NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 34th Annual General Meeting ("AGM") of the Members of Diamond Power Infrastructure Limited ("Company") will be held on Friday, the 25th day of September 2026 at 03:30 P.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

Adoption of Financial Statements

1. To receive, consider, approve and adopt the audited standalone financial statements of the Company for the financial year ended on March 31, 2026 together with the Reports of the Board of Directors and Auditors thereon.

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, considered, approved and adopted."

2. To receive, consider, approve and adopt the audited consolidated financial statements of the Company for the financial year ended on March 31, 2026 together with the Reports of the Auditors thereon.

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

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the Reports of the Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted."

Appointment of a Director retiring by rotation

3. To re-appoint Mr. Rakesh Ramanlal Shah (DIN: 00421920) who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rakesh Ramanlal Shah (DIN: 00421920), who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESSES:

Appointment of a Director and Whole-time Director

4. Appointment of Mr. Umeshkumar Chhaya (DIN: 11881011) as Director of the Company.

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

"**RESOLVED THAT** pursuant to the provisions of Section 152, Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and the Articles of Association of the Company (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Umeshkumar Chhaya (DIN: 11881011), who was appointed by the Board of Directors of the Company as an Additional Director with effect from August 13, 2026 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director of the Company, and who is eligible for appointment and has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and to sign and file all such forms, documents and returns with the Registrar of Companies and other statutory authorities as may be necessary, expedient or desirable to give effect to this resolution."

5. Appointment of Mr. Umeshkumar Chhaya as the Whole-time Director (DIN: 11881011) of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded for the appointment of Mr. Umeshkumar Chhaya (DIN: 11881011) as Whole-time Director of the Company for a period commencing from August 13, 2026 and ending on September 30, 2027, on the terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, in the event of any loss or inadequacy of profits in any financial year during the tenure of Mr. Umeshkumar Chhaya as Whole-time Director of the Company, the remuneration as set out in the Explanatory Statement annexed hereto and approved by the Members shall be payable to him as minimum remuneration, subject to the applicable provisions of Section 197 read with Schedule V to the Act and such other applicable provisions, approvals and limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof duly authorised by the Board) be and is hereby authorised, subject to the provisions of the Act, applicable SEBI regulations and other applicable laws and such approvals as may be required, to vary, alter, modify or amend the terms and conditions of appointment and/or remuneration of Mr. Umeshkumar Chhaya from time to time, within the overall limits approved by the Members, and to do all such acts, deeds, matters and things and execute such documents as may be necessary, proper or expedient to give effect to this Resolution."

6. Ratification of Remuneration of Cost Auditors of the Company for the FY 2026-27

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the remuneration of ₹ 2,00,000/- (Rupees Two Lakhs only) plus applicable taxes thereon and reimbursement of out-of-pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the Company, payable to M/s Dalwadi & Associates, Cost Accountants, Ahmedabad (Registration No.: 000338), for conducting the audit of the cost accounting records of the Company for the financial year ending March 31, 2027, be and is hereby ratified.

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

7. Shifting of the Registered Office of the Company from Vadodara to Ahmedabad

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

"**RESOLVED THAT** pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and subject to completion of all applicable statutory and regulatory requirements, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from Vadadala, Phase-II, Savli, Vadodara, Gujarat, India – 391520 to Westgate (True Value), Block D, 17th Floor, Office Nos. 1703 to 1707, Near YMCA Club, SG Highway, Makarba, Ahmedabad – 380051, Gujarat, India.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof duly authorised by the Board) and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute, sign and file all such forms, returns and documents with the Registrar of Companies and/or such other statutory, regulatory or governmental authorities as may be necessary, proper or expedient to give effect to this Resolution, including making such modifications, alterations or amendments to the documents and filings as may be required by the Registrar of Companies or any other competent authority."

Remuneration to Independent Directors

8. Approval of remuneration payable to Mr. Maheswar Sahu, (DIN: 00034051) Chairman and Non-Executive Independent Director, for FY 2026-27

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

"**RESOLVED THAT** pursuant to the provisions of Section 149(9), Sections 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Rules made thereunder, and Regulation 17(6)(a), Regulation 17(6)(ca) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for payment of remuneration of ₹ 10,00,000/- (Rupees Ten Lakhs only) per annum by way of commission to Mr. Maheswar Sahu (DIN: 00034051), Chairman and Non-Executive Independent Director of the Company, for the financial year 2026-27, in addition to sitting fees and reimbursement of expenses for attending meetings of the Board of Directors and Committees thereof, and such commission shall be paid in such amount, proportion and manner as may be determined by the Board of Directors from time to time.

RESOLVED FURTHER THAT in the event of the Company having no profits or inadequate profits during the financial year 2026-27, the remuneration of ₹ 10,00,000/- (Rupees Ten Lakhs only) per annum by way of commission, as approved hereinabove, shall be payable to Mr. Maheswar Sahu (DIN: 00034051), Chairman and Non-Executive Independent Director of the Company, as minimum remuneration, notwithstanding the absence or inadequacy of profits, subject to the applicable provisions of Section 149(9), Section 197 and Schedule V to the Act and such other applicable provisions, approvals and limits as may be prescribed under applicable law.

RESOLVED FURTHER THAT the total overall managerial remuneration payable to all the Directors of the Company in any financial year shall not exceed the limits prescribed under Section 197 of the Act and, in the event of the Company having no profits or inadequate profits, shall be in accordance with the applicable provisions of Schedule V to the Act or such other limits as may be permitted under the applicable provisions of the Act, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary and/or any other person authorised by the Board be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, forms and writings as may be necessary, proper or expedient to give effect to this Resolution."

9. Approval of remuneration payable to Mr. Rabindra Nath Nayak (DIN: 02658070), Non-Executive Independent Director, for FY 2026-27

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

"**RESOLVED THAT** pursuant to the provisions of Section 149(9), Sections 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Rules made thereunder, and Regulation 17(6)(a), Regulation 17(6)(ca) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for payment of remuneration of ₹ 10,00,000/- (Rupees Ten Lakhs only) per annum by way of commission to Mr. Rabindra Nath Nayak (DIN: 02658070), Non-Executive Independent Director of the Company, for the financial year 2026-27, in addition to sitting fees and reimbursement of expenses for attending meetings of the Board of Directors and Committees thereof, and such commission shall be paid in such amount, proportion and manner as may be determined by the Board of Directors from time to time.

RESOLVED FURTHER THAT in the event of the Company having no profits or inadequate profits during the financial year 2026-27, the remuneration of ₹ 10,00,000/- (Rupees Ten Lakhs only) per annum by way of commission, as approved hereinabove, shall be payable to Mr. Rabindra Nath Nayak (DIN: 02658070), Non-Executive Independent Director of the Company, as minimum remuneration, notwithstanding the absence or inadequacy of profits, subject to the applicable provisions of Section 149(9), Section 197 and Schedule V to the Act and such other applicable provisions, approvals and limits as may be prescribed under applicable law.

RESOLVED FURTHER THAT the total overall managerial remuneration payable to all the Directors of the Company in any financial year shall not exceed the limits prescribed under Section 197 of the Act and, in the event of the Company having no profits or inadequate profits, shall be in accordance with the applicable provisions of Schedule V to the Act or such other limits as may be permitted under the applicable provisions of the Act, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary and/or any other person authorised by the Board be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, forms and writings as may be necessary, proper or expedient to give effect to this Resolution."

By Order of the Board of Directors

Jayesh Patel
Company Secretary
ICSI Mem.No:A14898

Place: Ahmedabad
Date: August 13, 2026

Registered Office:
Vadadala, Phase-II, Savli, Vadodara,
Gujarat, India – 391520
CIN: L31300GJ1992PLC018198
Tel: 0266-251354/251516
Email: cs@dicabs.com
Website: www.dicabs.com

Notes:

Convening of the Annual General Meeting through VC/ OAVM

1. The Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 03/2025 dated September 22, 2025, read with the circulars issued earlier on the subject ("MCA Circulars"), and the Securities and Exchange Board of India ("SEBI"), vide its various circulars issued from time to time ("SEBI Circulars"), have permitted the conduct of the Annual General Meeting ("AGM") virtually, without the physical presence of Members at a common venue. In compliance with the provisions the 34th AGM of the Company is being conducted through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

   The deemed venue of the AGM shall be the Registered Office of the Company situated at Vadadala, Phase-II, Savli, Vadodara, Gujarat, India – 391520

Explanatory Statement

2. The statement setting out the material facts as required under Section 102(1) of the Companies Act, 2013, in respect of the Ordinary/Special Business mentioned in the Notice convening the AGM, is annexed thereto.

Attendance Slip and Proxy

3. As the AGM shall be conducted through VC/OAVM, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of a Proxy by a Member is not available for this AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

   Institutional Investors who are Members of the Company are encouraged to attend and vote at the 34th AGM through the VC/OAVM facility.

   Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-voting, are requested to send a certified copy of the Board Resolution/Power of Attorney to the Scrutinizer by email at **ashish@ravics.com**, with a copy marked to **evoting@kfintech.com**, with the subject line **"Diamond Power Infrastructure Limited 34th AGM"**.

Quorum

4. The attendance of Members participating in the 34th AGM through the VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Cut-off Date

5. The voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/Beneficial Owner, in case of electronic shareholding, as on the cut-off date, i.e., Friday, September 18, 2026.

Dispatch and Availability of Annual Report and AGM Notice

6. An electronic copy of the Annual Report and Notice of the 34th AGM of the Company, inter alia, indicating the process and manner of electronic voting ("e-voting"), is being sent to all Members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested a hard copy of the same.

   Additionally, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a letter to shareholders whose email addresses are not registered with the Company/RTA/DPs, providing the weblink of the Company's website from where the Annual Report for FY 2025-26 can be accessed. The same can also be accessed through the websites of the Stock Exchanges, i.e., BSE Limited at **www.bseindia.com** and National Stock Exchange of India Limited at **www.nseindia.com**, and on the website of KFin Technologies Limited at **https://evoting.kfintech.com**

   Members desirous of obtaining a hard copy of the Annual Report for the financial year 2025-26 and the Notice of the 34th AGM of the Company may send a request to the Company at **cs@dicabs.com** mentioning their Folio No./DP ID and Client ID.

Registration and Updation of Email Address

7. Members are requested to register their email addresses with their concerned Depository Participants ("DPs"), in respect of electronic holdings, and with the RTA, in respect of physical holdings, by submitting Form ISR-1, duly filled in and signed by the Member.

   Members who have already registered their email addresses are requested to keep their email addresses validated and updated with their DPs/KFinTech to enable servicing of notices, documents, Annual Reports and other communications electronically in the future.

PAN, KYC and Nomination Requirements for Physical Shareholders

8. SEBI, vide its Master Circular for Registrars to an Issue and Share Transfer Agents dated February 6, 2026, as amended from time to time, has prescribed common and simplified

norms for processing investor service requests by Registrars and Transfer Agents ("RTAs") and for furnishing PAN, KYC details and nomination.

The Company has sent individual letters to all shareholders holding shares of the Company in physical form for furnishing their PAN, contact details, bank account details, specimen signature and nomination details/choice of nomination. The necessary forms in this regard have been made available on the website of the Company at https://dicabs.com/investor/shareholders-information/ and RTA at https://ris.kfintech.com/clientservices/investors/isrs.aspx. Physical folios in respect of which the aforesaid details are not available shall be eligible for lodging grievances or availing service requests only after furnishing the required details. Further, any payment, including dividend, in respect of such folios shall be made only through electronic mode upon furnishing the required details.

Pursuant to the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available to Members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting **Form No. SH-13**. A Member who wishes to opt out of nomination may submit **Form ISR-3**, and a Member who wishes to change/modify an existing nomination may submit **Form SH-14**. For cancellation of an existing nomination, Form SH-14 along with **Form ISR-3**, as applicable, may be submitted. The prescribed forms are available on the Company's website.

Members holding shares in dematerialised form are requested to submit the nomination details to their respective Depository Participants ("DPs"), while Members holding shares in physical form are requested to submit the prescribed forms/documents to KFin Technologies Limited ("KFinTech"), the Registrar and Transfer Agent ("RTA") of the Company.

Accordingly, Members are advised to register their details with the RTA or DPs, as applicable, in compliance with the aforesaid SEBI guidelines, for smooth processing of their service requests and trading without any hindrance.

Intimation of Changes in Shareholder Details

9. Members are requested to intimate any changes pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN) mandates, nominations, Power of Attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., as follows:

   a) **Shares held in electronic form:** To their respective Depository Participants ("DPs").

   b) **Shares held in physical form:** To the Company/Registrar and Transfer Agent ("RTA") by submitting Form ISR-1 and such other prescribed forms/documents, as applicable, in accordance with the applicable SEBI circulars/master circulars, as amended from time to time.

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

Service Requests and Dematerialisation of Securities

10. SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialised form only while processing service requests relating to: issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios and transmission and transposition.

    Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The format of the form is available on the website of the Company at **https://dicabs.com/investor/shareholders-information/** and on the RTA's website at **https://ris.kfintech.com/clientservices/isc/isrforms.aspx**. It may be noted that any service request can be processed only after the folio is KYC Compliant.

    In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019. In view of the above, Members are advised to dematerialise shares held by them in physical form.

E-Voting and VC/OAVM Facility

11. KFin Technologies Limited ("KFinTech" / "RTA"), the Registrar and Transfer Agent of the Company, will provide the facility for emote e-voting prior to the AGM , participation in the AGM through VC/OAVM and e-voting (Insta-Poll) during the AGM.

Registrar and Transfer Agent - KFin Technologies Limited

12. Members are hereby notified that the RTA of the Company, KFin Technologies Limited (formerly known as KFin Technologies Private Limited), based on SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 dated June 8, 2023, has created an online application for investor services.

KFin Technologies Limited
Selenium Building, Tower-B,
Plot No. 31 & 32,
Financial District, Nanakramguda,
Serilingampally, Hyderabad,
Rangareddi, Telangana – 500032
Email: einward.ris@kfintech.com
Website: www.kfintech.com
Telephone: +91-40-6716 2222 / 1800 309 4001

The application can be accessed at https://ris.kfintech.com/default.aspx# under Investor Services > Investor Support. Members are required to register/sign up using their Name, PAN, Mobile Number and Email ID. Post registration, users can log in through OTP and undertake activities such as raising service requests, submitting queries and complaints, checking status, accessing KYC details, Dividend, Interest, Redemptions, e-Meeting and e-Voting details. The quick link to access the signup page is **https://kprism.kfintech.com/signup**.

Members holding shares in electronic form should furnish changes in address, bank account details, etc., to their respective Depository Participants.

Investor Grievance Redressal – SCORES and ODR

13. SEBI has prescribed a mechanism for redressal of investor grievances through the SEBI Complaint Redress System ("SCORES") and Online Dispute Resolution ("ODR") mechanism.

    Shareholders are advised to first take up their grievances with the Company by lodging a complaint directly with the Company. If the grievance is not redressed satisfactorily, the shareholder may escalate the complaint through the SCORES Portal in accordance with the process laid down by SEBI. If the shareholder is still not satisfied with the outcome after exhausting the available grievance redressal and review mechanisms, the shareholder may initiate dispute resolution through the ODR Portal in accordance with the applicable SEBI framework. Shareholders are requested to take note of the aforesaid mechanism.

    SCORES Portal: scores.sebi.gov.in

    ODR Portal: smartodr.in

Inspection of Statutory Registers and Documents

14. The Registers maintained under Sections 170 and 189 of the Act and all relevant documents referred to in the Notice convening the AGM will be available electronically for inspection by Members up to the date of the AGM. Members seeking to inspect such documents may send a request by email to **cs@dicabs.com**.

Queries Relating to the Company and Financial Statements

15. Members who wish to obtain any information on the Company or view the financial statements for the financial year ended March 31, 2026, may send their queries to cs@dicabs.com at least 7 (Seven) days before the date of the 34th AGM. The same will be replied to by/on behalf of the Company suitably.

Voting by Joint Holders

16. In case of joint holders attending the 34th AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote.

Ease of Doing Investment and Ease of Doing Business – Direct Credit of Securities in Demat Account

17. SEBI, vide Circular No. HO/38/13/(3)2026-MIRSD-POD/I/3763/2026 dated January 30, 2026, has done away with the requirement of issuance of Letter of Confirmation ("LOC") for credit of securities pursuant to various investor service requests, including issuance of duplicate securities certificates, transmission, transposition, claims from unclaimed suspense account and corporate actions. Under the revised framework, the RTA/Issuer Company shall, after necessary due diligence, directly credit the securities to the investor's demat account, thereby simplifying the process and reducing the time and risks associated with the earlier LOC-based process.

    The investor shall submit the latest Client Master List ("CML") of the demat account, not older than two months and duly attested by the Depository Participant ("DP"), along with the applicable service request. The provisions of the Circular are effective from April 2, 2026.

Instructions for Remote E-Voting and Joining the AGM

The instructions for Members for remote e-voting and joining the General Meeting are as under:

A. VOTING THROUGH ELECTRONIC MEANS

i. In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), SS-2 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its Members the facility to cast their votes on each resolutions set forth in the Notice of the 34th AGM using electronic voting system ("remote e-voting") and e-voting during the 34thAGM, provided by RTA/KFIN and the business may be transacted through such voting.

ii. The remote e-voting period commences Tuesday, September 22, 2026, at 09:00 A.M. (IST) and will conclude on Thursday, September 24, 2026, at 05:00 P.M. (IST). The remote e-voting module shall be disabled for voting thereafter. However, members who have not cast their vote on the Resolutions through remote e-voting, shall be eligible to vote through e-Voting system during the AGM. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 18, 2026.

iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) i.e. KFin Technologies Limited, RTA thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.

v. The Board of Directors has appointed Mr. Ashish Shah, Practicing Company Secretary and Proprietor of M/s Ashish Shah & Associates, Ahmedabad (Membership No.: 5974 and COP No.: 4178) as the scrutinizer to scrutinize the remote voting and e-voting, process before and during the AGM in a fair and transparent manner.

vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com . However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

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

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

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

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

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

Details on Step 1 are mentioned below:

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	**A) Existing Internet-based Demat Account Statement ("IDeAS") facility Users:** I. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. II. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user ID and password. III. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. IV. Click on company name "Diamond Power Infrastructure Limited" or e-Voting service provider (ESP) and V. Members will be re-directed to e-Voting service provider website for casting the vote during the remote e-voting period and voting during the AGM. **B) User not registered for IDeAS e-Services** I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in above Point A.

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

Type of shareholders	Login Method
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. Members can also login using the login credentials of their demat account through their DP registered with the NSDL/CDSL for e-voting facility. II. Once logged-in, Members will be able to view e-voting option. III. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. IV. Click on options available against 'Diamond Power Infrastructure Limited' or KFinTech. V. Members will be redirected to e-voting website of KFinTech for casting their vote during the remote e-voting period without any further authentication.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 1800 102 0990 and 1800 22 4430
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 022-23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

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

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

a. Launch internet browser by typing the URL: https://evoting.kfintech.com/

b. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9110, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

c. After entering these details appropriately, click on "LOGIN".

d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

e. You need to login again with the new credentials.

f. On successful login, the system will prompt you to select the "EVEN" i.e. 9110 and click on "Submit"

g. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

h. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

i. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

j. You may then cast your vote by selecting an appropriate option and click on "Submit".

k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

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

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

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

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

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

a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b) Through hard copies which are self-attested, which can be shared on the address below; or

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

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

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

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

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

Details on Step 3 are mentioned below:

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

i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

ii. Facility for joining AGM though VC/ OAVM shall open at least 60 minutes before the commencement of the Meeting.

iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

vi. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

vii. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit https://emeetings.kfintech.com and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will opened from Saturday, September 19, 2026 at 09:00 A.M. to Tuesday, September 22, 2026. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting https://emeetings.kfintech.com. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will opened from Saturday, September 19, 2026 at 09:00 A.M. to Tuesday, September 22, 2026 at 05:00 P.M. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com (KFintech Website) or contact Ms. C Shobha Anand, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

III. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, September 18, 2026, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

IV. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

a) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com/ , the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

b) Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

V. The results of the electronic voting shall be declared to the Stock Exchanges within two working days after completion of the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

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

Item No. 4 : Appointment of Mr. Umeshkumar Chhaya (DIN: 11881011) as a Director of the Company

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company, at its meeting held on August 13, 2026, appointed Mr. Umeshkumar Chhaya (DIN: 11881011) as an Additional Director of the Company with effect from August 13, 2026.

In terms of Section 161 of the Act, Mr. Umeshkumar Chhaya holds office as an Additional Director up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company. Accordingly, the Board of Directors, based on the recommendation of the NRC, has proposed the appointment of Mr. Umeshkumar Chhaya as a Director of the Company, not liable to retire by rotation, in accordance with the provisions of the Act and the Articles of Association of the Company.

The Company has received the requisite consent and declarations from Mr. Umeshkumar Chhaya, including:

(i) consent in writing to act as a Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;

(ii) disclosure in Form DIR-8 pursuant to the applicable provisions of the Act and the rules made thereunder, confirming that he is not disqualified from being appointed as a Director under the Act;

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

(iv) declaration that he has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India ("SEBI") or any other statutory authority; and other required disclosures

The Board is of the view that the appointment of Mr. Umeshkumar Chhaya as a Director of the Company would be in the best interests of the Company, considering his experience, knowledge and contribution to the affairs of the Company.

The additional details of Mr. Umeshkumar Chhaya, as required under Regulation 36(3) of the SEBI LODR Regulations and the applicable Secretarial Standards issued by the Institute of Company Secretaries of India, are provided in Annexure II forming part of this Notice.

Mr. Umeshkumar Chhaya holds 2000 any equity shares in the Company.

The Board of Directors recommends the **Ordinary Resolution** set out at Item No. 4 of the Notice for approval of the Members.

Except Mr. Umeshkumar Chhaya, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. Mr. Umeshkumar Chhaya may be deemed to be concerned or interested in the said resolution to the extent of his appointment as a Director.

Item No. 5 : Appointment of Mr. Umeshkumar Chhaya (DIN: 11881011) as Whole-time Director of the Company and approval of remuneration

Pursuant to provisions of section 161 of the Companies Act, 2013 ('the Act'), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee ('NRC'), the Board of Directors, at its meeting held on August 13, 2026, appointed Mr. Umeshkumar Chhaya (DIN: 11881011), as an Additional Director of the Company, w.e.f. August 13, 2026. At the said meeting, the Board of Directors based on the recommendation of NRC, also appointed Mr. Umeshkumar Chhaya (DIN: 11881011) as the Whole-time Director of the Company, for a period from August 13, 2026 to September 30, 2027, subject to the approval of the Company in General Meeting, on the terms and conditions including remuneration as recommended by the NRC and approved by the Board of the Directors.

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

The Company has received the following statutory disclosures / declarations from Mr. Umeshkumar Chhaya viz.:

(i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),

(ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,

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

(iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority.

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

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

The principal terms and conditions of his appointment and remuneration are as follows:

I. Period of Appointment

The appointment shall be for a period commencing from August 13, 2026 and ending on September 30, 2027, with the liberty to either party to terminate the appointment by giving three months' notice in writing to the other party.

II. Remuneration

Mr. Umeshkumar Chhaya shall be entitled to remuneration of ₹99.38 Lakhs per annum, subject to such increments as may be determined in accordance with the remuneration policy of the Company, as amended from time to time.

III. Other Terms and Conditions

(a) Mr. Umeshkumar Chhaya shall not be entitled to any sitting fees for attending meetings of the Board of Directors or any Committee thereof.

(b) He shall be entitled to such increments as may be determined in accordance with the remuneration policy of the Company, as applicable from time to time.

(c) The office of Mr. Umeshkumar Chhaya as Whole-time Director shall not be liable to retirement by rotation, subject to the applicable provisions of the Act and the Articles of Association of the Company.

(d) The appointment shall be subject to such other terms and conditions as may be determined by the Board of Directors/NRC from time to time in accordance with the applicable provisions of the Act, the SEBI LODR Regulations and the remuneration policy of the Company.

(e) The total overall managerial remuneration payable to all the Directors of the Company in any financial year shall not exceed the limits prescribed under Section 197 of the Act. In the event of loss or inadequacy of profits in any financial year, during the tenure of his appointment, Mr. Umeshkumar Chhaya shall be entitled to receive remuneration of ₹99.38 Lakhs per annum as minimum remuneration, subject to the applicable provisions of Section 197 read with Schedule V to the Act and such other applicable provisions of the Act and the rules made thereunder.

The Board of Directors is of the view that the appointment of Mr. Umeshkumar Chhaya as Whole-time Director and the remuneration payable to him are in the best interests of the Company, considering his experience, knowledge, responsibilities and contribution to the affairs of the Company.

The additional details of Mr. Umeshkumar Chhaya, as required under Regulation 36(3) of the SEBI LODR Regulations and the applicable Secretarial Standards issued by the Institute of Company Secretaries of India, are set out in the Annexure to this Notice.

Mr. Umeshkumar Chhaya is presently a Senior Managerial Personnel of the Company and is also a member of the Risk Management Committee of the Company.

The Company has received the requisite declarations and disclosures from Mr. Umeshkumar Chhaya confirming, inter alia, his eligibility and compliance with the applicable provisions of the Act for appointment as Whole-time Director.

The Board of Directors recommends the **Special Resolution** set out at Item No. 5 of the Notice for approval of the Members.

Except Mr. Umeshkumar Chhaya, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. Mr. Umeshkumar Chhaya and his relatives may be deemed to be concerned or interested in the said resolution to the extent of their respective interest, if any.

Item No. 6 : Ratification of Remuneration of Cost Auditors of the Company for the Financial Year 2026-27

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on August 13, 2026, approved the appointment of M/s. Dalwadi & Associates, Cost Accountants (Registration No.: 000338), Ahmedabad, as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2026-27, at a remuneration of ₹2,00,000 (Rupees Two Lakhs only), plus applicable taxes and reimbursement of out-of-pocket expenses, if any, on actual basis.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as determined by the Board of Directors, is required to be ratified by the Members of the Company. Accordingly, approval of the Members is sought for ratification of the remuneration of ₹2,00,000 (Rupees Two Lakhs only), plus applicable taxes and reimbursement of out-of-pocket expenses, if any, on actual basis, payable to M/s. Dalwadi & Associates for conducting the cost audit of the Company for the financial year 2026-27.

The Board of Directors recommends the **Ordinary Resolution** set out at Item No. 6 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Item No. 7: Shifting of the Registered Office of the Company from Vadodara to Ahmedabad

The Registered Office of the Company is presently situated at Vadadala, Phase – II Savli, Vadodara, Gujarat, India-391520.

With a view to facilitate greater administrative and operational convenience and enable more effective coordination of the Company's corporate and administrative functions, the Board of Directors of the Company, at its meeting held on August 13, 2026, approved the proposal for shifting the Registered Office of the Company from Vadodara to Ahmedabad, subject to the approval of the Members of the Company and completion of all applicable statutory and regulatory requirements.

Upon approval of the aforesaid Special Resolution by the Members and subject to completion of all applicable statutory and regulatory requirements, the Registered Office of the Company shall be shifted to Westgate (True Value), Block D, 17th Floor, Office Nos. 1703 to 1707, Near YMCA Club, SG Highway, Makarba, Ahmedabad – 380051, Gujarat, India.

The proposed shifting is from one city to another within the State of Gujarat and is outside the local limits of the city in which the Registered Office of the Company is presently situated. Accordingly, pursuant to Section 12(5) of the Companies Act, 2013 ("the Act"), approval of the Members by way of a **Special Resolution** is required for shifting the Registered Office of the Company outside the local limits of the existing city.

The proposed shifting of the Registered Office is expected to facilitate the Company's administrative and operational requirements and enable more efficient coordination of its corporate affairs.

The Board of Directors recommends the **Special Resolution** set out at Item No. 7 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice, except to the extent of their respective shareholding, if any, in the Company.

Item No. 8 and 9: Approval of remuneration payable to Independent Directors of the Company

Pursuant to the provisions of Section 149(9), Section 197, Section 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules"), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and taking into consideration the roles, responsibilities, expertise, experience, time commitment and contribution of the Independent Directors to the deliberations of the Board and its Committees, the Board of Directors has proposed payment of remuneration by way of commission of ₹10,00,000 (Rupees Ten Lakhs only) per annum to each of Mr. Maheswar Sahu and Mr. Rabindra Nath Nayak, Non-Executive Independent Directors of the Company, subject to approval of the Members.

The Non-Executive Independent Directors of the Company bring significant professional expertise and rich experience across various functional areas, including strategic leadership and management, technology and digital expertise, industry and sector knowledge, financial and risk management, corporate governance, global business and international expertise, public policy and other relevant areas. They actively participate in the meetings of the Board of Directors and the Committees of which they are members and devote adequate time and attention to discharge their responsibilities. They also bring independent judgement to Board deliberations and contribute to effective corporate governance and informed decision-making.

Having regard to their experience, expertise, responsibilities, time commitment and contribution to the affairs of the Company, the Nomination and Remuneration Committee, at its meeting held on August 13, 2026, recommended to the Board of Directors the payment of commission to the aforesaid Independent Directors. The Board of Directors, at its meeting held on August 13, 2026, considered and approved the recommendation of the Nomination and Remuneration Committee and proposed the payment of such commission, subject to the approval of the Members.

Accordingly, approval of the Members is sought for payment of remuneration by way of commission to Mr. Maheswar Sahu and Mr. Rabindra Nath Nayak for the financial year 2026-27, as set out below:

(In ₹)

Sl. No.	Name	Days	Proposed Commission for FY 2026-27
1.	Mr. Maheswar Sahu	365	10,00,000
2.	Mr. Rabindra Nath Nayak	365	10,00,000
Total			**20,00,000**

The proposed commission shall be subject to the applicable provisions of the Act, including Section 149(9), Section 197 and Section 198 read with Schedule V to the Act, and the applicable provisions of the SEBI LODR Regulations.

It is also clarified that the proposed remuneration payable to the Independent Directors is in accordance with the Nomination and Remuneration Policy of the Company, which is available on the website of the Company at https://dicabs.com/wp-content/uploads/2023/06/Nomination-and-Remuneration-Policy-1.pdf.

The information as required to be disclosed under the applicable provisions of Schedule V to the Companies Act, 2013 ("the Act") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is annexed to this Notice.

The Company has not committed any default in repayment of any of its debts or payment of interest thereon to any bank, public financial institution, non-convertible debenture holders or other secured creditors, as applicable.

The Board of Directors recommends the **Special Resolutions** set out at Item Nos. 8 and 9 of the Notice for approval of the Members.

Except Mr. Maheswar Sahu (DIN: 00034051), who is concerned or interested in the resolution set out at Item No. 8 to the extent of the commission proposed to be paid to him, and Mr. Rabindra Nath Nayak (DIN: 02658070), who is concerned or interested in the resolution set out at Item No. 9 to the extent of the commission proposed to be paid to him, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 8 and 9 of the Notice.

Additional Information on the Company and proposal is given below:

I. General Information

1. Nature of Industry

The Company is engaged in the business of manufacturing power cables and conductors and providing integrated solutions for the Power Transmission and Distribution (T&D) sector. The Company has integrated manufacturing capabilities across cables, conductors and wires. The Company markets its products and solutions under the "DICABS" brand.

2. Date or Expected Date of Commencement of Commercial Production

The Company was under the Corporate Insolvency Resolution Process ("CIRP") and, pursuant to the implementation of the Resolution Plan, the new management took charge of the affairs and management of the Company with effect from September 17, 2022. Thereafter, the Company commenced its commercial production in December 2022.

3. In case of New Companies, Expected Date of Commencement of Activities as per project approved by Financial Institutions appearing in the prospectus

Not applicable

4. Financial Performance Indicators:

(Standalone)

(₹ in Lakhs)

Particulars	2025-26	2024-25
Total Revenue and other Income	1,95,100.05	1,11,607.31
Total Expenses	1,80,372.35	1,08,142.37
Profit /(Loss) before tax	14,727.70	3,464.94
Profit /(Loss) after tax	14,757.36	3,473.51

5. Foreign Investments Or Collaborations, If Any:

There is no direct foreign investment in the Company except to the extent shares held by Foreign Institutional Investors (FII) acquired through secondary market. There is no foreign collaboration in the Company.

II Information About The Appointee

1. Background Details

Detailed profile of the Independent Directors given in the Annual Report. The Annexure-I should be read as part of this explanatory statement.

2. Past Remuneration

The Commission of ₹ 10 Lakhs approved by Shareholders in the 33rd AGM of the Company and sitting fees for attending the meeting of Board and Committee thereof, is paid to Mr. Maheswar Sahu and Mr. Rabindra Nath Nayak, Non-Executive Independent Directors of the Company:

(In ₹)

FY 2025-26	Mr. Maheswar Sahu	Mr. Rabindra Nath Nayak
Sitting Fees	3,75,000	4,25,000
Commission	10,00,000	10,00,000
Total	**13,75,000**	**14,25,000**

3. Recognition or Awards

Refer detailed profile of the Independent Directors given in the Annual Report and should be read as part of this explanatory statement.

4. Job Profile and Suitability

The Non-Executive Independent Directors of the Company play an important role in providing independent judgement and strategic guidance to the Board, contributing to the sustainable growth of the Company and supporting the achievement of its overall strategic objectives and good corporate governance practices.

The said Independent Directors bring significant professional expertise, experience and knowledge across various functional areas, including business strategy, finance, risk management and corporate governance. They actively participate in the deliberations of the Board and its Committees and provide constructive and independent views to the Management, thereby contributing to informed decision-making, effective oversight and enhancement of the Company's governance standards.

5. Remuneration Proposed

Commission to the Non-Executive Independent Directors of the Company, subject to the limits prescribed under the Companies Act, 2013, including the overall limit of 1% of the net profits of the Company, as applicable, and the provisions of Schedule V thereto. For the financial year 2026-27, it is proposed to pay remuneration by way of commission of ₹10,00,000 (Rupees Ten Lakhs only) each to Mr. Maheswar Sahu and Mr. Rabindra Nath Nayak, Non-Executive Independent Directors of the Company.

6. Comparative Remuneration Profile with respect to Industry, Size of the Company, Profile of the Position and Person.

The remuneration proposed is commensurate with their respective profiles, experience, expertise and responsibilities, as well as the size and scale of the Company and the diverse nature of its business operations. As Independent Directors, they devote significant time and attention to the affairs of the Company and provide independent oversight, strategic guidance and constructive inputs to the Board and its Committees.

7.	Pecuniary relationship directly or Indirectly with the Company, or Relationship with the Managerial Personnel or other Director, if any;	Except for the remuneration proposed to be paid to them as stated above, the said Independent Directors do not have any other pecuniary relationship, directly or indirectly, with the Company or its Key Managerial Personnel or other Directors.
III	**Other Information**	
1.	Reason for Loss or inadequate profit	The Company has no loss or inadequate profit as of now. The Company intends to pay remuneration by way of commission to the Non-Executive Independent Directors within the limits prescribed under the applicable provisions of the Companies Act, 2013. The provision for payment of minimum remuneration in the event of loss or inadequacy of profits is being included to ensure compliance with the applicable provisions of Schedule V to the Act.
2.	Steps taken or proposed to be taken for improvement:	Pursuant to the Resolution Plan approved by the National Company Law Tribunal, Ahmedabad Bench, vide its order dated June 20, 2022, the Company was taken over by the Successful Resolution Applicant and the management of the Company was reconstituted. The Company has demonstrated significant improvement in its business performance, with revenue increasing from ₹ 15.46 crore in FY 2022-23 to ₹ 1944.47 crore in FY 2025-26, reflecting substantial growth in its operations following the implementation of the Resolution Plan. The reconstituted management has undertaken various operational, financial and strategic measures to improve the Company's performance and strengthen its financial position.
3.	Expected Increase in Productivity and Profits in measurable terms:	The reconstituted management of the Company has undertaken various operational, financial and strategic measures to improve productivity, operational efficiency and profitability. Following the implementation of the Resolution Plan and recommencement of commercial operations, the Company has demonstrated significant improvement in its business performance. The Management expects further improvement in productivity, revenues and profitability through enhanced capacity utilisation, operational efficiencies, cost optimisation and strengthening of the Company's business operations.
IV	Other Disclosures	The disclosures required under Part IV of Section II of Part II of Schedule V to the Companies Act, 2013, to the extent applicable, are provided in the Corporate Governance Report forming part of the Annual Report.

Annexure to the Notice

Details of Directors' remuneration and Directors seeking appointment/Reappointment at the Annual General Meeting

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

Particulars	Mr. Rakesh R. Shah	Mr. Maheswar Sahu	Mr. Rabindra Nath Nayak	Mr. Umeshkumar Chhaya
DIN	00421920	00034051	02658070	11881011
Date of Birth and Age	March 4, 1953 73 years	January 10, 1954 72 years	September 23, 1955 70 years	October 25, 1972 53 years
Date of Appointment	September 17, 2022	September 17, 2022	September 17, 2022	August 13, 2026
Qualification	Graduate in commerce	B.Sc. (Engg.) in Electrical from NIT, Rourkela and M.Sc from University of Birminghamin	Bachelor of Electrical Engineering from REC, Rourkela (Odisha) and M.Tech (Electrical) degree from IIT, Kharagpur.	Bachelor of Science (B.Sc.) in Statistics
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 financial evaluation of companies and seizing high revenue generating opportunities. With strategic planning and execution, GSECL was able to achieve a CAGR of over 20% in less than 2 years. He stepped foot into the manufacturing industry in 2019, as the director of Smart meters Technologies Pvt. Ltd., a joint venture with Adani Total Gas Limited. Following the start of Electrify Energy Pvt. Ltd. and Maruti Koatsu Cylinders Ltd. in 2020.	Mr. Sahu joined the Indian Administrative Service (IAS) in 1980 and served the Government of India and the Government of Gujarat in various capacities for more than three decades, before retiring as Additional Chief Secretary, Government of Gujarat in 2014. His career includes more than 20 years of experience in the industry and over 10 years of active involvement in the management of Public Sector Undertakings (PSUs). He also served for more than three years with the United Nations Industrial Development Organization (UNIDO). He was instrumental in the organisation of the Vibrant Gujarat events and has served as a Director on the Boards of several Central Public Sector Enterprises (CPSEs). He has also served as Chairman/ Director of various State PSUs and GIFT SEZ. He is presently associated with N. M. Sadguru Water Foundation and IRM Energy Limited as Chairman and serves as an Independent Director on the Boards of several companies. His areas of expertise include strategic management, public administration, corporate governance and PSU management.	Mr. Nayak possesses over 33 years of rich experience in the power sector. During his distinguished career, he served for more than 20 years with Power Grid Corporation of India Limited (POWERGRID), where he handled a wide spectrum of multidisciplinary functions including Engineering, Corporate Quality Assurance & Inspection, Load Dispatch & Communication, Grid Management, Contracts Management, Telecommunications, Operations & Maintenance, Commercial Operations, and Human Resource Management. Prior to joining POWERGRID in 1991, he worked with National Thermal Power Corporation Limited (NTPC) for approximately seven years and also had a stint with Steel Authority of India Limited (SAIL). He served as Director (Operations), POWERGRID, and played a pivotal role in the development and implementation of several advanced technologies in the Indian power transmission sector, including EMS/SCADA systems, ±800 kV HVDC transmission systems, and 1200 kV UHVAC projects.	Mr. Chhaya is a seasoned commercial leader with over three decades of progressive experience in the Wire & Cable industry. He is currently the Senior Vice President – Sales & Marketing at the Company. He began his professional journey in 1994 with the RR Global Group and has successfully transitioned through diverse leadership roles across Sales, Management Information Systems (MIS), and Country-wide Costing. His core areas of expertise encompass Sales & Marketing leadership, strategic pricing, Bill of Materials (BOM) optimization, market intelligence, and product development. He has a proven track record of aligning market demand with commercial economics to drive sustainable, high-margin revenue growth. He holds a Bachelor of Science (B.Sc.) degree in Statistics from The Maharaja Sayajirao University of Baroda and a Diploma in Computer Science, blending strong analytical foundations with deep industrial expertise.

Particulars	Mr. Rakesh R. Shah	Mr. Maheswar Sahu	Mr. Rabindra Nath Nayak	Mr. Umeshkumar Chhaya
			Mr. Nayak has contributed extensively to the advancement of the power sector through the presentation and publication of numerous technical papers in reputed national and international journals and conferences. He is a recipient of the prestigious "P.M. Ahluwalia Award", a Fellow of the Institute of Electrical and Electronics Engineers (IEEE), and a Fellow of the Indian National Academy of Engineering (INAE), in recognition of his significant contributions to the field of Electrical Engineering.	
Remuneration last drawn by such person, if any	Nil	Commission of ₹10 lakh and sitting fees of ₹3.75 lakh were paid during FY 2025-26	Commission of ₹10 lakh and sitting fees of ₹4.25 lakh were paid during FY 2025-26	₹45.88 lakh towards salary was paid during FY 2025-26 in his capacity as Senior Management Personnel of the Company
Remuneration proposed to be paid	Nil	₹ 10,00,000 per annum	₹ 10,00,000 per annum	₹ 99,37,500 per annum
Directorships held in other Listed Companies	Nil	1. Maruti Suzuki India Limited 2. Ambuja Cements Limited 3. IMP Powers Limited 4. 63 Moon Technologies Limited 5. FYNX Capital Limited	1. Yash Highvoltage Limited 2. IMP Powers Limited 3. Powerica Limited	Not Applicable
Chairman/Member of Committee of other Listed company	Nil	1. Maruti Suzuki India Limited Audit Committee – Chairman Nomination & Remuneration Committee-Member Risk Management Committee-Member 2. Ambuja Cements Limited Audit Committee – Member Stakeholder Relationship Committee – Chairman Nomination & Remuneration Committee-Member CSR Committee-Member 3. IMP Powers Limited Audit Committee – Chairman Nomination & Remuneration Committee-Member	1. Yash Highvoltage Limited Audit Committee-Chairman 2. IMP Powers Limited Audit Committee-Member 3. Powerica Limited Audit Committee-Member	Not Applicable
Number of Board Meeting Attended During FY 2025-26	5 out of 5	5 out of 5	4 out of 5	Not Applicable

Particulars	Mr. Rakesh R. Shah	Mr. Maheswar Sahu	Mr. Rabindra Nath Nayak	Mr. Umeshkumar Chhaya
Terms and Conditions of Appointment along with Details of Remuneration Sought to be paid	Non-Executive Director liable to retire by rotation.	Independent Director not liable to retire by rotation.	Independent Director not liable to retire by rotation.	Director not liable to retire by rotation.
Relationship with other Directors Inter Se Manager and other Key Managerial Personnel	None of the Directors appointed during the year is related to any of the existing Directors or Key Managerial Personnel of the Company			
No. of Shares held in Company	3,50,00,000 Equity Shares	Nil	Nil	2000 equity shares
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.	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	1. IRM Energy Limited 2. Powerica Limited	IRM Energy Limited	Not Applicable
Skills and Capabilities required for the Role and the Manner in which the Proposed Person meets such requirements	Mr. 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. Maheswar Sahu has joined Indian Administrative Service (IAS) in 1980. He has served the Government of India and Government of Gujarat in various capacities for more than three decades before retiring as Additional Chief Secretary, Government of Gujarat in 2014. His career span includes more than 20 years of service in industry and more than 10 year of active involvement in PSU management. He had worked more than 3 years in United Nations Industrial Development Organization. He was instrumental in organization off our Vibrant Gujarat events.	Mr. Rabindra Nath Nayak has over 33 years of work experience in the power sector. He has worked for more than 20 years in POWERGRID and has handled multi-disciplinary functions like Engineering, Corporate Quality Assurance and Inspection, Load Dispatch & Communication, Grid Management, Contracts Management, Telecom, Operation & Maintenance, Commercial as well as Human Resource Management.	Mr. Umeshkumar Chhaya is Highly skilled in business risk management, profit optimization, and driving operational performance improvements. Recognized for consistently achieving financial objectives and playing a key role in the sustained success and growth of organizations.