



DIAMOND POWER INFRASTRUCTURE LTD.
"Essen House", 5/9-10, B.I.D.C., Gorwa,
Vadodara-390 016, Gujarat, INDIA.
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21st November, 2022

To,
Corporate Relations Department
Bombay Stock Exchange Limited
2nd Floor, P.J. Towers
Dalal Street,
Mumbai – 400 001
Scrip Code: 522163

To,
Corporate Relations Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G- Block,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051
NSE: DIAPOWER

Dear Sir/Madam,

Sub: Intimation of Notice of 30th Annual General Meeting under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we enclose herewith the Notice along with e-voting instruction of the 30th Annual General Meeting of the Company to be held on Wednesday, 14th December, 2022 at 12: 00 Noon at its Registered Office located at Phase II, Village – Vadavala, Ta. Savli, Vadodara – 391520. The aforesaid Notice is sent to all eligible Shareholders along with Annual Report for financial year 2021-22 and the same is also available on the website of the Company at www.dicabs.com

You are requested to take the same on your records.

Thanking you,

Yours sincerely,

For, Diamond Power Infrastructure Limited

TUSHAR
JANARDAN
LAKHMAPURKAR
Digitally signed by
TUSHAR JANARDAN
LAKHMAPURKAR
Date: 2022.11.21 13:42:35
+05'30'

Tushar J. Lakhmapurkar

VP - Legal & Company Secretary

Regd. Office and Factory : Vadadala, Phase - II
Savli, Vadodara, Gujarat, India.

CIN : L31300GJ1992018198

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th Annual General Meeting of the Shareholders of the Company will be held on Wednesday, the 14th 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 1st 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 1st 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 6th January, 2022 and National Company Law Tribunal, Ahmedabad bench (NCLT) vide its order dated 20th 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 6th January, 2022 and National Company Law Tribunal, Ahmedabad bench (NCLT) vide its order dated 20th 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 6th January, 2022 and National Company Law Tribunal, Ahmedabad bench (NCLT) vide its order dated 20th 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 17th 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 6th January, 2022 and National Company Law Tribunal, Ahmedabad bench (NCLT) vide its order dated 20th 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 17th 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 6th January, 2022 and National Company Law Tribunal, Ahmedabad bench (NCLT) vide its order dated 20th 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 17th 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 6th January, 2022 and National Company Law Tribunal, Ahmedabad bench (NCLT) vide its order dated 20th 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 17th 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 20th June, 2022, approving the resolution plan of the Successful resolution applicant and accordingly the new Board was reconstituted on 17th 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 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/1021 dated 13th January, 2021 read with the Securities & Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th 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 5th May, 2022 and SEBI vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 have extended the above exemptions till 31st 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 20th 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, 8th December, 2022 to Wednesday, 14th 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, website of Stock Exchanges at BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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, 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 or to 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.
 - 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
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 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 11th December, 2022 at 09:00 A.M. to 13th 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 11th December, 2022 at 09:00 A.M. and ends on Tuesday, 13th 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. 7th 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 IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be 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 https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 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. 3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

	<ol style="list-style-type: none"> 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 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 helpdesk.evoting@cdslindia.com 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:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are 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.
 - c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) 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:
- a) 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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) 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 with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 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 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

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.
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. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to

vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 1st 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 st 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 & 3 CA as associates and 14 team of technical consultants with professional qualification like Forensics and Fraud Accountants, Oracle & SAP functional experts, Company Secretary, ICWA, Senior Ex Bank officers & MBAs. The Firm has Branches at Baroda, Surat, Rajkot, Ahmedabad, New Delhi, Chennai, Hyderabad & 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 17th 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 17th 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 17th 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 17th 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 17th 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 17th 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 17th 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 17th 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 14th 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 : 14th 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:

Name of Director	Mr. Rakeshbhai R Shah	Mr.Himanshubhai J Shah
DIN	00421920	00572684
Date of Birth and Age	04-03-1953 69 years	19-02-1970 52 years
Date of Appointment	17 th September, 2022	17 th 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 & 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 th 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 th 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.

Name of Director	Mr. Maheswar Sahu	Mr. Om Prakash Tiwari
DIN	0034051	09729519
Date of Birth and Age	10-01-1954 68 years	01-03-1954 68 years
Date of Appointment	17 th September, 2022	17 th 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)	<ol style="list-style-type: none"> 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)	<ol style="list-style-type: none"> 1. Maruti Suzuki India Limited <p>Audit Committee – Member Nomination & Remuneration Committee – Member</p>	Nil

	<p>Risk Management Committee - Member</p> <p>2. Adani Total Gas Limited</p> <p>Audit Committee – Chairman Nomination & 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 th 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 th 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"> 1. National Aluminium Co Limited 2. Yes Bank Limited 3. Adani Total Gas Limited 	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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Name of Director	Mr. Rabindra Nath Nayak	Ms. Urvashi Dhirubhai Shah
DIN	02658070	07007362
Date of Birth and Age	23-09-1955 67 years	19-02-1956 67 years
Date of Appointment	17 th September, 2022	17 th 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 & 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 th 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 th 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.