vast clientele from almost all walks of life (Government, Banks, Corporates, Trusts and of course Individuals)

**Item No. 5 & 6**

As per the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company on 11<sup>th</sup> February, 2023 have approved the payment of remuneration to Mr. Maheswar Sahu and Mr. Rabindra Nath Nayak, Non-Executive Independent Directors of the Company in accordance with the provisions of Section 197, 198 read with Schedule V of the Companies Act, 2013 and all other applicable provision of the Companies Act, 2013, for the financial year 2023-24.

**Legal provisions and background:**

The Ministry of Corporate Affairs has on March 18, 2021 notified the amendments to Sections 149(9) and 197(3) of the Act by the Companies (Amendment) Act, 2020 to enable Companies faced with no profits or inadequate profits to pay certain fixed remuneration to their Non-Executive Independent Directors (IDs) in accordance with the provisions of Schedule V to the Act.

To give effect to the amendments made to Sections 149(9) and 197(3), a concurrent amendment was also made to Schedule V to the Act through Notification No. S.O. 1256(E), issued by the Ministry of Corporate Affairs on March 18, 2021. This notification has prescribed the limits of the remuneration payable to IDs, in the event of no profits or inadequate profits. Under Item (A) of Section II of Part II of Schedule V to the Act, in the event of no profits or inadequate profits IDs can receive remuneration in accordance with the limits prescribed therein, which are based on the 'effective capital' of the Company.

In case the Company proposes to make payment of remuneration within limit prescribed under the schedule V of the Companies Act, the approval shareholders vide Ordinary resolution.

Regulation 17(6) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), inter alia provides that the Board shall recommend to the Members for their approval all fees or compensation, if any, paid to Non - Executive Directors, including Independent Directors.

**Rationale and proposal:**

The said Directors of the Company play an important role in overseeing the governance, performance and sustainable growth of the Company. The Independent Directors contribute their wealth of knowledge, skills, expertise, independent perspective, strategies and experience to the business of the Company and provide required diversity in Board's decision-making process.

In view of the above and in appreciation to the contribution and services of the said Independent Directors in professional capacity have rendered and continue to render to the Company, the Board on the basis of recommendation of the Nomination and Remuneration Committee ("NRC"), at their meetings held on 11<sup>th</sup> February, 2023, have approved and recommended remuneration subject to maximum of Rs. 10,00,000/- (Rupees ten lakhs only) (over and above the Board/Committee meeting Sitting Fees) to each of the said Directors. Further, in case of loss or inadequacy of profits, the said amount would be paid as minimum remuneration in accordance with Schedule V of the Act for a period not exceeding three years or such other period as may be statutorily permitted, with requisite approvals. The specified information while seeking approval/consent of the shareholders as required under Schedule V is listed out herein below:

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

<b>I. General Information</b>	
1. Nature of Industry	The Company is in operation of integrated solutions provider in Power T&D space in India. It stood as a leading conductor manufacturer. Presently, Diamond Power commands presence across the value chain – in the last mile from substation to home. The company manufactures conductors, cables (LT, HT & EHV), transformers (power and distribution), transmission towers and also offers EPC services. The Company sells its products under 'DICABS' brand.
2. Date or expected date of commencement of commercial production	The Company was under CIRP Process, on trigger date i.e., 17 <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. Standalone Financial performance indicators:	<b>Particulars</b>	<b>Amount</b>
	Total Revenue	15,71,92,630
	Profit /(Loss) before tax	(42,87,86,640)
	Net profit in accordance with Section 198 of the act	-
	Net worth	(97,98,885,590)
5. Foreign investments or collaborations, if any:	Not applicable	
<b>II Information about the appointee</b>		
1. Background details	Detailed profile of the Independent Directors given in the Annual Report. The same should be read as part of this explanatory statement.	
2. Past Remuneration	Nil	
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	<p>The said Directors of the Company plays an important role in the sustainable growth, attaining the overall strategic goals of the Company and ensure adoption of good governance practices.</p> <p>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.</p>	
5. Remuneration proposed	Remuneration of Rs. 10,00,000 per annum for the First year and from Second year onwards, as may be decided by and between management of the Company during the tenure of their service.	
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 needs 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, 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 managerial personnel of the Company.	
<b>III Other Information</b>		
1. Reason for loss or inadequate profit	The Company went into CIRP process since last five years and during the said period, no operational activities were there. Hence, the Company did not have any revenue which results into loss during the period under review.	
2. Steps taken or proposed to be taken for improvement:	The Company under the revival process is taken over by the newly reconstituted promoters of the Company in line with the National Company Law Tribunal, Ahmedabad bench order dated 20 <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 operations to wipe out all the losses. The Management of the Company are expecting increase in productivity and profits by end of financial year 2024.
<b>IV Other Disclosures</b>	Not applicable.

The other details of Mr. Maheswar Sahu & Mr. Rabindra Nath Nayak in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are annexed to this Notice.

The Board of Directors is of the opinion that their knowledge and varied exposure will be of great value to the Company and has recommended the Resolution at Item No. 5 & 6 of this Notice relating to their remuneration as Directors, not liable to retire by rotation and to pass as an Ordinary Resolution for your approval.

None of the Director, Key Managerial Personnel or their relatives, except Mr. Maheswar Sahu & Mr. Rabindra Nath Nayak to whom the resolution relates, are in any way, concerned or interested, financially or otherwise, in the resolution.

#### **Item No. 7**

##### **Adoption of New set of Articles of Association**

On issuance of the National Company Law Tribunal (NCLT), Ahmedabad bench order dated 20th June, 2022, the New Board of Directors has taken over the management of the Company with effect from 17th September, 2022. The necessary procedural formalities with the Ministry of Corporate Affairs and with the Stock Exchanges has also been complied with.

Accordingly, the Board of Directors of the Company ("the Board") at its meeting held on 29<sup>th</sup> July 2023 recommended for approval of the Members for adoption of new Articles of Association (AOA) in substitution of existing AOA to make it consistent and align it with the provisions of the Companies Act, 2013 and the Rules made thereunder.

Copy of the proposed AOA is available on the website of the Company at [www.dicabs.com](http://www.dicabs.com) and is also available for inspection by the Members at the Registered Office/Administrative Office of the Company on any working day between 2.00 P.M. to 4.00 P.M. up to the last date of exercising the remote e-voting by Members.

As per the provisions of Section 14 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014, approval of the Members of the Company by way of Special Resolution is required for adoption of altered AOA in substitution of existing AOA. Accordingly, the Board recommends the aforesaid Resolution for approval by the Members as a Special Resolution.

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



## Annexure -1 to the Notice

## Details of Directors seeking appointment 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	Mr. Rakeshbhai R Shah	Mr.Himanshubhai J Shah
DIN	00421920	00572684
Date of Birth and Age	04-03-1953 69 years	19-02-1970 52 years
Date of Appointment	17 <sup>th</sup> September, 2022	17 <sup>th</sup> September, 2022
Qualification	Graduate in commerce	Graduate in commerce
Brief Resume, Experience & Expertise	Coming from an aristocratic family, Mr. Rakesh Ramanlal Shah, a veteran in the service sector, has been moving upwards in his career since acquiring GSECL in 2004. A leader in the industry with more than 40 years of experience, who is now excelling in a plethora of industries. His areas of expertise are the financial evaluation of companies and seizing high revenue generating opportunities. With strategic planning and execution, GSECL was able to achieve a CAGR of over 20% in less than 2 years. He stepped foot into the manufacturing industry in 2019, as the director of Smart meters Technologies Pvt. Ltd., a joint venture with Adani Total Gas Limited. Following the start of Electrify Energy Pvt. Ltd. and Maruti Koatsu Cylinders Ltd. in 2020.	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	Nil
Remuneration proposed to be paid	Nil	Nil
Directorships held in other listed companies as Nil on 31st March, 2023 (other than Diamond Power Infrastructure Limited)	Nil	Nil
Chairman/Member of Committee of the Board other than Diamond Power Infrastructure Limited)	Nil	Nil
Number of Board meeting attended during FY 2022-23	5 (five)	5 (Five)
Terms and conditions of appointment along with details of remuneration sought to be paid	Non-Executive Director liable to retire by rotation.	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.	Directors Appointed are not related to any of the existing Directors of the Company.

No. of Shares held in company	3500000 Equity Shares of Rs. 10 each.	8000000 Equity Shares of Rs. 10 each.
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	Nil	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Rakesh Ramanlal Shah, a veteran in the service sector, has been moving upwards in his career since acquiring GSECL in 2004. A leader in the industry with more than 40 years of experience, who is now excelling in a plethora of industries.	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.

Name of Director	Mr. Maheswar Sahu	Mr. Rabindra Nath Nayak
DIN	0034051	02658070
Date of Birth and Age	10-01-1954 68 years	23-09-1955 67 years
Date of Appointment	17 <sup>th</sup> September, 2022	17 <sup>th</sup> September, 2022
Qualification	B.Sc. (Engg.) in Electrical in 1977 from NIT, Rourkela and Msc from University of Birmingham in 1994.	Mr. Rabindra Nath Nayak is a 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 has done B.Sc. (Engg.) in Electrical in 1977 from NIT, Rourkela and M.Sc. from University of Birmingham in 1994. He 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 Chairman in N M Sadguru Water Foundation, IRM Energy and 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.

Remuneration last drawn by such person, if any	Board and Committee meeting Sitting fees are paid	Board and Committee meeting Sitting fees are paid
Remuneration proposed to be paid	10,00,000 per annum	10,00,000 per annum
Directorships held in other listed companies as Nil on 31st March, 2023 (other than Diamond Power Infrastructure Limited)	1. Ambuja Cements Limited 2. Maruti Suzuki India Limited 3. Adani Total Gas Limited	4. Nil
Chairman/Member of Committee of the Board other Diamond Power Infrastructure Limited)	<b>1. Maruti Suzuki India Limited</b> Audit Committee – Member Nomination & Remuneration Committee – Member Risk Management Committee - Member <b>2. Adani Total Gas Limited</b> Audit Committee – Chairman Nomination & Remuneration Committee – Chairman Stakeholder Relationship Committee – Chairman Risk Management Committee – Chairman Corporate Social Responsibility Committee - Chairman	3. Nil
Number of Board meeting attended during FY 2022-23	5 (Five)	5 (Five)
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	1. Yes Bank Limited 2. Adani Total Gas Limited	1. Alfa Transformers 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. He served as Director in many CPSEs and Independent Director in many companies.	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

## Management Discussion & Analysis Report:

The Company is principally engaged in starting out as a fledgling ACSR conductor manufacturing facility in 1970. Diamond Power Infrastructure Ltd. (DPIL) has emerged as India's largest and only integrated manufacturer of power transmission equipment. Our world class manufacturing facilities, a vastly experienced team of professionals and the ability to pioneer newer technologies have earned us a leadership position in the power transmission & distribution sector in India.

### Global Market Overview:

The global wire & cable compounds market grew from \$11.32 billion in 2022 to \$12.58 billion in 2023 at a compound annual growth rate (CAGR) of 11.1%. The Russia-Ukraine war disrupted the chances of global economic recovery from the COVID-19 pandemic, at least in the short term. The war between these two countries has led to economic sanctions on multiple countries, a surge in commodity prices, and supply chain disruptions, causing inflation across goods and services, and affecting many markets across the globe. The wire & cable compounds market is expected to grow to \$18.65 billion in 2027 at a CAGR of 10.4%.

The growing construction sector is expected to propel the growth of the wire and cable compound market going forward. The construction sector refers to the sector of industry and trade that deals with creating, maintaining, and repairing infrastructures. Wire and cable compounds are used in the construction sector to provide wires with a high level of insulation and to stop moisture from getting inside power transmission or telecommunication cables. For instance, in January 2022, according to Global Construction Perspectives and Oxford Economics, UK-based academic economists, by 2030, global construction production is expected to increase by 85% to \$15.5 trillion, with China, the United States, and India taking the lead and contributing 57% of the increase. Over the next 15 years, the US construction market is going to expand more quickly than China's. Therefore, the growing construction sector is driving the growth of the wire & cable compound market.

### India Outlook:

The consumer electrical industry consisting of wires and cables and FMEGs was estimated at approximately ₹161,500 million in Fiscal 2022 and is expected to grow at a CAGR of approximately 11% till Fiscal 2027 to reach a market value of approximately ₹266,500 million. India Cable Management Market size is projected to grow at a CAGR of 11.2% during 2022-2028. The Company is positive about the growth prospects of the Wires & Cables (W&C) industry in the near future.

The rapid growth in transport infrastructure of the country including railways, metros, tunnels, bridges and roads along with the rising power generation in the country which would also support the exponential growth the country is witnessing in its digital infrastructure, positions India as the most lucrative market for cable management as it would hinder the entanglement of wires and cables that would connect and support the overall infrastructure of the country.

Furthermore, Indian railways which is now 80% electrified along with rising metro lines would have a significant contribution in the market expansion anticipated for coming years. In addition to it, as the country is moving forward towards Industry 4.0 with a fast pace as it is well supported and compatible with the India's robust digital infrastructure, cable management would soon be applied in smart factories to prevent entanglements of wires and cables that are essential to connect the cyber-physical systems and their seamless functioning.

The market is expected to be driven by factors such as the growth in renewable power generation in India, the expansion and revamping of Transmission & Distribution infrastructure in India, and increasing investments in metro railways. Increased investments in smart grid projects and up-gradation of power transmission and distribution systems are also estimated to propel the demand for wires & cables globally. Significant investments in smart grid technology have resulted in an increasing need for grid interconnections. Additionally, rising investments in underground cables and the growth of renewable energy are set to escalate the adoption of wires and cables. Wire and cables demand is directly dependent on the growth of the manufacturing industry and infrastructure in the power, telecommunications, residential and commercial sectors. Thus, the government's initiatives on various fronts like – power, housing, infrastructure and digitization are sure to generate a lot of business for the wire and cable industry in the foreseeable future. Likewise, with the government's emphasis on pushing renewable energy to the forefront, the industry is now looking forward to supplying cables for solar and wind power applications in addition to oil and gas, railways and other specialized segments. Wires and cables are deployed across an extensive range of applications which include consumer electronics, utilities, material handling, automotive, and entertainment/leisure amongst others. Growing inclination toward the expansion of prevailing grid networks coupled with lack of efficient electric infrastructure will propel the industry outlook over the forecast timeline.

The Clean energy is being increasingly to replace fossil-based energy solutions. Electrical Vehicles (EVs) being one of them. It has been a certain time since the discovery of the technology and its application is gaining momentum worldwide. The Market size of

EVs is growingly very rapidly, backed by government subsidies and initiatives for faster adoption of EVs. It is projected a Year-on-Year CAGR of 49% for the EV market in India during 23-30. The Indian market is expected to record a conservative sale of 1 cr. units per annum by 2030. As of January, 23,2023, India had 5354 public EV charging stations and 20.65 lakh EVs. Hence the ration of EV stations to the number of EVs was 1:393, which is very high as compared to other countries. India is likely to have nearly 10,000 public charging stations by end of 2025, however to achieve its electrification targets, the Country may require nearly 20.5 lakh charging stations by 2030. This situation presents an opportunity as well as a challenge for the industry. While the scope of development is huge for vast capacity expansion and addition, the requirements need expedition in efforts and investments. The Country requires the government and the industry to create an ecosystem by not only supplying the infrastructure but planning the development and integration of the same in a way that the current sporadic and concentrated pattern could be diffused across the nation. The Wire and cables industry needs to buckle up itself for a huge demand needs to be catered, from supplying the construction of EVs infrastructure to its integration within the National Grid of India.

The manufacturing industry too is experiencing robust growth due to growing capacity utilization, the PLI scheme, and the 'Make in India' initiative, generating more business opportunities for Wire & Cable players.

#### **Company Outlook:**

A Brand DICABS is a familiar name in the industry and owing to our past legacy and we plan to gain energy from the same. We are not only focusing on continuing the qualitative attributes that helped us the first time but also looking to reconnect with our past partners and customers. DICABS has been fortunate to have a strong connection with major industrial players because of qualitative products matching with the quantitative requirements. The factory, being located in the State of Gujarat which is largest industrially growing state and has immense opportunities in Solar and Wind power, has mammoth demand of various products of Company. The Indian Government vision of unified nationwide smart grid, one that connects power generated from various resources and transmits it across the nation through an interconnected grid, is already in place. The Company is a major player in Power industry for more than 15 years. Our USP is our quality which is paramount for any business's success in the current scenario and step with the infrastructural development of the Country. The First Quarter results of the financial year 23-24 ended with profits which itself proves that the future of the Company will be bright and will meet the expectations of all Stakeholders.

#### **Opportunities and Threats:**

The new Management of the Company is well equipped with the vision to take Company towards high growth with optimum utilization of resources of the Company in proper manner. New management is taking diligent efforts to boost the capacity utilization of the Company which remained under-utilized/ unutilized since inception of takeover due to absence of working capital. The Company is in the process of hiring qualified professionals to stimulate the vision of new management towards the Company. The Company is well placed to encash the opportunity in terms of ease of doing business and the relaxations provided by the government which will accelerate the business of the Company in terms of the revenue.

The Company had been into NCLT under CIRP process and there were no business operations almost for half a decade. The new Management of the Company is trying to streamline the business activities of the Company.

#### **Strengths:**

- Strong demand for power cables in India due to increasing infrastructure development and industrialization.
- Established reputation and brand image/ recognition in the market.
- Ability to leverage government initiatives such as "Make in India" and "Digital India" to increase business opportunities across the country.
- Presence of raw materials such as copper and aluminum in India, reducing dependence on imports.

#### **Weaknesses:**

- Strong competition from domestic and international players in the market.
- Commodity Pressure- Volatility or Steep Increase in commodity prices lead to increase in Cost of production and diminishing profit.
- Limited access to advanced technology and equipment, leading to potential quality issues.
- Power disruptions: Any impact on power distribution and electricity delivery can impact the demand for electrical products. Availability of stable and quality power supply continues to be an important factor for the industry's growth prospects.
- Geopolitical crisis: Volatility in the commodity and foreign currency markets may impact raw material availability due to geopolitical challenges in different geographies around the world.

**Opportunities:**

- Growing demand for renewable energy technology such as wind and solar power, which require power cables for transmission.
- Increasing government investment in infrastructure development projects such as smart cities, highways, and railways.
- Growing demand for electric vehicles, which require charging infrastructure and power cables.
- Potential to expand internationally to new markets in Asia and Africa.
- Potential for government incentives for businesses that invest in research and development.

**Threats:**

- Increasing competition from low-cost manufacturers in China and other countries.
- Potential for changes in government policies, geopolitical situation and regulations that could impact the industry.
- Technological disruption from alternative forms of energy transmission such as wireless power transmission.
- Potential for economic downturns or global crises that could impact demand for power cables.
- Brand Positioning impact due to the competitors.

**Business, Operations & Financial Performance**

The Indian Wire & Cable industry is estimated to have grown in low teens in FY23 to H680-730 billion in size, contributing to 40-45% of the Indian electrical industry. Sectors like Power, Railways, Infrastructure, Oil & Gas, Telecom, Real Estate, Renewables, Defence, Automobiles, etc. are the largest demand drivers for the industry. The organised players command a lion's share of the market, at around 70%, while unorganised players largely dominate the rural geographies.

**Megatrends driving growth in the W&C industry** The Indian W&C market is projected to grow to H900-950 billion by FY26, on the back of several megatrends.

**Discussion on financial performance****Service Income**

(₹ in Lakhs)

Nature of Services	FY 2022-23	FY 2022-21	Change
Revenue from operations (description of business activity)	1,545.64	-	1,545.64
Other income	26.29	5.00	21.29
Total Business Income	1,571.93	5.00	1,566.93

(₹ in Lakhs)

Particulars	For 2022-23	For 2022-21
Revenue From Operation	1,545.64	-
Earnings before Depreciation, Interest, Taxes & Amortization (EBDITA)	(2,339.01)	(278.00)
Earnings before Depreciation, Taxes and Amortization (EBDTA)	(2,404.17)	(969.62)
Profit before tax (PBT)	(4287.86)	(2540.33)
Profit after tax (PAT)	(4287.86)	(2540.33)

Further, the Company's Other Income increased from ₹ 26.29 Lakhs to ₹ 5.00 Lakhs whereby Other Expense has Increased from ₹ 269.32 Lakhs to ₹ 1,775.56 Lakhs. Also, the Depreciation has Increased from ₹ 1,570.42 Lakhs to ₹ 1,883.69 Lakhs.

**Operating Expense:****Staff cost**

Employees' Remuneration & Benefits has marginally increased from ₹ 13.69 Lakhs to ₹ 302.57 Lakhs and this staff cost also includes Director's Remuneration.

**Financial charges**

Interest & Financial Charges have decreased from ₹ 691.91 Lakhs to ₹ 65.16 Lakhs as compared to previous year which shows decrease of 90.58% in actual terms which is in-line with reduction in debts and the Company's Operating Expenses have also increased from ₹973.92 Lakhs to ₹3976.10 Lakhs which is in line with increase in Operating revenue.

**Details of significant changes (i.e., change of 25% or more as compared to the immediately previous financial year) in key financial ratios and any change in Return on Net Worth, along with detailed explanations thereof. – NOT APPLICABLE**

**Segment wise performance:**

Since, the Company operates its business under one segment only, the report on segment wise performance is not furnished.

**Risk and Concern:**

The wire and cable industry has vast potential in growth in coming years but it has some challenges also, the increasing price rise and competition from Chinese imports. The wire and cable industry is experiencing volatility in raw material prices, as the price of copper continues to increase, profit margins are squeezed and they become uncompetitive in the international market. Country is experiencing an all-time high price of fuel it's direct impact on domestic transportation, in result wire and cable transportation has increased. Also, a large section of the industry is still unorganized; there is a lack of quality product offerings from these players due to non-compliance with the product guidelines. Slowdown in the Indian economy due to global developments could adversely impact growth in the short-term envisage a risk

The new management of the Company shall review the existing risk management policy and lay down defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process. Management is yet to set up exercises to be carried out to identify and evaluate, manage and monitor various risk.

**Human Resources**

The Company trust & believes that employees are its most valuable assets and continuously strives to help them to realize their full potential. At DICABS, Human Resource function looks after employee recruitment, training, performance management, emotional and mental well-being, financial wellness, and stress management. Additionally, for the past 9 months, the Company is in the process of finalizing the Key Personnel team. All Senior professionals are having a vast industrial experience for around 20 -25 year from the core areas of operations. The Company believes in employee empowerment and works to create a happy and healthy work environment. People have been and will continue to be the Company's core strength. As this is being a first year after the Change of Management, the Company has its thrust to do a lot work for the wellbeing of the employees of the Company.

**Investor's Update**

The Company was admitted in Corporate Insolvency Resolution Process (CIRP) on 24th August, 2018. The Hon'ble National Company Law Tribunal (NCLT), Ahmedabad bench, vide its order dated 20th June, 2022 approved the Resolution Plan submitted by the Successful Resolution Applicant, i.e., New Management of the Company.

A new Board of Directors of the Company was constituted on 17th September, 2022, being a Trigger date and a new management was put in place. As a good corporate governance practice, it has been decided to comply with the provisions of Companies Act, 2013 and the Securities and Exchange Board of India (LODR) Regulations, 2015.

After taking over the new Management of the Company, a First Annual General meeting of the Company was held on 14th December, 2022. The necessary compliance of the same were filed with the Ministry of Corporate Affairs, The Bombay Stock Exchange Limited and The National Stock Exchange Limited.

In pursuance of the NCLT Order dated 20th June, 2022, the Company has filed the necessary Listing application with both the Stock Exchanges for Reduction of Existing Share Capital from Rs. 269.71 Cr. To Rs. 2.69 Cr. (2697106 Equity Shares of Rs. 10 each). The Company has received the in-principal approval from the National Stock Exchange Limited and Bombay Stock Exchange Limited vide their letters dated 16th March, 2023 and 2nd June, 2023, respectively. The Corporate Actions of depositories namely NSDL and CDSL are also completed.

Further the Company has also filed the necessary Listing application with both the Stock Exchanges for Listing of New 50000000 Equity shares of Rs. 10 each, aggregating to Rs. 50 Crores, allotted to the new promoters of the Company in pursuance of the NCLT order dated 20th June, 2022. The said applications are pending for in-principal approval from both the Stock Exchanges.

**For and behalf of the Board of Directors**

**Date: 29<sup>th</sup> July, 2023**  
**Place: Ahmedabad**

**Maheswar Sahu (Retd IAS)**  
**Chairman**  
**DIN: 00034051**

## DIRECTOR'S REPORT

To,  
The Members,  
Diamond Power Infrastructure Limited

The Board of Directors presents to the Members the 31<sup>st</sup> Annual Report of the Company on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2023.

In accordance with the applicable provisions of the Insolvency and Bankruptcy Code 2016 (IBC Code), the Corporate Insolvency Resolution Process (CIRP) of the Company was initiated by the Financial Creditors of the Company. The Financial Creditors petition to initiated the CIRP was admitted by the National Company Law Tribunal (NCLT) on 24<sup>th</sup> August, 2018 (Insolvency Commencement Date).

Of the various resolution plans submitted, the COC approved the resolution plan submitted by M/s GSEC Ltd in consortium with Mr. Rakeshbhai R. Shah and affiliate groups (GSEC & AFFILIATES) at its meeting held on 6<sup>th</sup> January, 2022. The NCLT approved the resolution plan submitted by M/s GSEC Ltd in consortium with Mr. Rakeshbhai R. Shah and affiliate groups vide its order dated 20<sup>th</sup> June, 2022. A new Board (existing Board) was constituted on 17<sup>th</sup> September, 2022 and a new management was put in place.

Pursuant to the NCLT order and approved resolution plan, 5,00,00,000 Equity Shares of Rs. 10/- each at PAR were issued and allotted to GSEC & its affiliates on 17<sup>th</sup> September, 2022. Further, there is a reduction of existing share capital of the company as per the approved resolution plan, to the extent of 99% of the existing listed Share Capital of the Company w.e.f. 17<sup>th</sup> September, 2022. The Company has carried out the necessary Corporate Actions with the Depository Participants and listing applications of the Stock Exchanges.

The Members may kindly note that, During the period under review, the Directors of the Reconstituted Board (Directors) were not in office for the period to which this report primarily pertains. During the CIRP period (i.e. between 24<sup>th</sup> August, 2018 to 20<sup>th</sup> June, 2022) the Resolution Professional was entrusted with the management of the Company. Prior to the Insolvency Commencement date, the erstwhile Board of Directors had the oversight on the management of the affairs of the Company. The newly constituted Board is submitting this report in compliance with the provisions of the Companies Act, 2013, and the rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015. The newly constituted Board is not to be considered responsible to discharge fiduciary duties with respect to the oversight on financial and operational health of the Company till 17<sup>th</sup> September, 2022, i.e. performance of the management for the period prior to the Acquisition of the affairs of the Company.

The Members are requested to read this report in light of the fact that the Reconstituted Board and the new management is currently implementing the resolution plan.

### Financial Highlights

Particulars	(Amount in Rs. In Lacs)	
	For the year ended on 31.03.2023	For the year ended on 31.03.2022
Revenue From Operations	1410.76	-
Other Income	20.93	5.00
Total Revenue	1431.69	5.00
Total Expenditure	2793.93	25.45
Profit Before Tax (PBT)	(1362.25)	(25.40)
Less: Current Tax	-	-
Profit After Tax (PAT)	(1362.25)	(25.40)

### Financial Performance and State of Affairs

During the year under review, the revenue from operations stood at Rs. 1410.76 Lacs for previous year as well. The profit before and after-tax stands at Rs. (1362.25) Lacs as compared to Rs. (25.40) Lacs during the previous year.

In accordance with the applicable provisions of the Insolvency and Bankruptcy Code 2016 (IBC Code), the Corporate Insolvency Resolution Process (CIRP) of the Company was initiated by the Financial Creditors of the Company. The Financial Creditors petition to initiated the CIRP was admitted by the National Company Law Tribunal (NCLT) on 24<sup>th</sup> August, 2018 (Insolvency Commencement Date). Pursuant to the NCLT order and approved resolution plan, 5,00,00,000 Equity Shares of Rs. 10/- each at



PAR, aggregating to Rs. 50 Crores were issued and allotted to GSEC & its affiliates on 17<sup>th</sup> September, 2022. Further, there is a reduction of existing share capital of the company as per the approved resolution plan, to the extent of 99% of the existing listed Share Capital of the Company w.e.f. 17<sup>th</sup> September, 2022. The Reconstituted Board (Directors) were not in office for the period to which this report primarily pertains. During the CIRP period (i.e., between 24<sup>th</sup> August, 2018 to 20<sup>th</sup> June, 2022) the Resolution Professional was entrusted with the management of the Company. Prior to the Insolvency Commencement date, the erstwhile Board of Directors had the oversight on the management of the affairs of the Company.

### Dividend

In view of the net loss incurred during the financial year ended 31<sup>st</sup> March, 2023, the Reconstituted Board does not recommend any dividend to the Shareholder of the Company.

### Transfer to Reserves

In view of the net loss incurred during the financial year ended 31<sup>st</sup> March, 2023, no amount has been transferred to reserve.

### Subsidiaries, Joint Ventures and Associate Company:

As on 31<sup>st</sup> March, 2023, your Company does not have any Subsidiaries. In compliance with the NCLT orders, company has provided for the various investments made by old management amounting to Rs. 11.67 crores. However, said amount was written off by giving necessary entries in books of accounts. Accordingly, there is no investment in shares of any company. Hence, company has no subsidiary and/ or associates as on end of the year 2023. A statement containing the salient features of the financial statement of Subsidiaries in Form AOC-1 as per Section 129(3) of the Companies Act, 2013 and rules made there under are not applicable.

### Payments made under the Resolution Plan:

During the period under review, the company has paid the 1st Instalment of Rs. 30 Cr. to Secured Financial Creditors on 17<sup>th</sup> March, 2023, in terms of the approved Resolution plan read with National Company Law Tribunal, Ahmedabad Bench order dated 20<sup>th</sup> June, 2022.

### Material developments during and post closure of financial year:

As stated above, your company was acquired by M/s GSEC Ltd in consortium with Mr. Rakeshbhai R. Shah and affiliate groups, through the Corporate Insolvency Resolution Process (CIRP) under the Insolvency & Bankruptcy Code (IBC) 2016. Pursuant to the NCLT Order and in accordance with the provisions of the Approved Resolution Plan, the following key events took place in the Company during the Financial Year 2022-23;

1. The New management with effect from 17<sup>th</sup> September, 2022 has taken control of the operations of the company.
2. Pursuant to the NCLT order and approved resolution plan, 5,00,00,000 Equity Shares of Rs. 10/- each at PAR were issued and allotted to GSEC & its affiliates on 17<sup>th</sup> September, 2022. Further, there is a reduction of existing share capital of the company as per the approved resolution plan, to the extent of 99% of the existing listed Share Capital of the Company w.e.f. 17<sup>th</sup> September, 2022. The Company has carried out the necessary Corporate Actions with the Depository Participants and listing applications of the Stock Exchanges.
3. Mr. Omprakash Tiwari, Executive Director of the Company has submitted his resignation vide letter dated 22<sup>nd</sup> June, 2023 on the ground of his health issue and other personal reasons. The same was intimated to the stock exchanges. However, in the best interest of the Company, he has withdrawn his resignation vide letter dated 27<sup>th</sup> July, 2023 and same was intimated to the Stock Exchanges.

### Corporate Governance

The Corporate Governance Report for Financial Year 2022 - 23 as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') forms part of the Annual Report. The certificate from a practicing Company Secretary on compliance(s) with the corporate governance norms forms part of the Corporate Governance Report is attached as **Annexure - A**

### Meetings during the year

During the period under review (17<sup>th</sup> September, 2022 to 31<sup>st</sup> March, 2023), Six (06) Board Meetings and Four (04) Audit Committee Meetings were held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings held was within the period prescribed under the Companies Act, 2013 and SEBI Listing Regulations. Further, the composition and terms of reference of Audit Committee and other Committees are given in the Corporate Governance Report. During the year under review, all recommendations of Audit Committee were accepted by the Board.

### Deposits

The Company has neither accepted nor renewed any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 during the financial year.

### Particulars of Loans, Guarantees or investments made under section 186 of the Companies Act, 2013.

During the year under review, the Company has granted advances and made an investment under the provisions of section 186 of the Companies Act, 2013. The Company has not given any loan. The details of Loans, Guarantees and Investment made are given in the Notes to the Financial Statements, which forms part of this Report.

### Annual Return

The Annual Return of the Company as on 31<sup>st</sup> March, 2023 is available on the website of the Company i.e. [www.dicabs.com](http://www.dicabs.com) pursuant to the provisions of Section 92 read with Section 134 of the Companies Act, 2013 and rules made there under.

### Directors and Key Managerial Personnel

#### Appointment:

At the ensuing Annual General Meeting of the Company, Mr. Rakeshbhai R. Shah (DIN 0421920) and Mr. Himanshu Jayantilal Shah (DIN 0572684), Directors of the Company are liable to retire by rotation.

Mr. Omprakash Tiwari, Executive Director of the Company has submitted his resignation vide letter dated 22nd June, 2023 on the ground of his health issue and other personal reasons. The same was intimated to the stock exchanges. The Board places on record its sincere appreciations and pays rich tributes for the valuable services rendered and contributions made by Mr. Omprakash Tiwari. However, in the best interest of the Company, he has withdrawn his resignation vide letter dated 27<sup>th</sup> July, 2023 and same was intimated to the Stock Exchange.

The following are the Whole-time Key Managerial Personnel of the Company pursuant to Sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

a) Mr. Omprakash Tiwari	Executive Director (with effect from 17 <sup>th</sup> September, 2022)
b) Mr. Aditya Nayak	Chief Financial Officer (In-charge) (with effect from 13 <sup>th</sup> February, 2023)
c) Mr. Tushar J. Lakhmapurkar	Company Secretary (with effect from 17 <sup>th</sup> September, 2022)

### Board Evaluation

Pursuant to applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, the Board carried out an annual performance evaluation of the Board, its Committees, Individual Directors, Executive Director and Chairman. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

### Nomination and Remuneration Policy

The Board has on the recommendation of the Nomination-cum-Remuneration Committee, formulated a Nomination & Remuneration-cum-Board Diversity Policy for selection, appointment of Directors and Senior Management and their remuneration. Information about the Policy is provided in the Corporate Governance Report and the said Policy may be accessed on the Company's Website at the weblink: <https://www.dicabs.com/pdf/policies-cod/Nomination-and-Remuneration-Policy.pdf>.

**Change in the nature of business:**

Your Company is engaged in the business of manufacturer of conductor, cables and transmission towers. There has been no change in the nature of business during financial year.

**Share Capital**

In terms of the NCLT order dated 20<sup>th</sup> June, 2022 and approved resolution plan, 5,00,00,000 Equity Shares of Rs. 10/- each at PAR, aggregating to Rs. 50 Crores, were issued and allotted to GSEC & its affiliates on 17<sup>th</sup> September, 2022.

Further, there is a reduction of existing share capital of the company as per the approved resolution plan, to the extent of 99% of the existing listed Share Capital of the Company w.e.f. 17<sup>th</sup> September, 2022. After reduction, the earlier share Capital Stands to 2697106 Equity Shares of Rs. 10 each. The Company has already received the In-principal approval of listing from National Stock Exchange Limited and BSE Limited vide their letters dated 16<sup>th</sup> March, 2023 and 2<sup>nd</sup> June, 2023, respectively. The Company has already commenced the process of Corporate Actions for 99% extinguishment and 1% credit of equity shares in the demat account of Shareholders.

There has been no change in the Authorized Share Capital but the existing Issued and Paid-up Share Capital (after new issue of shares to promoters and reduction of existing listed Share Capital) is 52697106 (five crore twenty-six lakhs ninety-seven thousand one hundred and six) equity shares of Rs 10/- (Rupees ten) each aggregating to Rs 52,69,71,060/- (Rupees fifty-two crores sixty-nine lakhs seventy-one thousand and sixty).

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the financial year under review:

- a. Issue of equity shares with differential rights as to dividend, voting or otherwise.
- b. Issue of shares (including sweat equity shares) to employees of the Company under any scheme including Employee Stock Option Scheme.
- c. Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees.

**Significant and Material Orders passed by the Regulators or Courts:**

During the period under the review, the Honorable Supreme Court vide its order dated 17<sup>th</sup> July, 2023, has dismissed the petition filed by the company against Regional Provident Fund Commissioner Vadodara against demand of Rs. 2.42 crore vide order dated 17<sup>th</sup> July, 2023.

**Management Discussion & Analysis Report:**

Management Discussion and Analysis Report for the financial year under review, as stipulated under Regulation 34(2)(e) of Listing Regulations is presented in a separate section forming part of the Integrated Annual Report.

**Internal Financial Control Systems:**

Pursuant to taking over of the operations of the Company by the new management, the Company is putting in place a framework for Internal Financial Controls, commensurate with the size, scale and complexity of the Company's operations.

**Risk Management:**

Post acquisition, the Company is putting in place an enterprise risk management framework for identifying risks and opportunities that may have a bearing on the organization's objectives, assessing them in terms of likelihood and magnitude of impact and determining a response strategy.

The Board to the best of its knowledge states that, there are at present no such risks that threaten the existence of the Company.

**Implementation of Various Policies / Code of Conduct:**

The newly Reconstituted Board has approved and implemented the various policies / Code of Conduct in terms of requirement of SEBI (LODR) Regulations, 2015 including other SEBI Regulations, amendments/ circulars and the Companies Act, 2013 read with applicable rules. The same are available on the website of the Company at weblink (<https://www.dicabs.com/policies-code-of-conduct-and-practices.aspx>)

**Particular of Employees:**

During the year under review, not a single employee is falling within the criteria of requisite disclosures as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and hence not required to be furnished.

**Director Responsibility Statement:**

Members may kindly note that, the Directors of the Reconstituted Board were not in office for the period to which this report primarily pertains. During the CIRP (i.e., between 24<sup>th</sup> August, 2018 to 17<sup>th</sup> September, 2022), Resolution Professional was entrusted with and responsible for the management of the affairs of the Company. The Reconstituted Board is submitting this report in compliance with the Companies Act, 2013 and Listing Regulations and the Directors, as on date, are not to be considered responsible to discharge fiduciary duties with respect to the oversight on financial and operational health of the Company and performance of the management for the period under review and also prior to the acquisition.

The Reconstituted Board of Directors have been in the office since September 17, 2022. Consequently, the Reconstituted Board has only a limited/ part of year overview of the effectiveness of the internal financial and other controls of the Company for the financial year 2022-23. Accordingly, pursuant to Section 134(5) of the Act, the Reconstituted Board of Directors, based on the knowledge/ information gained by them, about the affairs of the Company, in a limited period of time and based on understanding of the then existing processes of the Company and to the best of their knowledge state that:

- A. in the preparation of the annual accounts for the year 2022-23, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- B. such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year ended March 31, 2022 under review and of the loss of the Company for that period.
- C. the annual accounts of the Company have been prepared on a going concern basis;

**Sexual Harassment Policy:**

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has already formed a committee for the same.

**Auditors:****Internal Auditors:**

As per the recommendation of the Audit Committee, the Board of Directors of the Company at its Meeting held on 11<sup>th</sup> February, 2022 appointed M/s. PricewaterhouseCoopers Services, LLP, Chartered Accountants, Mumbai as Internal Auditors for conducting Internal Audit of the Company for the period from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023. The Internal Auditors independently evaluate the internal controls, adherence to and compliance with the procedures, guidelines and statutory requirements. The Audit Committee of Directors periodically reviews the reports of the Internal Auditors and the corrective actions if any, are taken by the Management.

**Statutory Auditors:**

M/s. A Yadav & Associates LLP, Chartered Accountants (FRN: 129725W/100686) were appointed as Statutory Auditors of the Company of for a period of second term from 1<sup>st</sup> April, 2022 to 30<sup>th</sup> September, 2023. The necessary form was also filed with the Registrar of Companies, Gujarat.

Now, the Audit Committee of the Company has proposed for the appointment of Ms. Naresh & Co., Chartered Accountants, Vadodara (FRN 106928 W) from whom the company has received consent letter dated 25<sup>th</sup> July, 2023 expressing their willingness to be appointed for a period of five years from the date of this Annual General Meeting till the conclusion of the AGM of year 2028, FY 2023-28 and to the effect that their appointment, if made is within the prescribed limits under Section 141 of the Companies Act, 2013 and that they are not disqualified for appointment. The matter is placed for consideration of members in the Notice of Annual General Meeting.

**Auditors Report:**

The Statutory Auditors of the Company has in general provided the following qualifications in its Audit Report, which are not specifically numbered the same. However, we are providing herewith the reply to the said qualifications.

The report of Auditors and notes forming part of the Accounts are attached along with the Annual Report.

**Qualification :1.**

The Company did not produce us the Statutory Registers and records as required to be maintained and kept by it under the provisions of the Companies Act, 2013.

**Reply:**

The Company has been admitted to undergo Corporate Insolvency Resolution Process (CIRP) vide the order of the Hon'ble NCLT, Ahmedabad bench w. e. f. 24<sup>th</sup> August, 2018. The affairs of the Company are administered by the Resolution Professional, since the powers of the Board of Directors of the Company are suspended. So, the said remark is for the period from 1<sup>st</sup> April, 2022 to 17<sup>th</sup> September, 2022. After that the company has regularly maintaining all Statutory registers and records as per the legal requirements.

**Qualification :2**

The Company has not filed any forms or returns with the Registrar of Companies or Regional Director, Central Government, the Tribunal, Court or other statutory authorities like PF, ESI, labour law etc. during the year under review.

**Reply:**

The Company has been admitted to undergo Corporate Insolvency Resolution Process (CIRP) vide the order of the Hon'ble NCLT, Ahmedabad bench w. e. f. 24<sup>th</sup> August, 2018. The affairs of the Company are administered by the Resolution Professional, since the powers of the Board of Directors of the Company are suspended. So the said remark is for the period from 1<sup>st</sup> April, 2022 to 17<sup>th</sup> September, 2022. After that the company has regularly filed the necessary forms, documents, etc. with the necessary Government authorities.

**Qualification :3**

The company has not complied with Ind AS – 19, with respect to employee benefits. Actuarial valuation certificate has not been obtained for gratuity and other post-employment benefits.

**Reply:**

The Company has been admitted to undergo Corporate Insolvency Resolution Process (CIRP) vide the order of the Hon'ble NCLT, Ahmedabad bench w. e. f. 24<sup>th</sup> August, 2018. The affairs of the Company are administered by the Resolution Professional, since the powers of the Board of Directors of the Company are suspended. As per approved resolution plan, the Company has provided payment of Old employees dues and all unclaimed statutory payments unpaid up to trigger date were written off in compliance with approved resolution plan. Therefore, no employees' dues are payable as on date of reporting period. We are in the process of getting the Actuarial Valuation of Gratuity and Leave Encashment for current financial year.

**Qualification :4**

Internal Audit Report were not available for the full year of operations, so we are not able to give our comments on internal control in the company.

**Reply:**

The Company has been admitted to undergo Corporate Insolvency Resolution Process (CIRP) vide the order of the Hon'ble NCLT, Ahmedabad bench w. e. f. 24<sup>th</sup> August, 2018. The affairs of the Company are administered by the Resolution Professional, since the powers of the Board of Directors of the Company are suspended. The new management of the Company/ Audit Committee has appointed M/s. Pricewaterhouse Coopers Services LLP ('PwC') as the Internal Auditors of the Company with effect from 11<sup>th</sup> February, 2023 for undertaking the Internal audit work of FY 2022-23 and the first Internal Auditor report was presented by them before the Audit Committee at its meeting held on 29<sup>th</sup> July, 2023.

**Secretarial Auditor:**

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, CS Anish B. Shah, A. Shah & Associates, were appointed as the Secretarial Auditors of the Company to conduct the Secretarial Audit for the year ended 31 March 2023.

The Secretarial Audit Report (MR-3) for the Financial Year ended 31 March 2023, is set out in **Annexure- B** to this report. The Qualifications stated in the Secretarial Audit Report are Self-explanatory.

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed CS Tarun Sukhwani, Practicing Company Secretaries, Vadodara to undertake the Secretarial Audit of the Company for the year 2023-24.

**Cost Auditors and Cost Audit Records:**

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is not required to maintain the Cost Records and Cost Accounts. Hence, the appointment of Cost Auditors is not applicable to the Company.

**Particulars of contracts or arrangements with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013:**

The Audit Committee of Directors at its Meeting held on 11<sup>th</sup> February, 2023 has accorded omnibus approval to execute transactions with related parties up to the value of Rs. 140.20 Crore. (Including the transaction values of Rs. 100 cr. as per the approved resolution plan of NCLT) During the Financial Year, the transactions entered into by the Company with Related Parties were in the ordinary course of business at arm's length price and/or within the omnibus approval granted by the Audit Committee. The Company has not entered into contracts / arrangements / transactions with Related Parties which could be considered material in accordance with Section 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 and the Policy of the Company on Related Party Transactions. Since, all the contracts / arrangements / transactions with Related Parties during the year were in the ordinary course of business and/or the same were at arm's length as well as under the special omnibus approval route and not being material transaction as defined under the Act / Rules, disclosure in Form AOC-2 under Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is not required.

In lines with amendments in the Listing Regulations, the Policy on Related Party Transactions and Material Subsidiaries Policy was amended and approved by the Board of Directors during the Financial Year. The said Policies may be accessed on the Company's Website at the weblink: <https://www.dicabs.com/pdf/policies-cod/Related-Party-Transactions-Policy.pdf>

Your directors draw attention of the Members to Note No. 33 to the Financial Statements which sets out Related Party disclosures

**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo:**

Information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is given in the **Annexure - C** to this report.

**Code of Conduct and business Ethics:**

The Company has adopted a code of conduct for prevention of Insider Trading and Business Ethics for Directors and Senior Management Personnel of the Company, as per Regulation 17 of SEBI (LODR) Regulations, 2015.

**Whistle Blower Policy:**

The Company has formulated a Vigil Mechanism-cum-Whistle Blower Policy ("Policy") as per the requirements of Section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI Listing Regulations. The Policy is applicable to all Directors and Employees of the Company. As per the Policy, a whistle blower can make protected disclosures to the Chairman of the Audit Committee. During the Financial Year 2022-23, no unethical and/or improper practice or any other wrongful conduct in the Company by any person was reported under the said Policy.

The said policy can be accessed on the website of the Company at weblink: <https://www.dicabs.com/pdf/policies-cod/Policy-on-Vigil-Mechanism-Whistle-Blower.pdf>

**Familiarization Programme of Independent Directors:**

In compliance with the requirement of SEBI (LODR) Requirements 2015, the Company has put in place a familiarization program for Independent Directors to familiarize them with their roles, rights and responsibilities as Directors, the operations of the Company, business overview etc. The details of the familiarization program is available on the website of the company.

**Declaration of Independent Directors:**

All the Independent Directors have given their declaration to the Company stating their independence pursuant to Section 149(6) of the Companies Act, 2013 and complied with the code for Independent Directors prescribed in schedule IV of the Companies Act, 2013 and Regulation 16(1) (b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. They have further declared that they are not debarred or disqualified from being appointed or continuing as directors of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority. In the opinion of Board, all the Independent Directors are persons of integrity and possess relevant expertise and experience including the proficiency.

All the Independent Directors of the company are registered with the Indian Institute of Corporate Affairs (IICA) as notified by the Central Government under Section 150(1) of the Companies Act, 2013.

The terms and conditions of the appointment of Independent Directors have been disclosed on the website of the Company and weblink of the same is <https://www.dicabs.com/pdf/policies-cod/terms-conditions-of-appointment-of-independent-directors.pdf>

**Website of your company:**

Your Company maintains a website [www.dicabs.com](http://www.dicabs.com) where detailed information of the Company and specified details in terms of the Companies Act, 2013 and SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 has been provided.

**Insurance:**

The Company's plant, property, equipment and stocks are adequately insured against major risks. The Company has also taken Directors' and Officers' Liability Insurance Policy to provide coverage against liability arising on them.

**Listing with Stock Exchanges:**

Your Company is listed with the BSE Limited and National Stock Exchange of India Limited and the Company has paid the annual listing fees for the financial year 2023 – 24 to both the Stock Exchange.

**Audit Committee:**

The Company has an Audit Committee as per Section 177 of the Companies Act, 2013 read with the rules framed thereunder and Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The details of composition of Audit Committee and other details relating to the same are given in the Report of Corporate Governance forming part of this Report. During the Financial Year 2022-23, there has been no instance where the Board has not accepted the recommendations of the Audit Committee. There was no instance of fraud during the year under review.

**Corporate Social Responsibility:**

As per section 135 of the Companies Act, 2013, the Company is not required to undertake any CSR activities for the financial year 2022-23 and accordingly information required to be provided under Section 134 (3) (o) of the Companies Act, 2013 read with the Rule 9 of the Companies (Accounts) Rules, 2014 in relation to disclosure about Corporate Social Responsibility are currently not applicable to the Company.

**General Disclosure**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a. Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees.
- b. Issue of sweat equity shares.
- c. Issue of equity shares with differential rights as dividend, voting or otherwise.

d. Issue of employee stock options scheme.

e. There was no application made or proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year. However, the Company was admitted in Corporate Insolvency Resolution Process (CIRP) on 24th August, 2018. The Hon'ble NCLT, Ahmedabad bench, vide its order dated 20th June, 2022 approved the Resolution Plan submitted by the Successful Resolution Applicant.

f. There has been no instance of valuation done for settlement or for taking loan from the Banks or Financial Institutions

**Acknowledgement:**

Your directors wish to thank the Company's customers, vendors, suppliers and investors for their continuous support. The Directors also thank the Banks, Financial Institutions, shareholders, Stock Exchanges and concerned Government departments and agencies for their continued support.

Your directors wish to place on record their deep sense of appreciation and gratitude to the Company's employees for their hard work, co-operation and support.

**For and behalf of the Board of Directors**

**Date: 29<sup>th</sup> July, 2023**  
**Place: Ahmedabad**

**Maheswar Sahu (Retd IAS)**  
**Chairman**  
**DIN: 00034051**



## ANNEXURE-A

## CORPORATE GOVERNANCE REPORT

Your director's present the company's Corporate Governance Report for the year ended 31<sup>st</sup> March, 2023 in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosures Requirements), 2015 ("Listing Regulations").

The Company was admitted in Corporate Insolvency Resolution Process (CIRP) on 24<sup>th</sup> August, 2018. The Hon'ble NCLT, Ahmedabad bench, vide its order dated 20<sup>th</sup> June, 2022 approved the Resolution Plan submitted by the Successful Resolution Applicant.

For the period between August, 2018 to August, 2022 company was not operating as management was suspended during the said period. The Management and control of the Company, during the said period was entrusted with the Resolution Professional. The mechanism of management of affairs of the company after approval of plan was vested with Monitoring Committee and Resolution Professional till plan is being implemented fully. A new Board was constituted on 17<sup>th</sup> September, 2022 and a new management was put in place, as a good corporate governance practice it has been decided to comply with certain provisions of Companies Act, 2013 and the Securities and Exchange Board of India (LODR) Regulations, 2015.

### 1. Company's philosophy on Corporate Governance

Your Company's philosophy on Corporate Governance oversees business affairs and strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising of customers, vendors, investors, shareholders, employees and the society at large.

Your Company envisages on attaining higher level of transparency, accountability for efficient and ethical conduct of conscience, integrity of business. The Company believes in adopting the best practices in the area of Corporate Governance.

The Company has strong legacy of fair, transparent and ethical governance practices. The Directors present below the Company's policies and practices on Corporate Governance.

### 2. Board of Directors

Since the powers of the Board stood suspended with effect from 24<sup>th</sup> August, 2018 i.e., the date when company was admitted in Corporate Insolvency Resolution Process (CIRP). A new Board of Directors was constituted on 17<sup>th</sup> September, 2022 and a new management was put in place. The business of the Company is conducted under the directions of the Board. An active, well informed and independent Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties.

#### a. Composition and category of Directors:

In terms of the SEBI (LODR) Regulations, 2015 the Company undergoing CIR process does not required to comply with Regulation 17 dealing with the composition of the Board of Directors. Further pursuant to the approval of the Resolution plan, the earlier Board ceased to exist and a new Board was reconstituted comprising of the following directors:

The business of the Company is conducted under the directions of the Board. An active, well informed and independent Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. The Board is in overall control and responsible for the working of the Company. He gives strategic directions, lays down the policy guidelines and ensures the implementation of the decisions of the Board and its committees. The Composition of the Board of Directors, with reference to the number of Executive and Non-Executive Directors, meet with the requirements of the Code of Corporate Governance.

As on March 31, 2023, the Board comprises such number of Non-Executive, Executive and Independent Directors as required under applicable legislation. The Company has six Directors comprising of One Executive Directors holding offices of

Executive Director and Five Non-Executive Directors out of which three are Independent Directors including a Woman Director. As on date of this Report, the composition of Board is in conformity with Regulation 17 of Listing Regulations read provisions of section 149(1) of the Companies Act, 2013 and Rules made there under. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2023 have been made by the Directors.

Sr. No.	Name of Directors	Category	Designation
1	Mr. Maheswar Sahu	Non - Promoter	Chairman and Non – Executive Independent Director
2	Mr. Om Prakash Tiwari		Whole Time Director (ED – Technical)
3	Mr. Rabindra Nath Nayak		Non – Executive Independent Director
4	Ms. Urvashi Shah		Non – Executive Independent Director
5	Mr. Rakesh Shah	Promoter	Non – Executive Director
6	Mr. Himanshu Shah		Non – Executive Director

**b. Attendance of each director at the meeting of the Board of Directors and the last Annual General meeting:**

During the period under review, Six Board meetings and One Annual General Meeting were conducted. The details of the attendance of the Directors are as detailed below:

Sr. No	Name of Directors	Number of Board meetings held during the tenure	No. of Board Meetings (attended)	Whether attended last AGM (Yes/No)
1	Mr. Maheswar Sahu	6	5	Yes
2	Mr. Rakesh Shah	6	5	Yes
3	Mr. Himanshu Shah	6	5	No
4	Mr. Om Prakash Tiwari	6	5	Yes
5	Mr. Rabindra Nath Nayak	6	5	Yes
6	Ms. Urvashi Shah	6	3	No

**c. Number of other Board of Directors or committees in which a director is a member or Chairperson:**

Sr. No.	Name of Directors	No. of other Directorship held	No. of membership/Chairmanship in other Board committees		Category of Directorship and name of the other Listed Companies as on 31 <sup>st</sup> March, 2023
			Membership	Chairmanship	
1	Mr. Maheswar Sahu	6	5	2	Non – Executive Independent Director: 1. Maruti Suzuki India Limited 2. Amubja Cements Limited
2.	Mr. Rakesh Shah	4	--	--	--
3.	Mr. Himanshu Shah	1	--	--	--
4.	Mr. Om Prakash Tiwari	--	--	--	--
5.	Mr. Rabindra Nath Nayak	3	--	--	--
6.	Ms. Urvashi Shah	2	2	--	Non – Executive Independent Director: 1. Meghmani Organics Limited

**Notes:**

Directorships are reported for listed and unlisted public companies (other than Diamond Power Infrastructure Limited) but excludes private limited companies, foreign companies, section 8 companies and alternate directorships.

The Committee represents the Membership/Chairmanship of two committees viz. audit committee and stakeholders' relationship committee of Listed and Public Limited companies other than Diamond Power Infrastructure Limited.

**d. Number of meetings of Board of Directors held and dates on which held:**

Board Meetings are governed by structured agenda. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. The Company Secretary in consultation with the Directors & senior management prepares the detailed agenda for the meetings. However, the period under review commenced from 17<sup>th</sup> September, 2022 and accordingly, the Board meetings were held.

Apart from the above, additional are convened by giving appropriate notice to address the specific business requirements of the Company. In case of business exigencies or urgency of matters, resolutions are also passed by way of circulation.

In compliance with regulation 17 of the Listing Regulations and as required under the Act, the Board meets at least once in each quarter and the gap between any two Board meetings was not more than 120 days. During the year under review, 6 (Six) Board meetings were held on 17<sup>th</sup> September, 2022, 7<sup>th</sup> November, 2022, 14<sup>th</sup> November, 2022, 14<sup>th</sup> December, 2022, 30<sup>th</sup> December, 2022 and 11<sup>th</sup> February, 2023.

**e. Disclosure of relationships between Directors inter-se:**

None of the Directors of the Company are related to each other and there are no inter-se relationships between the Directors as on 31<sup>st</sup> March, 2023.

**f. Number of shares and convertible instruments held by Non-Executive Directors:**

The details of the Equity Shares held by the Non-Executive Directors are as under:

Sr. No.	Name of the Non-Executive Director	No. of Equity shares held	% of Total Share Capital
1	Mr. Himanshu Shah	80,00,000	15.18
2	Mr. Rakesh Shah	35,00,000	6.64

**g. Familiarization programmes:**

An appointment letter is issued to a newly appointed Independent Director containing the terms of appointment, duties and responsibilities. The existing Independent Directors, have been familiarized with the Company, their roles and responsibilities in the Company, the nature of the industry in which the Company operates, the business model of the Company etc. Pursuant to Regulation 25(7) of SEBI (LODR) Regulations, 2015 The quarterly financial details are also accompanied with various analytical reports so as to help the directors understand the performance in a better way. The objective is to understand company's business, industry and environment which it functions. A Policy of the Company on familiarization programme is available on the website of the Company by clicking a link <https://www.dicabs.com/pdf/policies-cod/familiarisation-program-for-independent-directors.pdf>

**h. A chart or a matrix setting out the skills/expertise/competence of the Board of Directors:**

The Board comprises of members who possess requisite skills of providing guidance and direction to the operating management of the company and laying down the framework for maintenance of high standards of governance and accountability. Since the Non – Executive Independent Directors are not required to involve themselves in the day-to-day operations and day to day strategies of running the business, no strict specific domain qualification or domain expertise can be prescribed for them.

Sr. No.	Name of Directors	Core Skills/Expertise/Competencies
1	Mr. Maheswar Sahu	Leadership, Financial Expertise, Risk & Corporate Governance
2	Mr. Rakesh Shah	Business leadership, General Management, Finance & Risk Management
3	Mr. Himanshu Shah	Business leadership, General Management, Finance & Risk Management
4	Mr. Om Prakash Tiwari	Business strategy, Business Process, Manufacturing, Resource Development
5	Mr. Rabindra Nath Nayak	Finance, Governance, Risk Management & Corporate Strategy.
6	Ms. Urvashi Shah	Finance, Legal, Governance, Risk Management & Corporate Strategy

i. **Confirmation that in the opinion of the Board, the Independent Directors fulfill the conditions specified in these Regulations and are independent of the management:**

Based on the declaration submitted by the Independent Directors of the Company provided at the beginning of the Financial Year 2023-24, the Board hereby certify that all the Independent Directors appointed by the Company fulfils the conditions specified in these regulations and are independent of the management.

j. **Detailed reasons for the resignation of the Independent Director who resigns before the expiry of his tenure along with a confirmation by such director that there are no other material reasons other than those provided: None**

3. **Board Committees:**

The Board Committees play a vital role in strengthening the Corporate Governance practices and focus effectively on the issues and ensures expedient resolution of the diverse matters. The Committees also make specific recommendations to the Board on various matters when required. All observations, recommendations and decisions of the committees are placed before the Board for information and/or for approval.

The Company has at present the following committees namely;

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee

**Audit Committee:**

The terms of reference of Audit Committee are wide enough to cover the matters specified for Audit Committee under Listing Regulations, as well as in Section 177 of the Companies Act, 2013 and Regulation 18(3) and Schedule II – Part C of Listing Regulations. The brief terms of reference of the Audit Committee are broadly as under:

Sr. No.	Terms of Reference
1.	The recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
2.	Review and monitor the auditor's independence and performance and effectiveness of audit process.
3.	Examination of the Financial Statement and the Auditors' Report thereon.
4.	Approval or any subsequent modification of transactions of the Company with related parties.
5.	Scrutiny of inter-corporate loans and investments.
6.	Valuation of undertakings or assets of the Company, wherever it is necessary.
7.	Evaluation of internal financial controls and risk management systems.
8.	Monitoring the end use of funds raised through public offers and related matters.

**Composition, Meetings and Attendance of the Audit Committee:**

During the Financial year ended on 31st March, 2023, four meetings of the Audit Committee were held i.e., 7<sup>th</sup> November, 2022, 14<sup>th</sup> November, 2022, 14<sup>th</sup> December, 2022 and 11<sup>th</sup> February, 2023. The intervening gap between two meetings did not exceed 120 (one hundred and twenty) days. The composition of the Audit Committee and the meeting attended by its members during FY 2022-23 are given below:

Sr. No.	Name of members	Designation	Category in the Board	Number of meetings held during the year	Attended
1.	Mr. Maheswar Sahu	Chairman	Chairman and Non – Executive Independent Director	4	4
2.	Mr. Rabindra Nath Nayak	Member	Non – Executive Independent Director	4	4
3.	Mr. Himanshu Shah	Member	Non – Executive Director	4	3

The Committee has freedom to invite executives, as it considers appropriate (particularly the head of finance function). The Chief Financial Officer, Representative of Internal Auditors, Representative of Statutory Auditors are invited to attend the meetings the head of Internal Audit, Statutory Auditors.

Mr. Maheswar Sahu, Chairman of the committee has attended the last Annual General Meeting held on 14<sup>th</sup> December, 2022. Composition of the Committee is available on company's website: [www.dicabs.com](http://www.dicabs.com)

#### Nomination and Remuneration Committee

The brief terms of reference are as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19(4) of the Schedule II - Part D to the Listing Regulations, inter alia include;

Sr. No.	Terms of Reference
1.	Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
2.	Formulation of criteria for evaluation of Independent Directors and the Board;
3.	Devising a policy on Board diversity;
4.	Identifying persons who are qualified to become directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
5.	Whether to extend or continue the terms of appointment of Independent Director, on the basis of the report of performance evaluation of Independent Directors

During the year under review, the Committee met for one time on 11<sup>th</sup> February, 2023. As on 31<sup>st</sup> March, 2023, the composition of the Nomination and Remuneration Committee and the details of meetings attended by its members are given below:

Sr. No.	Name of members	Designation	Category in the Board	Number of meeting held during the year	Attended
1.	Mr. Rabindra Nath Nayak	Chairman	Non – Executive Independent Director	1	1
2.	Mr. Maheswar Sahu	Member	Chairman & Non – Executive Independent Director	1	1
3.	Mr. Rakesh Shah	Member	Non – Executive Director	1	1

#### Performance evaluation criteria for Independence Directors:

- Participation in Board in terms of adequacy (time & content).
- Contribution through expertise and perspective.
- Guidance / support to Management outside Board / Committee meetings

#### Stakeholders Relationship Committee:

The composition of the Stakeholders Relationship Committee is in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations, as detailed below:

Sr. No.	Terms of Reference
1	Oversee and review all matters connected with the transfer/ transmission of the Company's securities;
2	Monitor redressal of investors'/ shareholders'/ security holders' grievances;
3	Oversee the performance of the Company's Registrar and Transfer Agents;
4	Approval and monitoring of dematerialization of shares and all matters incidental thereto;
5	Issue of share certificate on dematerialization of shares from time to time.

Sr. No.	Name of members	Designation	Category in the Board	Number of meetings held during the year	Attended
1.	Mr. Himanshu Shah	Chairman	Non – Executive Director	1	1
2.	Mr. Rakesh Shah	Member	Non – Executive Director	1	1
3.	Mr. Urvashi Shah	Member	Non – Executive Independent Director	1	1

Address of Compliance officer: Phase II, Vadadala, Savli, Dist. Vadodara. 391 520

Company Secretary of the Company acts as Secretary & Compliance Officer to the Committee. Shareholders Complaints are redressed through SEBI Complaints Redress System (SCORES).

All correspondences/queries were replied satisfactorily to the members. The Status of members complaints received, resolved and pending at year end is as under:

Sr. No.	Details of Investor Complaints	No. of Complaints
1	Number of Investor Complaints pending at the beginning of the year	0
2	Number of Investor Complaints received during the year under review	0
3	Number of Investor Complaints resolved of during the year under review	0
4	Complaints not solved to the satisfaction of shareholders during the year	0
5	Number of Investor Complaints Unresolved at the end of the year	0

**Name, Designation and Contact details of Compliance Officer:**

Mr. Tushar J. Lakhmapurkar  
 VP - Legal & Company Secretary  
 Diamond Power Infrastructure Limited  
 Vadadala, Phase - II, Savli, Vadodara - 391520, Gujarat  
 Ph. No. - +91 7490028892  
 Email - tushar.lakhmapurkar@dicabs.com

**4. Risk Management Committee: Not applicable**

**5. Senior Management:**

Since the company was under the CIRP for last 4 years plus, the new recruitments were made during the period under review w.e.f. 17<sup>th</sup> September, 2022.

**6. Remuneration of Directors:**

The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The Company endeavors to attract, retain, develop and motivate the high caliber executives and to incentivize them to develop and implement the Group's Strategy, thereby enhancing the business value and maintain a high-performance workforce. The policy ensures that the level and composition of remuneration of the Directors is optimum.

- a. There are no pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company during the year other than in the nature of sitting fee, which they are entitled to as a director, as detailed below.

- b. Criteria of making payments to Non – Executive Directors. Alternatively, this may be disseminated on the listed entity's website and reference drawn thereto in the annual report;

Sr. No.	Name	Category	Sitting fees
1.	Mr. Maheswar Sahu	Non – Executive Independent Director	275000
2.	Mr. Rakesh Shah	Non – Executive Director	Nil
3.	Mr. Himanshu Shah	Non – Executive Director	Nil
4.	Mr. Rabindra Nath Nayak	Non – Executive Independent Director	275000
5.	Mr. Urvashi Shah	Non – Executive Independent Director	100000

- c. Disclosure with respect to remuneration paid to Executive Director during Financial Year 2022 – 23 is as follows:

Mr. Om Prakash Tiwari as Whole Time Director (Executive – Technical) is appointed for a period of 3 (three) years from 17<sup>th</sup> September, 2022 at a remuneration with Fixed Salary of Rs. 2,50,000/- per month and variable Salary of Rs. 5,00,000 per quarter (as computed in terms of achievement criteria of Key Result Areas (KRAs) as decided with the management of the Company) for the First year and from Second year onwards, as may be decided by and between management of the Company during the tenure of his service pursuant to Section 196, 197 & 203 and Schedule V of the Companies Act, 2013.

The notice period and severance fee, if any, are governed by the applicable rules of the Company at the relevant point in time. Presently, the Company does not have a scheme for grant of stock options to its employees.

## 7. General Meeting:

- a) **Details of last three Annual General Meeting –**

The last Annual General Meeting (AGM) was held on 14<sup>th</sup> December, 2022. Before the issue of NCLT order dated 20<sup>th</sup> June, 2022, for a period of more than 4 years, w.e.f. April, 2018, the Company was under the process of Corporate Insolvency Resolution and hence no Annual General meetings was held during the said periods.

- b) **Details of resolutions passed by way of postal ballot –**

No postal ballot conducted during the financial year 2022-23. There is no immediate proposal for passing any resolution through postal ballot.

## 8. Means of Communication:

The Unaudited Financial Results for every Quarter and the Annual Audited Financial Results of the Company, in the prescribed format are taken on record by the Board and are submitted to NSE & BSE.

The same are published, within 48 hours, in Financial Express (English & Gujarati) newspapers.

The Quarterly / Annual Results are also posted on the Company's website at [www.dicabs.com](http://www.dicabs.com) and also on the website of the BSE Limited and National Stock Exchange of India Limited.

**Website:** The Company's website at [www.dicabs.com](http://www.dicabs.com) contains, inter alia, the updated information pertaining to quarterly, half-yearly and annual financial results, annual reports, official press releases, the investor / analyst's presentations, details of investor calls and meets, shareholding pattern and announcements.

All the Official news releases are disseminated on the website of the Company.

No presentations were made to the institutional investors or to the analysts during the year under review.

## 9. General Shareholders Information:

### a. Annual General Meeting –

The 31<sup>st</sup> Annual General Meeting will be held on Saturday, 30<sup>th</sup> September, 2023 at 12:00 Noon physically at Registered Office of the Company. Date of Book Closure – Saturday, 23<sup>rd</sup> September, 2023 to 30<sup>th</sup> September, 2023. (Both days inclusive)

### b. Tentative Financial Calendar of Board meeting –

Financial Year 1st April, 2023 to 31st March, 2024	
Adoption of Quarterly Results for the quarter ending	Date of Adoption
June – 2023	On or before 14th August, 2023
September – 2023	On or before 14th November, 2023
December – 2023	On or before 14th February, 2024
March – 2024	On or before 30th May, 2024

c. **Dividend Payment Date:** The Board of Directors of the Company has not recommended any Dividend for the FY 2022 – 23.

### d. Listing on Stock Exchange

Stock Exchange	Scrip code/ symbol
National Stock Exchange Limited Exchange Plaza, C -1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400051	DIAPOWER
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 40001	522163

Listing fees to Stock Exchange – The Company has paid the Listing fees to BSE Limited and National Stock Exchange.

e. **Stock market price:** High low during each month of this financial year:

The High and low of the share price of the company during each month of the financial year 2022-23 at NSE and BSE were as under:

Month	BSE LTD		NSE LTD	
	Month's High Price	Month's Low Price	Month's High Price	Month's Low Price
April 2022	1.54	1.4		
May 2022	1.77	1.61		
June 2022	1.77	1.77		
July 2022	1.85	1.77	-	-
August 2022	1.94	1.85	-	-
September 2022	1.94	1.94	-	-
October 2022	-	-	-	-
November 2022	-	-	-	-
December 2022	-	-	-	-
January 2023	-	-	-	-
February 2023	-	-	-	-
March 2023	-	-	-	-

(Source – This information is compiled from the data available from the websites of NSE Ltd and BSE Ltd.)

Note: The Securities of the Company were suspended for trading during the CIRP period and also to give effect of the Reduction of Equity Share Capital in terms of the approved Resolution Plan. The trading in securities has not been re-commenced. Hence the Market Price data for the interim period is not available.



**f. Registrar and Transfer Agent:**

M/s. KFin Technologies Ltd.	
Karvy Selenium, Tower – B	
Plot no. 31 & 32,	
Financial district,	
Nanakramguda,	
Serilingampally Mandal,	
Hyderabad – Telangana 500032	
Tel No. 040 – 6761500 / 18003454001	Fax - 040 - 23001153 / 23420814
Email - einward.ris@karvy.com	Website - www.karvycomputershare.com

The Shareholders are requested to address all their communications/suggestions/grievances to Registrar and Transfer Agents at the above address.

**g. Share Transfer System:**

During the period under review, the Equity Shares of the Company are suspended for trading at both the Stock Exchanges due to past non-compliances during CIRP period and now the corporate actions for the Reduction of Share Capital. The Board has delegated the authority for approving transfer, transmission, splitting, consolidation, dematerialization, re-materialization etc. of the Company's securities to the Stakeholder's Relationship Committee of the Company. During the period under review, as the securities of the Company are suspended, no report of share transfer/transmission are placed before the Committee.

**h. Distribution of Shareholding as on 31<sup>st</sup> March, 2023:**

Sr. No.	No. of Equity Share held	No. of Shareholder	% of Shareholders	No. of Shares	% of Shareholding
1	1-5000	15116	65.375	2777167	1.0297
2	5001- 10000	3303	14.2851	2678730	0.9932
3	10001- 20000	1816	7.854	2829741	1.0492
4	20001- 30000	749	3.2393	195309	0.7241
5	30001- 40000	374	1.6175	1355062	0.5024
6	40001- 50000	419	1.8121	2004675	0.7433
7	50001- 100000	638	2.7593	4923555	1.8255
8	100001& Above	707	3.0577	251188659	93.1326
	<b>Total</b>	<b>23122</b>	<b>100</b>	<b>269710679</b>	<b>100</b>

**i. Summary of Shareholders & Shares held in Physical and Demat mode as on 31<sup>st</sup> March, 2023:**

Sr. No.	Description	No. of Shareholder	% of Shareholders	No. of Shares	% Equity
1	PHYSICAL	2722	11.53	906106	0.34
2	N S D L	11021	46.69	239347570	88.74
3	C D S L	9862	41.78	29457003	10.92
	<b>Total</b>	<b>23605</b>	<b>100</b>	<b>269710679</b>	<b>100</b>

**j. Summary of Shareholding Pattern as on 31<sup>st</sup> March, 2023:**

Sr. No.	Category of Shareholders	No. of Shareholder	No. of Shares held	% of Total Shareholding
1	Promoter & Promoter Group	13	3,07,70,802	11.41
2	Mutual Funds/ Venture Capital Fund	-	-	-

3	Insurance Companies	-	-	-
4	Provident Funds/ Pension Funds	-	-	-
5	Banks	10	17,97,56,670	66.65
6	NBFC Registered with RBI	2	1,52,333	0.06
7	Other Financial Institutions	-	-	-
8	Foreign Direct Investments/ Foreign ventures etc.	-	-	-
9	Foreign Portfolio Investors	3	20,89,853	0.77
10	IEPF	1	5,16,989	0.20
11	Resident Individuals	21,987	4,27,76,028	15.86
12	Non-Resident Indians	361	17,44,255	0.64
13	Bodies Corporates	164	59,67,888	2.21
14	Any Other	595	59,35,861	2.20
	Total...	23,136	26,97,10,679	100.00

In terms of the NCLT order dated 20<sup>th</sup> June, 2022 and approved resolution plan, 5,00,00,000 Equity Shares of Rs. 10/- each at PAR, aggregating to Rs. 50 Crores, were issued and allotted to GSEC & its affiliates on 17<sup>th</sup> September, 2022. Further, there is a reduction of existing share capital of the company as per the approved resolution plan, to the extent of 99% of the existing listed Share Capital of the Company w.e.f. 17<sup>th</sup> September, 2022. The existing Issued and Paid-up Share Capital (after new issue of shares to promoter and reduction of existing listed Share Capital) is 52697106 (five crore twenty-six lakhs ninety-seven thousand one hundred and six) equity shares of Rs 10/- (Rupees ten) each aggregating to Rs 52,69,71,060/- (Rupees fifty-two crores sixty-nine lakhs seventy-one thousand and sixty).

**k. Dematerialization of shares and liquidity:**

99.6% of Equity Shares of the company are held in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 31<sup>st</sup> March, 2023. Demat security (ISIN) code for the equity shares is INE989C01012. (After Reduction of Share Capital, new INE989C01020)

At present the trading of Equity shares of the company are restricted on account of GSM – suspended due to procedural reasons.

**l. Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity.**

As of March 31, 2023, the Company does not have any outstanding GDRs / ADRs / Warrants / any other convertible instruments.

**m. Commodity price risk or foreign exchange risk and hedging activities:** Not applicable

**n. Plant Location and address/other modes for correspondence:**

Village : Vadadala, Phase - II, Tal. Savli, Dist. Vadodara, Gujarat, 391110

Website - [www.dicabs.com](http://www.dicabs.com)

Tel - 02667-251516 / 251354 & Fax - 02667-251202

Email - [tushar.lakhmapurkar@dicabs.com](mailto:tushar.lakhmapurkar@dicabs.com)

**o. List of all credit rating obtained by the entity:** The company has not obtained any credit rating during the FY 2022-23.

**10. Other Disclosures:**

- a. There were no materially significant related party transactions that may have potential conflict with the interests of the Company at large. Suitable disclosures as per requirements of IND AS 24, are made in the notes to accounts annexed to the Financial Statements. All the related party contracts / arrangements and transactions are entered into by the Company on arm's length basis and are put forth for the approval of the Audit Committee and Board of Directors, as

applicable, in compliance with the said policy. Omnibus approval from the Audit Committee has been obtained for the transactions which are within the prescribed limit. In line with requirement of the Companies Act, 2013 and Listing Regulations, your Company has formulated Related Party Transactions Policy. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties. The Related Party Transaction Policy is available on the website of the Company [www.dicabs.com](http://www.dicabs.com).

b. Details of non – compliance by listed entity during last three years –

- i. During the application of reduction of capital, the requirement letters/emails received from National Stock Exchange Limited for SOP fines of Rs. 18,78,68,179, levied on the Company. The Company has filed the waiver application with the said exchange, however no written confirmation has been received from them.
- ii. The Company has received correspondence from BSE Limited regarding dues of annual listing fees of past years of Rs.14,83,370/- and company has paid the same. However, in respect of SOP fine of BSE Limited, the Company has received a confirmation mail dated 14th February, 2023, for waiver of all past Fine / penalty dues.

Sr. No.	Compliance Requirement	Regulation	Deviation	Stock Exchange	Violation	Fine	Remarks
1	In pursuance of SEBI (DP) Regulation, 1996 the listed entity makes such disclosure within twenty-one days from the end of each half year.	76	Non – compliance	BSE	Non – compliance	78000	Waiver application filed and granted
2	In pursuance of SEBI (LODR) Regulation, 2015 the listed entity shall appoint company secretary and share transfer agent.	6(1) & 7(1)	Non – compliance	BSE	Non – compliance	92040	Waiver application filed and granted
3	In pursuance of SEBI (LODR) Regulation, 2015 the listed entity make such disclosure within forty five days from the end of each quarter.	33	Non - filing of consolidated financial result for December, 2022	BSE & NSE	Fine levied	From BSE 165200 and from NSE 265500	As the said regulation is not applicable to the company still company paid fine of BSE and the same pending at NSE and at the both stock exchanges the waiver application has been filed.
4	In pursuance of SEBI (LODR) Regulation, 2015 the listed entity make such disclosure within forty five days from the end of each quarter.	33	Non - filing of consolidated financial result for March, 2023	BSE & NSE	Fine levied	From BSE 182900 and from NSE 129800	Waiver application filed

- c. The Company has a Vigil Mechanism and whistle blower policy to deal with any instance of fraud and mismanagement. The employees of the Company are free to report violations of any laws, rules, regulations and concerns about unethical conduct to the Audit Committee under this policy. The policy ensures that strict confidentiality is maintained while dealing with concerns and also that no discrimination with any person for a genuinely raised concern. During the year under review, no employee was denied access to the Audit Committee. The Vigil mechanism and Whistle Blower Policy is available on the website of the Company [www.dicabs.com](http://www.dicabs.com)

d. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

— The Company has complied with all the mandatory requirements of Corporate Governance norms as enumerated under Schedule II to the Listing Regulations.

— The status on the compliance with the non-mandatory requirements of the SEBI Regulations is as under:

**Board:** The Chairman of the Board is Non-Executive Independent Chairman and hence the requirements of maintaining Chairman office is not applicable.

**Shareholder's rights:** The Company's financial results are published in the newspapers and are also posted on website i.e., [www.dicabs.com](http://www.dicabs.com). Hence, the financial results are not sent to the Shareholders of the Company.

**Modified Opinion(s) in Audit Report:** The financial statements presented for the year 2022-23 have qualifications which is presented in the Independent Auditor's report.

**Separate post of Chairperson and Chief Executive Officer:** The Company does have separate post of Chairman and Managing Director / Chief Executive Officer.

**Reporting of Internal Auditor:** The Internal Auditor of the Company directly reports to the Audit Committee.

— The policy for determining 'Material Subsidiaries' is available on the website of the Company [www.dicabs.com](http://www.dicabs.com) and the weblink of the same is <https://www.dicabs.com/pdf/policies-cod/Policy-on-Material-Subsidiaries.pdf> and the policy on dealing with Related Party Transactions is available on the website of the Company [www.dicabs.com](http://www.dicabs.com), and the weblink of the same is <https://www.dicabs.com/pdf/policies-cod/Related-Party-Transactions-Policy.pdf>.

— During the year, the Company has not raised any fund through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of SEBI Listing Regulations.

— The Company has taken a Certificate from Mr. A Shah & Associates, Practicing Company Secretary (Membership No. FCS - 4713 and CP No. 6560), certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/ Ministry of Corporate Affairs or any such Statutory Authority and the same forms a part of this Annual Report.

— Compliance Certificate on Corporate Governance: Mr. A Shah & Associates, Practicing Company Secretary (Membership No. FCS - 4713 and CP No. 6560), have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same forms a part of this Annual Report.

— During the year under review, the Board has accepted all the recommendations of its committees.

— Total fees for all services paid by the Company and its Subsidiaries on the consolidated basis to the Statutory Auditors and all entities in the network firm/network entity of which the Statutory Auditor is a part are as under:

Payment to the Statutory Auditors (excluding taxes)	FY 2022 – 23 (Amount in Rs.)
Audit fees	10,00,000
Fees paid for other services	10,000
<b>Total</b>	<b>10,10,000</b>

e. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is as below:

Number of complaints filed during the year – Nil  
 Number of complaints disposed during the year – Nil  
 Number of complaints pending as on end of the financial year – Nil

- f. In terms of requirement of Regulation 17(8) read with Part B of Schedule II of Listing Regulations, Mr. Omprakash Tiwari – Executive Director of the Company and Mr. Aditya Nayak- Chief Financial Officer (In-charge) of the Company has issued the Compliance Certificate.
- g. The Company is in compliance with the Corporate Governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of SEBI Listing Regulations.
- h. Details of unclaimed shares in terms of the Listing Regulations as on 31<sup>st</sup> March, 2023.

Particulars	No. of shareholders	No. of shares
Aggregate number of Shareholders and the outstanding shares in the suspense account lying at the beginning of the year.	Nil	Nil
Number of Shareholders who approached the Company / Registrars and Transfer Agents (RTA) for transfer of shares from Unclaimed Suspense Account during the year.	Nil	Nil
Number of Shareholders to whom Shares were transferred from suspense Account during the year	Nil	Nil
Aggregate number of Shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year.	Nil	Nil

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

**Transfer of Unclaimed amounts to Investor Education and Protection Fund and Transfer of the “Shares” into Investor Education and Protection Fund (“IEPF”) (in cases where dividend has not been paid or claimed for seven consecutive years or more).**

In terms of Section 124 (6) of the Act read with Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, and Notifications issued by the Ministry of Corporate Affairs from time to time, the Company is required to transfer the shares in respect of which dividends have remained unpaid/unclaimed for a period of seven consecutive years or more to the IEPF Account established by the Central Government. As company was in CIRP process since last 4 years plus, the data for IEPF has not been identified yet.

**For and behalf of the Board of Directors**

**Maheswar Sahu (Retd. IAS)**  
**Chairman**  
**DIN: 00034051**

**Date: 29<sup>th</sup> July, 2023**  
**Place: Ahmedabad**

**DECLARATION BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL REGARDING COMPLIANCE WITH THE COMPANY’S CODE OF CONDUCT**

In compliance with the requirements of the Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to confirm that all the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2023.

**For and behalf of the Board of Directors**

**Maheswar Sahu (Retd. IAS)**  
**Chairman**  
**DIN: 00034051**

**Date: 29<sup>th</sup> July, 2023**  
**Place: Ahmedabad**

## CEO / CFO Certificate

To The Board of Directors  
DIAMOND POWER INFRASTRUCTURE LIMITED

**Sub: Compliance Certificate under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.**

1. We have reviewed the Financial Statements and the Cash Flow Statement of DIAMOND POWER INFRASTRUCTURE LIMITED (the 'Company') for the year ended March 31, 2023 and to the best of our knowledge and belief: a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee that:
  - a. there are no significant changes in internal control over financial reporting during the year;
  - b. there are no significant changes in accounting policies during the year and the same are in line with the NCLT order dated 20<sup>th</sup> June, 2023; and
  - c. there are no instances of fraud of which we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company's internal control system over financial reporting.

**For, Diamond Power Infrastructure Limited**

**Date: 29<sup>th</sup> July, 2023**  
**Place: Ahmedabad**

**O. P. Tiwari**  
**Executive Director**  
**DIN: 09729519**

**Aditya Nayak**  
**CFO – In charge**

**Independent Auditors' Certificate on Compliance with the Corporate Governance Requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

To,  
The Members of  
**M/S. DIAMOND POWER INFRASTRUCTURE LIMITED**

We have examined the compliance of the conditions of Corporate Governance by **M/S. DIAMOND POWER INFRASTRUCTURE LIMITED** ('the Company') for the year ended **March 31, 2023** as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

- **Management's Responsibility:**

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company including the preparation and maintenance of all relevant supporting records and documents.

- **Our Responsibility:**

Our examination was limited to review of procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended on 31<sup>st</sup> March, 2023.

- **Opinion:**

In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under Listing Agreement and SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015 except

- ❖ ***The company was under the CIRP process since 2018 and new Board of Directors took over the management of the company on 17<sup>th</sup> September, 2022 and the company has started compliance of all compliances 17<sup>th</sup> September, 2022 onwards.***

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**FOR M/S. A. SHAH & ASSOCIATES  
PRACTICING COMPANY SECRETARIES  
MR. ANISH SHAH  
(FCS NO: 4713)  
(C P NO. 6560)  
(PR. NO. 725/2020)  
(UDIN: F004713E000701211)**

**Place: Ahmedabad  
Date: 29<sup>th</sup> July, 2023**

## MR-3

## SECRETARIAL AUDIT REPORT

*[Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

FOR THE FINANCIAL YEAR ENDED AS ON 31<sup>ST</sup> MARCH, 2023

To,  
The Members,  
**M/S.DIAMOND POWER INFRASTRUCTURE LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/S DIAMOND POWER INFRASTRUCTURE LIMITED** (Hereinafter called the company) for the financial year ended on 31<sup>st</sup> March, 2023. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **M/S. DIAMOND POWER INFRASTRUCTURE LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/S. DIAMOND POWER INFRASTRUCTURE LIMITED** for the financial year ended on 31<sup>st</sup> March, 2023 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015;
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
  - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - (Not applicable during the Reporting period);
  - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during the Reporting period);
  - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
  - (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not applicable during the Reporting period);
  - (j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable during the Reporting period)



- II. Following other laws as applicable to the Company:
- The Factories Act, 1948
  - The Minimum Wages Act, 1948
  - The Payment of Wages Act, 1936
  - The Employees Provident Funds and Miscellaneous Provisions Act, 1952
  - The Payment of Bonus Act, 1965
  - The Payment of Gratuity Act, 1972

We have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- The Listing Agreements entered into by the Company with BSE Limited and NSE Limited.

- During the period under review the Company has complied with all the above provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except:

**a) The company has not complied with any of the Companies Act compliances and compliances of SEBI (LODR) till September, 22 quarter as the company was under the CIRP process since 2018 and new board took over the management of the company w e f 17<sup>th</sup> September, 2022.**

- Hence w e f 17 September, 2022 quarter, company has started compliances of SEBI regulations to both stock exchanges BSE and NSE and Companies Act Compliances.**
- Due to unavailability of login credential of NSE mails of the compliances were sent as per the direction given by NSE and after that when the login credentials issued the same compliances uploaded on the portal.**
- The process of constituting a new board was undergoing and past data of the company did not exist at that time and other details of non-compliance as mentioned below for F Y 2022-23:**

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 6(1) of SEBI (LODR) Regulations, 2015.  The listed entity shall appoint company secretary.	Non-compliance	BSE levied fine of Rs.92040/- for the non-compliance of the said regulation and the company has made an application for waiver and it was approved.
2.	Regulation 27(2) of SEBI (LODR) Regulations, 2015.  Corporate Governance submitted for the period/ quarter ended September, 2022.	Delay in submission of Corporate Governance report for September, 2022	Delay in submission due to the undergoing process of a new board and past data of the company was not exists for September quarter.
3.	Regulation 33(3) of SEBI (LODR) Regulations, 2015.  Financial Results submitted for the period/ quarter ended September, 2022.	Delay in submission of financial result for September, 2022.	Company made delay in submission due to the undergoing process of a new board and past data of the company was not exists for September quarter and for the same company has received query mail from the BSE and NSE and clarification letter sent by the company.
4.	Regulation 33(3) of SEBI (LODR) Regulations, 2015.	Non-filing of consolidated financial result for December, 2022	BSE and NSE levied fine of Rs.165200 and Rs. 265500 respectively for the non-compliance

	Financial Results submitted for the period/ quarter ended September, 2022.		but the said regulation is not applicable to the company still company paid fine of BSE and the same pending at NSE and at the both stock exchanges the waiver application has been filed.
5.	Prohibition of Insider Trading:  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Non-compliance SDD provision	The company has filed Structured Digital Database Compliance Certificate for the quarter ended on September, 2022, December 2022 and March 2023 with remarks that the company has not complied with the said regulation. However, Now the Company has installed Structured Digital Database software. The Company is in process of entering past entries and will comply the regulation in due course of time period.
The company made delay in the following forms for Financial Year 2022-23. Hence additional fees were levied for the same.			
<ul style="list-style-type: none"> <li>• MR-1 additional fees levied of Rs. 6000.</li> <li>• PAS-3 additional fees levied of Rs. 6000.</li> <li>• AOC-4 additional fees levied of Rs. 6700.</li> <li>• DIR-12 additional fees levied of Rs. 1200.</li> <li>• The company also made non-compliance of filing of INC-22A active form.</li> </ul>			

**\* NOTE:**

- a) In accordance with the applicable provisions of the Insolvency and Bankruptcy Code 2016 (IBC Code), the Corporate Insolvency Resolution Process (CIRP) of the Company was initiated by the Financial Creditors of the Company. The Financial Creditors filed the petition to initiate the CIRP Process and was admitted by the National Company Law Tribunal (NCLT) on 24th August, 2018 (Insolvency Commencement Date).
- b) Of the various resolution plans submitted, the COC approved the resolution plan submitted by M/s GSEC Ltd in consortium with Mr. Rakeshbhai R. Shah and affiliate groups (GSEC & AFFILIATES) at its meeting held on 6th January, 2022. The RP submitted the COC approved resolution plan to the NCLT for its approval and the NCLT approved the resolution plan submitted by M/s GSEC Ltd in consortium with Mr. Rakeshbhai R. Shah and affiliate groups vide its order dated 20th June, 2022.
- c) The National Company Law Tribunal, Ahmedabad bench vide **NCLT Order IA No. 160 of 2022 in CP (IB) 137 of 2018 dated 20/06/2022** approved the resolution plan submitted by the consortium of GSEC Limited along with Mr. RakeshRamanlal Shah and other affiliates.
- d) **Further, 17<sup>th</sup> September 2022 which was fixed as a trigger date, when change of management has taken place and first meeting of the newly constituted Board of Directors was convened. Also on the same day, Secretary & Compliance Officer of the company is also appointed.**
- e) From the date of Change over the management of the Company, i.e., from 17th September, 2022, the structure of the Shareholding of the Company has changed. As per the aforesaid NCLT order dated 20th June, 2022 and Approved Resolution plan, the new management of the Company at its first meeting held on 17th September, 2022, had passed the following two resolutions:
  - Reduction of existing Share Capital of the Company of 269710679 Equity Shares of Rs. 10 each to 2697106 Equity Shares of Rs. 10 each, and
  - Allotment of 5,00,00,000 Equity shares of Rs. 10 each to the new promoters of the Company. Listing application has been made at BSE while for NSE, it will be done post reduction approval.

- f) During the application of reduction of capital, the requirement letters/mails received from NSE for SOP fines of Rs. 18,78,68,179, levied on the Company. No waiver confirmation is received from NSE for the said SOP, however NSE has granted the In-principal approval for listing of Reduction of Capital. The Company has also received letters/ mail from the BSE regarding dues of annual listing fees of past years of Rs.14,83,370/-, and recently the Company has paid the past dues of Annual Listing fees. However, in respect of SOP fine of BSE, the Company has received a confirmation mail dated 14th February, 2023, for waiver of all past Fine / penalty dues.
- g) For the Reduction of existing Share Capital, the in principal approval has been received from the NSE and the same approval received from the BSE recently.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors of the Company that took place during the period under review carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period in the company, there has been no material discrepancy found in the business and no specific change in the nature of the Business.

FOR M/S. A. SHAH & ASSOCIATES  
PRACTICING COMPANY SECRETARIES  
MR. ANISH SHAH  
(FCS NO: 4713)  
(C P NO. 6560)  
(PR. NO. 725/2020)  
(UDIN: F004713E000701299)

Place: Ahmedabad  
Date: 29<sup>th</sup> July, 2023

**Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.**

Annexure- A

To,  
The Members  
M/S. DIAMOND POWER INFRASTRUCTURE LIMITED

Our Report of even date is to be read with this letter:

1. Maintenance of Secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**FOR M/S. A. SHAH & ASSOCIATES  
PRACTICING COMPANY SECRETARIES**

**MR. ANISH SHAH**

**(FCS NO: 4713)**

**(C P NO. 6560)**

**(PR. NO. 725/2020)**

**(UDIN: F004713E000701299)**

**Place: Ahmedabad**

**Date: 29<sup>th</sup> July, 2023**

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,  
The Members of  
M/S. DIAMOND POWER INFRASTRUCTURE LIMITED

We, **M/S. A. SHAH & ASSOCIATES**, Practicing Company Secretaries, have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/S. DIAMOND POWER INFRASTRUCTURE LIMITED** having CIN - L31300GJ1992PLC018198 and having registered office at **PHASE-II,VILLAGE-VADAVALA,TA.SAVLI, BARODA GJ 000000 IN** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. o.	Name of Director	DIN	Date of appointment in Company
1	MAHESWAR SAHU	00034051	17/09/2022
2	RAKESH SHAH RAMANLAL	00421920	17/09/2022
3	HIMANSHU JAYANTILAL SHAH	00572684	17/09/2022
4	RABINDRA NATH NAYAK	02658070	17/09/2022
5	URVASHI DHIRUBHAI SHAH	07007362	17/09/2022
6	OM PRAKASH TIWARI	09729519	17/09/2022

- All directors were appointed on 17<sup>th</sup> September,2022 after the implementation of the resolution plan approved by NCLT.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR M/S. A. SHAH & ASSOCIATES  
PRACTICING COMPANY SECRETARIES  
MR. ANISH SHAH  
(FCS NO: 4713)  
(C P NO. 6560)  
(PR. NO. 725/2020)  
(UDIN: F004713E000701266)

Place: Ahmedabad  
Date: 29<sup>th</sup> July, 2023

## ANNEXURE- C

## A REPORT ON CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS &amp; OUTGO.

## A) Conservation of Energy:

**Steps taken or impact on Energy Conservation:**

After resumption of the operation of the company, The Company continues to focus on continual Improvement for the optimum utilization of resources, minimize consumption of Energy, Water and Natural Resources, reduce CO2 emission while maximizing production Volumes in an Ecco-friendly manner.

The Company is committed to sustainable business practice by contributing to environment protection and considers Energy Conservation as one of the strong pillars of preserving natural resources. Our Concerns towards the Environment inspired us not to over utilize the resources and exploit them. The production facilities of the Company are continuing their efforts to reduce energy Consumption.

Steps taken for Energy Conservations are as under:

1. After resumption of production, initially our Power with Contract Demand was 1800 KVA and then load of the Plant gradually increased thereby to reach our Productivity. During FY 22-23, power consumption is 4,99,800 Units. Looking to more Power requirement, Contract Demand has been increased to 3500 KVA to meet production target and effective utilization of Power.
2. We have increased Power Factor from 95% to 98% by using APFC in circuit to utilize maximum active power by reducing reactive power.
3. The Company has introduced Variable Frequency Drives (VFD) in Maximum Drive to control over Max. Demand and to save Energy by reducing the speed.
4. In first Phase, we have introduced LED lighting of 120 Watt by replacing existing bulbs of HPMV/HPSV/Halogen of 250-Watt, 500 Watt etc. to save power 38 KW per Hour and 11400 Units per Month and by that way to reduce CO2 level in the Environment.
5. We intent to use Renewable Power from Wind Power and efforts are on.

## B) Technical Absorption:

We have a state of Art of World's best Technology for CCV Line equipped with validated clean room for Semicon/ Insulating material with auto conveying /loading system, for producing best products without human error. We are constantly working to facilitate or upgrade the Technology used in the production process. We are also in the process of upgrading Testing Lab for various Voltage Class right from HT to EHV Class of Cables to test.

## C) Foreign Exchange earning &amp; Outgo:

Details of Amount Paid in foreign currency for the F.Y 2022-23						
Sr. No.	Party Name	Currency	Amount (Rs.)	Rate	Amount in Rs.	Nature
1	Hanwha Solutions Corporation	USD	40,950.00	82.93	3,395,983.50	Amount paid for purchase of Raw material
2	Sikora AG.	EURO	5,438.00	89.00	483,982.00	Amount paid for Purchase of machinery parts
<b>TOTAL</b>					<b>3,879,965.50</b>	

For and behalf of the Board of Directors

**Maheswar Sahu (Retd. IAS)**

Chairman

DIN: 00034051

Date: 29<sup>th</sup> July, 2023

Place: Ahmedabad

## INDEPENDENT AUDITORS' REPORT

To The Members of  
Diamond Power Infrastructure Limited

### Report on the Audit of the Financial Statements

#### Disclaimer of Opinion

We have audited the financial statements of **Diamond Power Infrastructure Limited** ("the Company"), which comprise the balance sheet as at 31<sup>st</sup> March, 2023, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the Financial Statements ("FS"), including a summary of the significant accounting policies and other explanatory information.

We do not express an opinion on the accompanying financial statements of the Company. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of our report as under, we do not have nor been able to obtain sufficient appropriate recognizable audit evidence to provide a basis for an audit opinion on these financial statements.

#### Basis for Disclaimer of Opinion

We ***were not able*** to conduct our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act due to the details given as under. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together independent requirements that are relevant to our audit of the financial statements under the provisions of the Act and Rules thereunder, and we are able to fulfilled our other ethical responsibilities in accordance with these requirements and Code of Ethics. We do not have or ***obtained sufficient, recognizable and appropriate***, audit evidence and information to conclude our audit and give our opinion, so we have given ***our disclaimer of opinion***, we have given important audit observations & information, comes to our best of the knowledge in piecemeal fragments up to the date of signing this report are as under:

- a) *The Central Bureau of Investigation (CBI) has registered FIR bearing No. 0292018A0006 dated 26<sup>th</sup> March 2018 under various Indian Penal Code and prevention of Money Laundering Act, 1988 against the Managing Director, Joint Managing Director and other public servants for cheating of banks for the tune of Rs. 2654.40 Crs. and conducted raid in the **Diamond Power Infrastructure Limited** on **5<sup>th</sup> and 6<sup>th</sup> April 2018** at all the places of the company and residence of directors for investigation and filled charge sheet in Hon'ble Special Judge for CBI Court no. 07 at Mirzapur, Ahmedabad on **13<sup>th</sup> July 2018**, the matter is under legal proceeding.*
- b) *On the basis of CBI FIR, the Enforcement Directorate, Ahmedabad (ED) has registered case, bearing no. ECIR/AMZO/03/2018 dated 5<sup>th</sup> April 2018 under the provision of **Section 17 of the Prevention of Money-Laundering Act, 2002** and conducted search at all the places of the company on 9<sup>th</sup> April 2018 & attached properties of company & directors by provisionally attached order no. PAO No. 02/2018 dated 24<sup>th</sup> April 2018, The ED has filled ECIR sheet on 22<sup>nd</sup> December 2018 with The Hon'ble Court of Principal District & Sessions Judge (Ahmedabad Rural) and Hon'ble Designated special court under the prevention of Money-Laundering Act, 2002, At Ahmedabad, the matter is under legal proceeding.*
- c) *On the basis of CBI FIR, the Directorate of Investigation of Income Tax department has carried out search and seizure U/s 132 of the Act on 10/04/2018 and subsequently a notice U/s 153 A of the Act was issued on 25/10/2018 to file Income Tax returns, the company has filled Income tax returns U/s 139(4) and declared losses of Rs. 715.67 Crs., which was marked as defective returns by IT department. Against that, various notices were given to the company to file ITR of the company but the company has not filled Income tax returns, subsequently as required notices were served by IT department to the company and due to non-availability of*

information and records special audit was carried out U/s 142(2A) by the M/s Talati & Talati LLP Chartered Accountants and IT department has added various addition and Assessment order for FY 2017-18 / AY 2018-19 dated 01/07/2023 is received by the company with tax demand of Rs. 37,98,22,980.00 and addition was done for subsequent years as reported in respective paras of the main audit report.

- d) *The other regulators / departments like GST, Income Tax, SIFO, Serious fraud investigation department of BSE / NSES & others, over and above details give for ED and CBI have also initiated legal proceeding against the directors, employees, other persons and company, at present legal proceeding are going on and we have no details, other than reported in respective paras of this report.*
- e) *In previous years, No **operational & Business activities** in the office and the factory of the company were conducted after **5<sup>th</sup> April, 2018 onwards** as most of staff and employees had left the organization, except activities related to resolution process as required by resolution professional. All Accounting and operational records like accounting vouchers of cash and bank, office business files, sales and purchase invoices, Journal vouchers, purchase and sales orders etc. and others audit required evidences papers were taken by CBI and ED as per Panchama dated 6<sup>th</sup> April 2018 and 9<sup>th</sup> April 2018 respectively. Therefore, no required audit papers and audit evidence papers were provided to us, except few bank and journal vouchers to carry out audit as required as per guidance note of ICAI, so based on few available records and financial statements provided to us by RP /suspended management, we have carried audit with available data, as and were basis.*
- f) *The Company did not produce us the Statutory Registers and records as required to be maintained and kept by it under the provisions of the Companies Act, 2013;*
- g) *The Company has not filed any forms or returns with the Registrar of Companies or Regional Director, Central Government, the Tribunal, Court or other statutory authorities like PF, ESI, labour law etc during the year under review.*
- h) *Company has not provided us differed tax liabilities working in view of continuously incurring losses in past financial years, with accumulated carried forward losses of past years and also do not anticipate any profitability in the company in near future.*
- i) *The Hon'ble National Company Law Tribunal, Ahmedabad ("NCLT") by an order dated 24th August, 2018 admitted the Corporate Insolvency Resolution Process ("CIRP") application filed by financial creditors and Mr. Bhuvan Madan (Registration No. IBBI/IPA-001/IP-P01004/2017-2018/11655) has been appointed as Resolution Professional ("RP") for the Company wide order dated October 23, 2018 to conduct CIRP of **DIAMOND POWER INFRASTRUCTURE LIMITED (DPIL)**, we have been informed by Resolution Professional (RP), after taking over the charge of the management of the DPIL on October 23, 2018, about the ongoing investigations being conducted by the offices of the Directorate of Enforcement ("ED") under Prevention of Money Laundering Act, 2002 ("PMLA"), by the Central Bureau of Investigation ("CBI") and the Income Tax Authorities under the Income tax Act, 1961 into the affairs of DPIL and whereby most of the documents pertaining to DPIL had already been seized by the ED and CBI. The present new RP Mr. Prashant Jain is appointed as the Resolution Professional ("RP") vide order dated 4<sup>th</sup> May 2021 in term of the Insolvency and Bankruptcy Code, 2016 ("Code") to manage the affairs of the Company as per the provisions of the Code.*

In view of the possible effects of the matters described in points no. a) to i) above, we have not been able to comment on the Company's compliance of the covenants in respect of all borrowings and consequential implications including disclosures, if any.

In view of the above and pending outcome of ongoing investigation, we **have not been able to comment** on the completeness and appropriateness of the balances in relation to these subjected matters as quoted in the financial statements and the consequential impact that the outcomes of the investigations may have on the financial statements and the provisions made by the Present Management during this year.



## The Key Audit Matters

In our professional judgment, Key audit matters ('KAM') are matters with, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and **we do not provide a separate opinion on these matters. We have reported important Key audit matters as under. Due to the non-availability of supporting documents/ opinions, we have not provided our responses to the key audit matters.**

1. *The Hon'ble NCLT vide its order dated June 20, 2022 has approved resolution plan submitted by M/s GSEC Limited in consortium with Mr. Rakesh Shah. Thereafter, as per approved Plan, a Monitoring Committee was constituted to take necessary actions for implementation of the approved Resolution Plan. At present the ED has not released the charges on assets of the company, hence company has filed petition to Honorable Supreme Court for release of charge and matter is under legal process as per the information provided to us.*
2. *On Trigger date i.e. September 17, 2022, M/s GSEC Limited in consortium with Mr. Rakesh Shah has taken over charge of the company and has reconstituted the Board of Directors of the company ('Board') and new management ('New Management') was put in place to implement the Resolution Plan as approved by the NCLT vide order dated June 20, 2022, as per the approved resolution plan, company has to pay Rs. 501 Crs in the period of 5 years and Rs. 1,899 Crs at the end of 30 years in form of 0.01 % Unsecured redeemable bond. Out of Rs. 501 Crs., Rs. 20 Crs to meet resolution cost, Rs. 5 Crs for operational Creditors, Rs. 2.40 Crs to meet employees liabilities and Rs. 473.60 Crs to be paid over period of 5 years to financial creditors. During the year company has paid Rs. 71.70 Crs to Financial creditors and separately created liabilities towards non-convertible debentures of Rs. 33.16 Crs.*
3. *The current year results prepared in compliances with the NCLT approved resolution plan and reduced equity share holding of existing share holders to 1 % of paid-up equity share capital as per FY 2021-22, reduced non-convertible preference shares entire amount, issue of new equity shares to new management of Rs. 50 Crs., written off liabilities as per the resolution plan and provided for known assets outstanding. All accounting treatments given through capital reserves account directly as per the plan and not as required under IND AS.*
4. *During the financial year, in compliances with the Hon. NCLT approved resolution plan, company has issued 0.01 % per annum Unsecured redeemable bond with maturity amount of Rs. 1,899 Cr. at the end of 30 years. The company has accounted full value of maturity bond value as liabilities in current financial year instead of accounting net present value of Rs. 25.67 Cr. as per the requirements of IND AS. Further, these bonds are repurchased by Gomax Aviation Pvt. Ltd. (SPV of RA) from respective banks / FIs through repurchase agreements for Rs. 25.67 Cr. (NPV as on date). The company has accounted this transaction as advance received from the Gomax Aviation Pvt. Ltd. and liability of Rs. 1,899 Cr. as bond payable as on reporting date. So to that, extent non compliances with IND AS.*
5. ***The company has carried forward PPE Assets outstanding as it is from FY 2017-18 onwards,*** The company has not carried out detailed assessment of the useful life of Company's assets as company is in progress of updating fixed assets register, so assets wise useful life working is not possible, hence depreciation has been adjusted, based on past historical trend and not as per the notification to Schedule II of the Companies Act, 2013. We are unable to comment on the impact on statement of Profit & Loss Account.
6. *The company has not complied with Ind AS – 19, with respect to employee benefits. Actuarial valuation certificate has not been obtained for gratuity and other post-employment benefits.*
7. *The Company has, on the basis of their internal evaluation, valued inventories at Rs. 4740.40 lakhs. In the view of current CIRP Process, no production activities since long time and in absence of valuation report and any supporting papers, we are unable to comment on the realizability of the inventories.*

8. *Internal Audit Report were not available for the full year of operations, so we are not able to give our comments on internal control in the company.*
9. *We have also examined non-compliance with the applicable provisions of the following up to **cut off date of 17/09/2022** :*
  - (i) *Secretarial Standards issued by The Institute of Company Secretaries of India. Secretarial Standard 1 is not applicable as No Board Meeting or Meeting of Committee of Board of Directors.*
  - (ii) *The Listing Agreement entered into by the Company with the **Stock Exchanges** read with Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015.*
10. *Balances under **sundry debtors and sundry creditors, Investments, loans and advances** given by the old management of the company, it was provided and effects of it given to Capital reserves account directly, as realizability of it not ascertainable.*
11. *Associates and subsidiary companies of old management are under CIRP process / liquidation, no audited Financial Statements available and grouped together, it was provided and effects of it given to Capital reserves account directly, as realizability of it not ascertainable.*
12. *As per the approved resolution plan of NCLT order dated 20/06/2022, all statutory liabilities to be payable as per order only, so in past company has received the assessments orders and notices for demand from the income tax department for the Assessment Year 2013-14 (Rs. 271.18 Crs.), 2014-15 (Rs. 404.64 Crs), 2015-16 (Rs. 188.18 Crs.), 2016-17 (Rs. 161.42 Crs.), 2017-18 (Rs. 90.35 Crs.), 2018-19 (Rs. 37.98 Crs.) total demand of Rs. 1153.77 Crs. will not be payable by the company as per submission received by us.,*
13. *The company has reported, **net closing** balance transections of related party in schedule 33 of enclosed AFS instead of reporting gross transections done during the year, so to that extent deviation in IND AS.*
14. *We have reported information and details available and given to us by the company, in this audit report, there may be additional information over and above not reported or available with us.*

### Information Other than the Financial Statements and Auditors' Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report, but does not include the financial statements and our auditors' report thereon.

We have given disclaimer of opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact and information available with us and it is reported **in basis for disclaimer of opinion, key audit matters and in other applicable paras and schedules of main financial statements**.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors/Resolution Professional / Management is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards

specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Board of Directors / Resolution Professional / New Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors / Resolution Professional / New Management are also responsible for overseeing the Company's financial reporting process.

*The Hon'ble NCLT vide its order dated June 20, 2022 has approved resolution plan submitted by M/s GSEC Limited in consortium with Mr. Rakesh Shah. Thereafter, as per approved Plan, a Monitoring Committee was constituted to take necessary actions for implementation of the approved Resolution Plan. At present the ED has not released the charges on assets of the company, hence company has filed petition to Honorable Supreme Court for release of charge and matter is under legal process as per the information provided to us. On Trigger date i.e. September 17, 2022, M/s GSEC Limited in consortium with Mr. Rakesh Shah has taken over charge of the company and has reconstituted the Board of Directors of the company ('Board') and new management ('New Management') was put in place to implement the Resolution Plan as approved by the NCLT vide order dated June 20, 2022. The current year results prepared in compliances with the NCLT approved resolution plan. all accounting treatments given through capital reserves account directly as per the plan and not as required under IND AS.*

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit for the current year under reporting only. We are able to get required audit papers, information, supporting and documents for current year under reporting, ***however we were not able to give comments on previous financial years, due to details given in paras of basis of opinion and key audit matters, further current year under audit may have material impacts as company has carried forward opening balances of assets and liabilities from previous years.*** So based on details given in this para, we also conform for current year under reporting that :

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our

opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statement of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Repost on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "**Annexure A**" a statement on the matters specified in the Order, to the extent applicable, which is subject to the possible effect of the matters described in the Basis for Disclaimer of Opinion section above.

(A) As required by Section 143(3) of the Act, we report that:

a) As described in the Basis for Disclaimer of Opinion section above, we have sought but were not able to obtain all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion section above, we are unable to state whether proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) Due to the possible effects of the matters described in the Basis for Disclaimer of Opinion section above, we are unable to state whether the Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity, and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.

d) Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion section above, the aforesaid financial statements do not comply with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2023 taken on record by the new management and Board of Directors, none of the directors are disqualified as on 31<sup>st</sup> March, 2023 from being appointed as a director in terms of Section 164(2) of the Act..

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”. Our report expresses disclaimer of opinion on the Company’s internal financial controls over financial reporting for the reasons stated therein.

g) With respect to the matter to be included in the Auditors’ Report under Section 197(16) of the Act as amended:

In our opinion and according to the information and explanations given to us, the remuneration paid by the company to new management and board members, which are incorporated in India to its directors during the current year is in accordance with the provisions of Section 197 of the Act.

h) With respect to the other matters to be included in the Auditors’ Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has many pending litigations which would impact its financial position.

ii. Due to non-availability of details, we are not able to comments on this point.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company..

iv. (a) The Management has represented that, to the best of its knowledge and belief, other than disclosed in notes, to the Financial Statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or

the like on behalf of the Ultimate Beneficiaries (b) The Management has represented, that, other than disclosed in notes, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement..

v. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For : **A Yadav & Associates LLP**  
**Chartered Accountants**  
**FRN : 129725W/W100686**

**CA Arvind K. Yadav, Partner**  
**Place : Baroda**  
**UDIN : 23047422BGUTGV6694**

**Date : 30/05/2023**

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS OF DIAMOND POWER INFRASTRUCTURE LTD FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023** (Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- i (a) (A) The Company is in process of updating proper records of **Property, Plant and Equipment** regarding particulars including quantitative details and situation of the said assets at the end of the financial YEAR.  
  
(B) The Company is not having any intangible assets. Hence the provisions of clause (i)(a)(B) of paragraph 3 of the order is not applicable to the company.  
  
(b) Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion and key audit matters section above in main report, so we are not able to comments on this para.  
  
(c) Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion and key audit matters section above in main report, so we are not able to comments on this para.  
  
(d) Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion and key audit matters section above in main report, so we are not able to comments on this para.

- (e) Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion and key audit matters section above in main report, so we are not able to comments on this para.
- ii (a) Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion and key audit matters section above in main report, so we are not able to comments on this para.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of the security of current assets at any point of time in previous years. All loans were classified as NPA by banks and company has defaulted in payment of loans. During the year new management has taken over charge of the company from cut off date i.e. 17/09/2022 and after that, no new bank / FIs loan sanctioned to the company.
- iii Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion and key audit matters section above in main report, we have not been able to comment whether the Company has granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Act during the year, however during the year new management has taken over charge of the company from cutoff date i.e. 17/09/2022 and after that, no new granted by the company. In view of the foregoing, we have been not able to comment on the Clause iii (a), iii (b), iii (c), iii (d), iii (e) and iii (f) of the said Order.
- iv According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has given loans and provided guarantees or securities as specified under Section 185 of the Companies Act, 2013 ("the Act") and the company has provided guarantee or securities as specified under Section 186 of the Act 2013 to associates and subsidiary companies, corporate guarantees was en-cashed for Rs. 114 Crs. for DPTL and Rs. 3.35 Crs for DIL in previous financial years and further, in our opinion, the company has not complied with the provisions of Section 186 of the Act in relation to loans given, guarantees provided and investments made. however, during the year new management has taken over charge of the company from cutoff date i.e. 17/09/2022 and after that, no new loan / guarantees granted by the company
- v In our opinion and according to information and explanations given to us, the company has not accepted any deposits or amounts which are deemed to be deposits from the public, except unsecured loans from subsidiaries, directors and associates companies, friends and relatives amounting to Rs. 4731.85 Lakhs in previous financial years and during the current year new management of the company has taken unsecured loan from company under same management amounting to Rs. 43.51 Crs. at interest rate of 10 % p.a. and repayment terms and conditions yet to be fixed.
- vi According to the information and explanations given to us, the Central Government has prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 in respect of the products dealt with by the company. Due no major manufacturing activities in the company, company has not prepared cost records as required.
- vii (a) The company has liability in respect of Service Tax, Duty of excise, Sales tax and Value added tax during the year since effective 1st July 2017, these statutory dues /returns have not been submitted to Goods and Services Tax ("GST")

According to the information and explanations given to us and on the basis of our examination of the records of the company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including GST, Provident Fund, Employees' State Insurance, Income Tax, Duty of Customs, Cess and other statutory dues to the extent applicable to the company **has not** deposited by the company with the

appropriate authorities within the prescribed time limits, however, during the year new management has taken over charge of the company from cutoff date i.e. 17/09/2022 and after that no undisputed statutory liabilities were unpaid.

- (b) As reported in main report under the “Key audit matters”, company has default in payment of undisputed amounts in respect of GST, Provident Fund, Employees’ State Insurance, Income Tax, Duty of Customs, Cess and other statutory dues to the extent applicable to the company were in arrears as at 31st March 2022 and also not paid for a period of more than six months from the date they became payable for previous financial years. However, during the year new management has taken over charge of the company from cutoff date i.e. 17/09/2022 and after that no undisputed statutory liabilities were unpaid.
- viii Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion and key audit matter section above in main report for previous financial years. During the year new management has taken over charge of the management of the company from cutoff date i.e. 17/09/2022 and after that the company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has defaulted in the repayment of all loans or borrowings, in the payment of interest thereon to all lenders and classified all borrowing as NPA by banks and Fis in previous financial years. During the year new management has taken over charge of the company from cutoff date i.e. 17/09/2022, as per the NCLT resolution plan order dated 20/06/2022 for repayment of old defaulted loan of banks / Fis, company has to pay Rs. 501 Crs in the period of 5 years and Rs. 1,899 Crs at the end of 30 years in form of 0.01 % unsecured redeemable bond. Company has not taken any type of new loan from Banks /FIS, so reporting under this clause and clause ix (b), ix (c), ix (d), ix (e), ix (f) are not required.
- x (a) The company has not raised any moneys by way of initial public offer or further public offer (including debt instruments), during previous year bank debts were converted to equity shares to comply restructure mechanism of RBI in the year January 2017. During the year new management has taken over charge of the company from cutoff date i.e. 17/09/2022 and issued and allotted fully paid equity shares amounting to Rs. 50 Crs to the new management in compliances with NCLT approved resolution plan order dated 20/06/2023.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the company, In current year, company has written of fully paid equity shares and preference shares holding in compliances in compliances with NCLT approved resolution plan order dated 20/06/2022, during the current year company has issued new equity shares to the new management at Rs. 10 per shares, nos. for 500 Lacs equity shares and continuation of 1 % of old fully paid equity shares holding nos 26.97 Lacs amounting Rs. 269.71 Lacs, required in principal approval from NSE received in March 2023 & BSE approval is under process.
- Further as per the NCLT resolution plan order dated 20/06/2022, company has to pay Rs. 501 Crs in the period of 5 years and Rs. 1,899 Crs at the end of 30 years, so to meet this liabilities company has issued 0.01 % unsecured redeemable bond and accounted full maturity value as liabilities in the FS, instead of recording of NPV as per requirements of IND AS.
- xi (a) Based on examination of the books of records of the company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the company or on the company has been noticed or reported during the course of the audit during the year.



- (b) According to the information and explanations given to us, no report under subsection (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As per the information given to us, no whistle blower complaints were received by the company during the year.
- xii According to the information and explanations given to us, the company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- xiii In our opinion and according to the information and explanations given to us, the transaction with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards except, During the financial year, in compliances with the Hon. NCLT approved resolution plan, company has issued 0.01 % per annum Unsecured redeemable bond with maturity amount of Rs. 1,899 Crs at the end of 30 years. The company has accounted full value of maturity bond value as liabilities in current financial year instead of accounting net present value of Rs. 25.67 Crs. as per the requirements of IND AS. Further, these bonds are repurchased by Gomax Aviation Pvt. Ltd. (SPV of RA) from respective banks / FIs through repurchase agreements for Rs. 25.67 Crs. (NPV as on date). The company has accounted this transaction as advance received from the Gomax Aviation Pvt. Ltd. and liability of Rs. 1,899 Crs. as bond payable as on reporting date. So to that, extent non compliances with IND AS.
- xiv (a) In our opinion and according to the information and explanations given to us and our audit procedures, the company has yet to start Internal Audit System commensurate with the size and nature of its business, as new management has taken the company from cutoff date and no major operational activities up to March 2023. Company has appointed internal auditor, but the report was under finalization and not give to us, so we are not able to give our view on it.
- (b) We have not received the Internal Audit Reports of the company issued till date for the period under review, so we are not able to give our view on it.
- xv In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the company, except , During the financial year, in compliances with the Hon. NCLT approved resolution plan, company has issued 0.01 % per annum Unsecured redeemable bond with maturity amount of Rs. 1,899 Cr. at the end of 30 years. The company has accounted full value of maturity bond value as liabilities in current financial year instead of accounting net present value of Rs. 25.67 Cr. as per the requirements of IND AS. Further, these bonds are repurchased by Gomax Aviation Pvt. Ltd. (SPV of RA) from respective banks / FIs through repurchase agreements for Rs. 25.67 Crs. (NPV as on date). The company has accounted this transaction as advance received from the Gomax Aviation Pvt. Ltd. and liability of Rs. 1,899 Crs. as bond payable as on reporting date. So to that, extent non compliances with IND AS.
- xvi (a) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clauses 3(xvi)(a) and 3(xvi)(b) of the Order are not applicable.

- (b) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clauses 3(xvi)(b) of the Order are not applicable.
- (C) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs. Accordingly, clause 3(xvi)(d) of the Order is not applicable.
- xvii The company has incurred substantial cash losses in the current and in the immediately preceding financial years.
- xviii There has been no resignation of the statutory auditors during the year.
- xix According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. The new management has taken over the company from cutoff date i.e. 17/09/2022 and prior to that, company was defaulted in repayment of all liabilities. We have given our view based on the strength of new management of the company only. We, however, state that this is not an assurance as to the future viability of the company. We further stated that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx In our opinion and according to the information and explanations given to us, there is no liability of the company under section 135 of the Act relating to corporate social responsibility pursuant. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

**For :** **A Yadav & Associates LLP**  
**Chartered Accountants**  
**FRN : 129725W/W100686**

**CA Arvind K. Yadav, Partner**  
Place : Baroda  
UDIN : 23047422BGUTGV6694

Date : 30/05/2023

**ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT ON THE STANDALONE FINANCIAL STATEMENTS OF DIAMOND POWER INFRASTRUCTURE LTD FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023**

(Referred to in paragraph 1 (A) (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)****Disclaimer of Opinion**

In conjunction with our audit of the Ind AS standalone financial statements of **Diamond Power Infrastructure Limited** (“the Company”) as of and for the year ended 31st March, 2023 ***we have not audited the internal financial controls over financial reporting as of that date.*** In compliances with Honl. NCLT approved resolution plan order dated 20/06/2022 with cutoff date of 17/09/2022, new management has taken charge of the company and given appointment to internal auditor but the internal audit work was under progress and Internal audit report was not produced to us. So we are able to give opinion on it and given ***disclaimer of opinion that,*** the company has in all material respects, has adequate internal financial controls with and such internal financial controls were operating effectively as at 31st March, 2023 based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”).

**Management’s Responsibility for Internal Financial Controls**

The Company’s management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 .

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

***We do not believe and give our disclaimer of opinion***, that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on internal financial controls with reference to financial statements.

**Meaning of Internal Financial Controls over Financial Statements.**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with reference to Financial Statements.**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Date : 30/05/2023

Place: Baroda

**For: A Yadav & Associates LLP  
Chartered Accountants  
FRN: 129725W/W100686**

**CA Arvind K. Yadav,  
Partner  
Membership No. 047422  
UDIN : 23047422BGUTGV6694**

**Diamond Power Infrastructure Limited**  
**Statement of Assets & Liabilities as at March 31, 2023**

Particulars	Note	As at	As at
		March 31, 2023	March 31, 2022
		₹	₹
<b>ASSETS</b>			
<b>(1) Non-current assets</b>			
a) Property, Plant and Equipment	1	10,698,461,069	10,873,076,330
b) Capital work-in-progress	1	1,884,504,209	1,884,504,209
c) Financial Assets			
i) Investments	2	-	116,700,513
ii) Loans	3	-	7,077,373
iii) Other financial assets	4	11,338,916	92,518,924
d) Other non-current assets	5	19,183,256	42,817,781
		<b>12,613,487,450</b>	<b>13,016,695,130</b>
<b>(2) Current assets</b>			
a) Inventories	6	680,136,924	474,039,632
b) Financial Assets			
i) Investments	7	-	8,255,000
ii) Trade receivables	8	65,753,014	3,086,246,120
iii) Cash and Cash Equivalents	9	37,231,729	-26,099,910
iv) Other Bank Balances	10	25,257,111	61,600,561
v) Loans	11	9,047	150,617,231
vi) Other Financial Assets	12	-	-
c) Other current assets	13	646,279,244	3,009,513,104
d) Current Tax Asset (Net)		-	18,774,386
		<b>1,454,667,070</b>	<b>6,782,946,124</b>
<b>TOTAL</b>		<b>14,068,154,520</b>	<b>19,799,641,254</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
a) Equity Share capital	14	526,971,060	2,697,106,790
b) Other Equity	15	-10,325,856,650	-8,912,825,207
		<b>-9,798,885,590</b>	<b>-6,215,718,417</b>
<b>LIABILITIES</b>			
<b>(1) Non-current liabilities</b>			
a) Financial liabilities			
i) Borrowings	16	3,674,126,250	
ii) Other financial liabilities	17	19,759,671,971	913,971,840
b) Provisions	18	-	12,881,582
c) Deferred tax liabilities (net)		-	-
d) Other non-current liabilities	19	-	-
		<b>23,433,798,221</b>	<b>926,853,422</b>
<b>(2) Current liabilities</b>			
a) Financial liabilities			
i) Borrowings	20	443,001	19,781,103,750
ii) Trade payables	21	286,636,338	1,044,334,090
iii) Other financial liabilities	22	6,751,811	4,178,560,888
b) Other current liabilities	23	131,200,054	70,674,919
c) Provisions	24	8,210,684	13,832,602
d) Current Tax Liabilities (Net)		-	-
		<b>433,241,888</b>	<b>25,088,506,249</b>
<b>Total</b>		<b>14,068,154,520</b>	<b>19,799,641,254</b>

Significant accounting policies  
 Accompanying Notes to the Financial Statements  
 As per our report attached  
**A Yadav & Associates LLP**  
 Chartered Accountants  
 FRN:- 129725W/W100686

For and on behalf of the Board  
**Diamond Power Infrastructure Limited**

**Aditya Nayak**  
 CFO (In Charge)

**Maheswar Sahu**  
 DIN: 00034051

**CA Arvind Yadav**  
 Sr. Partner  
 Membership No.: 047422  
 UDIN : 23047422BGUTGV6694  
 Place: Ahmedabad  
 Date: 30/05/2023

**Tushar Lakhmapurkar**  
 Company Secretary

Place: Ahmedabad  
 Date: 30/05/2023

**Diamond Power Infrastructure Limited**  
**Statement of Profit & loss for the year ended 31st March, 2023**

Particulars	Note	2022-23 ₹	2021-22 ₹
<b>REVENUE</b>			
Revenue from Operations	25	154,564,052	-
Other income	26	2,628,578	500,000
<b>Total Revenue</b>		<b>157,192,630</b>	<b>500,000</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	27	142,086,416	-
Changes in Inventory of Work-in -Progress, Stock-in-Trade & Finished Goods	28	41,194,570	-
Excise Duty		-	-
Employee benefit expenses	29	30,256,623	1,368,875
Finance costs	30	6,515,948	69,191,340
Depreciation and amortisation		188,369,416	157,041,870
Administration and other expenses	31	177,556,296	26,931,776
<b>Total Expenses</b>		<b>585,979,270</b>	<b>254,533,861</b>
<b>Profit before Exceptional items &amp; Tax</b>		<b>(428,786,640)</b>	<b>(254,033,861)</b>
Exceptional items - Reversal of Finance Cost/Add back reversal of Finance cost			-
<b>Profit Before Tax from continuing Operations</b>		<b>(428,786,640)</b>	<b>(254,033,861)</b>
Tax Expense:			
Current tax		-	-
Adjustment of tax relating to earlier periods		-	-
MAT credit entitlement		-	-
Deferred tax		-	-
<b>Profit/(Loss) for the year</b>		<b>(428,786,640)</b>	<b>(254,033,861)</b>
<b>Other Comprehensive Income</b>			
i) Not reclassifiable to profit or loss in subsequent periods including income tax on the same		-	-
<b>Total Comprehensive Income for the year</b>		<b>(428,786,640)</b>	<b>(254,033,861)</b>
<b>Earnings per equity share of Face Value of ₹10 Each</b>			
Basic & Diluted (In ₹)	32	(8.14)	(0.94)
Significant accounting policies Accompanying Notes to the Financial Statements	33 - 41		

As per our report attached  
**A Yadav & Associates LLP**  
Chartered Accountants  
FRN:- 129725W/W100686

**CA Arvind Yadav**  
Partner  
Membership No.: 047422  
UDIN : 23047422BGUTGV6694

Place: Ahmedabad  
Date: 30/05/2023

For and on behalf of the Board  
**Diamond Power Infrastructure Limited**

**Aditya Nayak**  
**CFO (In Charge)**

**Maheswar Sahu**  
**DIN: 00034051**

**Tushar Lakhmapurkar**  
**Company Secretary**

Place: Ahmedabad  
Date: 30/05/2023

**DIAMOND POWER INFRASTRUCTURE LIMITED**

CIN: L31300GJ1992PLC018198

Regd. Office: Phase-II, Village-Vadadala, Taluka-Savli, Vadodara-391520, Gujarat, India.

Tel. No.: +91-79-26554100/26575757 Email: tushar.lakhmapurkar@dicabs.com Website: www.dicabs.com

**Cash Flow Statement for the year ended March 31st, 2023**

(Rs. In Lacs.)

S. No.	Particulars	As on 31st March 2023	As on 31st March, 2022
<b>A</b>	<b>Net profit / (loss) before tax and extraordinary items</b>	<b>-4,287.87</b>	<b>-2,540.34</b>
	<b>Adjustment for</b>		
	Depreciation and amortisation expense	1,883.69	1,570.42
	Finance Cost	65.16	691.91
	Provision for Diminution of value of investment	-	-18.30
	<b>Operating profit before working capital changes</b>	<b>-2,339.01</b>	<b>-296.31</b>
	<b>Adjustments for:</b>		
	(Increase) / Decrease in Trade Receivables	30,204.93	-0.90
	(Increase) / Decrease in Inventories	-2,060.97	-
	(Increase) / Decrease in Short Term Loans & Advances (Assets)	1,506.17	
	(Increase) / Decrease in Other Current Assets	23,902.63	
	Increase / (Decrease) in Trade Payables	-7,576.98	1,210.59
	Increase / (Decrease) in Current Borrowing	-239,524.70	
	Increase / (Decrease) in Other Current Liability	605.25	
	Increase / (Decrease) in Short Term Provisions	-56.22	
	<b>Net cash generated from/(used in) operating activities</b>	<b>-195,338.89</b>	<b>913.38</b>
	Direct taxes paid (net of refunds)		-
	<b>Net Cash(used in)/generated from Operating Activities</b>	<b>-195,338.89</b>	<b>913.38</b>
<b>B</b>	<b>Cash flow from investing activities</b>		
	Purchase of fixed assets	-137.54	-
	Impairment of Investments	1,167.01	
	Loan/Advance Given ( Assets)	70.77	-60.08
	Decrease of other non current assets	919.33	
	<b>Net cash (used in)/generated from investing activities</b>	<b>2,020.00</b>	<b>-60.08</b>
<b>C</b>	<b>Cash flow from financing activities</b>		
	Proceed from Issue of Capital & Reduction in Share Capital	-21,701.36	
	Exceptional Items ( Reserves & Surplus)	-9,842.45	
	Proceed / (Repayment) of long term borrowing	225,198.26	84.78
	Interest paid	-65.16	-691.88
	<b>Net cash (used in)/generated from financing activities</b>	<b>193,588.77</b>	<b>-607.10</b>
	<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>269.88</b>	<b>246.21</b>
	<b>Cash and cash equivalents as at the beginning of the year</b>	<b>355.00</b>	<b>-507.21</b>
	<b>Cash and cash equivalents as at the end of the year</b>	<b>624.88</b>	<b>-261.00</b>

Notes:

1. Cash flow statement has been prepared under the 'Indirect Method' as set out in the Ind AS 7 - Cash Flow statements.

2. Cash and cash equivalents represent cash and bank balances.

As per our report attached

**A Yadav & Associates LLP**

Chartered Accountants

FRN:- 129725W/W100686

**CA Arvind Yadav**

Partner

Membership No.: 047422

UDIN : 23047422BGUTGV6694

Place: Ahmedabad

Date : 30/05/2023

For, Diamond Power Infrastructure Limited

**Aditya Nayak**  
CFO (Incharge)

**Maheswar Sahu**  
DIN: 00034051

**Tushar Lakhmapurkar**  
Company Secretary

Place: Ahmedabad  
Date : 30/05/2023

## 1 PROPERTY, PLANT AND EQUIPMENT

As at 31-3-2023

Particulars	Gross Block			Depreciation			Net Block	
	As at April 01, 2022	Additions	As at March 31, 2023	As at April 01, 2022	Adjustments / Addition for the year	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022
<b>Tangible Assets</b>								
Land	1,031,213,939		1,031,213,939	-	-	-	1,031,213,939	1,031,213,939
Building	1,854,490,995	13,350	1,854,504,345	309,334,627	12,363,283	321,697,910	1,532,806,435	1,545,156,368
Plant and Equipment	12,142,167,166	2,788,795	12,144,955,961	4,201,533,306	161,900,089	4,363,433,396	7,781,522,565	7,940,633,859
Furniture and fixtures	11,851,314	140,000	11,991,314	8,774,218	237,156	9,011,374	2,979,940	3,077,096
Vehicles	50,969,403	5,000	50,974,403	44,049,045	1,274,304	45,323,349	5,651,054	6,920,358
Office equipment	13,698,061	556,975	14,255,036	13,255,693	30,357	13,286,051	968,986	442,367
Electrical installations	622,701,364	3,491,060	626,192,424	277,561,516	12,462,449	290,023,965	336,168,459	345,139,848
Computers, laptops and Printers	23,955,525	6,758,975	30,714,500	23,463,030	101,778	23,564,808	7,149,691	492,495
Other Assets	124,388	-	124,388	124,388	-	124,388	-	-
<b>Total</b>	<b>15,751,172,154</b>	<b>13,754,155</b>	<b>15,764,926,309</b>	<b>4,878,095,824</b>	<b>188,369,416</b>	<b>5,066,465,240</b>	<b>10,698,461,069</b>	<b>10,873,076,330</b>
<b>Capital Work-in- Progress</b>	<b>1,884,504,209</b>	<b>-</b>	<b>1,884,504,209</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,884,504,209</b>	<b>1,884,504,209</b>
<b>Total</b>	<b>17,635,676,363</b>	<b>13,754,155</b>	<b>17,649,430,518</b>	<b>4,878,095,824</b>	<b>188,369,416</b>	<b>5,066,465,240</b>	<b>12,582,965,278</b>	<b>12,757,580,539</b>

- 1.1 Due to non-significant operational activities during the year, it was decided to provide 20 % of normal depreciation rate for wear and tear as depreciation. The company has yet to assess revised useful lives as specified in Schedule-II to The Companies Act, 2013 on a block of assets approach rather than individual assets.
- 1.2 The company is in process of updating records showing full particulars, including quantitative details and situation of fixed assets and depreciation working done based on block concepts instead individual machine wise.
- 1.3 To start production activities, company has carried out major repairs and renovation in fixed assets blocks from September 2022 onwards and capitalisation of Rs. 137.54 Lacs expenses.
- 1.4 Due to no major operational activities in the company during the entire year, no physical verification of assets done as required by the management. The above reported figures are the book value of assets only. As required under IND AS 16, Property, Plant and Equipments, no provision made as required to ascertain and determination of carrying amount and impairment losses to be recognised.



**Diamond Power Infrastructure Limited**  
Notes forming part of Accounts

**2) NON-CURRENT INVESTMENTS**

Particulars	As at March 31, 2023		As at March 31, 2022	
	Units	Amount	Units	Amount
<b>Investments measured at Cost</b>				
<b>Unquoted Investments</b>				
<b><u>In Equity Shares of subsidiaries</u></b>				
Equity shares of Rs.10 each fully paid up of Diamond Power Global Holdings Limited	-	-	1,000	1,288,300
<b><u>In Equity Shares of Associates</u></b>				
Equity shares of Rs.10 each fully paid up of Diamond Power Transformers Limited	-	-	9,960,000	50,322,213
Equity shares of Rs.10 each fully paid up of Apex Electricals Limited (Refer Note b)	-	-	6,444,265	65,090,000
<b>Other investments</b>	-	-	-	-
<b>Total</b>	-	-	-	<b>116,700,513</b>

Note: 1. In Current year company has written off of full amount in view of uncertainty of realisability of investments amount on account of on going liquidation process of the companies. In previous year, Diamond Power Transformers Limited - an associate company of DPIL holding 45.32 % in DPTL. It was wholly owned subsidiary until January 2016, On 12.01.2016, preferential allotment was made to Diamond Power Transmission Pvt. Ltd. (54.50 %)

2. In Current year company has written off of full amount in view of uncertainty of realisability of investments amount on account of on going liquidation process of the companies. In previous year, Apex Electricals Limited- Company has applied for structuring under BIFR since 2011. The investment in Apex Electrical Limited is reflected in the books of DPIL since FY 2007,

**3) LOANS**

Particulars	As at March, 31 2023	As at March, 31 2022
<b>Unsecured</b>		
To related parties - Diamond Power Global Holding Limited(wholly owned Subsidiary)		
Considered Good	-	7,077,373
Considered Doubtful	-	51,003,476
Less : Provision on Doubtful	-	-51,003,476
<b>Total</b>	-	<b>7,077,373</b>

Note: 1 . In Current year company has done provision of full amount in view of uncertainty of realisability of unsecured loan amount on account of non availability required details of DPGHL. In previous year, the company has given interest free loan to subsidiary, associates company and enterprises over which directors and their relatives exercise significant control for operational purpose,

Note:2. Previous periods figures have been re-arranged / re-grouped wherever considered necessary to confirm to the presentation of the current period.

**4) OTHER FINANCIAL ASSET**

Particulars	As at March, 31 2023	As at March, 31 2022
Deposits		
- Lease Deposit	66,671,080	#####
- Other deposit to Customer	16,003,099	#####
- GEB Security Deposit	8,844,916	8,510,485
- Other deposit	3,833,760	1,334,260
<b>Provision for Doubtful Deposit</b>	<b>-84,013,939</b>	-
<b>Total</b>	<b>11,338,916</b>	<b>92,518,924</b>

Note: 1 - During current year new management of the company has given additional GEB deposit of Rs. 88.44 Lacs for reconnection of power for starting of production in plant.

2 - Due to non availability of details for deposits, company has done provision and given necessary effects of it to Capital reserves account.

**5) OTHER NON-CURRENT ASSETS**

Particulars	As at March, 31 2023	As at March, 31 2022
<b>Income tax Assets</b>		
Advance Income Tax	6,490,975	-
TDS	12,360,452	-
TCS	331,829	-
Deffered Forward Premium Account	-	42,817,781
<b>Total</b>	<b>19,183,256</b>	<b>42,817,781</b>

Note: 1. In Current year company has done written off provision of full amount of Deffered Forward Premium Account as per approved NCLT Plan. The provision against Income Tax Assets amounting to Rs. 187.74 Lacs was made during the year and which is regrouped to Provision for Doubtful Deposits.

**Diamond Power Infrastructure Limited**  
**Notes forming part of Accounts**

**6) INVENTORIES**

Particulars	As at	As at
	March, 31 2023	March, 31 2022
Raw Materials (Including Material In Transit)	308,067,568	60,069,513
Work-in-Progress	76,957,724	59,851,975
Finished Goods	254,623,256	354,118,144
Packing Material	27,819,013	-
Fuel & Gas	1,258,386	-
Stores and Spares	9,263,689	-
Scrap Inventory	2,147,288	-
<b>Total</b>	<b>680,136,924</b>	<b>474,039,632</b>

Note : Inventory verification and valuation carried over by the management of the company.

**7) CURRENT INVESTMENTS**

Particulars	As at March, 31 2023		As at March, 31 2022	
	Units	Amount	Units	Amount
<b>Quoted</b>				
<b>Measured at Fair Value Through P&amp;L</b>				
<b>In Mutual Funds</b>				
Baroda Pioneer PSU Equity Fund	-	-	500,000	8,255,000
	-	-	<b>500,000</b>	<b>8,255,000</b>
Aggregate amount of Quoted Investments		-		5,000,000
Aggregate amount of market value of above		-		8,255,000

Note: during the current year, company has liquidated investment amount, long term capital Loss accounted of Rs. 1.57 Lacs. We had already booked unrealised Capital Gain/ Loss in respective years based on NAV as on reported date. In previous year, the NAV as per the NSDL consolidated statement as on March 31, 2022 stands to be INR 16.51 per unit.

**8) TRADE RECEIVABLES**

Particulars	As at	As at
	March, 31 2023	March, 31 2022
<b>Unsecured</b>		
Considered Good No additional details for recoverabilities	65,753,014	3,086,246,120
Considered Doubtful	9,782,617,348	6,696,338,681
<b>Less: Provision for doubtful receivables</b>	<b>-9,782,617,348</b>	<b>-6,696,338,681</b>
<b>Total</b>	<b>65,753,014</b>	<b>3,086,246,120</b>

Note: 1- In the current year, additional provision done for of old book debts, which is outstanding before trigger date, in view of non availability of details for realisability of it. During previous year, company has provided provision for doubtful debts for unpaid debts above 12 months as per management view.

**9) CASH AND CASH EQUIVALENTS**

Particulars	As at	As at
	March, 31 2023	March, 31 2022
a) Cash on hand	13,629	410
b) Balances with banks (Current account)	37,218,100	-26,100,320
<b>Total</b>	<b>37,231,729</b>	<b>-26,099,910</b>

Note : In current year, cash balance were verified by the management of the company. We had given suitable effects in the books based on the Statement/ Balance confirmation received from respective banks. In previous year, credit balance is due to over-drawn position in current accounts as no bank statements available in previous year.

#### 10) Other Bank Balances

Particulars	As at March, 31 2023	As at March, 31 2022
Bank Balance as Margin Money	75,948,806	61,600,561
<b>Provision against doubtful deposit ( MM)</b>	<b>-50,691,695</b>	
<b>Total</b>	<b>25,257,111</b>	<b>61,600,561</b>

Note : In current year, company has taken BG against FD margin for GEB and provision were done for unrealisable FDs, based on the confirmation/ statement received from respective banks. For previous year, no bank statements available, so no bank reconciliation were prepared.

#### 11) LOANS

Particulars	As at March, 31 2023	As at March, 31 2022
Loan to related Parties (Refer Note 3A)		
- Apex Power Equipment Private Limited	123,021,068	123,021,068
- Maktel Power Ltd	5,512,877	5,512,877
- Ruby Cables	-	-117,994
Diamond EHV Conductors .Ltd.	4,000	
Loan to Others		22,201,280
- Advance against expenses	21,920,992	
- Employee advances	285,335	
<b>Provision for doubtful against receivables</b>	<b>-150,735,225</b>	
<b>Total</b>	<b>9,047</b>	<b>150,617,231</b>

Note: 1- In the current year, company has done provision for doubtful loans in view of uncertainty for realisability of loans. In previous years, the company has given interest free loan to subsidiary, associates company and enterprises over which directors and their relatives exercise significant control for operational purpose.

#### 12) OTHER FINANCIAL ASSETS

Particulars	As at March, 31 2023	As at March, 31 2022
	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

#### 13) OTHER CURRENT ASSETS

Particulars	As at March, 31 2023	As at March, 31 2022
Capital Advances	-	-
Advances to related parties		
- Diamond Power Transformers Limited	1,222,916,128	1,222,916,128
- Diamond Infosystem Limited	33,541,859	33,541,859
Diamond Power Globle Holding	7,077,373	
Advance against purchase of material / services (others)	1,159,979,855	1,296,924,644
Prepaid expenses	7,649,561	123,751
Balances with GST	626,033,266	550,355,031
Other Advances	-	-
Income Accured	356,280	
	<b>3,057,554,322</b>	<b>3,103,861,413</b>
<b>Provision for doubtful advances</b>	<b>(2,411,275,078)</b>	<b>(94,348,309)</b>
<b>Total</b>	<b>646,279,244</b>	<b>3,009,513,104</b>

Note:1- In current year, company has done for provision for Advances against purchase of material/ services includes amounts given to associates entities before Trigger Date, due to uncertainty about realisability or not and no additional information available with present management team.

**14) SHARE CAPITAL**

**(i) Authorised, issued, subscribed and paid up**

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
<b>Authorised:</b>				
Equity shares of Rs. 10 each	385,858,500	3,858,585,000	385,858,500	3,858,585,000
0.01% Cumulative Non-Convertible Preference Shares of Rs. 10 each	4,141,500	41,415,000	4,141,500	41,415,000
0.01% Optionally Convertible Redeemable Preference Shares of Rs. 10 each	60,000,000	600,000,000	60,000,000	600,000,000
<b>Issued and subscribed:</b>				
Equity shares of Rs. 10 each	52,697,106	526,971,060	270,390,429	2,703,904,290
0.01% Cumulative Non-Convertible Preference Shares of Rs. 10 each	-	-	4,141,500	41,415,000
<b>Paid Up:</b>				
Equity shares of Rs. 10 each	<b>52,697,106</b>	<b>526,971,060</b>	<b>269,710,679</b>	<b>2,697,106,790</b>

**(ii) Reconciliation of the number of equity shares and share capital issued, subscribed and paid-up:**

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the year	269,710,679	2,697,106,790	269,710,679	2,697,106,790
Decrease during the year	267,013,573	2,670,135,730	-	-
Issued during the year as fully paid	50,000,000	500,000,000	-	-
At the end of the year	<b>52,697,106</b>	<b>526,971,060</b>	<b>269,710,679</b>	<b>2,697,106,790</b>

**(iii) Details of Shareholders holding more than 5% shares in the company:**

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	%	No. of shares	%
Bank of India	-	-	54,346,232	20.15
Bank of Baroda	-	-	27,108,739	10.05
ICICI Bank Ltd	-	-	20,769,000	7.70
Axis Bank Ltd	-	-	19,595,118	7.27
Allahabad Bank	-	-	18,517,442	6.87
Himanshu J Shah	8,000,000	15.18	-	-
Rakesh R Shah	3,500,000	6.64	-	-
Shaishav R Shah	3,000,000	5.69	-	-
Monarch Infraparks Pvt Ltd.	7,000,000	13.28	-	-
GSEC Ltd.	18,500,000	35.11	-	-

**14.1 Rights, preferences and restrictions attached to equity shares:**

- During the Period under review in terms of the National Company Law Tribunal, Ahmedabad bench order dated 20th June, 2022, the 269710679 Equity Shares of the Company were extinguished to the extent of 99% of the Share Capital and accordingly, the Equity Share Capital after Reduction of Share Capital is 2697106 Equity Shares of Rs. 10 each, aggregating to Rs. 269.71 Lacs. Further, 5 Cr. Equity shares of Rs. 10 each were issued to the new promoters of the Company at PAR aggregating to Rs. 50 Cr. Therefore the Total paid up share capital of the Company is 52697106 Equity shares of Rs. 10 each aggregating to Rs. 526.97 Lacs. The Preference Share capital is totally written off in terms of the NCLT order dated 20th June, 2022.
- The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of shareholders are in proportion to its share of paid up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.
- Each holder of Equity share is entitled to one vote for each share.

**14.2 Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date :**

**During the five year period ended 31 March 2023**

a) **Shares have been allotted pursuant to a contract without payment being received in cash.** Under "Strategic Debt Restructuring" (SDR) on 29 June 2016 under the extant of RBI guidelines. As a part of the SDR, the lenders have converted part of their dues amounting Rs. 828.43 Crores representing 74.42% into equity Shares of Rs. 10/- each at a premium of Rs. 31.28/- per equity shares and accordingly the new equity shares of the company are issued to them in January'2017 in proportion of their outstanding dues.

b) No shares have been bought back

**Diamond Power Infrastructure Limited**  
**Statement of Changes in Equity for the year ended March 31, 2023**

**A. Equity Share Capital**

Balance at the beginning of the reporting period (i.e. 1st April, 2022)		Changes in equity share capital during the year 2022-23		Balance at the end of the reporting period (i.e. 31st March, 2023)	
No of shares	Rs.	No of shares	Rs.	No of shares	Rs.
269,710,679	2,697,106,790	-217,013,573	-2,170,135,730	52,697,106	526,971,060

**15 Other Equity**

As on 31st March, 2023

Particulars	Reserves & Surplus					Other Comprehensive Income	Equity Component of Unsecured Loan	Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Debenture Redemption Reserve	Retained Earnings			
Balance as at 1st April, 2022	237,243,705	10,076,596,552	1,500,000	234,750,000	(19,932,581,296)	(3,518,782)	473,184,615	-8,912,825,206
Transferred to capital reserve ( Resolution plan)	-237,243,705	-10,076,596,552	-1,500,000	-234,750,000	(120,077,926)	3,518,782	-473,184,615	-11,139,834,016
Capital Reserve (Resolution Plan- net effect)	7,485,453,484	-	-	-	-	-	-	7,485,453,484
Capital Redemption Reserve	2,670,135,730	-	-	-	-	-	-	2,670,135,730
Profit for the Year	-	-	-	-	(428,786,640)	-	-	(428,786,640)
<b>Balance as at 31st March, 2023</b>	<b>10,155,589,214</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-20,481,445,862</b>	<b>-</b>	<b>-</b>	<b>-10,325,856,648</b>

Note: In current year, company has written off all balances of other equity namely Capital reserve, Security premium reserves, General Reserves, Debenture redemption reserves, OCI and Unsecured loan in compliances with NCLT approved resolution plan order dated 20/06/2022 and created capital reserves for various balances written off to give effects of NCLT resolution plan. The company has done provision of various assets, accounting effects given through Capital reserve account.

As per our report attached  
**A Yadav & Associates LLP**  
Chartered Accountants  
FRN:- 129725W/W100686

**CA Arvind Yadav**  
Sr. Partner  
Membership No.: 047422

Place: Ahmedabad  
Date: 30/05/2023

For and on behalf of the Board  
**Diamond Power Infrastructure Limited**

**Aditya Nayak**  
CFO (In Charge)

**Maheswar Sahu**  
DIN: 00034051

**Mr. Tushar Lakhmapurkar**  
Company Secretary

Place: Ahmedabad  
Date: 30/05/2023

**Diamond Power Infrastructure Limited**  
**Notes forming part of Accounts**

**16) Borrowings**

Particulars	As at March 31, 2023	As at March 31, 2022
Non Current Borrowing		
Bank Term Loan	3,674,126,250	-
<b>Total</b>	<b>3,674,126,250</b>	<b>-</b>

Note : As per the NCLT resolution plan order dated 20/06/2022, company has to pay Rs. 501 Crs in the period of 5 years and Rs. 1,899 Crs at the end of 30 years in form of Unsecured redeemable bond. Out of Rs. 501 Crs., Rs. 20 Crs to meet resolution cost, Rs. 5 Crs for operational Creditors, Rs. 2.40 Crs to meet employees liabilities and Rs. 473.60 Crs to be paid over period of 5 years to financial creditors. During the year company has paid Rs. 71.70 Crs to Financial creditors and seperately created liabilities towards non convertible debentures of Rs. 33.16 Crs.

**17) OTHER FINANCIAL LIABILITIES**

Particulars	As at March 31, 2023	As at March 31, 2022
a) Deposits	99,500	56,039,607
b) Others		
i) Non Convertible Debenture Claim	331,646,799	-
ii) Unsecured Redeemable Bonds	18,992,848,415	-
iii) Other (Loan)	435,077,258	-
iv) Forward Premium Payable	-	145,657,814
v) Preference share liability	-	712,274,419
<b>Total</b>	<b>19,759,671,971</b>	<b>913,971,840</b>

Note : 1 - As per the NCLT resolution plan order dated 20/06/2022, company has to pay Rs. 501 Crs in the period of 5 years and Rs. 1899 Crs at the end of 30 years. Out of Rs. 501 Crs., Rs. 20 Crs to meet resolution cost, Rs. 5 Crs for operational Creditors, Rs. 2.40 Crs to meet employees liabilities and Rs. 473.60 Crs to be paid over period of 5 years to financial creditors. During the year company has seperately accounted liabilities seperately towards non convertible debentures of Rs. 33.16 Crs. and Unsecured redeemable bonds amount repayable at the end of 30 years amounting to Rs. 1899.28 Crs.

2 - During the year, company has taken unsecured loan from related parties at interest rate of 10 % p.a. repayment terms yet to be finalised.

3 - Company has provided and transferred to Capital reserves account liabilities of forward premium and preference shares in compliances with NCLT approved plan order dated 20/06/2022.

**18) NON-CURRENT PROVISIONS**

Particulars	As at March 31, 2023	As at March 31, 2022
<b><u>Provision for employee benefits</u></b>		
Gratuity payable	-	15,000,321
Leave balance payable	-	-2,118,739
<b>Total</b>	<b>-</b>	<b>12,881,582</b>

Note: 1- No provision made for Grauity and leave Encashment liability during the year as required under IND AS, as no major operation during the current year and no activities in previous year. The previous year liabilities were provided and transferred to capital reserves account as per approved NCLT plan order dated 20/06/2022.

2 - As per approved NCLT resolution plan Rs. 2.40 Crs provided for payment of old employees dues, as due to litigation matter, no payments were made towards old employees due.

**19) OTHER NON CURRENT LIABILITY**

Particulars	As at March 31, 2023	As at March 31, 2022
	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Diamond Power Infrastructure Limited**  
**Notes forming part of Accounts**

**20) BORROWINGS-CURRENT**

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Secured</b>		
a) Non Convertible Debentures	-	745,172,532
b) Loans (Term Loan & Cash Credit)		
i) From banks	-	19,034,812,549
ii) From others	443,001	1,118,669
<b>Total</b>	<b>443,001</b>	<b>19,781,103,750</b>

20.1 As per the NCLT resolution plan order dated 20/06/2022, company has to pay Rs. 501 Crs in the period of 5 years and Rs. 1899 Crs at the end of 30 years. Out of Rs. 501 Crs., Rs. 20 Crs to meet resolution cost, Rs. 5 Crs for operational Creditors, Rs. 2.40 Crs to meet employees liabilities and Rs. 473.60 Crs to be paid over period of 5 years to financial creditors. The liabilities accounted of Rs. 4.43 Lacs, towards CIRP Expenses unpaid to bank.

**21) TRADE PAYABLES**

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Micro, Small and Medium Enterprises (Note - 21.2)	12,215,583	96,607,315
Others	274,420,755	947,683,188
Acceptances	-	43,587
<b>Total</b>	<b>286,636,338</b>	<b>1,044,334,090</b>

21.1 As per the NCLT resolution plan order dated 20/06/2022, company has to pay Rs. 501 Crs in the period of 5 years and Rs. 1899 Crs at the end of 30 years. Out of Rs. 501 Crs., Rs. 20 Crs to meet resolution cost, Rs. 5 Crs for operational Creditors, Rs. 2.40 Crs to meet employees liabilities and Rs. 473.60 Crs to be paid over period of 5 years to financial creditors. During the year company has paid Rs. 5 Crs to operational creditors and other outstanding liabilities provided and transferred to capital reserves.

21.2 The Company had sought confirmation from its vendors on their status under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act") which came into force from 2 October 2006.

21.3 The amount due to Micro & Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information available with the company.

21.4 The disclosure relating to Micro, Small and Medium Enterprises as at 31st March, 2023 are as under :

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
(a) Principal amount remaining unpaid	12,215,583	96,607,315
(b) Interest due on above and the unpaid interest	-	-
(c) Interest paid	-	-
(d) Payment made beyond the appointed day during the year	-	-
(e) Interest due and payable for the period of delay	-	-
(f) Interest accrued and remaining unpaid	-	22,956,541
(g) Amount of further interest remaining due and payable in succeeding years	-	-

**22) OTHER FINANCIAL LIABILITIES**

Particulars	As at March 31, 2023	As at March 31, 2022
a) Interest accrued	-	4,178,363,830
b) Other liabilities		
i) Provision for Tax on Dividend	-	31,399
ii) Proposed Dividend on Preference Share	-	165,660
ii) Other	6,751,811	-
<b>Total</b>	<b>6,751,811</b>	<b>4,178,560,889</b>

- 22.1 As per the NCLT resolution plan order dated 20/06/2022, company has to pay Rs. 501 Crs in the period of 5 years and Rs. 1899 Crs at the end of 30 years. Out of Rs. 501 Crs., Rs. 20 Crs to meet resolution cost, Rs. 5 Crs for operational Creditors, Rs. 2.40 Crs to meet employees liabilities and Rs. 473.60 Crs to be paid over period of 5 years to financial creditors. During the year company has provided interest liabilities and other liabilities and transferred to capital reserves.

**23) OTHER CURRENT LIABILITIES**

Particulars	As at March 31, 2023	As at March 31, 2022
i) Advance from Customer	86,298,157	5,073,554
ii) Statutory payables		
GST	11,801,878	10,852,590
PF, ESIC & PT	188,940	2,965,824
TDS	3,078,672	6,249,119
	-	-
iii) Employee Benefit Expenses		
Bonus Payable & Stipend Payable	100,461	4,368,175
Employes Recreation Club	-	2,162,234
Salary Payable	5,731,946	33,568,860
Other	24,000,000	3,303,304
iv) Other liabilities	-	241,259
v) Provision for expenses	-	1,890,000
<b>Total</b>	<b>131,200,054</b>	<b>70,674,919</b>

- 23.1 1 -No provision made for Gratuity and leave Encashment liability during the year, as no major operation during the current year and no activities in previous year. The previous year liabilities were provided and transferred to capital reserves account as per approved NCLT plan order dated 20/06/2022  
2 - As per approved NCLT resolution plan Rs. 2.40 Crs provided for payment of old employees dues, as due to litigation matter, no payments were made towards old employees due.  
3- all unclaimed statutory payments unpaid since triggered date onwards as reported, it was written off in compliances with approved resolution NCLT order.

**24) PROVISIONS - CURRENT**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Provision for employee benefits</b>		
Gratuity payable	-	7,597,731
Leave balance payable	-	6,234,871
Provision for expenses	8,210,684	-
<b>Total</b>	<b>8,210,684</b>	<b>13,832,602</b>

- 24.1 1-No provision made for Gratuity and leave Encashment liability during the year as required under IND As, as no major operation during the current year and no activities in previous year. The previous year liabilities were provided and transferred to capital reserves account as per approved NCLT plan order dated 20/06/2022.



**Diamond Power Infrastructure Limited**  
**Notes forming part of Accounts**

**25) REVENUE FROM OPERATIONS**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Sales		
Manufacturing Sales	139,637,341	-
Jobwork Sales	-	-
Trading Sales	-	-
Testing Income	-	-
Scrap Sales	14,926,711	-
Excise		-
<b>Total</b>	<b>154,564,052</b>	<b>-</b>

Note : December 2022 onwards, company has started manufacturing of few items and sold material and scrap.

**26) OTHER INCOME**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Interest Income from Bank deposits	2,461,923	-
Profit/Loss on Foreign Exchange Fluctuation	-	-
Insurance Claim	-	-
Dividend Income	-	-
Excess Provision Written Back	-	-
Other income	166,655	500,000
<b>Total</b>	<b>2,628,578</b>	<b>500,000</b>

Note : Interest income received on old margin money deposit with banks and short term deposits.

**27) COST OF MATERIAL CONSUMED \* #**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
COST OF MATERIAL CONSUMED * #	142,086,416	-
<b>Total Cost of Materials consumed</b>	<b>142,086,416</b>	<b>-</b>

Note : December 2022 onwards, company has started manufacturing of few items.

**28) Changes in inventories of Finished Goods, Work-in Progress & Stock-in-Trade**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
<b>Opening Balance</b>		
Work-in progress	59,851,975	59,851,975
Finished Goods	354,118,144	354,118,144
<b>Total Opening Balance</b>	<b>413,970,119</b>	<b>413,970,119</b>
<b>Closing Balance</b>		
Work-in progress	68,404,849	59,851,975
Finished Goods	304,370,700	354,118,144
<b>Total Closing Balance</b>	<b>372,775,549</b>	<b>413,970,119</b>
<b>Total Changes in inventories of Finished Goods, Work-in Progress &amp; Stock-in-Trade</b>	<b>41,194,570</b>	<b>-</b>

Note : December 2022 onwards, company has started manufacturing of few items. The new management has taken over management of the company in the month of Sept-22 as per the NCLT approved resolution plan . Inventory valuation proposed to be done in F.Y 2024

**Diamond Power Infrastructure Limited**  
**Notes forming part of Accounts**

**29) EMPLOYEE BENEFIT EXPENSE**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Salaries and Wages	29,480,983	1,368,875
Contribution to Provident Fund and Other Funds	596,083	-
Staff Welfare Expenses	179,557	-
<b>Total</b>	<b>30,256,623</b>	<b>1,368,875</b>

Note: 1- No provision made for Gratuity and leave Encashment liability during the year.  
 23 - December 2022 onwards company has started manufacturing of few products and for initial period accounting of expenses of CIRP and related staff worked in the company.

**Diamond Power Infrastructure Limited**  
**Notes forming part of Accounts**

**30) FINANCE COST**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Interest on borrowings	6,039,316	-
Bank charges & other finance cost	476,115	69,187,781
Other borrowing cost	517	3,559
<b>Total</b>	<b>6,515,948</b>	<b>69,191,340</b>

Note: 1- During the year, company has taken unsecured loan from related parties at interest rate of 10 % p.a. for business working of the company.

2 - As per approved resolution plan of NCLT order dated 20/06/2022, no provision of interest required on differed payment amount to Financial creditors of Rs. 472 Crs., provision of interest done at the rate of 0.01 % p.a. for unsecured redeemable bond amount repayment at the end of 30 years amounting to Rs. 1899 Crs.

**31) ADMINISTRATION AND OTHER EXPENSES**

<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
Consumption of stores and spare parts		-
Power and fuel	23,429,616	347,200
Freight, clearing and forwarding	3,218,387	-
Rent	1,100,666	-
<b>Repairs and maintenance</b>		
a) Building	2,428,090	-
b) Machinery	4,985,424	-
c) Others	8,712,795	108,287
Insurance	9,828,248	6,927,710
Rates and taxes	157,767	-
Travelling expenses	3,080,190	145,537
Legal and professional fees	63,021,027	12,821,091
Auditors' remuneration (Refer note below)	1,010,000	225,000
Contract labour cost	36,892,498	7,717,828
Advertising and sales promotion	1,459,589	332,288
Vehicle running expenses	3,722,173	-
Telephone and other communication expenses	448,375	8,196
Printing and stationery	428,360	38,365
Provision for doubtful debts		-
Board sitting fees	675,000	-
Software charges	4,257,172	40,000
Discount on sales	298,185	-
Membership and subscription	5,939,304	29,502
Bank charges		2,970
Realized Gain/Loss on Investment	249,913	-
Office Expense	325,858	16,902
Provision for diminution in value of investments	73,940	-1,830,000
Penalty	290,000	
Miscellaneous expenses	1,523,721	900
<b>Total</b>	<b>177,556,296</b>	<b>26,931,776</b>

- 31.1 1- The new management has taken over management of the company from trigger date 17/09/2022 as per the NCLT approved resolution plan order dated 20/06/2022 and incurred expenditures for repairs and maintenance of fixed assets for starting of operational activities in the company. All major repairs expenditure were capitalised.  
2 - During the previous year, accounting of expenses for CIRP process, it was started from 24th August 2018 onwards.

31.2 Payment to Auditor as :

Particulars	2022-23	2021-22
a) Statutory audit	1,000,000	225,000
b) Other services	10,000	-
<b>Total</b>	<b>1,010,000</b>	<b>225,000</b>

### 31.3 Details of CSR expenditure

The provisions under section 135 and the rules thereof pertaining to Corporate social responsibility are not applicable to the Company during the year.

## 32) EARNING PER SHARE (EPS)

Particulars	2022-23	2021-22
i) Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders	(428,786,640)	(254,033,861)
ii) Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	52,697,106	269,710,679
iii) Weighted Average Potential Equity Shares		-
iv) Total Weighted Average number of Equity shares used as denominator for calculating Diluted EPS	52,697,106	269,710,679
v) Basic Earnings per Share (Rs.)	(8.14)	(0.94)
vi) Diluted Earnings per Share (Rs.)	(8.14)	(0.94)
vii) Face Value per Equity Share (Rs.)	10	10

- 32.1 During the Period under review in terms of the National Company Law Tribunal, Ahmedabad bench order dated 20th June, 2022, the 269710679 Equity Shares of the Company were extinguished to the extent of 99% of the Share Capital and accordingly, the Equity Share Capital after Reduction of Share Capital is 2697106 Equity Shares of Rs. 10 each, aggregating to Rs. 269.71 Lacs. Further, 5 Cr. Equity shares of Rs. 10 each were issued to the new promoters of the Company at PAR aggregating to Rs. 50 Cr. Therefore the Total paid up share capital of the Company is 52697106 Equity shares of Rs. 10 each aggregating to Rs. 526.97 Lacs. The Preference Share capital is totally written off in terms of the NCLT order dated 20th June, 2022.

**Diamond Power Infrastructure Limited**  
Notes forming part of Accounts

**33) RELATED PARTIES DISCLOSURES**

**(A) List of related parties**

- I) Subsidiaries :** Nil
- II) Associate Companies :** Nil
- III) Key managerial Personnel (KMP)**
- (i) Executive Director**  
Mr. O.P. Tiwari
- (ii) Non - Executive Directors**  
a. Mr. Maheswar Sahu - Chairman (Independent Director)  
b. Mr. Rakeshbhai .R. Shah - Director  
c. Mr. Himanshu J. Shah - Director  
d. Mr. Rabindranath Nayak - Independent Director  
e. Ms. Urvashiben D. Shah - Women Independent Director
- (iii) Key Managerial Personnel (KMP)**  
a. Mr. Aditya Nayak - CFO (In- charge)  
b. Mr. Tushar Lakhmapurkar - VP- Legal & Company Secretary
- IV) Enterprises over which KMP and their relatives exercise significant influence** Monarch Infraparks Pvt Ltd.  
GSEC Ltd.  
Premjayanti Enterprises Pvt. Ltd.  
Gomex Aviation pvt. Ltd.
- V) Relatives of KMP** Nil

**(B) Transactions during the year with related parties :**

31-Mar-23

Particulars	Subsidiary	Associates Companies/ Enterprises over which KMP & their Relatives exercise significant influence	KMP	Relatives of KMP	Total
Purchase of goods and services incl. taxes	-	-	-	95,100,827	95,100,827
Expenses Reimbursement	-	-	8,186,657	-	8,186,657
* Loans & Advances Payable (NET)	-	6,751,811	366,081,574	68,995,684	441,829,069
Total	-	6,751,811	374,268,231	164,096,511	545,116,553

\* Company has reported net outstanding balance only.

Note:- As per NCLT approved resolution plan, the new management has taken over the charge of the company hence, present related party transaction are only shown here accordingly.

**Diamond Power Infrastructure Limited**  
**Notes forming part of Accounts**

**34) CONTINGENT LIABILITIES AND COMMITMENTS**

<b>Contingent liabilities</b>	<b>March 31,2023</b>	<b>March 31,2022</b>
<b>(A) Contingent Liabilities</b>		
<b>(a) Claims against the Company not acknowledged as debts represents :</b>		
i) Suits filed against the Company by M/s. Sardar Sarovar Nigam Limited	-	6,301,659
ii) Disputed demand of sales tax against which the Company has preferred an appeal	-	324,412,920
iii) Demand of sales tax against order and Show Cause Notice	-	4,083,085,182
iv) Disputed demand of excise and service tax against which the Company has	-	25,231,546
v) Demand of excise and service tax against Order Received dated 28.02.2019	-	970,302,331
vi) DPIL V/s. Minar Prefab Private Limited (Regular civil appeal No._____/2008)	-	51,700
vii) CBI, Jammu V/s. DPIL & Ors. ( Chargesheet No. 1/2012, case No. 5(A)/2011	*	*
viii) Petition filed u/s 561-A of Cr. PC. Filed by DPIL & Ors. (Hon'able high court of J&K)	*	*
ix) Chandrasingh Rathod & Ors. V/s DPIL (Misc. Application No. 2549/2016)		24,500,000
x) M/s Agrawal Metal Work Private Limited V/s. DPIL (Company Petition No. 19/2016)		42,854,698
xi) Canbank factor V/s Accrod Industries Limited & Ors. (Commercial Suit No. 53/2017)	95,000,000	95,000,000
xii) Demand of excise and service tax against SCN No.: DGGSTI/SZU/36-01/2017-18	-	7,145,667
xiii) Demand of excise and service tax against SCN No.: DGGSTI/SZU/36-04/2017-18	-	166,977,240
xiv) Demand of excise and service tax against SCN No.: DGGSTI/SZU/36-13/2017-18	-	218,697,155
xv) Demand of excise and service tax against SCN No.: DGGSTI/SZU/36-29/PET/2017-18	-	40,327,593
<b>(b) Gurantees</b>		
i) Guarantees given to third parties		
ii) Corporate guarantees given on behalf of Diamond Power Transformers Limited	-	1,200,000,000
iii) Corporate guarantees given on behalf of Diamond Infosystem Limited	-	40,000,000

\* The judicial process is ongoing and financial liabilities amount can not be workable.

Note : Details reported as above are prepared by the management of the company.

**A. CORPORATE INFORMATION:**

Diamond Power Infrastructure Limited (DPIL) is public limited companies domiciled and headquarters in India & incorporated on 26 August 1992, under the provisions of Companies Act, 1956. Its Shares are listed on two stock exchanges in India. The company is engaged in manufacturing & selling of conductor, cables and transmission towers.

**B. SIGNIFICANT ACCOUNTING POLICIES****B.1 BASIS OF PREPARATION & PRESENTATION**

The Financial Statements have been prepared on the historical cost basis except for following assets and liabilities which have been measured at fair value amount:

- i. Investment in Mutual Fund, preference share liability and financial derivatives
- ii. Defined benefit plans - Plan assets

The Financial Statements of the company have been prepared to comply with the Indian Accounting standards ('IND AS'), including the rules notified under the relevant provisions of the companies Act, 2013, **except Non compliances of IND AS (As directed by NCLT order) reported in other paras of the notes of accounts, main independent audit report in Basis for Disclaimer of opinion and as reported in notes of financial statements.**

**We are not able to conduct our audit in accordance with the Standards on Auditing practices issued by the Institute of Chartered Accountants of India in previous financial years as detailed out as under, (we draw attention on our qualification note ) and we are not able to comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement due to non-availability of accounting records, information and audit evidence as required in previous financial years and in current year opening balances of pervious FS carried forwards as it is.**

Company's financial statements are presented in Indian Rupees (Rs.), which is also its functional currency.

**Material information for events accrued in the company as on date:**

1. On the basis of CBI FIR, the Enforcement Directorate, Ahmedabad (**ED**) has registered case, bearing no. ECIR/AMZO/03/2018 dated April 05, 2018 under the provision of **Section 17 of the Prevention of Money-Laundering Act, 2002** and conducted search at all the places of the company on April 09, 2018 & attached properties of company & directors by provisionally attached order no. PAO No. 02/2018 dated April 24, 2018. The ED has filled ECIR sheet on December 22, 2018 with The Hon'ble Court of Principal District & Sessions Judge (Ahmedabad Rural) and Hon'ble Designated special court under the prevention of Money-Laundering Act, 2002, At Ahmedabad, the matter is under legal proceeding.
2. On the basis of CBI FIR, the Directorate of Investigation of Income Tax department has carried out search and seizure U/s 132 of the Act on 10/04/2018 and subsequently a notice U/s 153

## Schedule 35

A of the Act was issued on 25/10/2018 to file Income Tax returns, the company has filled Income tax returns U/s 139(4) and declared losses of Rs. 715.67 Crs., which was marked as defective returns by IT department. Against that, various notices were given to the company to file ITR of the company but the company has not filled Income tax returns, subsequently as required notices were served by IT department to the company and due to non-availability of information and records special audit was carried out U/s 142(2A) by the M/s Talati & Talati LLP Chartered Accountants and IT department has added various addition and Assessment order for FY 2017-18 / AY 2018-19 dated 01/07/2022 is received by the company with tax demand of Rs. 37,98,22,980.00 and addition was done for subsequent years.

The other regulators / departments like GST, Income Tax, SIFO, Serious fraud investigation department of BSE / NSES & others, over and above details give for ED and CBI have also initiated legal proceeding against the directors, employees, other persons and company, at present legal proceeding are going on and we have no details, other than reported in respective paras of this report. The Company has undergone CIRP with cutoff date being 24.08.2018 in terms of the provisions of the Code vide order dated 24.08.2018 passed by the NCLT, accordingly accounting of applicable interest on borrowed debts after cut of date i.e. 24/08/2018 have not been accounted as per applicable rules under code.

3. ***The Hon'ble National Company Law Tribunal, Ahmedabad ("NCLT") by an order dated 20<sup>th</sup> June 2023 has approved resolution plan submitted by RP under Section 30(6) of the IBC, 2016 and approved resolution plan submitted by M/s GSEC and consortium of Mr. Rakesh Ramanlal Shah at total offer price of Rs.2401Cr., all required necessary accounting provisions will be provided by the new management, so we have not recommended required necessary provisions in Assets and liabilities in the financial statements provided to us by RP up and new management team with suspended management up to September 2022 and afterward new management.***
4. After trigger date new management has taken over administration and management of the company and reconstituted board of directors, the above result has been adopted by the Board of Directors on **May 30<sup>th</sup>, 2023** in the audit committee meeting and board of directors' meetings respectively, which was prepared by the new management.
5. During CIRP process, company has defaulted in submission of past quarterly results, half yearly and annual audited financial results of the company to stock exchanges and defaulted in all applicable Acts, Rules Regulations, Guidelines, Standards and provisions of Companies Act, 2013 for filing, conducting, submission and records maintenances etc. After trigger date the new management of the company has started compliances, as required under Companies Act, 2013. The company **has not prepared consolidated financial statements** in view of ongoing insolvency proceedings with the subsidiaries / associate / group companies and unavailability of the updated financial statements of such subsidiaries / associate / group companies of old management prior to trigger date.
6. In compliance with the NCLT orders, company has provided for the various investments made by old management amounting to Rs. 11.67 Crs. However, said amount was written off by giving necessary entries in books of accounts. Accordingly, there is no investment in shares of



any company. Hence, company has no subsidiary and/ or associates as on end of the year 2023 and no requirement for preparation of consolidated financial statement.

7. The Results of the Company comprise of only one segment i.e. Cables and conductors division only. However, no major operational activities during the reporting period.
  8. **The company has passed necessary accounting entries in compliances with NCLT approved resolutions plan via / through capital reserves for Rs. 748.55 Crs.(Net). write-off/write-back/adjustment of the creditor & liabilities amounts to bring the outstanding as per the approved resolution plan and necessary all provision entries for assets reduction passed through capital reserves, the passed accounting entries are not in compliances with Ind AS and to that, extent non-compliances to Ind AS.**
  9. During the period under reporting, no major production activities in the company were undertaken, so company has provided pro-rata 20 % (p.a.) of applicable depreciation rate for PPE block as per part C of Schedule II of the Companies Act, 2013 for normal wear and tear.
  10. During the CIRP process and up to trigger date, various expenses incurred related to CIRP process, accounting vouchers were not signed and approved by the Resolution Professional. However, we understand that as per IBC, during CIRP, all expenses are incurred based on and after approval of CoC and due to confidentiality, the minutes of CoC / monitoring committee were not shared with us, so to that extent we give our disclaimer of opinion.
  11. Previous periods figures have been re-arranged / re-grouped wherever considered necessary to confirm to the presentation of the current period.
  12. No impairment test was carried out for the reporting period as per requirement of the IND AS and accordingly no provision/reserve were accounted.
  13. Current legal status for advance paid to Group/associate company were not available hence total provision was made during the reporting period against the outstanding balance.
  14. After the trigger date, company has written of negative balances of bank margin moneys and current accounts balances based on bank statements of old period, the necessary accounting effect given through capital reserve account, this is not in compliances with Ind AS provisions.
- Approved Resolution Plan Execution:**
15. In compliance with approved resolution plan, new management has infused Rs. 50 Crs. as equity share capital, the equity shares are allotted to respective shareholders, company has filled application to stock exchanges BSE and NSE for approval.
  16. In compliance with approved resolution plan, company has reduced the equity share capital and has filled necessary application to BSE & NSE, company has received in principle approval from NSE on 14.03.2023. However, approval from BSE is yet to be receive.

## Schedule 35

17. In compliance with approved resolution plan, company has paid upfront amount of Rs. 72.30 Cr. to the secured financial creditors..
18. In compliances with approved resolution plan, Rs. 20 Crs. which are earmarked towards the CIRP costs with RP for CIRP expenditures, required details for expenditure yet to be receive from RP.
19. In compliance with approved resolution plan, company has to pay Rs. 1,899 Crs at end of 30 years to secured financial creditors, accordingly the company has issued unsecured bond with maturity amount of Rs. 1,899 Crs. at coupon rate 0.001 % per annum and necessary accounting entries were passed in given FS. These bonds are repurchased by Gomex Aviation Pvt. Ltd. (SPV of RA) from respective banks / FIs through repurchase agreements. In compliance with Ind AS 109, company has to discount the bond at present NPV of Rs. 25.67 Crs., however company has booked full value of bond of Rs. 1899 Crs in FS and to that, extent non compliances with IND AS.
20. In compliance with approved resolution plan, company has taken unsecured loan from the group companies at the interest rate of 10% p.a. to start the operation of the company but formal agreement was yet to be received. However, Board resolution for interest payment on unsecured loan are yet to be passed & adopted in board except "GSEC Ltd.".
21. In compliance with approved resolution plan, company has accounted long term borrowing liabilities of Rs.400.57 Crs. (after payment of 2<sup>nd</sup> instalment of Rs. 29.70 Cr.) payable to secured financial creditors within total period of 5 years.
22. In compliance with approved resolution plan, company had allocated to pay Rs.2.40 Crs. towards the admitted claims of workmen and employees, however, the company has not paid amount as per the claim admitted by the Resolution professional, since mistakes were found in claim admission, accordingly the company has taken stay order for the payment to the workmen and employees and the matter under legal proceedings.
23. In compliance with approved resolution plan, company has accounted operational creditors outstanding as per the revised claim admitted by RP reduced by amount paid as per the resolution plan, in the books of accounts certain creditors amount reflected as debit balance and necessary accounting entries passed as advances paid to vendors and recovery procedure has been undertaken towards the amounts due to respective vendors/operational creditors.
24. In compliance with approved resolution plan, the company has passed various accounting entries for secured financial creditors banks / FIs & other current and non-current liabilities and assets based on available records with the company and created **capital reserves for Rs. 748.55 Crs.** write-off/write-back/adjustment of the creditor amounts to bring the outstanding as per the approved resolution plan.
25. The reported figures in enclosed FS of current assets and non-current assets are under reconciliation & outstanding confirmation work is in progress and subject to confirmation by respective parties. The reported figures of current assets and non-current assets are the carried forward figures from FY 2017-18 onwards, as a statutory auditor of the company, we

have given our **disclaimer of opinion** on it in current and previous audited financial statements.

26. As informed to us by the new management is in process of physical verification and revaluation of inventories. The reported figures of inventories as accounted and carried forward are from 2017 onwards, our firm has given **disclaimer of opinion** for audited FS of the company.
27. The new management has sent debtors balance confirmation letter to major debtors and the same is awaited as on reporting date, due to uncertainty about realizability on account of liquidated damages (LD), penalties and others deductions, accordingly full provision entries have been passed for debtor's outstanding amount which was carried forward from 2017 onwards. So based on verification and confirmation it will be accounted accordingly and necessary written off entries will be passed in future as informed by management of the company.

## **B.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**As reported in main audit report in Basis for Disclaimer of opinion and above said para, due to non-availability of required data, information and documents, we have carried out audit based on system data only, so we have given our DISCLAIMER OF OPINION about audit and compliances with various applicable statutory laws, Company Acts, SEBI etc. and compliances with below given standards applicable under statutory Act & Rules.**

### **a) Property, plant and equipment**

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Asset under installation or under construction as at the Balance Sheet date are shown as capital work in progress.

Subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefit associated with the item will flow to the entity and the cost can be measured reliably.

Assets costing up to Rupees five thousand are fully depreciated in the year of purchase.

### **b) Depreciation**

Depreciation on property, plant and equipment is provided Straight Line Method based on useful life of the assets as prescribed in Schedule II of Companies Act, 2013, which were considered reasonable by the management.

### **c) Leases**

The Company has taken office premises at various locations under cancellable operating lease. These are recognized as operating lease. The period of such lease ranges from less than one year to four years.

**d) Finance Cost**

Borrowing costs are interest and other costs (including exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred by the Company in connection with the borrowings of funds. Borrowing costs directly attributable to acquisition or construction of those tangible fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalised. Other borrowing costs are recognised as an expense in the period in which they are incurred.

**e) Inventories**

Inventories which comprise raw materials, work-in-progress, finished goods, stock-in-trade, stores and spares are carried at lower of cost and net realisable value.

Cost of inventories comprises all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. The Company follows weighted average cost method for its valuation purpose.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

The comparison of cost and net realisable value is made on item-by-item basis.

- f)** The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**g) Provisions**

A provision is recognised if as a result of a past event the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are not recognised but disclosed in the Financial Statements when economic inflow is probable

**h) Employee Benefits Expense**

**Short Term Employee Benefits:**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

**Post-Employment Benefits**

**Defined Contribution Plans**

A defined contribution plan is a post-employment benefit plan under which the company pays specified contributions to a separate entity. The company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

**Defined Benefit Plans**

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @ 15 days salary for every completed year of service as per the Payment of Gratuity Act 1972.

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by respective IT authorities.

The liability in respect of gratuity and other post-employment benefits is calculated using the projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employee's services.

Re-measurement of defined benefit plans in respect of post-employment are charged to the Other Comprehensive Income.

**i) Tax Expenses**

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

**Current Tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

**Deferred Tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient profit will be available.

**j) Foreign currencies transactions**

Foreign exchange transactions are recorded into Indian rupees using the average of the opening and closing spot rates on the dates of the respective transactions.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated into Indian rupees at the closing exchange rates on that date. The resultant exchange differences are recognised in the statement of profit and loss except that:

- i. Exchange differences pertaining to long term foreign currency monetary items are accumulated in 'Foreign Currency Monetary Item Translation Difference Account' (FCMITDA), and are amortised over the balance period of the relevant foreign currency item.

- ii. Exchange differences arising on other long-term foreign currency monetary items are accumulated in 'Foreign Currency Monetary Item Translation Difference Account' (FCMITDA), and are amortised over the balance period of the relevant foreign currency item.

A foreign currency monetary item is classified as long-term if it has original maturity of one year or more.

Exchange differences arising on a monetary item that, in substance, forms part of the Company's net investment in a non-integral foreign operation are accumulated in a foreign currency translation reserve until the disposal of the net investment, at which time the accumulated amount is recognised as income or expense.

The premium or discount on a forward exchange contract taken to hedge foreign currency risk of an existing asset / liability is recognised over the period of the contract. The amount so recognised in respect of forward exchange contracts which are taken to hedge long-term foreign currency monetary items is added to / deducted from the carrying amounts of depreciable assets or accumulated in FCMITDA as discussed above. In respect of other forward exchange contracts, it is recognised in the Statement of Profit and Loss.

The forward exchange contracts taken to hedge existing assets or liabilities are translated at the closing exchange rates and resultant exchange differences are recognised in the same manner as those on the underlying foreign currency asset or liability.

#### **Derivative Instruments**

Apart from forward exchange contracts are taken to hedge existing assets or liabilities, the Company also uses derivatives to hedge its foreign currency risk exposure relating to firm commitments and highly probable transactions. In accordance with the relevant announcement of the Institute of Chartered Accountants of India, the company provides for losses in respect of such outstanding derivative contracts at the balance sheet date by marking them to market. Net gain, if any, is not recognised. The contracts are aggregated category-wise, to determine net gain/loss.

#### **k) Revenue recognition**

Revenue from sale of goods in the course of ordinary activities is recognised when property in the goods or all significant risks and rewards of their ownership are transferred to the customer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods and regarding its collection. Revenue from sale of goods is measured at the fair value of

the consideration received/receivable, taking into account contractually defined terms of the payment.

Revenue from services is recognised under the proportionate completion method provided the consideration is reliably determinable and no significant uncertainty exists regarding the collection of the consideration.

The amount recognised as revenue is exclusive of sales tax, value added taxes (VAT) and service tax, and is net of returns, trade discounts and quantity discounts.

Dividend income is recognised when the right to receive payment is established.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable. Discount or premium on debt securities held is accrued over the period to maturity.

**l) Operating Cycle**

Based on the nature of activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

**m) Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**i. Financial Assets**

**A. Initial recognition and measurement**

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

Fair value is the price that would be received to sell an asset or settle a liability in an ordinary transaction between market participants at the measurement date. The fair value of an asset or a liability is measured using the assumption that market participants would use when pricing an asset or a liability acting in their best economic interest. The Company used valuation techniques, which were appropriate in circumstances and for which sufficient data were available considering the expected loss/ profit in case of financial assets or liabilities.

**B. Subsequent measurement**

- i. A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect



contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

- ii. A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- iii. A financial asset which is not classified in any of the above categories are measured at FVTPL.

**C. Investment in subsidiaries and Associates**

The Company has accounted for its investments in subsidiaries and associates at cost.

**D. Other Equity Investments**

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'

**E. Impairment of financial assets**

In accordance with IND AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine

impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month Expected Credit Loss to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

**F. Derecognition of financial assets**

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

**ii. Financial Liabilities**

**A. Initial recognition and measurement**

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

**B. Subsequent measurement**

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**iii.** The Company uses various derivative financial instruments such as interest rate swaps, currency swaps, forwards & options and commodity contracts to mitigate the risk of changes in interest rates, exchange rates and commodity prices. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

**iv.** Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for the effective portion of cash flow hedges which is recognised in Other Comprehensive Income and later to Statement of Profit and Loss when the hedged item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial assets or non-financial liability.

**n) Segment Reporting**

In accordance with its business and organization structure and internal financial reporting, the company has concluded that Transmission and Distribution of Power (T&D) related business is its primary business segment. As the Company's revenue is

mainly from T&D business, no separate information in line with IND AS 108 "Operating Segments" is required.

**o) Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Financial Statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

**Level 1** - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

**Level 2**- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

**Level 3** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the Financial Statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's Management determines the policies and procedures for both recurring and non – recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents

The management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- C. The preparation of the Company's financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.
- a) Property, plant and equipment / intangible assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.
  - b) **Recoverability of trade receivable**  
Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

**c) Provisions**

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

**d) Impairment of non-financial assets**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or a groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

**e) Impairment of financial assets**

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**A Yadav & Associates LLP**  
Chartered Accountants  
FRN:- 129725W/W100686

**For and on behalf of the Board**  
**Diamond Power Infrastructure Limited**

**CA Arvind Yadav**  
Sr. Partner  
Membership No.: 047422

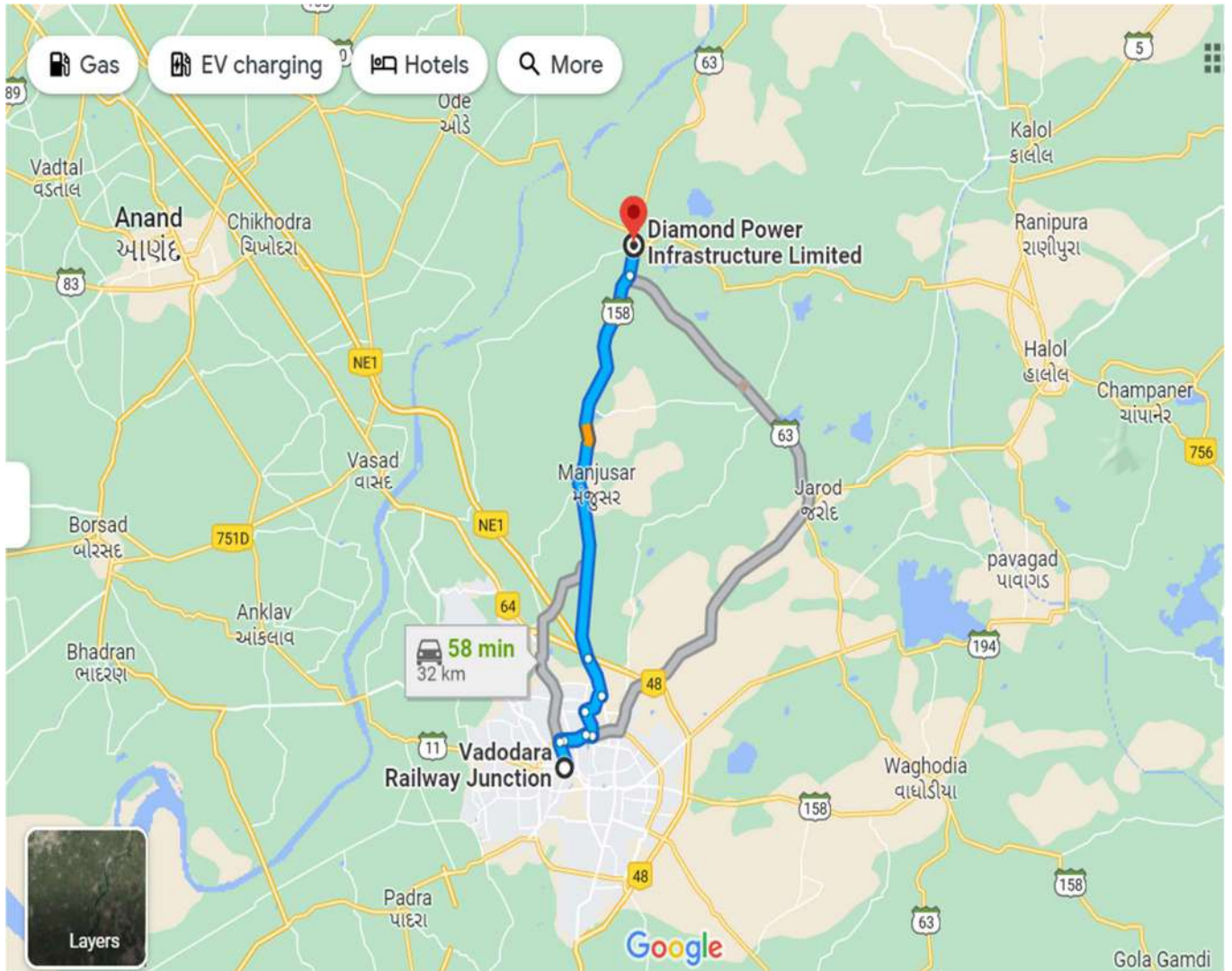
**Aditya Nayak**  
CFO (In Charge)

**Maheswar Sahu**  
DIN: 00034051

**Place: Ahmedabad**  
**Date: 30/05/2023**

**Tushar Lakhmapurkar**  
Company Secretary

MAP LOCATION OF ANNUAL GENERAL MEETING OF THE COMPANY :



**DIAMOND POWER INFRASTRUCTURE LIMITED**

**ANNUAL GENERAL MEETING- 30<sup>th</sup> September, 2023**

**ATTENDANCE SLIP**

**Name**

**CIN**

**Address and phone no and Email id**

This attendance slip duly filled in is to be handed over at the entrance of the meeting hall.

For Demat Shares

For Physical Shares

<b>DP ID:</b>	<b>REGD FOLIO NO.:</b>
<b>Client ID:</b>	<b>NO. OF SHARES HELD:</b>

Full name of the member attending: \_\_\_\_\_

Name of the Proxy: \_\_\_\_\_

(To be filled in if Proxy Forms has been duly deposited with the Company):

I hereby record my presence at the **31<sup>st</sup> Annual General Meeting** of the Company being held at the Registered office of the Company on 30<sup>th</sup> September, 2023 at 12 Noon.

\_\_\_\_\_  
Member's / Proxy's Signature

(To be signed at the time of handing over the slip)

**Note:** Persons attending the Annual General Meeting are requested to bring their copies of notice of Annual General Meeting.

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**DIAMOND POWER INFRASTRUCTURE LIMITED**

**ANNUAL GENERAL MEETING- 30<sup>th</sup> September, 2023**

**Company name and details**

**PROXY FORM**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

I/We, being the member(s) of \_\_\_\_\_ Shares of the above-named Company, hereby appoint;

1. Name: _____ Address: _____	E-mail Id: _____ Signature: _____
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or failing him

2. Name: _____ Address: _____	E-mail Id: _____ Signature: _____
----------------------------------	--------------------------------------

or failing him

3. Name: _____ Address: _____	E-mail Id: _____ Signature: _____
----------------------------------	--------------------------------------

as my/our proxy to attend and vote for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on 30<sup>th</sup> September, 2023 at 12 Noon at the Registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>S. No.</b>	<b>Resolutions Description</b>	<b>In Favour</b>	<b>Against</b>
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Mr. Rakeshbhai R. Shah (DIN 0421920) who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.		
3	To appoint a Director in place of Mr. Himanshu Jayantilal Shah (DIN 0572684) who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.		
4	To appoint M/s. Naresh & Co., Chartered Accountants, Vadodara (FRN – 106928 W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in year 2028 and to fix their remuneration.		
5	To consider and approve the remuneration payable to Mr. Maheswar Sahu, (DIN 0034051) Chairman & Non-Executive Independent Director of the Company.		
6	To consider and approve the remuneration payable to Mr. Rabindra Nath Nayak (DIN 02658070) Non-Executive Independent Director of the Company.		
7	Adoption of New set of Articles of Association of the Company.		



**DIAMOND POWER INFRASTRUCTURE LIMITED**

**ANNUAL GENERAL MEETING- 30<sup>th</sup> September, 2023**

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Affix  
Revenue  
Stamp of Rs. 1

**Signature of Shareholders**

**Signature of Proxy holder(s)**

**Note:** This form of Proxy in order to be effective should be duly Completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



**Corporate Office**

"PALLADIUM", A-2, 12TH Floor, Behind Divya Bhaskar  
Press, Corporate Road, Prahladnagar,

Ahmedabad 380 015

**Factory**

Village Vadadala, PHASE - II, Taluka :Savli, Dist. :  
Vadodara, Gujarat, India.

**E-Mail:** [enquiry@dicabs.com](mailto:enquiry@dicabs.com)

**Website:** [www.dicabs.com](http://www.dicabs.com)