

Enclosed: 1. Resolution with Explanatory Statement

2. Postal Ballot Form & Self addressed postage prepaid envelope.

Transfer of two undertakings viz. Tower Division & EPC Division of the Company situated at Phase II, Village- Vadadala, Tal. Savli, Dist. Vadodara to one of the wholly owned subsidiary Companies

"RESOLVED THAT pursuant to Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 and the Memorandum and Articles of Association of the Company and subject to such other permissions, consents and approvals, if any, required from concerned authorities, bodies and agencies as well as subject to such conditions as may be prescribed by them and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board'), the consent, authority and approval of the Company, be and is, hereby granted to the Board to transfer its two undertakings viz. Tower Division & EPC Division situated at Phase II Village: Vadadala, Taluka Savli, Dist. Vadodara as a running business with all movable/immoveable assets of the aforesaid undertakings including all machineries on lock, stock & barrel basis except land & building by way of slump sale to one of the, wholly owned subsidiary Companies at a minimum consideration of Rs.15 Crores (at Book Value) on such terms and conditions and with effect from such date as may be decided by the Board and to finalise and execute all such documents including agreements, deeds of assignments, conveyance and other documents as the Board may deem necessary or required and to do all such other acts, deeds, matters and things, which are incidental and consequential thereto or which may be considered necessary by the Board."

ANNEXURE TO POSTAL BALLOT NOTICE

Explanatory Statement pursuant to Section 173(2) and 192A(2) of the Companies Act, 1956

Your Directors at their meeting held on 22nd May, 2013 have decided to transfer its two undertakings viz. Tower Division & EPC Division situated at Phase II Village: Vadadala, Taluka : Savli, Dist. Vadodara as a running business with all movable and immovable assets of the aforesaid undertakings including all machineries on lock, stock & barrel basis except land & building by way of slump sale to the one of the Wholly owned subsidiary Companies at a minimum consideration of Rs. 15 Crore (at Book Value).

Consideration is arrived at on the basis of valuation certificate received from Mr. Vinod Patel, Practising Chartered Accountant.

This would enable the Company to have more liquidity as well as enable the Company to have exclusive attention and more focused approach on remaining undertaking viz. cable unit & conductor unit.

Your Directors recommend and solicit your approval to the resolution as set out in accompanying notice by way of Ordinary Resolution pursuant to section 293(1) (a) of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011.

A copy of the report will be available at the Registered Office of the Company during the period from 11.00 a.m. to 1.00 p.m. on all working days except Saturdays and Sundays.

Except Shri S.N. Bhatnagar, Chairman Shri Amit Bhatnagar, Managing Director and Shri Sumit Bhatnagar, Joint Managing Director of the Company, no other directors are deemed to be interested in the resolution.

Vadodara
22nd May, 2013
By Order of the Board of Directors

Nishant Javlekar
Company Secretary

Registered Office:
DIAMOND POWER INFRASTRUCTURE LIMITED
PHASE II, VILLAGE:VADADALA, TAL:SAVLI,
DIST:VADODARA 391 520.

DIAMOND POWER INFRASTRUCTURE LIMITED

Registered Office: PHASE II, VILLAGE:VADADALA, TAL.:SAVLI, DIST:VADODARA 391 520.

POSTAL BALLOT FORM

(Please read the instructions before filling this form)

Sr. No.

- Name of Shareholder(s) (including joint holders, if any) (in block letters) :
- Registered Address of the Shareholder (in block letters) :
- Registered Folio No./ DPID No.*/ Client ID No.* (applicable to investors holding shares in dematerialised form) :
- No. of Equity Shares held

5. I/ We hereby exercise my/ our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 22nd May, 2013, by sending my/ our assent (FOR) or dissent (AGAINST) to the said Resolution by placing tick (✓) mark in the appropriate box below:

We assent to the Resolution (FOR)	No. of Equity shares	Nature of Resolution	I/ We dissent to the Resolution (AGAINST)
<input type="checkbox"/>		Ordinary Resolution pursuant to the provisions of Section 293 (1)(a) of the Companies Act, 1956 for transfer of undertakings of the Company.	<input type="checkbox"/>

(Place Date: _____)

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User Id	Password/PIN

Last date for receipt of Postal Ballot Form by Scrutinizer is 20th July, 2013 (before the close of the working hours i.e., 5.00 p.m.).

Note: Please read the instructions printed over leaf carefully before exercising your vote.

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot shall complete the Postal Ballot Form and send it to the Scrutinizer at the address mentioned on the attached self-addressed envelope.
2. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier/registered post at the expense of the registered shareholder will also be accepted.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
5. The consent must be accorded by placing a tick (✓) in the appropriate column.
6. Duly completed Postal Ballot Form shall reach the Scrutinizer not later than 5.00 pm on 20th July, 2013. Postal Ballot Form received thereafter will be strictly treated as if the reply from the shareholder has not been received.
7. In case of shares held by companies, trusts, society etc., duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority together with attested specimen signature (s) of the authorized signatories.
8. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified at item no. 5 above.
9. Incomplete and/or unsigned Postal Ballot Form will be liable to be rejected.
10. The Scrutinizer's decision on the validity of the Postal Ballot Form will be final and binding.
11. The Postal Ballot shall not be exercised by a Proxy.
12. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on 7th of June, 2013.
13. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be ignored by the Scrutinizer.
14. The result of the voting by Postal Ballot will be announced by the Chairman or duly authorized person of the Company on 14th August, 2013 at 5.00 P.M at the Corporate Office of the Company, situated at 5/12, Essen House, BIDC, Gorwa, Vadodara. It will be informed to the stock exchanges and hosted on the Company's website www.dicabs.com

INSTRUCTIONS FOR E-VOTING:

- (1) **The procedure and instructions for e-voting are as follows:**
 - i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com>
 - ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User - ID	For Members holding shares in Demat Form:- <ol style="list-style-type: none">a) For NSDL :- 8 Character DP ID followed by 8 Digits Client IDb) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- <ul style="list-style-type: none">• 1004 followed by Folio Number registered with the company
Password	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
 - iii) Members contact our toll free No. **1-800-3454-001** for any further clarifications.
 - iv) Members can cast their vote online from 20th June, 2013 @ 9:00 AM to 20th July, 2013 @ 5:00 PM.
 - v) After entering these details appropriately, click on "LOGIN".
 - vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computer Shares Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile no., email ID etc. on site. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vii) You need to login again with the new credentials.
 - viii) On successful login, system will prompt to select the Event i.e., **Diamond Power Infrastructure Limited**.
 - ix) If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and cast your vote earlier for such company, then your exiting login id and password are to be used.
 - x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding.
 - xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK"; else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
 - xiii) Corporate/Institutional Members (corporate /FIs/FIIs/Trusts/Mutual Funds/Banks, etc), are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to cs@dicabs.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_1004".
 - xiv) Kindly note that members can opt only one mode of voting i.e. either by Postal Ballot Form or e-voting. In case of receipt of vote by both the modes, voting done through e-voting shall prevail and voting done by Postal Ballot Form shall be treated as invalid.

(2) In case of members receiving the Postal Ballot Form by post:

- a. The initial Password is provided in the table given in Postal Ballot Form.
- b. Please follow all the steps from (1) to (xiv) above to cast your vote.

DIAMOND POWER INFRASTRUCTURE LIMITED

Registered Office: PHASE II, VILLAGE:VADADALA, TAL.:SAVLI, DIST.:VADODARA 391 520.

POSTAL BALLOT NOTICE (Notice pursuant to section 192A of the Companies Act, 1956)

Dear Shareholders,

NOTICE is hereby given that the Board of Directors of the Company at its meeting held on 22nd May, 2013 has resolved to seek the shareholders' consent to the Ordinary Resolution mentioned in this notice through voting by Postal Ballot in accordance with the provisions of Section 192A of the Companies Act, 1956 (the Act) read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 (the Rules). The proposed draft of Ordinary Resolution, the Explanatory Statement stating all material facts as well as the reasons for the proposal and a Postal Ballot Form are enclosed for your kind consideration.

Your Directors have appointed Mr. Devesh A. Pathak, Practising Company Secretary, Vadodara to act as a Scrutinizer, for conducting the postal ballot process in a fair and transparent manner.

In accordance with Clause 35B of the Equity Listing Agreement entered into by the Company with stock exchanges, on which its equity shares are listed and provisions of Section 192A as well as the Rules, the Company is pleased to provide electronic voting ("e-voting") as an alternative to its members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Forms by post. The Company has engaged the services of Karvy Computer Shares Pvt.Ltd. to provide e-voting facilities to members of the Company. It may be noted that e-voting is optional. If a member has voted through e-voting facility, he is not required to send the Postal Ballot form. If a member votes through e facility as well as sends his vote through the Postal Ballot Form, the vote cast through e-voting shall only be considered and voting through Postal Ballot shall not be considered by the Scrutinizer.

The e-voting facility is available at the link, "<https://evoting.karvy.com>" till 20th July, 2013. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

Members opting to vote through the Postal Ballot Form mode are requested to read to instructions printed on the Postal Ballot Form and return the same duly completed, in the enclosed postage pre-paid business reply envelope so as to reach the Scrutinizer on or before the close of working hours. i.e 5.00 p.m. on 20th July, 2013. Postal Ballot Forms received after this date and hour are liable to be rejected.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting by Postal Ballot will be announced by the Chairman or duly authorized person of the Company on 14th August, 2013 at 5:00 p.m. at the Corporate Office of the Company. The result will be informed to the stock exchanges and will be hosted on the Company's website www.dicabs.com.

The Ordinary Resolution as mentioned below shall be declared as passed if the number of votes cast in its favour exceeds the votes, if any, against the resolution.

Vadodara
22nd May, 2013

By Order of the Board of Directors

Nishant Javlekar
Company Secretary

Registered Office:
DIAMOND POWER INFRASTRUCTURE LIMITED
PHASE II, VILLAGE:VADADALA, TAL.:SAVLI,
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