

# DICABS

Diamond Power Infrastructure Limited  
(Formerly known as Diamond Cables Ltd.)

# THE SUPER POWER IS TAKING CHARGE

30<sup>th</sup> Annual Report (FY 2021-22)

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



**POWER & CONTROL CABLES | MV & EHV CABLES | CONDUCTORS | TOWERS**

**DIAMOND POWER INFRASTRUCTURE LIMITED**  
**ANNUAL REPORT 2021-2022**  
**CORPORATE INFORMATION**

**BOARD OF DIRECTORS :**

<i>Mr. Maheshwar Sahu</i>	<i>Chairman &amp; Independent Director (Additional) (Appointed w.e.f. 17<sup>th</sup> September, 2022)</i>
<i>Mr. Rakesh Shah</i>	<i>Non-Executive Director (Additional) (Appointed w.e.f. 17<sup>th</sup> September, 2022)</i>
<i>Mr. Himanshu Shah</i>	<i>Non-Executive Director (Additional) (Appointed w.e.f. 17<sup>th</sup> September, 2022)</i>
<i>Mr. Om Prakash Tiwari</i>	<i>Whole Time Director (ED- Technical) (Additional) (Appointed w.e.f. 17<sup>th</sup> September, 2022)</i>
<i>Mr. Rabindra Nath Nayak</i>	<i>Independent Director (Additional) (Appointed w.e.f. 17<sup>th</sup> September, 2022)</i>
<i>Ms. Urvashi Shah</i>	<i>Independent Director (Additional) (Appointed w.e.f. 17<sup>th</sup> September, 2022)</i>

**Company Secretary & Compliance Officer :**

<i>Mr. Tushar J. Lakmapurkar</i>	<i>VP - Legal &amp; Company Secretary (Appointed w.e.f. 17<sup>th</sup> September, 2022)</i>
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**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>	
<i>Phase-II, Village Vadavala, Savli, Vadodara – 391520</i>	
<b>Corporate Office - 1</b>	<b>Corporate Office -2</b>
<i>5/12 Essen House, BIDC Gorwa, Vadodara - 390016</i>	<i>GSEC Ltd., 2<sup>nd</sup> Floor, Gujarat Chamber's Building, Ashram Road, Ahmedabad - 380009</i>

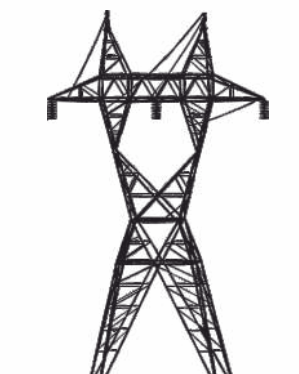
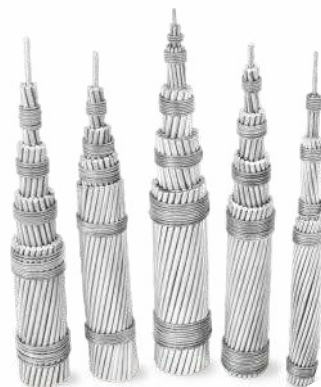
DICABS is the only power transmission & distribution equipment manufacturer having manufacturing facilities for cables, conductors and transmission towers under one roof —enabling backward integration.

➤ **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.



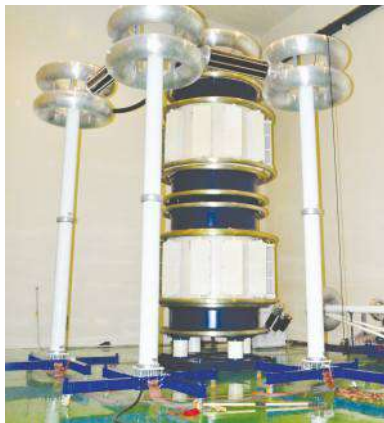




Power of Innovation

# 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 30<sup>th</sup> Annual General Meeting of the Shareholders of the Company will be held on Wednesday, the 14<sup>th</sup> day of December, 2022 at 12.00 Noon at the Registered office of the Company at Phase – II, Village – Vadavala, Taluka, Savli, Dist. Baroda to transact the following businesses:

**ORDINARY BUSINESS:**

1. To reappoint M/s. A. Yadav & Associate LLP, Chartered Accountants (FRN – 129725W/W100686) as the Statutory Auditors of the Company to hold office from 1<sup>st</sup> April, 2022 till the conclusion of the Annual General Meeting to be held in year 2023 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 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. A. Yadav & Associate LLP, Chartered Accountants (FRN – 129725W/W100686), Chartered Accountants, be and are hereby reappointed as Statutory Auditors of the Company, who shall hold office from 1<sup>st</sup> April, 2022 till the conclusion of the Annual General Meeting to be held in year 2023 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.”

“**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:**

2. **To Regularize the appointment of Mr. Rakeshbhai R. Shah (DIN 0421920) as a Director of the Company.**

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

“**RESOLVED THAT** pursuant to the Resolution Plan as approved by the Committee of Creditors (COC) on 6<sup>th</sup> January, 2022 and National Company Law Tribunal, Ahmedabad bench (NCLT) vide its order dated 20<sup>th</sup> June, 2022 read with other applicable provisions of the Companies Act, 2013 and rules made thereunder with the provisions of the Insolvency and Bankruptcy Code, 2016 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Rakeshbhai R. Shah (DIN 0421920) who was appointed as an Additional Director of the Company and whose term expires at the ensuing Annual General Meeting of the Company in terms of Section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the Article of



Association, and being eligible offers himself for appointment be and is hereby appointed as a Director (Non-Executive) of the Company, liable to retire by rotation.”

**3. To Regularize the appointment of Mr. Himanshu Jayantilal Shah (DIN 0572684) as a Director of the Company.**

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

“**RESOLVED THAT** pursuant to the Resolution Plan as approved by the Committee of Creditors (COC) on 6<sup>th</sup> January, 2022 and National Company Law Tribunal, Ahmedabad bench (NCLT) vide its order dated 20<sup>th</sup> June, 2022 read with other applicable provisions of the Companies Act, 2013 and rules made thereunder with the provisions of the Insolvency and Bankruptcy Code, 2016 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Himanshu Jayantilal Shah (DIN 0572684) who was appointed as an additional Director of the Company and whose term expires at the ensuing Annual General Meeting of the Company in terms of Section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the Article of Association, and being eligible offers himself for appointment, be and is hereby appointed as a Director (Non-Executive) of the Company, liable to retire by rotation.”

**4. To Regularize the appointment of Mr. Maheshwar Sahu, (Retd. IAS) (DIN 0034051) as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modifications (s) the following resolutions as an **Special Resolution**:

“**RESOLVED THAT** pursuant to the Resolution Plan as approved by the Committee of Creditors (COC) on 6<sup>th</sup> January, 2022 and National Company Law Tribunal, Ahmedabad bench (NCLT) vide its order dated 20<sup>th</sup> June, 2022 read with other applicable provisions of the Companies Act, 2013 and rules made thereunder with the provisions of the Insolvency and Bankruptcy Code, 2016 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Maheshwar Sahu, (Retd. IAS) (DIN 0034051) who was appointed as an additional Director of the Company and whose term expires at the ensuing Annual General Meeting of the Company, be and is hereby appointed as an **Independent Director** of the Company, to hold office for a period of 3 years from 17<sup>th</sup> September, 2022, not liable to retire by rotation.”

**5. To Regularize the appointment of Mr. Om Prakash Tiwari (DIN 09729519) as a Whole-Time Director of the Company.**

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

“**RESOLVED THAT** pursuant to the Resolution Plan as approved by the Committee of Creditors (COC) on 6<sup>th</sup> January, 2022 and National Company Law Tribunal, Ahmedabad bench (NCLT) vide its order dated 20<sup>th</sup> June, 2022 read with other applicable provisions of the Companies Act, 2013 and rules made thereunder with the provisions of the Insolvency and Bankruptcy Code, 2016 (including any statutory modifications or re-enactment thereof for the time being in force), Mr.

Mr. Om Prakash Tiwari (DIN 09729519) who was appointed as an additional Director of the Company and whose term expires at the ensuing Annual General Meeting of the Company be and is hereby appointed as a Whole Time Director of the Company, designated as Executive Director (Technical) of the Company for a term of three (3 years) from 17<sup>th</sup> September, 2022, liable to retire by rotation.”

“**RESOLVED FURTHER THAT** in pursuant to Section 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and re - enactment thereof for the time being in force) and the relevant provisions of the Articles of Association of the Company and all applicable guidelines as applicable from time to time, and approval of shareholders be and hereby accorded to pay a remuneration to Mr. Om Prakash Tiwari 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.”

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

**6. To Regularize the appointment of Mr. Rabindra Nath Nayak (DIN 02658070) as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modifications (s) the following resolutions as an **Special Resolution**:

“**RESOLVED THAT** pursuant to the Resolution Plan as approved by the Committee of Creditors (COC) on 6<sup>th</sup> January, 2022 and National Company Law Tribunal, Ahmedabad bench (NCLT) vide its order dated 20<sup>th</sup> June, 2022 read with other applicable provisions of the Companies Act, 2013 and rules made thereunder with the provisions of the Insolvency and Bankruptcy Code, 2016 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Rabindra Nath Nayak (DIN 02658070) who was appointed as an additional Director of the Company and whose term expires at the ensuing Annual General Meeting of the Company, be and is hereby appointed as an **Independent Director** of the Company, to hold office for a period of 3 years from 17<sup>th</sup> September, 2022, not liable to retire by rotation.”

**7. To Regularize the appointment of Ms. Urvashi Dhirubhai Shah (DIN 07007362) as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modifications (s) the following resolutions as an **Special Resolution**:

**RESOLVED THAT** pursuant to the Resolution Plan as approved by the Committee of Creditors (COC) on 6<sup>th</sup> January, 2022 and National Company Law Tribunal, Ahmedabad bench (NCLT) vide its order dated 20<sup>th</sup> June, 2022 read with other applicable provisions of the Companies Act, 2013 and rules made thereunder with the provisions of the Insolvency and Bankruptcy Code, 2016 (including any statutory modifications or re-enactment thereof for the time being in force), Ms. Urvashi Dhirubhai Shah (DIN 07007362) who was appointed as an additional Director of the Company and whose term expires at the ensuing Annual General Meeting of the Company, be and is hereby appointed as an **Independent Director** (Women Director) of the Company, to hold office for a period of 3 years from 17<sup>th</sup> September, 2022, not liable to retire by rotation.”

**8. To approve power of borrowing under section 180(1) (c) of the Companies Act, 2013 not exceeding of Rs. 3000 crore.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180 (1)(c) and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder read with the applicable provisions of Companies Amendment Act, 2017 (including any statutory modifications(s) or any amendments thereto or any substitutions or any re-enactments made thereof, for any time being in force), consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee thereof) to borrow, from time to time, as it may think fit, any sum or sums of money in any currency on such terms and conditions as the Board may deem fit, by way of loans, issuance of bonds, notes, debentures or other securities whether convertible into equity/ preference shares or not, from banks, financial or other institution(s), investors, mutual fund(s), or any other persons, up to an aggregate amount of Rupees 3000 Crores (Three Thousand crores) notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized (which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to take such steps, as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing 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.”

9. To consider and approve for Creation/Modification of charges, mortgages, hypothecation on the immovable and movable properties of the Company under section 180 (1) (a) of the Companies Act, 2013.

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

**“RESOLVED THAT** pursuant to the provisions of Section 180 (1)(a) and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder read with the applicable provisions of Companies Amendment Act, 2017 (including any statutory modifications(s) or any amendments thereto or any substitutions or any re-enactments made thereof, for any time being in force), consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee thereof) to pledge, mortgage, lien, hypothecate and/or create charge, whether fixed or floating (in addition to any other hypothecation, pledge, lien, mortgage, charges created/to be created by the Company), in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the immovable properties and movable assets (both tangible and intangible) of the Company, both present and future, and the whole or substantially the whole of the undertaking(s) or any properties of the Company where so ever situated, in favour of banks, financial institutions, investors, debenture holders or any other lenders and their agents or trustees (together, the "Lenders") to secure any borrowings, debentures, financial assistance or financial indebtedness availed by the Company or any third party from time to time (including without limitation, the due payment of the principal and/or together with interest, at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, remuneration of the agent(s), trustee(s), prepayment premium, all other costs, charges and expenses and all other monies payable by the Company) (together, the "Financial Indebtedness") in terms of the financing documents, or any other documents, entered into or to be entered into between the Company and any Lender(s) in respect of the Financial Indebtedness, on such terms and conditions as may be agreed between the Company and any Lender(s), provided that the maximum extent of the Financial Indebtedness secured by the assets of the Company does not exceed Rupees 3000 Crores (Three thousand Crores) at any time.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized (which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to take such steps, as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing 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.”



10. To consider and approve for making loans to any person or other bodies corporate; and/or give any guarantee or provide security in connection with a loan to any other body corporate or person; and/or acquire by way of subscription, purchase or otherwise securities of any bodies corporate up to Rs. 100 Crores.

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any of the Act, or any amendments thereto or any substitutions or any re-enactments made thereof, for any time being in force), the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee thereof), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or persona and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate alongwith the additional investments, laons, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 100 Crores (Rupees One Hundred crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of Free reserves and securities premium account of the Company, whichever is more, as provided under Section 186 of the Companies Act, 2013.

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

**By Order of the Board**  
**Tushar J. Lakhmapurkar**  
**Vice President- Legal & Co. Secretary**

**Place : Vadodara**

**Date : 14.11.2022**

**NOTES :**

1. **The Financial statements for the period under review of FY 2021-22 are during the period of Corporate Insolvency Resolution period. 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. As the new Board has not taken a cognizance for the approval of the said financial statements for the period under review, the same are not placed before the Shareholders of the Company for adoption of the same and hence not taken as one of the agenda of the Ordinary business of this Notice of Annual General Meeting (AGM). However, in the interest of the Shareholders of the Company, the same are circulated with this notice of AGM.**
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. 1 TO 10 in the Notice of the Annual General Meeting is annexed hereto. Additional information, pursuant to Regulation 36(3) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards on General Meetings, in respect of Directors seeking appointment/re-appointment at the AGM is furnished as Annexure to the Notice.
3. 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.
4. MCA by Circular No. 02/2022 dated 5<sup>th</sup> May, 2022 and SEBI vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 have extended the above exemptions till 31<sup>st</sup> December, 2022.
5. The National Securities Depository Limited (NSDL), will provide the facility for voting through remote e-voting during this Annual General Meeting.
6. As on the date of this notice of AGM, the Company has all six Additional Directors namely Mr. Rakeshbhai R. Shah, Mr. Himanshu J. Shah, Mr. Maheshwar Sahu (Retd. IAS), Mr. Om Prakash Tiwari, Mr. Rabindra Nath Nayak and Ms. Urvashi Dhirubhai Shah who were appointed under newly reconstituted directors by the incoming promoters of the Company, pursuant to the Hon'ble NCLT Order dated 20<sup>th</sup> June, 2022. Since as on the date of Notice of AGM, the Company does not have any Director whose period of office is liable to determination by retirement of directors by rotation, hence the said agenda item has not been included in this notice of AGM.
7. The Register of Members and Share Transfer Books will remain closed from Thursday, 8<sup>th</sup> December, 2022 to Wednesday, 14<sup>th</sup> December, 2022 (both days inclusive) for the purpose of Annual General Meeting.
8. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for the FY 2021-22 is being sent only through electronic mode to those Members, whose e-mail ID are registered with KFinTech/ Depositories. Members may note that the Notice and Annual Report for the FY 2021-22 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.

9. 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.
10. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to RTA 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.
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. 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 upto the date of AGM and will also be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send the e-mail to [tushar.lakhmapurkar@dicabs.com](mailto:tushar.lakhmapurkar@dicabs.com) or to [dixita.soni@dicabs.com](mailto:dixita.soni@dicabs.com)
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. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an e-mail to the Company Secretary at [tushar.lakhmapurkar@dicabs.com](mailto:tushar.lakhmapurkar@dicabs.com)
16. 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.

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences 11<sup>th</sup> December, 2022 at 09:00 A.M. to 13<sup>th</sup> December, 2022 at 05: 00 P.M.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date and in accordance with the terms of approved resolution plan, after considering the reduction of share capital.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request as per the e-voting instruction provided herewith.
- vii. The details of the process and manner for remote e-Voting are explained herein below:
  - Step 1** : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
  - Step 2** : Access to e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.



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

The remote e-voting period begins on 11<sup>th</sup> December, 2022 at 09:00 A.M. and ends on Tuesday, 13<sup>th</sup> December, 2022 at 5:00 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. 7<sup>th</sup> December, 2022 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, and in accordance with the terms of approved resolution plan, after considering the reduction of share capital.**

**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.	1. Existing <b>IDeAS</b> 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 " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' 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 " <b>Access to e-Voting</b> " under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of

	<p>NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, an option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <ol style="list-style-type: none"> <li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 held 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 <b>e-Voting service provider i.e. NSDL</b> 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 <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="border: 1px solid black; padding: 5px; margin: 10px 0;"> <p style="text-align: center; color: #0070C0;"><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> </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 use your existing my easi username &amp; password.</li> </ol>

	<ol style="list-style-type: none"> <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.</li> <li>4. 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	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.



7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. 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

1. 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 [anishshahcs@gmail.com](mailto:anishshahcs@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.
2. 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.
3. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 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 1**

M/s. A. Yadav & Associate LLP, Chartered Accountants (FRN – 129725W/W100686), has provided their consent to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141 (3) (g) of the Companies Act, 2013 and rules made thereunder.

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 A. Yadav & Associate LLP, Chartered Accountants (FRN – 129725W/W100686) as the Statutory Auditors of the Company and to fix their remuneration.

The Company is proposed to appoint them as the Statutory Auditor for a period 1<sup>st</sup> April, 2022 till the conclusion of the Annual General Meeting to be held in year 2023.

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 2022-23 shall not exceed Rs. 18,00,000 (Rupees Eighteen 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 proposed to appoint them as the Statutory Auditor for a period 1 <sup>st</sup> April, 2022 till the conclusion of the Annual General Meeting to be held in year 2023.
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 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 A Yadav & Associates LLP has been established in the Appointment) year - 1993 as a Proprietary firm by CA Mr. Arvind K. Yadav as "A Yadav & Associates" and converted in to Limited

	<p>Liability Partnership firm registered with professional body Institute of Chartered Accountants of India, New Delhi (ICAI) vide Firm Registration no. 129725W/W100686.</p> <p>The firm has 11 CAs as partners &amp; 3 CA as associates and 14 team of technical consultants with professional qualification like Forensics and Fraud Accountants, Oracle &amp; SAP functional experts, Company Secretary, ICWA, Senior Ex Bank officers &amp; MBAs. The Firm has Branches at Baroda, Surat, Rajkot, Ahmedabad, New Delhi, Chennai, Hyderabad &amp; Mumbai.</p>
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None of the Director, Key Managerial Personnel or their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution.

#### Item No. 2

Mr. Rakeshbhai R. Shah (DIN 0421920) was appointed as an Additional Non-executive Director of the Company by the Board of Directors in its meeting dated 17<sup>th</sup> September, 2022 up to ensuing Annual General Meeting. In terms of Section 161(1) of the Companies Act, 2013 read with other applicable provisions of the Companies Act, 2013, Mr. Rakeshbhai R. Shah holds office as an Additional Director only up to the date of this Annual General Meeting. Mr. Rakeshbhai R. Shah, being eligible has offered himself for appointment as a Non-Executive Director. The other details of Mr. Rakeshbhai R. Shah 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 Mr. Rakeshbhai R. Shah's knowledge and varied exposure will be of great value to the Company and has recommended the Resolution at Item No. 2 of this Notice relating to his appointment as a Director, not liable to retire by rotation and to pass Ordinary Resolution for your approval, as set out at Item No. 2 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Rakeshbhai R. Shah to whom the resolution relates and Mr. Himanshu J. Shah, Director of the Company, is in any way, concerned or interested, financially or otherwise, in the resolution.

#### Item No.3

Mr. Himanshu Jayantilal Shah (DIN 0572684) was appointed as an Additional Non-executive Director of the Company by the Board of Directors in its meeting dated 17<sup>th</sup> September, 2022 up to ensuing Annual General Meeting. In terms of Section 161(1) of the Companies Act, 2013 read with other applicable provisions of the Companies Act, 2013, Mr. Himanshu Jayantilal Shah (DIN 0572684) holds office as an Additional Director only up to the date of this Annual General Meeting. Mr. Himanshu Jayantilal Shah, being eligible has offered himself for appointment as a Non-Executive Director. The other details of Mr. Himanshu Jayantilal Shah 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 Mr. Himanshu Jayantilal Shah's knowledge and varied exposure will be of great value to the Company and has recommended the

Resolution at Item No. 3 of this Notice relating to his appointment as a Director, liable to retire by rotation as Ordinary Resolution for your approval.

None of the Director, Key Managerial Personnel or their relatives, except Mr. Himanshu Jayantilal Shah to whom the resolution relates and Mr. Rakeshbhai R. Shah, Director of the Company, is in any way, concerned or interested, financially or otherwise, in the resolution.

#### Item No. 4

The Board of Directors has appointed Mr. Maheshwar Sahu (DIN: 0034051) as an Additional Independent Director of the Company with effect from 17<sup>th</sup> September, 2022. In terms of Section 161(1) of the Act, 2013 Mr. Maheshwar Sahu holds office only upto the date of this AGM and is eligible for appointment as a Director. That given the background and experience of Mr. Maheshwar Sahu would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director of the Company. Accordingly, it is proposed to appoint Mr. Maheshwar Sahu as an Independent Director of the Company, not liable to retire by rotation, w.e.f 17<sup>th</sup> September, 2022. The Board re-commends the Special Resolution set out at Item No. 4 of the Notice for approval of the members.

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

None of the Director, Key Managerial Personnel or their relatives, except Mr. Maheshwar Sahu to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

#### Item No. 5

The Board of Directors has appointed Mr. Om Prakash Tiwari (DIN: 09695011) was appointed as an Additional Director of the Company in its meeting dated 17<sup>th</sup> September, 2022, 2022. In terms of Section 161(1) of the Companies Act, 2013 read with other applicable provisions of the Companies Act, 2013, Mr. Om Prakash Tiwari holds office as an Additional Director only up to the date of this Annual General Meeting. Mr. Om Prakash Tiwari, being eligible has offered himself for appointment as a Whole Time Director. The specified information while seeking approval/consent of the shareholders as required under Schedule V is listed out herein below:

#### 1. General Information

##### 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.

##### Standalone Financial performance indicators:

Based on our Audited financial results for the year ended on 31st March, 2022, the total income was Rs. 500,000 . The Company has reported loss of Rs. 25,40,33,861 for the year at PBT level compared to loss of Rs. 24,12,60,544 in the year 2021.



**Foreign investments or collaborations, if any:**

Diamond Power Infrastructure Limited has no foreign collaboration and hence there is no equity participation by foreign Collaborators in the Company.

**Information about the appointee:**

A seasoned professional with over 40 years of rich experience in wire and cable manufacturing industry primarily in manufacturing operations for well-known Domestic and International corporates like; Universal Cables, Havells India Limited, Gulf Cable Company and many others. He believes in maximising productivity through the use of cutting-edge technologies such as MES and MOST (Maynard Operation Sequence Technique). He has used techniques such as Six Sigma methodology, which has received industry praise. IoT, machine-to-machine communication, and using Industry 4.0 digitization to bring operational excellence.

**Remuneration proposed:**

Mr. Om Prakash Tiwari of 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

**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

The remuneration as proposed to Mr. Om Prakash Tiwari is comparable with his profile and in commensurate with the size of the Company and its group and diverse nature of the Business. Moreover, as Whole-Time Director of the Company, he needs to devote his substantial time in overseeing the Technical operations of the Company.

**Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any;**

Mr. Om Prakash Tiwari does not have any pecuniary relationship with the Company directly or indirectly. He is not related to any other Director and Key Managerial Personnel of the Company.

**2. Other Information****a) Reason for loss or inadequate profit:**

The Company went into CIRP process since last six years and in absence of any operational activities, the Company did not have any revenue which results into loss during the period under review.

**b) Steps taken or proposed to be taken for improvement :**

The Company under the revival process is taken over by the newly reconstituted promoters who are the successful resolution applicant under the CIRP process. The reconstituted management of the Company are adopting all the economic measures to start the commercial activities of the Company and gets into operations to wipe out all the lossess.

- c) Expected increase in productivity and profits in measurable terms:  
The reconstituted management of the Company are adopting all the economic measures to start the commercial activities of the Company and gets into operations to wipe out all the losses. Continuous efforts are made to start operation as soon as possible and field development is going on.
- d) Disclosures:  
The disclosures in respect of remuneration package and other details of all Directors are given at appropriate places in the Director's report.

The other details of Mr. Om Prakash Tiwari 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 his knowledge and varied exposure will be of great value to the Company and has recommended the Resolution at Item No. 5 of this Notice relating to his appointment as a Director, liable to retire by rotation and to pass as a Special Resolution for your approval.

None of the Director, Key Managerial Personnel or their relatives, except Mr. Om Prakash Tiwari to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

#### **Item No. 6**

The Board of Directors has appointed Mr. Rabindra Nath Nayak (DIN: 02658070) as an Additional Independent Director of the Company with effect from 17<sup>th</sup> September, 2022. In terms of Section 161(1) of the Act, 2013 Mr. Rabindra Nath Nayak holds office only upto the date of this Annual General Meeting and is eligible for appointment as a Director. The Board, considers that, given his background and experience of Mr. Rabindra Nath Nayak would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to appoint Mr. Rabindra Nath Nayak as an Independent Director of the Company, not liable to retire by rotation, w.e.f 17<sup>th</sup> September, 2022.

The other details of 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 recommends the Resolution for his appointment as an Independent Director not liable to retire by rotation, and to pass a Special Resolution at Item No. 6 of this notice for your approval.

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

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

The Board of Director, in its meeting held on 17<sup>th</sup> September, 2022, appointed Ms. Urvashi Dhirubhai Shah (DIN: 07007362) as an Additional Director (Non-Executive Independent Director) of the Company for the first period of 3 (three) years.

Brief resume of Ms. Urvashi Dhirubhai Shah is provided in the annexure to the Notice. The Board of Directors recommends the resolution as set out in Item No. 7 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

None of the Director, Key Managerial Personnel or their relatives, except Ms. Urvashi Dhirubhai Shah to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

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

The Company requires to borrow funds from time to time to meet both its short term and long terms business objectives, from various external agencies like banks, financial institutions, bodies corporate, individuals or other kind of lenders. According to section 180 (1) (c) of the Companies Act, 2013, the total amount of such borrowings as well as the outstanding at any time cannot exceed the aggregate of paid up capital and free reserves of the Company, except with the consent of the members. The Company felt that the existing limit is not adequate and needs enhancement, accordingly the resolution has been proposed to increase the limits of borrowing to Rs. 3000 Crores (Three Thousand Crores). The Board of Directors recommends the resolution as set out in Item No. 8 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

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

#### **Item No. 9**

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit.

Members of the Company are further to note that section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of the members of the Company by way of special resolution to Rs. 3000 Crores (Three Thousand Crores). The Board of Directors recommends the resolution as set out in Item No. 9 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

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

#### **Item No. 10**

Your Company is in the mode of growth and operations and keeping in view the Company to facilitate funds for any future expansions/acquisitions by the Company, by way of loans/investments and/or providing guarantees/security(ies) for loans that may be taken by any bodies corporate, your Board, at the meeting held on 14<sup>th</sup> November, 2022, approved a proposal for seeking Shareholders approval by way

of special resolution under Section 186 of the Companies Act, 2013 for authorizing the Board to give loans, make investments and/or provide guarantees/security(ies) up to a financial limit of Rs. 100 crores over and above limits available under Section 186 of Act which inter alia provides for limits of higher of 60% of Paid-up Share Capital, Free Reserves and Securities Premium Account or 100% of Free Reserves and Securities Premium Account.

The Board of Directors recommends the resolution as set out in Item No. 10 of the accompanying notice for the approval of the Shareholders of the Company as a Special Resolution.

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

**By Order of the Board**  
**Tushar J. Lakhmapurkar**  
**Vice President- Legal & Co. Secretary**

**Place : Vadodara**

**Date : 14<sup>th</sup> November, 2022**

### **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:

<b>Name of Director</b>	<b>Mr. Rakeshbhai R Shah</b>	<b>Mr.Himanshubhai J Shah</b>
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	B.Com. (Bachelor of Commerce)	B.Sc. (Bachelor of Science)
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	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. He is an enterprising leader with a keen eye to identifying and capitalize upon new business opportunities propelling the business forward. For almost 3 decades of early stage of his career he focused on creating a

	<p>opportunities. With strategic planning and execution, GSECL was able to achieve a CAGR of over 20% in less than 2 years. With no stopping, he moved forward in the logistics and aviation industries from 2006 and now has more than 15 years of experience in the same. From nitty-gritty to big projects, Mr. Rakesh Ramanlal Shah is involved in all with the same enthusiasm. He stepped foot into the manufacturing industry in 2019, as the director of SMARTMETERS 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.</p>	<p>leading broking house, in past few years with his conglomerate diversification strategy 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 also has natural flair for forging long term association with clients, vendors and external business partners. Through joint ventures and business associations with some of the renowned business groups 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 Organisation (JITO), Objective of which is to provide medical care called "Vaiyavachh" to all Sadhus &amp; Sadhvi Bhagwant of all the sects. He is also associated with various other organisations working with a aim to make a difference to the communities at large.</p>
Remuneration last drawn by such person, if any	Nil	Nil
Directorships held in other listed companies as Nil on 31st March, 2022 (other than Diamond Power Infrastructure Limited)	Nil	Nil
Chairman/Member of Committee of the Board other	Nil	1. GSEC Limited (Member in Audit Committee)



than Diamond Power Infrastructure Limited)		
Number of Board meeting attended during FY 2021-22	Nil	Nil
Terms and conditions of appointment along with details of remuneration sought to be paid	As per resolution item no. 2 of the notice convening this meeting read with explanatory statement, he is proposed to be appointed as Non Executive Director with effect from 17 <sup>th</sup> September, 2022 and shall not be liable to retire by rotation.	As per resolution item no. 3 of the notice convening this meeting read with explanatory statement, he is proposed to be appointed as Non-Executive Director with effect from 17 <sup>th</sup> September, 2022 and shall be 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.

<b>Name of Director</b>	<b>Mr. Maheswar Sahu</b>	<b>Mr. Om Prakash Tiwari</b>
DIN	0034051	09729519
Date of Birth and Age	10-01-1954 68 years	01-03-1954 68 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	B.Sc (Mathematics)

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.	A seasoned professional with over 40 years of rich experience in wire and cable manufacturing industry primarily in manufacturing operations for well-known Domestic and International corporates like; Universal Cables, Havells India Limited, Gulf Cable Company and many others. He believes in maximizing productivity through the use of cutting-edge technologies such as MES and MOST (Maynard Operation Sequence Technique). He has used techniques such as Six Sigma methodology, which has received industry praise. IoT, machine-to-machine communication, and using Industry 4.0 digitization to bring operational excellence.
Remuneration last drawn by such person, if any	Nil	Rs. 250,000 per Month.
Directorships held in other listed companies as Nil on 31st March, 2022 (other than Diamond Power Infrastructure Limited)	1. Ambuja Cements Limited 2. Maruti Suzuki India Limited 3. Adani Total Gas Limited	Nil
Chairman/Member of Committee of the Board other Diamond Power Infrastructure Limited)	1. Maruti Suzuki India Limited  Audit Committee – Member Nomination & Remuneration Committee – Member	Nil

	<p>Risk Management Committee - Member</p> <p>2. Adani Total Gas Limited</p> <p>Audit Committee – Chairman Nomination &amp; Remuneration Committee – Chairman Stakeholder Relationship Committee – Chairman Risk Management Committee – Chairman Corporate Social Responsibility Committee - Chairman</p>	
Number of Board meeting attended during FY 2021-22	Nil	Nil
Terms and conditions of appointment along with details of remuneration sought to be paid	As per resolution item no 4. of the notice convening this meeting read with explanatory statement, he is proposed to be appointed as Independent Director for the first term of three (3) years commencing from 17 <sup>th</sup> September, 2022	As per resolution item no.5 of the notice convening this meeting read with explanatory statement, he is proposed to be appointed as Whole time Director designated as Executive Director (Technical) for the term of three (3) years commencing from 17 <sup>th</sup> September, 2022 and shall be eligible for 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.	He is Whole Time Director of the Company designated as Executive Director (Technical)
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	<ol style="list-style-type: none"> <li>1. National Aluminium Co Limited</li> <li>2. Yes Bank Limited</li> <li>3. Adani Total Gas Limited</li> </ol>	Nil
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	A seasoned professional with over 40 years of rich experience in wire and cable manufacturing industry primarily in

	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.	manufacturing operations for well-known Domestic and International corporates like; Universal Cables, Havells India Limited, Gulf Cable Company and many others. He has used techniques such as Six Sigma methodology, which has received industry praise. IoT, machine-to-machine communication, and using Industry 4.0 digitization to bring operational excellence.
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<b>Name of Director</b>	<b>Mr. Rabindra Nath Nayak</b>	<b>Ms. Urvashi Dhirubhai Shah</b>
DIN	02658070	07007362
Date of Birth and Age	23-09-1955 67 years	19-02-1956 67 years
Date of Appointment	17 <sup>th</sup> September, 2022	17 <sup>th</sup> September, 2022
Qualification	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)".	B.A., LLB
Brief Resume, Experience & Expertise	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	Ms Urvashi Dhirubhai Shah is a Lawyer by professional having a rich experience of over 2 decade. She address client challenges, combining critical thinking with knowledge of laws and provisions to build impactful solutions.

	<p>Management, Contracts Management, Telecom, Operation &amp; 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.</p>	
Remuneration last drawn by such person, if any	Nil	Nil
Directorships held in other listed companies as Nil on 31st March, 2022 (other than Diamond Power Infrastructure Limited)	Nil	1. Meghmani Organics Limited
Chairman/Member of Committee of the Board other Diamond Power Infrastructure Limited)	Nil	1. Meghmani Organics Limited  Audit Committee – Member Nomination & Remuneration Committee – Member Stakeholders Relationship Committee - Member
Number of Board meeting attended during FY 2021-22	Nil	Nil
Terms and conditions of appointment along with details of remuneration sought to be paid	As per resolution item no. 6 of the notice convening this meeting read with explanatory statement, he is proposed to be appointed as Independent Director for the first term of three (3) years commencing from 17 <sup>th</sup> September, 2022	As per resolution item no.7 of the notice convening this meeting read with explanatory statement, she is proposed to be appointed as Woman Independent Director for the first term of three (3) years



		commencing from 17 <sup>th</sup> September, 2022
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.	She 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. Alfa Transformers Limited	1. Brady and Morris Engineering Company Limited
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	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 Despatch & Communication, Grid Management, Contracts Management, Telecom, Operation & Maintenance, Commercial as well as Human Resource Management	Ms Urvashi Dhirubhai Shah is a Lawyer by professional having a rich experience of over 2 decade. She address client challenges, combining critical thinking with knowledge of laws and provisions to build impactful solutions.

**DIRECTOR'S REPORT**

To,  
The Members,  
Diamond Power Infrastructure Limited

The Reconstituted Board of Directors presents to the Members the 30<sup>th</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, 2022. The said accounts of the Company were signed and finalized by the erstwhile suspended Management of the Company and Resolution Professional.

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). Mr. R.D. Chaudhary was appointed Interim Resolution Professional (IRP) on 24<sup>th</sup> August, 2018 to manage the affairs of the Company. On appointment of the IRP, the powers of the erstwhile Board of Directors were suspended.

Later on the said IRP was replaced by Mr. Bhuwan Madan who was appointed as Resolution Professional as per the resolution passed by the Committee of Creditors ("CoC") and vide NCLT order dated 23<sup>rd</sup> October, 2018. Subsequently, the Committee of Creditors ("CoC") appointed Mr. Prashant Jain as the Resolution Professional (RP) and vide order dated 4<sup>th</sup> May, 2021 to manage the day to day affairs of the Company. The RP invited expression of interest and submission of a resolution plan in accordance with the provisions of the Code. 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 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 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.

In accordance with the provisions of the Code and the NCLT order dated 20<sup>th</sup> June, 2022, the approved Resolution Plan is binding on the Company and its employees, members, creditors, including the Central Government, any State Government or any local authority to whom a debt in respect of the payment of dues arising under any law for the time being in force, such as authorities to whom statutory dues are owed such as guarantors and other stakeholders involved in the Resolution Plan.

Members may kindly note that, 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 and performance of the management for the period prior to the Acquisition.

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.

### 1. Financial Highlights

(Amount in Rs.)

Particulars	For the year ended on 31.03.2022	For the year ended on 31.03.2021
Revenue from operations	-	-
Other Income	5,00,000	5,78,940
Total Revenue	5,00,000	5,78,940
Total Expenditure	25,45,33,861	24,12,60,544
<b>Profit before Tax (PBT)</b>	(25,40,33,861)	(24,12,60,544)
<b>Less: Current Tax</b>	-	-
<b>Profit after Tax (PAT)</b>	(25,40,33,861)	(24,12,60,544)

### 2. Financial Performance and State of Affairs

During the year under review, the revenue from operations stood at Nil for previous year as well. The profit before tax stands at Rs. (25,40,33,561) as compared to Rs. (24,12,60,544) 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 24th 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.

### 3. Dividend

In view of the net loss incurred during the financial year ended March 31, 2022, the Reconstituted Board does not recommend any dividend to the Shareholder of the Company.

### 4. Transfer to Reserves

In view of the net loss incurred during the financial year ended March 31, 2022, no amount has been transferred to reserve.

**5. Material changes post closure of financial year/ Corporate Governance :**

During the period under the review, the Control and Management of the Company was in the hands of the Resolution Professional as a Chairman of the Monitoring Committee alongwith members of the Financial Creditors. Hence a separate Corporate Governance Report to the extent applicable is attached with this report. However, as on date of this report, the Current status of the Corporate Governance is as detailed below for the information of the Shareholders of the Company.

**a) Constitution of New Management:**

The new management/ Board of Directors has w.e.f. 17<sup>th</sup> September, 2022 being the trigger date, took the control of the operations of the Company. The necessary disclosure were made to Bombay Stock Exchange and National Stock Exchange of India.

**b) Reconstitution of the Board of Directors:**

In terms of the Approved Resolution Plan by NCLT, Ahmedabad Bench vide order dated 20<sup>th</sup> June, 2022 under Application No. IA/160(AHM)2022 in CP(IB) 137 of 2018, on trigger date, the suspended management of the Company was dissolved and all directors of the suspended management deemed to have resigned without any further act or deed from any person. The necessary disclosure were made to Bombay Stock Exchange and National Stock Exchange of India.

New Board was constituted on 17<sup>th</sup> September, 2022 consisting of following Directors:

Mr. Rakeshbhai Ramanlal Shah	Additional Director (Non-Executive)
Mr. Himanshu Jayantilal Shah	Additional Director (Non-Executive)
Mr. Maheshwar Sahu (Retd. IAS)	Chairman & Additional Director (Non-Executive & Independent)
Mr. Om Prakash Tiwari	Executive Director (Whole Time Director)
Mr. Rabindra Nath Nayak	Additional Director (Non-Executive & Independent)
Ms. Urvashi D. Shah	Additional Director (Woman Independent Director)

Mr. Tushar J. Lakhmapurkar is a Vice President (Legal & Company Secretary) is acting as Compliance Officer and a Key Managerial Personnel with effect from 17<sup>th</sup> September, 2022.

**c) Formation of Various Committees :**

The necessary disclosure were made to Bombay Stock Exchange and National Stock Exchange of India.

**Audit Committee**

An Audit Committee is in existence in accordance with the provisions of Section 177 of the Companies Act, 2013 read with the Listing Regulation. The current composition of the Committee is as follows:

Mr. Maheshwar Sahu	Independent Director	Chairman
Mr. Rabindra Nath Nayak	Independent Director	Member
Mr. Himanshu Shah	Non Executive Director	Member

Terms of Reference

The composition, powers, role and terms of reference of the Committee are wide enough covering the matters specified for Audit Committee under Regulation 18 read with Part C of schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 177 of the Companies Act, 2013.

**Nomination and Remuneration Committee :**

Nomination and Remuneration Committee is in existence in accordance with the provisions of sub-section (3) of section 178 and the Listing Regulations. The current composition of the committee is as follows:

Mr. Rabindra Nath Nayak	Independent Director	Chairman
Mr. Maheshwar Sahu	Independent Director	Member
Mr. Rakesh Shah	Non Executive Director	Member

Policy on Director's appointment and remuneration:

The Company has duly constituted Nomination and Remuneration Committee with its composition, quorum, powers, role and scope in line with the applicable provisions of Act and SEBI Listing Regulations.

The policy inter alia provides criteria for determining qualifications, positive attributes and independence of directors and policy on remuneration of Directors, key managerial personnel and other employees.

**Stakeholders Relationship Committee :**

Pursuant to the provisions of the Companies Act and Listing Regulations, the Company has constituted Stakeholders Relationship Committee. The Committee is specifically responsible for the Redressal of security holders grievances related to non-receipt of Annual Report, non-receipt of declared dividend etc. The Committee also oversees the performance of the Registrar and Transfer Agents of the Company relating to investors services and recommends measures for improvement. The current composition of committee is as follows:

Mr. Himanshu Shah	Non-Executive Director	Chairman
Mr. Rakesh Shah	Non-Executive Director	Member
Ms. Urvashi Shah	Independent Director	Member

**d) Implementation of Resolution Plan:**

The resolution plan of M/s GSEC Limited and its affiliates for Corporate Debtor i.e. M/s. Diamond Power Infrastructure Limited stands allowed as per Section 30(6) of the IBC, 2016 by National Company Law Tribunal, Ahmedabad Bench vide its order dated 20<sup>th</sup> June, 2022. In terms of the approved Resolution plan, the Upfront Cash payment to Financial Creditors was made on trigger date, i.e. 17<sup>th</sup> September, 2022.

Further, 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.

In terms of the approved resolution plan, the Reconstituted Management of the Company has also issued the Unsecured redeemable bonds to the Secured Financial Creditors, maturing at the end of 30 years aggregating to Rs. 1900 Crores, carrying coupon rate @0.001%. The Management of the Company reserves the exclusive right to repurchase such bonds at the Net Present Value discounted @16 % per annum at any point in time within prescribed period of 30 years.

## **6. Deposits**

Your Company has not accepted any deposits from public and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of balance sheet.

## **7. Report on performance and Financial position of Subsidiary/Joint Venture/Associate Companies :**

The Company does not have any Subsidiary/ Joint Venture/ Associate Company and therefore the details of in the format of AOC-1 for the financial year under review is not applicable.

## **8. Particulars of Loans, Guarantees or investments :**

Details of Loans, Guarantees and Investments covered under the provisions of section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements of the Company.

## **9. 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.

## **10. 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. 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).



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

The Hon'ble, NCLT Ahmedabad Bench order dated 20th June, 2022 under Application No. IA/160(AHM)2022 in CP(IB) 137 of 2018.

**12. 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.

The Resolution plan submitted by M/s GSEC Ltd in consortium with Mr. Rakeshbhai R. Shah and affiliate groups, was approved by the National Company Law Tribunal, Ahmedabad Bench, 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.

**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 in past few years 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 not been performing in past few years with respect to business operations due to tremendous financial pressure which led to absence of working capital. The new Management of the Company is trying to streamline the business activities of the Company.

**Segment wise performance :**

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

**Outlook :**

The Indian Cable Industry is highly fragmented with large number of cable producers. Many of the players in this industry are small scale cable producers, the smallest of which are family-run operations which use the most basic production equipment. At the other end of the scale in the Indian Industry are some relatively large cable producers, but even amongst these larger players there are only a small number whose annual sales of the Insulated wire and cable exceed US\$ 100 Mio. (Source : "Indian Cable Wires and Manufacturers" at [www.thecabledirectory.wordpress.com](http://www.thecabledirectory.wordpress.com))

**Risk and Concern :**

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.

**13. Internal Financial Control Systems:**

Pursuant to the 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' operations.

**14. 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.

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

The newly Reconstituted Board has approved and implemented the following 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.

- a. Policy for determination of Materiality of Events.
- b. Archival Policy of Documents / Disclosures to Stock Exchanges.
- c. Vigil Mechanism Cum Whistler Blower Policy.
- d. Related Party Transaction Policy.
- e. Policy on Material Subsidiaries.
- f. Nomination & Remuneration Policy.
- g. Risk Management Policy.
- h. Policy for Prevention of Sexual Harassment of Women at Workplace.
- i. Code of Conduct for Insider Trading of Securities.
- j. Code of Practices for Fair Disclosures of UPSI.
- k. Code of Conduct for Directors & Sr. Executives.

**16. Particular of Employees:**

During the year under review, as the Company was completely un-operational and under the process of Corporate Insolvency Resolution Process (CIRP), requisites 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 are not required to be furnished.

**17. Annual Return:**

As required under Section 134(3)(a) of the Companies Act, the Annual Return for the Financial Year 2021-22 is published on company's website and can be accessed at [www.dicabs.com](http://www.dicabs.com)

**18. 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 overview of the effectiveness of the internal financial and other controls of the Company for the financial year 2021-22. 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 2021-22, 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;

**19. Corporate Governance Report:**

During the year under review, the company was under the Corporate Insolvency Resolution Process and the Management of the Company was under the control of Resolution Professional. Hence, no Corporate Governance report is applicable.

**20. 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.

**21. Auditors :****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 five Years by the Monitoring Committee meeting on 27<sup>th</sup> July, 2022 for the period from 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2022. The necessary form was also filed with the Registrar of Companies, Gujarat.

Now, Your company has received consent letter from M/s. A Yadav & Associates LLP, (FRN: 129725W/100686) Chartered Accountants, expressing their willingness to be appointed for FY 2022-23 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 report of Auditors and notes forming part of the Accounts are attached along with the Annual Report. There is no qualification or adverse remark or disclaimer made by the auditor in his report on the financial statement of the Company for the financial year ended on March 31, 2022

**Secretarial Auditor:**

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 M/s. A. Shah & Associates, Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the year 2022-23.

During the year under review, the company was under the Corporate Insolvency Resolution Process and the Management of the Company was under the control of Resolution Professional. Hence, no Secretarial Report is applicable and hence not attached herewith.

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

During the period under review, there were no operations in the Company and hence the said details are not applicable.

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

During the period under review, there were no operations in the Company and hence the said details are not applicable.

**24. 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.

**25. Whistle Blower Policy:**

The Company has formulated whistle blower to address the genuine concern, if any of the Directors and employees. The same policy can be accessed on the website at [www.dicaps.com](http://www.dicaps.com)

**26. 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.

**27. 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 2021-22 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.

**28. 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 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 : 14.11.2022**

**Place : Vadodara**

**Maheshwar Sahu (Retd. IAS)**

**Chairman**

**DIN: 00034051**

**CORPORATE GOVERNANCE REPORT**

Your director's present the company's Corporate Governance Report for the year ended 31st March, 2022 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 in its full capacity 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 behaviour 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) and continued to remain, so for the period under review, no Board meetings were held during the financial year under review.

**Composition**

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 existing Board ceased to exist and a new Board was reconstituted comprising of the following directors:



1. Mr. Maheshwar Sahu	Chairman and Additional Non - Executive Independent Director
2. Mr. Rakeshbhai Shah	Additional Non-Executive Director
3. Mr. Himanshu Shah	Additional Non – Executive Director
4. Mr. Om Prakash Tiwari	Whole Time Director (ED – Technical)
5. Mr. Rabindra Nath Nayak	Additional Non – Executive Independent Director
6. Ms. Urvashi Shah	Additional Non – Executive Independent Director

### Meeting and Attendance

No Board meetings were held during the financial year 2021- 22 in view of the company continuing to remain under CIRP and suspension of the powers of the Board. The Resolution Professional was entrusted with the job of managing the affairs of the Company during the said period.

### Director seeking appointment / reappointment

Pursuant to the provisions of Section 152 of the Companies Act 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company no director is seeking for reappointment as during the financial year 2021- 22 the company was under CIRP and the powers of the Board were suspended. However, the Directors of the newly constituted Board appointed w.e.f. 17<sup>th</sup> September, 2022, are to be regularized by the shareholders of the Company at the ensuing General Meeting as provided in the Notice of Annual General Meeting circulated with this report.

### Evaluation of Board effectiveness

In terms of provisions of the Companies Act, 2013 read with Rules issued there under and the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, the evaluation of Board was not applicable as the Company continued to remain under Corporate Insolvency Resolution Process (CIRP) during the period under review.

### 3. Board Procedure:

Since the powers of the Board remained suspended, there was no Board meeting held during the year. The matters required to be tabled to the Board of Directors were put up for the review and the decision of the Resolution Professional from time to time in accordance with the provisions of the Insolvency Bankruptcy Code, 2016 was obtained.

### 4. Statutory Committees:

Since the Company continued to remain under Corporate Insolvency Resolution Process (CIRP) during the period under review as per Regulation 15 (2A) and 15 (2B) of SEBI (LODR) Regulations, 2015 the provisions of the Regulation 17, 18, 19, 20 and 21 of Listing regulations relating to various committees including Audit Committee was not applicable to the Company.

The Resolution Professional was entrusted with roles and responsibilities of Board and Committees during the said period in accordance with the provisions of the Section 23 of the Insolvency Bankruptcy Code, 2016.

**5. Independent Director's Meeting:**

During the year, no meetings of Independent Directors were held as the powers of the Board stood suspended since the commencement of Corporate Insolvency Resolution Process and continued to remain suspended during the period under review.

**6. General Meeting:****a) Details of last three Annual General Meeting –**

The last Annual General Meeting (AGM) was held on 29<sup>th</sup> September, 2017 and Adjourned Meeting held on 21<sup>st</sup> December, 2017. Since then the Company continued to remain under Corporate Insolvency Resolution Process (CIRP) during the period under review, no Annual General meeting(s) were conducted.

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

No postal ballot conducted during the financial year 2021-22. There is no immediate proposal for passing any resolution through postal ballot.

**7. Means of Communication –**

The Company has defaulted in filing Quarterly and Annual Financial Results due to suspension of Management during the period under review.

There has been default in data required to be filed electronically or otherwise pursuant to the SEBI (LODR) Regulations, 2015 with Stock Exchange(s) during the period under review.

**8. General Shareholders Information –****a) Annual General Meeting –**

Due to CIRP Process and NCLT order dated 20th June, 2022, the new management has taken over the Control and Management of the Company w.e.f. 17th September, 2022. In view of the same it was not possible to conduct the Annual General Meeting of the Company on or before 30th September, 2022. The Company had applied to the Registrar of Companies for the extension to conduct the Annual General Meeting for a period of 3 months and ROC has considered our application and issue the Letter of extension dated 29th September, 2022 to conduct the AGM on or before 31st December, 2022.

The 30<sup>th</sup> Annual General Meeting will be held on Wednesday, 14<sup>th</sup> December, 2022 at 12.00 Noon physically at Registered Office of the Company.

## b) Tentative Financial Calendar –

Financial Year 1 <sup>st</sup> April, 2022 to 31 <sup>st</sup> March, 2023	
Adoption of Quarterly Results for the quarter ending	Date of Adoption
June – 2022	The Board took a note of the same on 14 <sup>th</sup> November, 2022
September – 2022	On or before 10 <sup>th</sup> December, 2022
December – 2022	On or before 14 <sup>th</sup> February, 2023
March – 2023	On or before 30 <sup>th</sup> May, 2023

c) Date of Book Closure – Thursday, 8<sup>th</sup> December, 2022 to Wednesday, 14<sup>th</sup> December, 2022 (both days inclusive)

## 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	DIAPOW
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 40001	522163

## e) Listing fees to Stock Exchange – The Company has paid the Listing fees to National Stock Exchange.

## f) 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 2021-22 at NSE and BSE were as under:

	BSE LTD				NSE LTD			
	Month's Price	High	Month's Price	Low	Month's Price	High	Month's Price	Low
April 2021	0.89		0.66		0.85		0.65	
May 2021	0.94		0.64		1.00		0.60	
June 2021	1.54		0.84		1.15		0.80	
July 2021	1.08		0.86		-		-	
August 2021	0.95		0.62		-		-	
September 2021	1.74		0.75		-		-	
October 2021	1.51		1.31		-		-	
November 2021	1.25		0.79		-		-	
December 2021	1.72		0.82		-		-	
January 2022	1.80		1.71		-		-	

February 2022	1.79	1.70	-	-
March 2022	1.70	1.47	-	-

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

g) 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.

h) Share Transfer System

The Board has delegated the authority for approving transfer, transmission, splitting, consolidation, dematerialization, re-materialisation etc. of the Company's securities to the Stakeholder's Relationship Committee of the Company. Report of share transfer/transmission approved by Committee are placed before from time to time.

i) Shareholding Pattern (Equity)

Category	No. of shares of Rs. 10 each	Percentage
Promoter & Promoter Group	307708	11.41
Public	2389398	88.59
Total	2697106	100

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).

## j) Dematerialization of shares:

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, 2022.

## k) Liquidity of shares:

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

## l) Plant Location and address/other modes for correspondence:

Vadadala, Phase - II, Savli, 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)

## m) CEO/CFO Certification:

During the year under review, the Company was under Corporate Insolvency Process and the Management of the Company was under the control of the Resolution Professional. Therefore, a Compliance Certificate from CEO/ CFO pursuant to Regulations 17(8) read with Part B of Schedule II of the SEBI (LODR) Regulations will not be applicable.

## n) 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. 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)

- c. 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

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

During the period under review, the Company has not complied with the Corporate Governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of SEBI Regulations as it was under CIRP Process. However, the reconstituted Board has taken up a process of compliances of regulators.

- e. With view to regulated trading in securities by the Directors and Designated Employees, the Company has adopted a Code of Conduct to regulate, monitor and report trading by Insider.

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

**Date : 14.11.2022**  
**Place : Vadodara**

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





### INDEPENDENT AUDITORS' REPORT

To The Members of  
**Diamond Power Infrastructure Limited**

Report on the Audit of the Standalone Financial Statements

#### DISCLAIMER OF OPINION

We were engaged for statutory audit of the standalone financial statements of **Diamond Power Infrastructure Limited** ("the Company"), which comprise the balance sheet as at 31<sup>st</sup> March, 2022, 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 standalone Financial Statements ("FS"), including a summary of the significant accounting policies and other explanatory information.

We do not express an opinion on the accompanying standalone 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 standalone 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 standalone financial statements under the provisions of the Act and Rules thereunder, and we are able to fulfil our other ethical responsibilities in accordance with these requirements and Code of Ethics. We do not have 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 filed 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



■ Ahmedabad  
502, Shagun Complex, Opp. Fair Deal House,  
Near Swastik Char Rasta, CG Road,  
Ahmedabad - 390 007.

■ New Delhi  
House No. 137, Second Floor, Pocket 10,  
Sector 20, Rohini, NEW DELHI-110086

■ Chennai  
F-3,99/37, Sharan SS Jayam Apartments,  
Bazullah Road, T Nagar, Chennai - 600 017.

■ Mumbai  
102, 5<sup>th</sup> Floor, Umerni House,  
Above Bank of Baroda, Tolly Gully,  
Andheri East, Mumbai - 400 069

■ Hyderabad  
H.No. 1\_5\_48, Budwel Rajendra Nagar,  
Hydrabad - 500 030, Telangan State



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 01/07/2022 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) Nooperational& Business activities in the office and the factory of the company were conducted later 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 where basis.
- f) 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 ongoing CIRP and suspension of powers of Board of Directors and as explained to us, the power of adoption of this standalone financial results vests with the RP under the provision of the Code.



- g) *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;*
- h) *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.*
- i) *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.*
- j) *In our opinion, securities provided to banks are not adequate to cover the amounts outstanding to them as on the date of Balance Sheet.*

**MATERIAL UNCERTAINTY RELATED TO GOING CONCERN**

- k) *These events cast significant doubt on the ability of the Company to continue on a going concern. The appropriateness of the said basis is inter-alia dependent on the Company's ability to infuse requisite funds for meeting its obligations (including statutory liabilities and those in respect of contracts entered into for purchase of goods and assets), rescheduling of debt/other liabilities and resuming normal operations. Our opinion is not modified in respect of this matter.*

In view of the possible effects of the matters described in points no. a) to k) 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 standalone financial statements and the consequential impact that the outcomes of the investigations may have on the standalone financial statements and the provisions made by the Present Management during this year.

The Resolution Professional ("RP") (refer to the Chairman monitoring committee) and the present Key Managerial Personnel ("KMP" / "Present Management") have not been able to analyze in depth the accuracy, validity, completeness or authenticity of the information and figures mentioned in the standalone financial statements as present RP has joined on 4<sup>th</sup> May 2021; and have not been involved in the affairs of the Company, further, as a part of Corporate Insolvency Resolution Process (CIRP) the Company, a Transaction Audit to determine avoidable transactions in terms of Section 43,45, 49, 50 and 66 of Insolvency and Bankruptcy Code (IBC) and an exercise to determine the liquidation value and fair valuation of the Company was carried out by the RP, but due to confidentiality, it was not share with us. Due to non-availability of reports, we are not aware for the outcome of such Transaction Audit, which may provide additional facts/information about the past data with respect to the Company. The present RP has signed the standalone financial statements solely for the purpose of compliance and discharging his duties during CIRP period of the Company and in accordance with the provisions of the IBC, read with the regulations and rules there under, and based on the explanations, clarifications, certifications, representations and statement made by the existing staff of the Company in relation to the data pertaining to the period prior to the joining of the Present Management and does not have knowledge of the past affairs, finances and operations of the Company.

We also refer to the "Written Representations" by Present Management and its limitations and inability thereof in confirming or non-confirming the assertions forming part of the standard



“Written Representation” as required by us in accordance with the guidelines issued by the Institute of Chartered Accountants of India (the ICAI”).

We refer to multiple issues of financial significance as highlighted and suspected irregularities as reported and under media scrutiny. These issues are presently investigated by the concerned agencies namely Ministry of Corporate Affairs (MCA); Serious Fraud Investigation Office (SFIO), Enforcement Directorate (ED), and Central Bureau of Investigation (CBI). As of the date of this report, investigations are ongoing and not yet concluded and pending outcome of ongoing investigations, the Present Management believes that adjustments of the impact of these matters on the standalone financial statements including with regard to any adjustments to the carrying values of the loans, restatement of receivables/payables, related parties and other disclosures and compliances, as applicable can be made by the new management, as recently the NCLT has approved resolution plan by order dated 20<sup>th</sup> June 2022. We have been informed by the Present Management that these investigations are not yet completed; with no outcomes being communicated by the concerned agencies to the Present Management, and accordingly no adjustments are made in standalone financial statements in respect of the said reported matters.

### **Matter of Emphasis:**

- *Due to resignation of the Board of Directors, the composition of the Board of Directors was not as per the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) and violation of the above provisions of the Companies Act 2013 and SEBI (LODR) Rules.*

1) *The National Company Law Tribunal (“NCLT”), Ahmedabad Bench, vide order dated 24th August, 2018 (“Insolvency Commencement Order”) has initiated Corporate Insolvency Resolution Process (“CIRP”) based on petitions filed by Bank of India U/S 7 of the Insolvency and Bankruptcy Code, 2016 (“the Code”). Mr. Bhuvan Madan (Registration No. IBBI/IPA-001/IP-P01004/2017-2018/11655) was appointed as Interim Resolution Professional (“IRP”) to manage affairs of the Company in accordance with the provisions of Code. In the first meeting of committee of creditors held on 24<sup>th</sup> September, 2018, Mr. Bhuvan Madan had been confirmed as Resolution Professional (“RP” / “Resolution Professional”) for the Company. Pursuant to the Insolvency Commencement Order and in line with the provisions of the Code, the powers of the Board of Directors were suspended and the same were to be exercised by continued RP.*

2) *It was informed by Resolution Professional that certain information including the minutes of meetings of the Committee of Creditors, valuation reports for inventories and plant and machineries and the outcome of certain procedures carried out as a part of the CIRP are confidential in nature and could not be shared with anyone other than the Committee of Creditors and NCLT. Accordingly, no comment was offered on the possible compliance impact, if any that may arise.*

3) *The Company has not produced attendance Registers and minutes of the General Meetings, Board Meetings and Committees of the Directors such as the Audit Committee, Remuneration Committee and Stakeholders Committee. No documents were produced before us testifying the giving of the proper notices to any Shareholders and the Board of Directors Meetings and Committees of the Board of Directors of the Company and therefore we are NOT able to state that the proceedings thereof have been properly recorded in the Minute Book and Registers maintained for the purpose and that they have been duly signed.*

- *The past RP CA Mr. Bhuvan Madan has prepared unaudited provisional financial statements as on 31<sup>st</sup> March 2018 and 24<sup>th</sup> August 2018 (cutoff date for CIRP process) based on accounting*



records of the company available plus certain MEMO entries amounting to Rs. 758.36 Crs. and carried out CIRP process and filled applicable statutory returns as informed to us.

The suspended management / present management of the company has prepared given financial statements based on the available figures and facts as on date and did not pass required accounting entries for MEMO entries amounting to Rs. 758.36 Crs., which was proposed by RP CA Bhuvan Madan in his provisional un audited financial statements as on 31<sup>st</sup> March 2018 and 24<sup>th</sup> August 2018 (cutoff date for CIRP process), in this regard, we asked to the current RP, CA Prashant Jain, to provide us with a detailed submission and an explanation for it, but he has responded that he was unaware of the CIRP process, because it had already been completed by the previous RP. As a result, we have approached to the previous RP, CA Bhuvan Madan, for the basis for passing memo entries. But after continuous reminders to him by emails / phones (Past RP), no basis for it were given to us and he replied that, all details were as and where basis provided to new incoming RP. As this memo entries have major impact on Financial statement of the company, the given audited financial statements are prepared without effect of memo entries accounted by past RP, which may have substantial financial impacts on the FS of the company, so without any details for memo entries, we have given our disclaimer of opinion about any correctness for accounting or non-accounting of memo entries in the given FS and we have given disclaimer of opinion in this regards for effect of it on the given FS.

- The Hon'ble National Company Law Tribunal, Ahmedabad ("NCLT") by an order dated 20<sup>th</sup> June 2022 has approved resolution plan submitted by RP under Section 30(6) of the IBC, 2016 and approved resolution plan submitted by M/s GSEC / Shri Rakesh R Shah at total offer price of Rs. 501 Crs., the ED has not released the charges on assets of the company, the company has filled petition to Honorable Supreme Court for release of charge and matter is under legal process as per the information provided to us.
- The company has reported Net outstanding figures of related party transactions in schedule 33 of Related party transactions instead of reporting Gross figures as per statutory requirements.

### 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 standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone 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 response to the key audit matters.

- Due to defaults in interest and repayment payments of bank / FIs loans, the company's accounts have been classified as Non-Performing Assets (NPA) effective date was given of January 2015 by the lenders under Consortium advances. Therefore, some banks / FIs have accounted interest and some banks / FIs have not accounted interest, so accounting interest as cost were done based on banks statements provided by bank / FIs to the company. Soto that extent, finance cost and total loss is estimated to be understated for the financial year ended 31 March 2022.
- As per the information provided in the basis for disclaimer, CBI and ED has carried out search operation on 6<sup>th</sup> April 2018 and 9<sup>th</sup> April 2018 and Directors of the company were arrested and major employees of the company has left organization, so no operational and production activities in the company were conducted later 6<sup>th</sup> April, 2018 onwards. NCLT has admitted CIRP plan on 24<sup>th</sup>



August 2018 onwards and appointed IRP / RP and taken over management of the company. There has been no operational, business and production activity carried out later of 6<sup>th</sup> April 2018 till date as informed to us.

- We draw attention to the note of accounts para no. B.1 Para 3 of the attached statement regarding the financial results of the company having been prepared on the going concern basis which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company has been continuously incurring losses in past years and its net worth stands fully eroded. These conditions indicate the existence of material uncertainty that cast significant doubt about company's ability to continue as going concern. As on date of signed audit report, NCLT has given approval order dated 20<sup>th</sup> June 2022 for resolution plan submitted by M/s GSEC / Shri Rakesh R Shah. The appropriateness of the said basis is inter-alia dependent on the new management Company's ability to infuse requisite funds for meeting its obligations (including statutory liabilities and those in respect of contracts entered into for purchase of goods and assets), rescheduling of debt/other liabilities and resuming normal operations, so we give disclaimer of opinion to consider unit as going concern.
  - 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.
  - 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.
  - 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.
  - 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.
  - Company Secretary of the Company has resigned from the company dated 19<sup>th</sup> June 2018, Company has not appointed full time Company Secretary required under section 203 (and Rule 8 and Rule 8A of companies' appointments & remuneration of Managerial Personnel Rule 2014) of Companies Act, 2013.
  - We have also examined non-compliance with the applicable provisions of the following:
    - (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 was conducted during the period under review.
    - (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.
- During the period under review, we give our disclaimer of opinion in this regards compliances of the Company complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.**





- The company has obtained unsecured loans amounting to Rs. 4731.85 Lakhs, the same is outstanding from previous year and has been shown as other equity in the Balance Sheet. However, loan agreement in respect of these loans have not been furnished and in absence of the same the terms of repayment, chargeability of interest and other terms are not verifiable and to that extent losses are under stated.
- Balances under sundry debtors and sundry creditors, Investments, loans and advances given by the company and parties from whom unsecured loans have been taken are **subject to confirmations and adjustments, if any**, as to verify independently outstanding of debtors and creditors, we have send conformation request to major 79 debtors and creditors organizations by registered post, but major conformation letters were returned due to change in address and not traceability of parties. So, we give our disclaimer of opinion on it. Further company has investment in share capitals in associates and subsidiaries, as informed to us major companies are either under CIRP process or liquidation, so we **are not** informed about realizabilities of investments, loans and advances., so we give our disclaimer of opinion on it.
- In view of pending confirmations / reconciliations from banks, lender liabilities and any other liabilities including contingent, **we give our disclaimer of opinion** to comment on the impact, if any, on the financial statement arising out of such pending confirmations / reconciliation.
- Associates and subsidiary companies are under CIRP process / liquidation, no audited Financial Statements available and grouped together, so as required under the Act, no consolidated financial statements were prepared by the company.
- 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., assessment order received before date of signing the audit reports, **liabilities are not accounted** in the given period standalone financial statements, as informed to us, the company has preferred an appeal against the same.
- The company has received show cause notices for Excise and Service tax department for Rs. 43.31 Crs., **liabilities are not accounted** in the given period standalone financial statements, as informed to us, the company has preferred an appeal against the same.
- The company has received show cause notices for Sales tax department for Rs. 408.30 Crs., **liabilities are not accounted** in the given period standalone financial statements, as informed to us, the company has preferred an appeal against the same.
- 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 standalone 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 standalone financial statements and our auditors' report thereon.

We have given disclaimer of opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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 other applicable paras.*

## RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE 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 standalone 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 standalone financial statements, Board of Directors / Resolution Professional / 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. Those Board of Directors / Resolution Professional / Management are also responsible for overseeing the Company's financial reporting process.

However in the case of the company, the National Company Law Tribunal ("NCLT"), Ahmedabad Bench, vide order dated 24th August, 2018 ("Insolvency Commencement Order") has initiated Corporate Insolvency Resolution Process ("CIRP") based on petitions filed by Bank of India U/S 7 of the Insolvency and Bankruptcy Code, 2016 ("the Code"). Mr. Bhuvan Madan (Registration No. IBBI/IPA-001/IP-P01004/2017-2018/11655) was appointed as Interim Resolution Professional ("IRP") to manage affairs of the Company in accordance with the provisions of Code. In the first meeting of committee of creditors held on 24<sup>th</sup> September, 2018, Mr. Bhuvan Madan had been confirmed as Resolution Professional ("RP" / "Resolution Professional") for the Company. Pursuant to the Insolvency Commencement Order and in line with the provisions of the Code, the powers of the Board of Directors were suspended and the same were to be exercised by IRP / RP. The NCLT vide order no. IA/306(HM) 2021 in CP (IB) 137 of 2018 dated 4<sup>th</sup> May 2021 replaced RP and appointed Mr. Prashant Jain registration no. IBBI/IPA-001/IP-P01368/2018-19/12131 as RP for the company.

As per Section 134 of the Companies Act, 2013, the financial statements of the Company are required to be authenticated by the chairperson of the board of directors, where authorized by the board or at least two directors, of which one shall be the managing director or the CEO (being a director), the CFO and the Company Secretary where they are appointed. Under said Code, such power shall be vest with Mr. Prashant Jain Resolution Professional Chairman Monitoring committee and as per the instruction and direction of RP, the suspended management will sign the financial statements.

The above standalone financial statements of the Company have been taken on record by the RP /Chairman Monitoring committee while discharging the powers of the Board of Directors of the Company which have been conferred upon him by the NCLT Order dated 24th August, 2018 superseding the Board of Directors of the Company, solely for the purpose of ensuring regulatory



compliance.

#### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Our responsibility is to conduct an audit of the Company's standalone financial statements in accordance with Standards on Auditing and to issue an auditor's report. However, *because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these standalone financial statements.*

We are independent of the Company in accordance with the ethical requirements in accordance with the requirements of the Code of Ethics issued by ICAI and the ethical requirements as prescribed under the laws and regulations applicable to the entity.

#### REPORT 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, we are unable to state whether, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended.*

e) *The matter described in the Basis for Disclaimer of Opinion section above and in the Material uncertainty related to Going Concern section above, in our opinion, may have an adverse effect on the functioning of the Company.*

f) *We are unable to state whether any director is disqualified as on March 31, 2018 from being appointed as a director in the terms of Section 164 (2) of the Act, as ), as the matter described in the Basis for Disclaimer of Opinion section above.*



g) 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.

(B) 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. Due to non-availability of details, we are not able to comments on this point.
- iv. a) Due to non-availability of details, we are not able to comments on this point.  
b) Due to non-availability of details, we are not able to comments on this point; and  
c) Due to non-availability of details, we are not able to comments on this point.  
d) Due to non-availability of details, we are not able to comments on this point.

(C) Due to non-availability of details, we are not able to comments on this point:

**(D) The Company has not produced attendance Registers and minutes of the General Meetings, Board Meetings and Committees of the Directors such as the Audit Committee, Remuneration Committee and Stakeholders Committee. No documents were produced before us to testifying the giving of the proper notices to any Shareholders and the Board of Directors Meetings and Committees of the Board of Directors of the Company and therefore we are NOT able to state the proceedings thereof have been properly recorded in the Minute Book and Registers maintained for the purpose and that they have been duly signed.**

(E) Due to the possible effects of the matters described in the Basis for Disclaimer of Opinion section above, we are unable to comment whether the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

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

  
CA Arvind K. Yadav, Partner

Place : Baroda

UDIN : 22047422BCKOWF1202

Date : 07/11/2022



**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 2022**

(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 (Physical verification-Audit).
- (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 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 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 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 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 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 during the year. All loans were classified as NPA by banks and company has defaulted in payment of loans.
- iii Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion 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. 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 encashed for Rs. 114 Crs. for DPTL and Rs. 3.35 Crs for DIL, 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.
- 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. Accordingly, clause 3(v) of the



Order is not applicable.

- 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. 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 havenot been subsumed into 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 hasnot deposited by the company with the appropriate authorities within the prescribed time limits.
- (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.
- viii Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion section above in main report, so we are not able to comments on this para.
- 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.
- (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 been declared a willful defaulter by banks and financial institution or government or government authority.
- (c) Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion 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 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 section above in main report, so we are not able to comments on this para.
- (f) Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion section above in main report, so we are not able to comments on this para.
- 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.
- (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 not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- xi (a) Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion section above in main report, so we are not able to comments on this para.
- (b) Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion 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 section above in main report, so we are not able to comments on this para.
- 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 Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion section above in main report, so we are not able to comments on this para.
- xiv (a) Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion section above in main report, so we are not able to comments on this para.
- (b) Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion section above in main report, so we are not able to comments on this para.
- xv Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion section above in main report, so we are not able to comments on this para.
- 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.
- © 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 resignation of the statutory auditors during the year.
- xix Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion section above in main report, so we are not able to comments on this para.
- xx Due to the possible effects of the matter described in the Basis for Disclaimer of Opinion section above in main report, so we are not able to comments on this para.

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



**CA Arvind K. Yadav, Partner**



Place : Baroda

UDIN : 22047422BCKOWF1202

Date : 07/11/2022



**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 2022**  
(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 31<sup>st</sup> March, 2022, we give **disclaimer of opinion** on the internal financial controls over financial reporting as of that date.

We do not express an opinion on the accompanying standalone financial statements of the Company. Because of the significance of the matter described in the **Basis for Disclaimer of Opinion section of our main audit report**, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these standalone financial statements.

**BASIS FOR DISCLAIMER OF OPINION:**

- 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 01/07/2022 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) No operational & Business activities in the office and the factory of the company were conducted later 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 physical 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 provided and available records and financial statements provided to us by RP /suspended management, we have carried audit with available data, as and where basis.
- f) 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)**, I 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 ongoing CIRP and suspension of powers of Board of Directors and as explained to us, the power of adoption of this standalone financial results vests with the RP under the provision of the Code.
- g) 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;
- h) 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, during the year under review.
- i) 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.
- j) In our opinion, securities provided to banks are not adequate to cover the amounts outstanding to them as on the date of Balance Sheet.



In view of the possible effects of the matters described in points no. a) to j) 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 standalone financial statements and the consequential impact that the outcomes of the investigations may have on the standalone financial statements and the provisions made by the Present Management during this year.

We refer to multiple issues of financial significance as highlighted and suspected irregularities as reported and under media scrutiny. These issues are presently investigated by the concerned agencies namely Ministry of Corporate Affairs (MCA); Serious Fraud Investigation Office (SFIO), Enforcement Directorate (ED), and Central Bureau of Investigation (CBI). As of the date of this report, investigations are ongoing and not yet concluded and pending outcome of ongoing investigations, the Present Management believes that adjustments of the impact of these matters on the standalone financial statements including with regard to any adjustments to the carrying values of the debts, loans, restatement of receivables/payables, related parties and other disclosures and compliances, as applicable can be made by the new management, as recently the NCLT has approved resolution plan by order dated 20<sup>th</sup> June 2022. We have been informed by the Present Management that these investigations are not yet completed; with no outcomes being communicated by the concerned agencies to the Present Management, and accordingly no adjustments are made in standalone financial statements in respect of the said reported matters.

#### **Management's Responsibility for Internal Financial Controls**

The Company's present management 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 (ICAI). 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 .

The National Company Law Tribunal ("NCLT"), Ahmedabad Bench, vide order dated 24th August, 2018 ("Insolvency Commencement Order") has initiated Corporate Insolvency Resolution Process ("CIRP") based on petitions filed by Bank of India U/S 7 of the Insolvency and Bankruptcy Code, 2016 ("the Code"). Mr. Bhuvan Madan (Registration No. IBBI/IPA-001/IP-PO1004/2017-2018/11655) was appointed as Interim Resolution Professional ("IRP") to manage affairs of the Company in accordance with the provisions of Code. In the first meeting of committee of creditors held on 24<sup>th</sup> September, 2018, Mr. Bhuvan Madan had been confirmed as Resolution Professional ("RP" / "Resolution Professional") for the Company. Pursuant to the Insolvency Commencement Order and in line with the provisions of the Code, the powers of the Board of Directors were suspended and the same were to be exercised by IRP / RP. The NCLT vide order no. IA/306(HM) 2021 in CP (IB) 137 of 2018 dated 4<sup>th</sup> May 2021 replaced RP and appointed Mr. Prashant Jain registration no. IBBI/IPA-001/IP-PO1368/2018-19/12131 as RP for the company.



The RP and the suspended Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control mechanism 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 mechanism 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 missed statement of the financial statements, whether due to fraud or error.

**Because of the matter described in Basis for Disclaimer of Opinion paragraph below, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on internal financial controls system over financial reporting of the Company.**

### **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.

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



**Place: Baroda**  
**Date: 07/11/2022**

**CA Arvind K. Yadav,**  
**Partner**  
**Membership No. 047422**  
**UDIN : 22047422BCKOWF1202**

Diamond Power Infrastructure Limited  
Statement of Assets & Liabilities as at March 31, 2022

Particulars	Note	As at	As at
		March 31, 2022	March 31, 2021
		₹	₹
<b>ASSETS</b>			
<b>(1) Non-current assets</b>			
a) Property, Plant and Equipment	1	10,87,30,76,331	11,03,00,49,201
b) Capital work-in-progress	1	1,88,45,04,209	1,88,45,04,209
c) Financial Assets			
i) Investments	2	11,67,00,513	11,67,00,513
ii) Loans	3	70,77,373	70,77,373
iii) Other financial assets	4	9,25,18,924	9,25,18,924
d) Other non-current assets	5	4,28,17,781	4,28,17,781
		<b>13,01,66,95,131</b>	<b>13,17,36,68,001</b>
<b>(2) Current assets</b>			
a) Inventories	6	47,40,39,632	47,40,39,632
b) Financial Assets			
i) Investments	7	82,55,000	64,25,000
ii) Trade receivables	8	3,08,62,46,120	3,08,62,78,667
iii) Cash and Cash Equivalents	9	-2,60,99,911	-5,07,20,640
iv) Other Bank Balances	10	6,16,00,561	6,16,00,561
v) Loans	11	15,06,17,231	15,06,17,231
vi) Other Financial Assets	12	-	-
c) Other current assets	13	3,00,95,13,104	3,00,35,05,035
d) Current Tax Asset (Net)		1,87,74,386	1,87,24,386
		<b>6,78,29,46,125</b>	<b>6,75,04,69,873</b>
<b>TOTAL</b>		<b>19,79,96,41,255</b>	<b>19,92,41,37,874</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
a) Equity Share capital	14	2,69,71,06,790	2,69,71,06,790
b) Other Equity	15	-8,91,28,25,198	-8,65,87,91,346
		<b>-6,21,57,18,408</b>	<b>-5,96,16,84,556</b>
<b>LIABILITIES</b>			
<b>(1) Non-current liabilities</b>			
a) Financial liabilities			
i) Borrowings	16	-	-
ii) Other financial liabilities	17	91,39,71,840	79,42,89,671
b) Provisions	18	1,28,81,582	1,28,81,582
c) Deferred tax liabilities (net)		-	-
d) Other non-current liabilities	19	-	-
		<b>92,68,53,422</b>	<b>80,71,71,253</b>
<b>(2) Current liabilities</b>			
a) Financial liabilities			
i) Borrowings	20	19,78,11,03,750	19,77,26,25,750
ii) Trade payables	21	1,04,43,34,090	1,04,39,41,312
iii) Other financial liabilities	22	4,17,85,60,880	4,17,85,60,888
b) Other current liabilities	23	7,06,74,920	6,96,90,625
c) Provisions	24	1,38,32,602	1,38,32,602
d) Current Tax Liabilities (Net)		-	-
		<b>25,08,85,06,242</b>	<b>25,07,86,51,177</b>
<b>Total</b>		<b>19,79,96,41,255</b>	<b>19,92,41,37,874</b>

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



CA Arvind Yadav  
Sr. Partner  
Membership No.: 047422

Place: Vadodra  
Date: 03/10/2022

7/11/2022  
UDIN: 22067422BC00W  
F1202  
7/11/2022



For and on behalf of the Board  
Diamond Power Infrastructure Limited  
Anil Bhatnagar  
Erstwhile Directors  
DIN: 00775880  
(Power is Suspended as per IBC Code)

Prashant Jain

Chairman of Monitoring Committee\*

Note \*: The signatures of Chariman of Monitoring Committee only signifies that the financial statement has been taken on record to comply with approved resolution plan by hon'ble NCLT order dated 22<sup>nd</sup> June 2022  
Note: Suspended Management has no access to accounts the signators are appended as prepared by team of RP

**Diamond Power Infrastructure Limited**  
**Statement of Profit & loss for the year ended 31st March, 2022**

Particulars	Note	2021-22	2020-21
<b>REVENUE</b>			
Revenue from Operations	25	-	-
Other income	26	5,00,000	5,78,940
<b>Total Revenue</b>		<b>5,00,000</b>	<b>5,78,940</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	27	-	-
Changes in Inventory of Work-in -Progress, Stock-in-Trade & Finished Goods	28	-	-
Excise Duty		-	-
Employee benefit expenses	29	13,68,875	14,19,168
Finance costs	30	6,91,91,340	6,24,67,038
Depreciation and amortisation		15,70,41,870	15,70,41,870
Administration and other expenses	31	2,69,31,776	2,09,11,408
<b>Total Expenses</b>		<b>25,45,33,861</b>	<b>24,18,39,484</b>
<b>Profit before Exceptional items &amp; Tax</b>		<b>(25,40,33,861)</b>	<b>(24,12,60,544)</b>
Exceptional items			
- Reversal of Finance Cost/Add back reversal of Finance cost			
<b>Profit Before Tax from continuing Operations</b>		<b>(25,40,33,861)</b>	<b>(24,12,60,544)</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>(25,40,33,861)</b>	<b>(24,12,60,544)</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>(25,40,33,861)</b>	<b>(24,12,60,544)</b>
<b>Earnings per equity share of Face Value of ₹ 10 Each Basic &amp; Diluted (In ₹)</b>	32	(0.94)	(0.89)
Significant accounting policies			
Accompanying Notes to the Financial Statements	33 - 41		

As per our report attached

A Yadav & Associates LLP  
Chartered Accountants  
FRN:- 129725W/02100608

CA Arvind Yadav  
Partner  
Membership No.: 047422

Place: Vadodara

Date: 03/10/2022

UDIN NO: 22047422BC1006081202



For and on behalf of the Board  
Diamond Power Infrastructure Limited

Amrit Bhatnagar Sumit Bhatnagar  
Erstwhile Directors Erstwhile Directors  
Din:- 00775880 Din:- 0076129  
(Power is Suspended as per IBC Code)

Prashant Jain

Chairman of Monitoring Committee\*

Note \*: The signatures of Chariman of Monitoring Committee only signifies that the financial statement has been taken on record to comply with approved resolution plan by honorable NCLT order dated 22<sup>nd</sup> June 2022

Note: Suspended Management has no access to accounts the signators are appended as prepared by team of RP



**Diamond Power Infrastructure Limited**  
**Cash flow Statement for the year ended March 31, 2022**

S. No.	Particulars	2021-22	2020-21
<b>A</b>	<b>Net profit / (loss) before tax and extraordinary items</b>	(25,40,33,861)	(24,12,60,544)
	<b>Adjustment for</b>		
	Depreciation and amortisation expense	15,70,41,870	15,70,41,870
	Finance Cost	6,91,91,340	6,24,67,038
	Interest income	-	-
	CWIP write off	-	-
	Amortisation of premium on forward exchange contracts	-	-
	Provision for diminution in value of investment	(18,30,000)	(29,00,000)
	Provision for Doubtful debts	-	-
	Provision for Doubtful Loans & Advances	-	-
	<b>Operating profit before working capital changes</b>	<b>(2,96,30,651)</b>	<b>(2,46,51,636)</b>
	<b>Adjustments for:</b>		
	(Increase) / Decrease in Trade and Other Receivables	(90,124)	(1,62,203)
	(Increase) / Decrease in Inventories	-	-
	Increase / (Decrease) in Trade and Other Payables	12,10,59,243	6,32,18,531
	<b>Net cash generated from/(used in) operating activities</b>	<b>9,13,38,467</b>	<b>3,84,04,692</b>
	Direct taxes paid (net of refunds)	-	(48,346)
	<b>Net Cash(used in)/generated from Operating Activities</b>	<b>9,13,38,467</b>	<b>3,83,56,346</b>
<b>B</b>	<b>Cash flow from investing activities</b>		
	Purchase of fixed assets	(0)	(0)
	Sale of Investments	-	-
	(Investment) / proceeds from fixed deposits with banks	-	-
	Loan / Advances given	(60,08,069)	(44,29,934)
	Interest received	-	-
	<b>Net cash (used in)/generated from investing activities</b>	<b>(60,08,069)</b>	<b>(44,29,934)</b>
<b>C</b>	<b>Cash flow from financing activities</b>		
	Proceed from Issue of Capital	-	-
	Proceed / (Repayment) from new Disbursement from Bank	-	-
	Proceeds / (Repayment) of Short term borrowings	84,78,000	2,55,36,312
	Receipt from Promoters Contribution	-	-
	Repayment of loan to related parties	-	-
	Repayment of Debentures	-	-
	Interest paid	(6,91,87,669)	(6,24,67,038)
	<b>Net cash (used in)/generated from financing activities</b>	<b>(6,07,09,669)</b>	<b>(3,69,30,726)</b>
	<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>2,46,20,729</b>	<b>(30,04,314)</b>
	<b>Cash and cash equivalents as at the beginning of the year</b>	<b>(5,07,20,640)</b>	<b>(4,77,16,325)</b>
	<b>Cash and cash equivalents as at the end of the year</b>	<b>(2,60,99,911)</b>	<b>(5,07,20,640)</b>
		(2,60,99,911)	(5,07,20,640)

**Notes:**

- Cash flow statement has been prepared under the 'Indirect Method' as set out in the Ind AS 7 - Cash Flow statements
- Cash and cash equivalents represent cash and bank balances.
- Previous year's figures have been regrouped/reclassified wherever applicable.

As per our report attached  
**A Yadav & Associates LLP**  
 Chartered Accountants  
 FRN:- 129725W / 10100686

CA Arvind Yadav  
 Partner  
 Membership No.: 047422



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

*[Signature]*  
 Arjit Bhatnagar  
 Erstwhile Directors  
 DIN: 00775880

*[Signature]*  
 Sumit Bhatnagar  
 Erstwhile Directors  
 DIN: 00776129

(Power is Suspended as per IBC Code)

Prashant Jain

Chairman of Monitoring Committee\*



WDI NO.: 220471022  
 BCICOWF/202  
 7/11/2022

Place: Vadodra  
 Date: 03/10/2022

Note \*: The signatures of Chariman of Monitoring Committee only signifies that the financial statement has been taken on record to comply with approved resolution plan by honorable NCLT order dated 22<sup>nd</sup> June 2022



2) NON-CURRENT INVESTMENTS

Particulars	As at March 31, 2022		As at March 31, 2021	
	Units	Amount	Units	Amount
<b>Investments measured at Cost</b>				
<b>Unquoted Investments</b>				
<b>In Equity Shares of subsidiaries</b>				
Equity shares of Rs.10 each fully paid up of Diamond Power Global Holdings Limited	1,000	12,88,300	1,000	12,88,300
<b>In Equity Shares of Associates</b>				
Equity shares of Rs.10 each fully paid up of Diamond Power Transformers Limited	99,60,000	5,03,22,213	99,60,000	5,03,22,213
Equity shares of Rs.10 each fully paid up of Apex Electricals Limited (Refer Note b)	64,44,265	6,50,90,000	64,44,265	6,50,90,000
<b>Other investments</b>	-	-	-	-
<b>Total</b>		<b>11,67,00,513</b>		<b>11,67,00,513</b>

Note: 1. Diamond Power Transformers Limited - Currently, 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 %)

DPTL was into the business of manufacturing of transformers. DPTL is currently under Liquidation process. 50% of total investment was provided for in the books of DPIL in June 2017, no additional provisional has been made as required due to uncertainty about realisability and liquidation process is going on, and no additional information available with present management team.

2. 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, no additional provisional has been made as required due to uncertainty about realisability and liquidation process is going on, and no additional information available with present management team.

3. We invite the attention on notes given on events occurring after the balance sheet date on Pg. No. 1 & 2

3) LOANS

Particulars	As at March,31 2022	As at March,31 2021
<b>Unsecured</b>		
To related parties - Diamond Power Global Holding Limited(wholly owned Subsidiary)		
Considered Good	70,77,373	70,77,373
Considered Doubtful	5,10,03,476	5,10,03,476
Less : Provision on Doubtful	-5,10,03,476	-5,10,03,476
<b>Total</b>	<b>70,77,373</b>	<b>70,77,373</b>

Note: 1. 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, no additional provisional has been made as required due to uncertainty about realisability or not and no additional information available with present management team.

2. We invite the attention on notes given on events occurring after the balance sheet date on Pg. No. 1 & 2

4) OTHER FINANCIAL ASSET

Particulars	As at March,31 2022	As at March,31 2021
<b>Deposits</b>		
- Lease Deposit	6,66,71,080	6,66,71,080
- Other deposit to Customer	1,60,03,099	1,60,03,099
- GEB Security Deposit	85,10,485	85,10,485
- Others	13,34,260	13,34,260
<b>Total</b>	<b>9,25,18,924</b>	<b>9,25,18,924</b>

Note: 1 We invite the attention on notes given on events occurring after the balance sheet date on Pg. No. 1 & 2, no additional provisional has been made as required due to uncertainty about realisability or not and no additional information available with present management team.

5) OTHER NON-CURRENT ASSETS

Particulars	As at March,31 2022	As at March,31 2021
Deffered forward Premium Account	4,28,17,781	4,28,17,781
<b>Total</b>	<b>4,28,17,781</b>	<b>4,28,17,781</b>

Note: 1 We invite the attention on notes given on events occurring after the balance sheet date on Pg. No. 1 & 2, no additional provisional has been made as required due to uncertainty about realisability or not and no additional information available with present management team.



6) INVENTORIES

Particulars	As at	As at
	March,31 2022	March,31 2021
Raw Materials (Including Material In Transit)	6,00,69,513	6,00,69,513
Work-in-Progress	5,98,51,975	5,98,51,975
Finished Goods	35,41,18,144	35,41,18,144
Packing Material	-	-
Fuel & Gas	-	-
Stores and Spares	-	-
<b>Total</b>	<b>47,40,39,632</b>	<b>47,40,39,632</b>

Note :1 Inventory verification and valuation carried over by the management

7) CURRENT INVESTMENTS

Particulars	As at March,31 2022		As at March,31 2021	
	Units	Amount	Units	Amount
<b>Quoted</b>				
Measured at Fair Value Through P&L				
<b>In Mutual Funds</b>				
Baroda Pioneer PSU Equity Fund	5,00,000	82,55,000	5,00,000	64,25,000
	-	82,55,000	-	64,25,000
Aggregate amount of Quoted Investments		50,00,000		50,00,000
Aggregate amount of market value of above		82,55,000		64,25,000

Note: 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 2022	March,31 2021
<b>Unsecured</b>		
Considered Good No additional details for recoverabilities	3,08,62,46,120	3,08,62,78,667
Considered Doubtful	6,69,63,38,681	6,69,63,38,681
Less: Provision for doubtful receivables	-6,69,63,38,681	-6,69,63,38,681
<b>Total</b>	<b>3,08,62,46,120</b>	<b>3,08,62,78,667</b>

Note: 1- During the FY 2016-17 company has provided provision for doubtful debts for unpaid debts above 12 months as per management view, no additional provisional has been made as required due to uncertainty about realisability or not and no additional information available with present management team.

2- We invite the attention on notes given on events occurring after the balance sheet date on Pg. No. 1 & 2

9) CASH AND CASH EQUIVALENTS

Particulars	As at	As at
	March,31 2022	March,31 2021
a) Cash on hand	410	410
b) Balances with banks (Current account)	-2,61,00,320	-5,07,21,050
<b>Total</b>	<b>-2,60,99,911</b>	<b>-5,07,20,640</b>

Note : Credit balance is due to over-drawn position in current accounts, No bank statements available, so no bank reconciliation were prepared.



10) Other Bank Balances

Particulars	As at March,31 2022	As at March,31 2021
Bank Balance as Margin Money	6,16,00,561	6,16,00,561
Bank Balance in Fixed Deposit	-	-
<b>Total</b>	<b>6,16,00,561</b>	<b>6,16,00,561</b>

Note : No bank statements available, so no bank reconciliation were prepared.

11) LOANS

Particulars	As at March,31 2022	As at March,31 2021
Loan to related Parties (Refer Note 3A)		
- Apex Power Equipment Private Limited	12,30,21,068	12,30,21,068
- Maktel Power Ltd	55,12,877	55,12,877
- Ruby Cables	-1,17,994	-1,17,994
Loan to Others	2,22,01,280	2,22,01,280
- Advance against expenses		
- Employee advances		
<b>Total</b>	<b>15,06,17,231</b>	<b>15,06,17,231</b>

Note: 1-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, no additional provisional has been made as required due to uncertainty about realisability or not and no additional information available with present management team.

2- We invite the attention on notes given on events occurring after the balance sheet date on Pg. No. 1 & 2

12) OTHER FINANCIAL ASSETS

Particulars	As at March,31 2022	As at March,31 2021
Managerial Remuneration Receivable	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

Note : No Operational activities in the company and Board of Directors were under suspension.

13) OTHER CURRENT ASSETS

Particulars	As at March,31 2022	As at March,31 2021
Capital Advances	-	-
Advances to related parties		
- Diamond Power Transformers Limited	1,22,29,16,128	1,22,29,16,128
- Diamond Infosystem Limited	3,35,41,859	3,35,41,859
Advance against purchase of material / services (others)	1,29,69,24,644	1,29,62,53,659
Prepaid expenses	1,23,751	1,23,751
Balances with Customs, VAT, GST & Central Excise Authorities	55,03,55,031	54,50,17,947
Other Advances	-	-
	<b>3,10,38,61,413</b>	<b>3,09,78,53,344</b>
Provision for doubtful advances	-9,43,48,309	-9,43,48,309
<b>Total</b>	<b>3,00,95,13,104</b>	<b>3,00,35,05,035</b>

Note:1- Advances against purchase of material/ services includes amounts given to associates entities. no additional provisional has been made as required due to uncertainty about realisability or not and no additional information available with present management team.

2- In Year 2018-19 Corporate Gaurantee liabilities of associates concern, Invoked by banks accounted to respective account for DPTL Rs. 114.61 Crs & DIL Rs. 3.35 Crs.

3 -We invite the attention on notes given on events occurring after the balance sheet date on Pg. No. 1 & 2



**Diamond Power Infrastructure Limited**  
Statement of Changes in Equity for the year ended March 31, 2022

**A. Equity Share Capital**

Balance at the beginning of the reporting period (i.e. 1st April, 2021)	Changes in equity share capital during the year 2021-22	Balance at the end of the reporting period (i.e. 31st March, 2022)
26,97,10,679	-	26,97,10,679
No of shares	No of shares	No of shares
2,69,71,06,790	-	2,69,71,06,790

**B. Other Equity**

Particulars	Money Received against Share Warrants	Reserves & Surplus				Other Comprehensive Income	Equity Component of Unsecured Loan	Total
		Capital Reserve	Securities Premium Reserve	General Reserve	Debt Redemption Reserve			
Balance as at 1st April, 2021	-	23,72,43,705	10,07,65,96,552	15,00,000	23,47,50,000	-35,18,782	47,31,84,615	-8,65,87,91,346
Issue of Equity Shares/Re payment Profit for the Year	-	-	-	-	-	-	-	-
Remeasurement of the net defined benefit liability / asset net of tax effect	-	-	-	-	-	-	-	-
Preference Share Dividend (including Dividend Distribution Tax)	-	-	-	-	-	-	-	-
Balance as at 31st March, 2021	-	23,72,43,705	10,07,65,96,552	15,00,000	23,47,50,000	-35,18,782	47,31,84,615	-8,65,87,91,346
Balance as at 31st March, 2022	-	23,72,43,705	10,07,65,96,552	15,00,000	23,47,50,000	-35,18,782	47,31,84,615	-8,65,87,91,346

Note: other equity consist of loan received from the related parties.

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

*[Signature]*

CA Arvind Yadav  
Sr. Partner  
Membership No.: 047422  
Date: 03/10/2022



20/10/2022  
21/11/2022  
Beicowef1202

For and on behalf of the Board  
Diamond Power Infrastructure Limited  
Sumit Bhattacharjee  
Erstwhile Directors  
DIN: 00775880  
(Power is Suspended as per IBC Code)

*[Signature]*  
Amit Bhattacharjee  
Erstwhile Directors

Prashant Jain  
Chairman of Monitoring Committee\*



\*: The signatures of Chairman of Monitoring Committee only signifies that the financial statements has been taken on record to comply with approved resolution plan by honorable NCLT order dated 22nd June 2022.

#### 14) SHARE CAPITAL

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

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of shares	Amount	No. of shares	Amount
<b>Authorised:</b>				
Equity shares of Rs. 10 each	38,58,58,500	3,85,85,85,000	38,58,58,500	3,85,85,85,000
0.01% Cumulative Non-Convertible Preference Shares of Rs. 10 each	41,41,500	4,14,15,000	41,41,500	4,14,15,000
0.01% Optionally Convertible Redeemable Preference Shares of Rs. 10 each	6,00,00,000	60,00,00,000	6,00,00,000	60,00,00,000
<b>Issued and subscribed:</b>				
Equity shares of Rs. 10 each	27,03,90,429	2,70,39,04,290	27,03,90,429	2,70,39,04,290
0.01% Cumulative Non-Convertible Preference Shares of Rs. 10 each	41,41,500	4,14,15,000	41,41,500	4,14,15,000
<b>Paid Up:</b>				
Equity shares of Rs. 10 each	26,97,10,679	2,69,71,06,790	26,97,10,679	2,69,71,06,790

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

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the year	26,97,10,679	2,69,71,06,790	26,97,10,679	2,69,71,06,790
Issued during the year as fully paid				
At the end of the year	26,97,10,679	2,69,71,06,790	26,97,10,679	2,69,71,06,790

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

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of shares	%	No. of shares	%
Bank of India	5,43,46,232	20.15	5,43,46,232	20.15
Bank of Baroda	2,71,08,739	10.05	2,71,08,739	10.05
ICICI Bank Ltd	2,07,69,000	7.70	2,07,69,000	7.70
Axis Bank Ltd	1,95,95,118	7.27	1,95,95,118	7.27
Allahabad Bank	1,85,17,442	6.87	1,85,17,442	6.87

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

- 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 subject to payment of dividend to preference shareholders. 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.
- Failure to pay any amount called up on shares may lead to forfeiture of shares
- On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.
- Each holder of Equity share is entitled to one vote for 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 2022

- 12,402,124 equity shares of Rs. 10 each, fully paid up have been allotted as bonus shares in financial year 2013-14.
- 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.
- No shares have been bought back

#### 14.3 Forfeited shares

2,500,000 share warrants face value Rs. 10/- each are forfeited due to unpaid call in financial Year 2015-16  
The Company had forfeited 679750 equity shares on April 29, 2000 which were due to unpaid share calls of INR 7/- each

#### 14.4 Shares pledged

307,70,802 (previous year 307,70,802) unencumbered equity shares and 4,141,500 (previous year 4,141,500) preference shares of the Company are pledged in favour of all existing lenders by directors, relatives of directors and enterprises over which such directors and their relatives exercise significant influence.





**16) Borrowings**

Note : As per IND AS 107 (Financial Instruments - Disclosure and as per IND AS 1 (Presentation of Financial Statements) , all the long term loan when defaulted, and becomes payable on demand, the classification shall be shifted from non-current to current liability

**17) OTHER FINANCIAL LIABILITIES**

Particulars	As at March 31, 2022	As at March 31, 2021
a) Deposits	5,60,39,607	55,45,107
b) Others		
i) Forward premium payable	14,56,57,814	14,56,57,814
ii) Preference share liability	71,22,74,419	64,30,86,750
<b>Total</b>	<b>91,39,71,840</b>	<b>79,42,89,671</b>

Note : 1 -No additional provisional has been made as required due to uncertainty about realisability or not and no additional information available with present management team.

2 - Preference shares yearly interest liabilities accounted for Rs. 5.64 Crs.

3 -We invite the attention on notes given on events occurring after the balance sheet date on Pg. No. 1 & 2

**18) NON-CURRENT PROVISIONS**

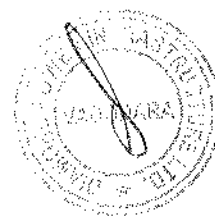
Particulars	As at March 31, 2022	As at March 31, 2021
<b>Provision for employee benefits</b>		
Gratuity payable	1,50,00,321	1,50,00,321
Leave balance payable	-21,18,739	-21,18,739
<b>Total</b>	<b>1,28,81,582</b>	<b>1,28,81,582</b>

Note: 1- No provision made for Grauity and leave Encashment liability during the year.

2 -We invite the attention on notes given on events occurring after the balance sheet date on Pg. No. 1 & 2

**19) OTHER NON CURRENT LIABILITY**

Particulars	As at March 31, 2022	As at March 31, 2021
Provision for mark to market on forward contract	-	-
<b>Total</b>	<b>-</b>	<b>-</b>



**20) BORROWINGS-CURRENT**

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Secured</b>		
a) Non Convertible Debentures	74,51,72,532	74,51,72,532
b) Loans (Term Loan & Cash Credit)		
i) From banks	19,03,48,12,549	19,02,63,34,549
ii) From others	11,18,669	11,18,669
<b>Total</b>	<b>19,78,11,03,750</b>	<b>19,77,26,25,750</b>

**20.1 For Working Capital Loan:**

- A. security interest having first pari-passu charge by way of hypothecation and/or pledge of Current Assets (both present and future) of the borrower including all receivables
- B. Security interest having second pari-passu charge by way of mortgage over all immovable properties and hypothecation over movable fixed assets (both present and future) of the borrower.
- C. Unencumbered redeemable cumulative preference shares of diamond power infrastructure limited aggregating to Rs. 74.96 Crore (41,41,500 preference shares of Rs. 10/share with premium of Rs. 171/share available with promoters' group companies) to be pledged in favour all working capital lenders.
- D. First pari-passu charge on by way of EQM of factory land and industrial shed admesuring 15,100 Sq Mts and construction of 3,000 Sq Mts owned by Diamond Projects Limited at Village Gardia TA SavliDist Vadodra
- E. First pari-passu charge by way of residential properties of Flat No 102 and 103 owned by Mr. Amit Bhatnagar and Mr. Sumit Bhatnagar respectively.
- F. Personal Gurantee of Mr Suresh N Bhatnagar, Mr Amit Bhatnagar and Sumit Bhatnagar, jointly & severelly.
- G. Corporate gurantee of Diamond Telecabs Pvt ltd and Diamond projects ltd.
- H. Pledge of all unencumbered shares alongwith voting rights held by promoters or Promoter Group, aggregating on the date hereof, to 307,70,802 shares.

**20.2 For Term Loan:**

- A. Security Interest having first pari-passu charge by way of mortgage over all immovable properties and hypothecation over movable fixed assets (both present and future) of the borrower
- B. Security Interest having a second pari-passu charge by way of hypothecation and/or pledge of current assets (both present and future) of the borrower, including all receivables.
- C. Personal Gurantee of Mr Suresh N Bhatnagar, Mr Amit Bhatnagar and Sumit Bhatnagar, jointly & severelly.
- D. Corporate gurantee of Diamond Telecabs Pvt ltd and Diamond projects ltd.
- E. Pledge of all unencumbered shares alongwith voting rights held by promoters or Promoter Group, aggregating on the date hereof, to 307,70,802 shares.

**20.3 Note : 1- We invite the attention on notes given on events occuring after the balance sheet date on Pg. No. 1 & 2.**

- 2 - Increase in Borrowing amount due to accounting of CIRP cost incurred by banks .
- 3 - No Interest & other liabilities accounted after cutt off date 24/08/2018 as per CIRP process.
- 4 - Required banks statemetns of banks / FIs were not available for period after 24/08/2018 onwards, so bank reconciliaiton were not prepared.

**21) TRADE PAYABLES**

Particulars	As at March 31, 2022	As at March 31, 2021
Micro, Small and Medium Enterprises (Note - 21.2)	9,66,07,315	9,66,07,315
Others	94,76,83,188.36	94,72,90,409.94
Acceptances	43,587.00	43,587
<b>Total</b>	<b>1,04,43,34,090</b>	<b>1,04,39,41,312</b>

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.



21.1 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.

21.2 The disclosure relating to Micro, Small and Medium Enterprises as at 31st March, 2018 are as under :

Particulars	As at March 31, 2022	As at March 31, 2021
(a) Principal amount remaining unpaid	9,66,07,315	9,66,07,315
(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	2,29,56,541	2,29,56,541
(g) Amount of further interest remaining due and payable in succeeding years	-	-

Note - We invite the attention on notes given on events occurring after the balance sheet date on Pg. No. 1

## 22) OTHER FINANCIAL LIABILITIES

Particulars	As at March 31, 2022	As at March 31, 2021
a) Interest accrued	4,17,83,63,830	4,17,83,63,830
b) Other liabilities		
i) Provision for Tax on Dividend	31,399	31,399
ii) Proposed Dividend on Preference Share	1,65,660	1,65,660
<b>Total</b>	<b>4,17,85,60,889</b>	<b>4,17,85,60,889</b>

Note: We invite the attention on notes given on events occurring after the balance sheet date on Pg. No. 1 & 2

## 23) OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2022	As at March 31, 2021
i) Advance from Customer	50,73,554	51,06,100
ii) Statutory payables		
GST	1,08,52,590	1,02,93,608
PF, ESIC & PT	29,65,824	29,58,874
TDS	62,49,119	59,93,157
Service Tax	-	-
iii) Employee Benefit Expenses		
Bonus Payable & Stipend Payable	43,68,175	43,68,175
Employee Recreation Club	21,62,234	21,62,234
Salary Payable	3,35,68,860	3,35,98,912
Other	33,03,304	33,03,304
iv) Other liabilities	2,41,259	2,41,259
v) Provision for expenses	18,90,000	16,65,000
<b>Total</b>	<b>7,06,74,920</b>	<b>6,96,90,625</b>

Note: 1- all statutory payment is unpaid since February 2018 onwards.

2 - No provision made for regular expenses, except accounted for short time.

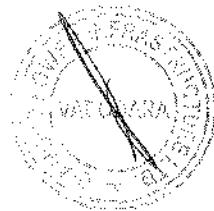
3- We invite the attention on notes given on events occurring after the balance sheet date on Pg. No. 1 & 2

## 24) PROVISIONS - CURRENT

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Provision for employee benefits</b>		
Gratuity payable	75,97,731	75,97,731
Leave balance payable	62,34,871	62,34,871
<b>Total</b>	<b>1,38,32,602</b>	<b>1,38,32,602</b>

Note: 1- No provision made for Gratuity and leave Encashment liability during the year as required under IND AS.

2- We invite the attention on notes given on events occurring after the balance sheet date on Pg. No. 1 & 2



25) REVENUE FROM OPERATIONS

Particulars	2021-22	2020-21
Sales*#		
Manufacturing Sales	-	-
Jobwork Sales	-	-
Trading Sales	-	-
Testing Income	-	-
Scrap Sales	-	-
Excise	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

Note : No operational Activities in the company after 5th April 2018 onwards, CIRP process is started from 24th August 2018 onwards.

26) OTHER INCOME

Particulars	2021-22	2020-21
Interest Income from Bank deposits	-	-
Profit/Loss on Foreign Exchange Fluctuation	-	-
Insurance Claim	-	-
Dividend Income	-	-
Excess Provision Written Back	-	-
Other income	5,00,000	5,78,940
<b>Total</b>	<b>5,00,000</b>	<b>5,78,940</b>

Note : No operational Activities in the company after 5th April 2018 onwards, CIRP process is started from 24th August 2018 onwards.

27) COST OF MATERIAL CONSUMED \* #

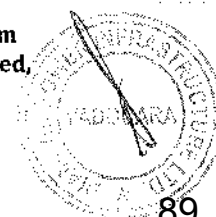
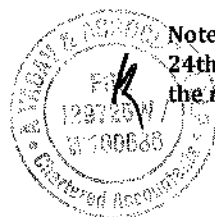
Particulars	2021-22	2020-21
COST OF MATERIAL CONSUMED * #	-	-
<b>Total Cost of Materials consumed</b>	<b>-</b>	<b>-</b>

Note : No operational Activities in the company after 5th April 2018 onwards, CIRP process is started from 24th August 2018 onwards.

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

Particulars	2021-22	2020-21
<b>Opening Balance</b>		
Work-in progress	5,98,51,975	5,98,51,975
Finished Goods	35,41,18,144	35,41,18,144
<b>Total Opening Balance</b>	<b>41,39,70,119</b>	<b>41,39,70,119</b>
<b>Closing Balance</b>		
Work-in progress	5,98,51,975	5,98,51,975
Finished Goods	35,41,18,144	35,41,18,144
<b>Total Closing Balance</b>	<b>41,39,70,119</b>	<b>41,39,70,119</b>
<b>Total Changes in inventories of Finished Goods, Work-in Progress &amp; Stock-in-Trade</b>	<b>-</b>	<b>-</b>

Note : No operational Activities in the company after 5th April 2018 onwards, CIRP process is started from 24th August 2018 onwards. No verification of inventory during the entire year by management as required, the reported figures are as valued & certified by the management.



29) EMPLOYEE BENEFIT EXPENSE

Particulars	2021-2022	2020-21
Salaries and Wages	13,68,875	14,19,168
Contribution to Provident Fund and Other Funds	-	-
Staff Welfare Expenses	-	-
<b>Total</b>	<b>13,68,875</b>	<b>14,19,168</b>

Note: 1- No provision made for Gratuity and leave Encashment liability during the year.

2 -We invite the attention on notes given on events occurring after the balance sheet date on Pg. No. 1 & 2.

3 - No operational Activities in the company after 5th April 2018 onwards, CIRP process is started from 24th August 2018 onwards, accounting of expenses of CIRP and related staff worked in the company.



**30) FINANCE COST**

Particulars	2021-22	2020-21
Interest on borrowings	-	-
Bank charges & other finance cost	6,91,87,781	6,24,67,038
Other borrowing cost	3,559	-
<b>Total</b>	<b>6,91,91,340</b>	<b>6,24,67,038</b>

Note: 1-As per the proposed scheme of SDR package post invocation of SDR on 29/06/16, there would be no application of interest on the outstanding loan amount w.e.f. 29/06/16. The company has provided interest from 01/07/16 to 31/03/17 totaling to Rs. 11,396.72 Lakhs and the same has been reversed by showing the same as exceptional item in the financial statement for the year ended on March 31, 2018.

2 - No Interest Expenses accounted after cutt off date as per CIRP process i.e. 24/08/2018.

3- We invite the attention on notes given on events occurring after the balance sheet date on Pg. No. 1 & 2,

**31) ADMINISTRATION AND OTHER EXPENSES**

Particulars	2021-22	2020-21
Consumption of stores and spare parts	-	-
Power and fuel	3,47,200	5,87,363
Freight, clearing and forwarding	-	-
Rent	-	-
<b>Repairs and maintenance</b>		
a) Building	-	-
b) Machinery	-	-
c) Others	1,08,287	28,750
Insurance	69,27,710	72,46,114
Rates and taxes	-	-
Travelling expenses	1,45,537	20,594
Legal and professional fees	1,28,21,091	80,15,725
Auditors' remuneration (Refer note below)	2,25,000	2,25,000
Contract labour cost	77,17,828	76,20,399
Advertising and sales promotion	3,32,288	-
Vehicle running expenses	-	-
Telephone and other communication expenses	8,196	427
Printing and stationery	38,365	17,942
Provision for doubtful debts	-	-
Board sitting fees	-	-
Capital work-in-progress written off	-	-
Preliminary \ Pre-operative Expenses W\off	-	-
Software charges	40,000	15,000
Transmission charges	-	-
Discount on sales	-0	-
Membership and subscription	29,502	-
Site expenses	-	-
Bank charges	2,970	181
Brokerage Expense	-	-
Commission on sales	-	-
Foreign exchange fluctuations (net)	-	-
Liquidated damages	-	-
Office Expense	16,902	17,913
Service Tax Expense	-	-
Provision for diminution in value of investments	-18,30,000.00	-29,00,000
Amortisation of premium on forward contracts	-	-
Impairment on PPE	-	-
Miscellaneous expenses	900	16,000
<b>Total</b>	<b>2,69,31,776</b>	<b>2,09,11,408</b>



Note: 1- No provision for expenses made for liabilities during the year  
 2 -We invite the attention on notes given on events occurring after the balance sheet date. Pg. No. 1 & 2. No operational Activities in the company after 5th April 2018 onwards, CIRP process is started from 24th August 2018 onwards, accounting of Expenses are related to CIRP process.

31.1 Payment to Auditor as :

Particulars	2021-22	2020-21
a) Statutory audit	2,25,000	2,25,000
b) Other services	-	-
c) Reimbursement of expenses	-	-
<b>Total</b>	<b>2,25,000</b>	<b>2,25,000</b>

31.2 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	2021-22	2020-21
i) Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders	(25,40,33,861)	(24,12,60,544)
ii) Weighted Average number of Equity Shares used as denominator for calculating Basic EPS	26,97,10,679	26,97,10,679
iii) Weighted Average Potential Equity Shares	-	-
iv) Total Weighted Average number of Equity shares used as denominator for calculating Diluted EPS	26,97,10,679	26,97,10,679
v) Basic Earnings per Share (₹)	(0.94)	(0.89)
vi) Diluted Earnings per Share (₹)	(0.94)	(0.89)
vii) Face Value per Equity Share (₹)	10	10





33) RELATED PARTIES DISCLOSURES of Suspended Management

(A) List of related parties

- I) Subsidiaries : Diamond Power Global Holdings Limited
- II) Associate Companies : Apex Electricals Limited  
Diamond Power Transformers Limited
- III) Key managerial Personnel (KMP)  
Mr. Amit Bhatnagar (Managing Director)  
Mr. Sumit Bhatnagar (Joint Managing Director)
- IV) Enterprises over which KMP and their relatives exercise significant influence  
Nothway Spaces Limited (Earlier Know as "Mayfair Spaces Limited")  
Mayfair Leisure Limited  
Diamond Projects Limited  
Diamond Infosystems Limited  
Madhuri Finserve Private Limited  
Maktel Power Limited  
Maktel Control & Systems Private Limited  
Diamond Power Transmission Private Limited  
Apex Power & Equipments Limited  
Ruby Cables Limited
- V) Relatives of KMP  
Mrs. Madhurilata Bhatnagar (wife of Mr. Suresh Bhatnagar)  
Mrs. Mona Bhatnagar (wife of Mr. Amit Bhatnagar)  
Mrs. Richa Bhatnagar (wife of Mr. Sumit Bhatnagar)  
Mr. Suresh Bhatnagar (father of Mr. Amit Bhatnagar and Mr. Sumit Bhatnagar)

(B) Transactions during the year with related parties :

March 31, 2022

Particulars	Subsidiary	Associates Companies/ Enterprises over which KMP & their Relatives exercise significant influence	KMP	Relatives of KMP	Total
Purchase/Sales of goods and services incl. taxes <b>(Net)</b>	-	-	-	-	-
Purchase of assets	-	-	-	-	-
Professional Fees	-	-	-	-	-
Rent Paid	-	-	-	-	-
Remuneration/Leave Encashment	-	-	-	-	-
Trade Receivables/Trade Payables (Net)	-	-	-	-	-
Loans & Advances Receivable/Payable <b>(Net)</b>	70,77,373	1,25,64,57,987	-	-	1,26,35,35,360
<b>Outstanding guarantees given by the Company</b>	-	1,24,00,00,000	-	-	1,24,00,00,000
<b>Outstanding guarantees given on behalf of the Company</b>	-	1,24,00,00,000	-	-	1,24,00,00,000
<b>Personal guarantee</b>	-	-	-	-	-
Amit Bhatnagar	-	-	*	-	-
Sumit Bhatnagar	-	-	*	-	-
Suresh Bhatnagar	-	-	-	*	-
<b>Corporate guarantee</b>	-	-	-	-	-
Madhuri Finserve Private Limited	-	-	*	-	-
Diamond Projects Limited	-	-	*	-	-
<b>Total</b>	<b>70,77,373</b>	<b>2,49,64,57,987</b>	-	-	<b>2,50,35,35,360</b>
	<i>70,77,373</i>	<i>2,49,64,57,987</i>	-	-	<i>2,50,35,35,360</i>

*Italic figure show previous year*

\* Guarantees given by KMP, relatives of KMP, enterprise over which KMP has significant influence in favour of bank against loan obtained by the Company has been disclosed in Note 20



**34) CONTINGENT LIABILITIES AND COMMITMENTS**

Contingent liabilities	March 31,2022	March 31,2021
<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	63,01,659	63,01,659
ii) Disputed demand of sales tax against which the Company has preferred an appeal	32,44,12,920	32,44,12,920
iii) Demand of sales tax against order and Show Cause Notice	4,08,30,85,182	4,08,30,85,182
iv) Disputed demand of excise and service tax against which the Company has preferred an appeal	2,52,31,546	2,52,31,546
v) Demand of excise and service tax against Order Received dated 28.02.2019	97,03,02,331	97,03,02,331
vi) DPIL V/s. Minar Prefab Private Limited (Regular civil appeal No._____/2008)	51,700	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)	2,45,00,000	2,45,00,000
x) 'M/s Agrawal Metal Work Private Limited V/s. DPIL (Company Petition No. 19/2016)	4,28,54,698	4,28,54,698
xi) 'Canbank factor V/s Accrod Industries Limited & Ors. (Commercial Suit No. 53/2017)	9,50,00,000	9,50,00,000
xii) Demand of excise and service tax against SCN No.: DGGSTI/SZU/36-01/2017-18	71,45,667	71,45,667
xiii) Demand of excise and service tax against SCN No.: DGGSTI/SZU/36-04/2017-18	16,69,77,240	16,69,77,240
xiv) Demand of excise and service tax against SCN No.: DGGSTI/SZU/36-13/2017-18	21,86,97,155	21,86,97,155
xv) Demand of excise and service tax against SCN No.: DGGSTI/SZU/36-29/PET/2017-18	4,03,27,593	4,03,27,593
<b>(b) Gurantees</b>		
i) Guarantees given to third parties		
ii) Corporate guarantees given on behalf of Diamond Power Transformers Limited	1,20,00,00,000	1,20,00,00,000
iii) Corporate guarantees given on behalf of Diamond Infosystem Limited	4,00,00,000	4,00,00,000



**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 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.

Up to the year ended March 31, 2016, the Company has prepared its financial statements in accordance with the requirement of Indian Generally Accepted Accounting Principles (GAAP), which includes Standards notified under the Companies (Accounting Standards) Rules, 2006 and considered as "Previous GAAP".

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

**IND AS 10 Events after the reporting period**

As required in standards, Events after the reporting period, are those events, favourable and unfavourable, that occur between the end of the reporting period and the date when the financial statements are approved by the corresponding approving authority, in compliance that, we are report that,

*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.*



*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 charge sheet on 26/12/2018 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.*

*No any operational & Business activities in the office and the factory of the company since 5<sup>th</sup> April 2018 onwards still date, as most of staff and employees had left the organisation, no any type of production and operational activities, 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 panchnama dated 6<sup>th</sup> April 2018 and 9<sup>th</sup> April 2018 respectively. So no required audit papers and audit evidence papers were provided us, except few bank and journal vouchers to carry out audit as required as per SAP guidance note of ICAI.*

*The Hon'ble National Company Law Tribunal, Ahmedabad ("NCLT") by an order dated 24<sup>th</sup> 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 vide order dated October 23, 2018 to conduct CIRP of DIAMOND POWER INFRASTRUCTURE LIMITED (DPIL), I 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 ongoing CIRP and suspension of powers of Board of Directors and as explained to us, the power of adoption of this standalone financial results vests with the RP under the provision of the Code.*

*The Hon'ble National Company Law Tribunal, Ahmedabad ("NCLT") by an order dated 20<sup>th</sup> June 2022 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 and new management team with suspended management.*

*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 as detailed out as under. (we draw attention on our qualification note given as above. 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*

*We would like to further draw attention towards, following disclosures have material impacts on in the given financial statement of the company, the materiality impact cannot be ascertainable by present management team, due to various reasons, so no required provisions have been made in the given Financial Statements prepared by the present management team of the company, RP and suspended management. This all have materiality impacts and to that, extent given Financial statements are not give true and fair views, we have reported details and information given to us in remarks column :*

#### **NON CURRENT INVESTMENTS**

Particulars	Amount in Rs.	Remarks
Equity shares of Diamond Power Transformers Limited	5,03,22,213.00	Company is under CIRP / liquidation. so no market value as on date
Equity shares of Apex Electricals Ltd.	6,50,90,000.00	Company is under CIRP / liquidation so no market value as on date
Equity share of Diamond Power Global Holding Ltd., Dubai	12,88,300.00	Major Director death in Dubai

#### **LOANS AND ADVANCES AND OUTSTANDING OF RELATED PARTIES**

Apex Power equipment Pvt. Ltd.	12,30,21,068.00	Company is under CIRP / liquidation
Maktel Power Ltd.	55,12,877.00	Company is under CIRP / liquidation
Loans to Others	2,22,01,280.00	No details available for realisability of it
Diamond Power Transformers Ltd.	1,22,29,16,128.00	Company is under CIRP / liquidation
Diamond Infosystem Ltd	3,35,41,859.00	No business operations.
Adv. against purchase of materials	1,29,69,24,644.00	Adv. ledger given but recovery chances is very less
Loans to DGHPL	70,77,373.00	Major Director death in Dubai



**OTHERS FINANCIAL ASSETS**

Particulars	Amount in Rs.	Remarks
Lease Deposits	6,66,71,080.00	No details available
Other Customers deposits	1,60,03,099.00	No details available
Others Financial Assets	13,34,260.00	No details available

**OTHER CURRENT LIABILITIES**

Particulars	Amount in Rs.	Remarks
Preference shares liabilities	71,22,74,419.00	No liabilities for payment
Forward premium payable	14,56,57,814.00	No liabilities for payment

**STATEMENT OF STATUTORY AND OTHER LIABILITIES**

Particulars	Amount in Rs.	Remarks
GST	1,08,52,590.00	No details available
PF ESI	29,58,874.00	No details available
TDS	62,49,119.00	No details available
Bonus	43,68,175.00	No details available
Employees Recreation	21,62,234.00	No details available
Salary Payable	3,35,68,860.00	No details available
Other	33,03,304.00	No details available
Other liabilities	2,41,259.00	No details available

During the year Interest cost of preferential shares provided, as per the requirements and necessary liabilities were provided in the books of accounts.

During the year various expenses incurred related to CIRP process, accounting vouchers were not signed and approved by anybody as required, as all expenses are incurred based after approval of COC, as minutes of approval cannot was not given to auditor due to confidentiality aspects.

**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 assets, 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 ECL 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

Amit Bhatnagar

Sumit Bhatnagar

CA Arvind Yadav  
Sr. Partner  
Membership No.: 047422

Erstwhile Directors  
DIN: 00775880

Erstwhile Directors  
DIN: 00776129

(Power is Suspended as per IBC Code)

Date: 03/10/2022

Place: Vadodara

Prashant Jain

UD 129725W/W100686 BCICOWF  
1202

Chairman of Monitoring Committee\*



Note\*: The signatures of Chairman of Monitoring Committee only signifies that the financial statement has been taken on record to comply with approved resolution plan by hon'ble NCLT order dated 22<sup>nd</sup> June 2022.

**DIAMOND POWER INFRASTRUCTURE LIMITED**

**ANNUAL GENERAL MEETING**

**Name**

**CIN**

**Address and phone no and Email id**

**ATTENDANCE SLIP**

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 **30<sup>th</sup> Annual General Meeting** of the Company being held at the Registered office of the Company on 14<sup>th</sup> December, 2022 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**

**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: _____	E-mail Id: _____
Address: _____	Signature: _____

or failing him

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

or failing him

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

as my/our proxy to attend and vote for me/us and on my/our behalf at the 30<sup>th</sup> Annual General Meeting of the Company, to be held on 14<sup>th</sup> November, 2022 at 12 Noon at the Registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No	Resolutions Description	In Favour	Against
1	To reappoint M/s. A. Yadav & Associate LLP, Chartered Accountants (FRN – 129725W/W100686) as the Statutory Auditors of the Company to hold office from 1 <sup>st</sup> April, 2022 till the conclusion of the Annual General Meeting to be held in year 2023 and to fix their remuneration.		
2	To Regularize the appointment of Mr. Rakeshbhai R. Shah (DIN 0421920) as a Director of the Company.		
3	To Regularize the appointment of Mr. Himanshu Jayantilal Shah (DIN 0572684) as a Director of the Company.		
4	To Regularize the appointment of Mr. Maheshwar Sahu, (Retd. IAS) (DIN 0034051) as an Independent Director of the Company		
5	To Regularize the appointment of Mr. Om Prakash Tiwari (DIN 09729519) as a Whole-Time Director of the Company.		
6	To Regularize the appointment of Mr. Rabindra Nath Nayak (DIN 02658070) as an Independent Director of the Company.		
7	To Regularize the appointment of Ms. Urvashi Dhirubhai Shah (DIN 07007362) as an Independent Director of the Company.		
8	To approve power of borrowing under section 180(1) (c) of the Companies Act, 2013 not exceeding of Rs. 3000 crores.		
9	To consider and approve for Creation/Modification of charges, mortgages, hypothecation on the immovable and movable properties of the Company under section 180 (1) (a) of the Companies Act, 2013.		

**DIAMOND POWER INFRASTRUCTURE LIMITED**

**ANNUAL GENERAL MEETING**

10	To consider and approve for making loans to any person or other bodies corporate; and/or give any guarantee or provide security in connection with a loan to any other body corporate or person; and/or acquire by way of subscription, purchase or otherwise securities of any bodies corporate up to Rs. 100 Crores.		
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Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

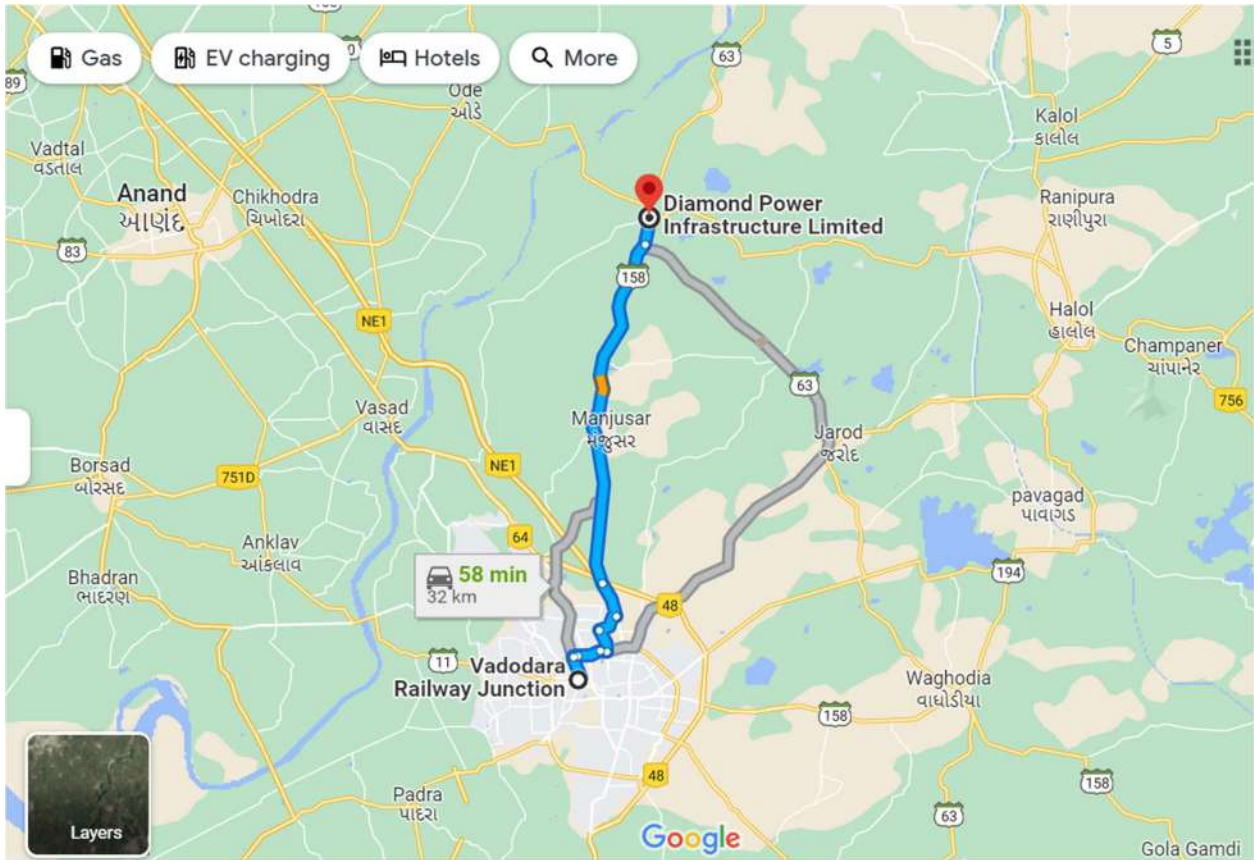
**Signature of Shareholders**

**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.

Affix Revenue Stamp of Rs.
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MAP LOCATION OF ANNUAL GENERAL MEETING OF THE COMPANY :





**Corporate Office**

GSEC Ltd., 2nd Floor, Gujarat Chamber Building,  
Ashram Road, Ahmedabad, Gujarat - 380 009, India.

**T:** +91 79 26554100 / 26575757

**Factory**

Vadadala, PHASE - II, Savli, Vadodara, Gujarat, India.

**T:** 02667 251516 **F:** 02667 251202

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

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