



ISO 9001 : 2008
International Standards
Certifications
Reg. No. QAC/R91/0107



ISO 14001
International Standards
Certifications
ISO 14001:2004



OHSAS 18001
International Standards
Certifications
OHSAS 18001:2007

DIATRON™

Date: 05.06.2014

Place: Vadodara

To,

1. Deputy General Manager,
Dept. of Corporate Services,
BSE Limited,
P J Towers, Dalal Street,
Mumbai – 400 001.
2. Deputy General Manager,
Dept. of Corporate Services,
National Stock Exchange of India Limited,
Exchange plaza, Bandra, Kurla Complex,
Bandra (East) Mumbai-400 051.

Sub: Intimation relating to EoGM of the Company.

Scrip Code: BSE (522163) NSE (DIAPOWER)

With reference to the Company's proposed preferential issue and QIP as discussed and approved by the Board of Directors of the Company in their meeting held on 30th May, 2014, we wish to inform your goodselves about the forthcoming Extra-Ordinary General Meeting of the Company, to transact the business as stated in the EoGM Notice, is scheduled to be held on Monday, 30th June, 2014. We are enclosing herewith Notice of the EoGM for your records.

Further this is to be noted that adjusted relevant date for the preferential issue is 30th May, 2014. As the 30th day prior to date of the proposed Extraordinary General Meeting falls on a weekend, the day preceding the weekend has been reckoned to be the relevant date.

CIN: L31300GJ1992PLC018198

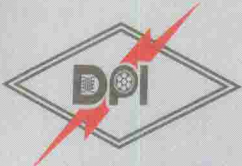
DIAMOND POWER INFRASTRUCTURE LTD.

Corporate Office : Essen House, 5/9-10, B.I.D.C., Gorwa, Vadodara - 390016, (Gujarat) India.

Ph. : 0265-2284328, 2283969, Fax : 0265-2280528

EMAIL : marketing@dicabs.com WEBSITE : www.diatron.in

Factory : Village Vadadala, Tal. Savli, Dist. Vadodara, India. Ph. : 02667-251516, 251354 Fax : 02667-251202





QUALITY
ASSURED
COMPANY

ISO 9001 : 2008

International Standards
Certifications

Reg. No. QAC/R91/0107



ISO 14001

International Standards
Certifications

ISO 14001:2004



OHSAS 18001

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This intimation is sent to you, pursuant to the provision of the listing agreement. Please take the above on your kind note do the needful and oblige.

For Diamond Power Infrastructure Limited

Diamond Power Infrastructure Limited

Managing Director

Amit Bhatnagar
Managing Director

Attachment: A/A

CIN: L31300GJ1992PLC018198

DIAMOND POWER INFRASTRUCTURE LTD.

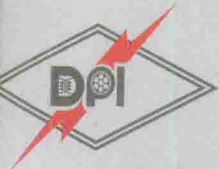
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DIAMOND POWER INFRASTRUCTURE LIMITED

CIN No. L31300GJ1992PLC018198

REGD. OFFICE: PHASE-II, VILLAGE-VADADALA, TA.SAVLI,

DIST.: VADODARA – 391 520, GUJARAT, INDIA

Email: marketing@dicabs.com, website: www.diatron.in

Contact No. 02667 – 251516 Fax – 02667- 251202

PROXY FORM

FOR SHARES IN DEMATERIALIZED FORM	FOR SHARES IN PHYSICAL MODE
DP ID:	REGD. FOLIO NO.:
CLIENT ID:	NO. OF SHARES HELD:

I/We _____ s/o, w/o, d/o _____ residing at _____ being member/ member(s) of Diamond Power Infrastructure Limited hereby appoint Mr./Ms. _____ residing at _____ or failing him/her Mr./Ms. _____ residing at _____ as my/our proxy to vote for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Monday, the 30th of June, 2014 at 10.00 a.m. at Registered Office of the Company situated at Phase II, Village-Vadadala, Tal. Savli, Dist. Vadodara, 391 520 and at any adjournment thereof.

Signed this _____ day of _____ 2014

Affix Re. 1.00
Revenue
Stamp

Signature
(Please sign across the Stamp)

Note: This form in order to be valid should be duly stamped, completed and signed and must reach the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

FOR SHARES IN DEMATERIALIZED FORM	FOR SHARES IN PHYSICAL MODE
DP ID:	REGD. FOLIO NO.:
CLIENT ID:	NO. OF SHARES HELD:

I certify that I am a registered shareholder/ proxy for the registered shareholder of the Company. I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Monday, the 30th of June, 2014 at 10.00 a.m. at Registered Office of the Company situated at Phase II, Village-Vadadala, Tal. Savli, Dist. Vadodara, 391 520 and at any adjournment thereof.

Member's / proxy's name in BLOCK letters

Member's / proxy's Signature

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over the same at the entrance of the meeting Hall.)

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NOTICE

Notice is hereby given that The Extra-Ordinary General Meeting of the Members of the M/s Diamond Power Infrastructure Limited will be held at the Registered Office of the Company situated at Phase II, Village: Vadadala, Tal: Savli, Dist: Vadodara – 391520 on Monday, 30th June, 2014 at 10.00 A.M. to transact the following business:-

Special Business:**1. INCREASE IN AUTHORISED CAPITAL OF THE COMPANY**

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

RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorized Share Capital of the Company be and is hereby authorized to be increased from Rs.60,00,00,000 (Rupees Sixty Crores Only) divided into 5,58,58,500 (Five Crores Fifty Eight Lacs Fifty Eight Thousand Five Hundred Only) Equity Shares of Rs.10/- (Rupees Ten) each and 41,41,500 (Forty One Lacs Forty One Thousand Five Hundred Only) Preference Shares of Rs. 10/- (Rupees Ten) Each to Rs. 80,00,00,000 (Rupees Eighty Crores Only) divided into 7,58,58,500 (Seven Crores Fifty Eight Lacs Fifty Eight Thousand Five Hundred Only) Equity Shares of Rs.10/- (Rupees Ten) each and 41,41,500 (Forty One Lacs Forty One Thousand Five Hundred Only) Preference Shares of Rs. 10/- (Rupees Ten) Each ranking pari passu in all respect with the existing Shares .

2. ALTERATION OF CAPITAL CLAUSE CONTAINED IN THE MEMORANDUM OF ASSOCIATION:

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

RESOLVED THAT pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the Members be and is hereby accorded for substituting Clause V a) of the Memorandum of Association of the Company with the following clause.

V. "The Authorised Share Capital of the Company is Rs. 80,00,00,000 (Rupees Eighty Crores Only) divided into 7,58,58,500 (Seven Crores Fifty Eight Lacs Fifty Eight Thousand Five Hundred Only) Equity Shares of Rs.10/- (Rupees Ten) each and 41,41,500 (Forty One Lacs Forty One Thousand Five Hundred Only) Preference Shares of Rs. 10/- (Rupees Ten) each."

3. ISSUANCE OF WARRANTS CONVERTIBLE IN TO EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS

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

"RESOLVED THAT pursuant to the provisions of Section 42, 62 of Companies Act, 2013, notified till date, ("New Act") and all other applicable provisions of the Companies act, 1956, effective till date ("Old Act") (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules, circulars, press notes, clarifications issued by Foreign Investment Promotion Board, the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed there under and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI ICDR Regulations"), and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), or any other statutory authorities, institutions and bodies, enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into between the Company and National Stock Exchange of India Limited & BSE Limited (together "Stock Exchanges"), where the shares of the Company are listed and subject to requisite approvals, consents, permissions and/ or sanctions if any, of SEBI, the Stock Exchanges, RBI, Foreign Investment Promotion Board (FIPB), Central Government, Registrar of Companies and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder) the consent, authority and approval of the members of the Company be and is hereby accorded to the Board to offer, issue and allot upto an aggregate of 55,00,000 fully convertible warrants ("Warrants"), convertible into equity shares of Rs. 10 each of the Company, at any time within 18 months from the date of allotment of the Warrants, in one or more tranches, for cash, at an exercise price of Rs. 94 per Warrant aggregating upto Rs. 51,70,00,000 (Rupees Fifty One Crores Seventy Lacs Only) to following independent investors of the Company ("Allottees") on preferential allotment basis, in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this regards:

Sr. No.	Name of Proposed Allottees	Number of Warrants	Category
1	Fidelity Multitrade Pvt. Ltd.	5,00,000	Independent
2	Gyanmay Investment Advisors LLP	16,65,000	Independent
3	Smt. Usha H Parekh	3,35,000	Independent
4	Shri Vikash Ferro Pvt. Ltd.	15,00,000	Independent
5	Shri Vikash Coating Pvt. Ltd.	15,00,000	Independent

RESOLVED FURTHER THAT the Exercise Price of the Warrants has been calculated in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations. The "Relevant Date" for the determination of issue price of the Warrants issued on preferential issue,

DIAMOND POWER INFRASTRUCTURE LIMITED

CIN No. L31300GJ1992PLC018198

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Contact No. 02667 – 251516 Fax – 02667- 251202

is 30th May, 2014. The Relevant Date is 30 days prior to the date of the Extraordinary General Meeting which is proposed to be held on 30th June, 2014. As the 30th day prior to date of the proposed Extraordinary General Meeting falls on a weekend, the day preceding the weekend has been reckoned to be the relevant date. Thus, the Relevant Date for the purposes of calculating the price of issue of Warrants is 30th May, 2014.

RESOLVED FURTHER THAT the issue of Warrants shall be subject to the following terms and conditions:

- a. The Warrants shall be allotted within a period of 15 days from the date of receipt of shareholders approval for the preferential issue of Warrants, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval;
- b. The equity shares allotted pursuant to conversion of Warrants allotted to independent investors will be subject to lock-in for a period of 1 year from the date of trading approval or as required under SEBI ICDR;
- c. The Warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company. The equity shares arising on conversion of Warrants shall rank pari passu with the existing equity shares of the Company in all respects; and
- d. Each Warrant shall be convertible into 1 (one) equity share of nominal value of Rs. 10/- each at the Exercise Price of Rs. 94 per Warrant which is not less than the price calculated in accordance with the SEBI ICDR Regulations. The total number of equity shares to be allotted on conversion of the Warrants shall not exceed 55,00,000 equity shares. The Warrants are convertible into the equity shares at any time after allotment at the option of the Allottees, in one or more tranches, subject to a maximum period of 18 months from the date of their allotment.
- e. If the entitlement against the Warrants to apply for the equity shares is not exercised within the specified period of 18 months, such entitlement shall lapse and the amount paid on such Warrants shall stand forfeited;
- f. The warrant holder(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to atleast 25% of the total consideration per Warrant.
- g. The warrant holder(s) shall, on or before the date of allotment of equity shares pursuant to the exercise of option against each such Warrant, pay the balance 75% or any other amount, as may be remaining unpaid, of the consideration per Warrant.
- h. The amount referred to in (d) above shall be non-interest bearing.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Warrants or equity shares arising on conversion of Warrants, the Board be and are hereby authorised to take necessary steps to give effect to this resolution and to do all such acts, deeds, matters and things as it may in their absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Warrants, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaison with appropriate authorities to obtain the requisite approvals, entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing, listing and trading of equity shares arising on conversion of Warrants, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Warrants

RESOLVED FURTHER THAT all actions taken by the Board or a Committee duly constituted for this purpose in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and they are hereby approved, ratified and confirmed in all respects."

4. ISSUANCE OF EQUITY SHARES TO QUALIFIED INSTITUTIONAL BUYERS THROUGH QUALIFIED INSTITUTIONAL PLACEMENT

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

"RESOLVED THAT pursuant to the provisions of Section 42, 62 of Companies Act, 2013, notified till date, ("New Act") and all other applicable provisions of the Companies act, 1956, effective till date ("Old Act") (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules, regulations and guidelines of the Securities and Exchange Board of India ("SEBI"), the applicable provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, Issue of QIP (Qualified Institutions Placement) under Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("ICDR Regulations"), the enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into between the Company and National Stock Exchange of India Limited & BSE Limited (together "Stock Exchanges") where the shares of the Company are listed, and subject to all requisite approvals, consents, permissions and/or sanctions of SEBI, the Stock Exchanges, Reserve Bank of India ("RBI"), the Department of Industrial Policy and Promotion, Ministry of Commerce ("DIPP"), the Foreign Investment Promotion Board ("FIPB"), and all other authorities as may be required, whether in India or outside India, (hereinafter collectively referred to as "Appropriate Authorities"), and subject to such conditions and modifications as may be prescribed or imposed by any authority while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as "Requisite Approvals") and as agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent, authority and approval of the members of the Company be and is hereby accorded to the Board to create, offer,

DIAMOND POWER INFRASTRUCTURE LIMITED

CIN No. L31300GJ1992PLC018198

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prior to date of the proposed Extraordinary General Meeting falls on a weekend, the day preceding the weekend has been reckoned to be the relevant date. Thus, the Relevant Date for the purposes of calculating the price of issue of Warrants is May 30, 2014.

g) Undertaking that the Company shall re-compute the price of the specified securities in terms of the provisions of SEBI ICDR Regulations, where it is required to do so

As the equity shares of the Company have been listed on the stock exchanges for more than six months, the conditions relating to re-computing the price and other matters connected therewith referred to in the SEBI ICDR Regulations are not applicable to the Company.

h) Undertaking that if the amount payable on account of re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottee – Not applicable.

i) Lock in

The equity shares allotted pursuant to conversion of Warrants to independent Investor will be subject to lock-in for a period of one year from the date of trading approval or as required under SEBI ICDR Regulations.

The entire pre preferential allotment shareholding of the Allottees, if any, shall be locked-in from the relevant date up to a period of six months from the date of trading approval.

j) Auditor's Certificate

As required under the SEBI (ICDR) Regulations, a certificate from the statutory auditors of the Company, certifying that the proposed preferential issue is being made in accordance with the SEBI ICDR Regulations will be available for inspection at the Registered Office of the Company after the relevant date on all working days except Saturdays and Sundays and public holidays between 10.00 a.m. and 5.00 p.m. until 15 days after the date of EGM.

Further, under section 62 of the Companies Act, 2013, approval of the members is required for allotment of securities on preferential basis. Accordingly, the consent of the shareholders is being sought, pursuant to the applicable provisions of the Companies Act, 2013, and SEBI ICDR Regulations to issue and allot equity shares on preferential basis as stated in the resolutions.

None of the Directors, manager, key managerial personnel of the Company, and any relatives of such director, manager, key managerial personnel are in any way concerned or interested in this Resolution except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends passing of the resolution as set out at item No. 3 of the notice.

SPECIAL BUSINESS: 4

To support growth plan of the Company and to meet your Company's working capital requirements, balancing equipment needs of ongoing projects and to meet any exigencies including pursuing any new opportunities and for general corporate purpose, the Company proposes to increase its capital base by way of infusion of further capital.

Accordingly, the Board of Directors of the Company at its meeting held on May 30, 2014 proposed to issue Securities to qualified institutional buyers by way of Qualified Institutions Placement (QIPs) for cash at such price, to be decided later, for aggregating upto Rs. 250 crores (Rupees Two Hundred fifty Crores only) as detailed in the resolution at item no. 4 of the Notice.

As per provisions of regulation 85 of Chapter VIII of SEBI (ICDR) Regulations, 2009, issue of specified securities shall be made at a price not less than the average of the weekly high and low of the closing prices of the related equity shares quoted on the Stock Exchange during the two weeks preceding the relevant date. "Relevant date" for determining the pricing of the Securities issued pursuant to QIP means the date of the meeting in which the Board of the Company or the Committee of Directors duly authorised by the Board of the Company decide to open the proposed issue. Further, a discount of upto 5% or as applicable in SEBI ICDR regulation on such price can be given to QIBs.

Under the proposed Special Resolution, consent of the shareholders is sought pursuant to the provisions of Section 42, 62 and all other applicable provisions of the Companies Act, 2013, Chapter VIII of SEBI (ICDR) Regulations, 2009 and in terms of the provisions of the Listing Agreements executed by the Company with Stock Exchanges in India where the Company's Securities are listed.

Since the Special Resolutions proposed may result in issue of equity shares of the Company otherwise than to the members of the Company consent of the Shareholders is being sought pursuant to the provisions of Section 62 and all other applicable provisions of the Companies Act, 2013 and the Listing Agreements.

The Board of Directors of the Company recommends passing of the resolution as set out at item No. 4 of the notice.

No Director or Key Managerial Person or their relatives are in any way interested or concerned in the proposed Resolution.

The Board of Directors believes that such an issue of Securities of the Company is in the interest of the Company and therefore recommends the resolution for your approval.

Date: 30th May, 2014

**By Order of the Board,
S. N. Bhatnagar
Chairman**

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- b. The equity shares allotted pursuant to conversion of Warrants allotted to independent investors will be subject to lock-in for a period of 1 year from the date of trading approval or as required under SEBI ICDR Regulations;
- c. The Warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company. The equity shares arising on conversion of Warrants shall rank pari passu with the existing equity shares of the Company in all respects; and
- d. Each Warrant shall be convertible into 1 (one) equity share of nominal value of Rs. 10/- each at the Exercise Price of Rs. 94 per Warrant which is not less than the price calculated in accordance with the SEBI ICDR Regulations. The total number of equity shares to be allotted on conversion of the Warrants shall not exceed 55,00,000 equity shares. The Warrants are convertible into the equity shares at any time after allotment at the option of the Allottees, in one or more tranches, subject to a maximum period of 18 months from the date of their allotment.
- e. If the entitlement against the Warrants to apply for the equity shares is not exercised within the specified period of 18 months, such entitlement shall lapse and the amount paid on such Warrants shall stand forfeited;
- f. The warrant holder(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the total consideration per Warrant.
- g. The warrant holder(s) shall, on or before the date of allotment of equity shares pursuant to the exercise of option against each such Warrant, pay the balance 75% or any other amount, as may be remaining unpaid, of the consideration per Warrant.
- h. The amount referred to in (d) above shall be non-interest bearing.

b) Intention of promoter/ directors/ key management personnel to subscribe to the offer

None of the member of promoter and promoter group of the Company, Director or key managerial person intend to subscribe to the offer.

c) Pre-issue and Post-issue Shareholding Pattern of the Company

Shareholder Category	% of shareholding before the proposed preferential allotment (as on March 31, 2014)		% of shareholding after the proposed preferential allotment*	
	No. of shares	%	No. of shares	%
Promoter and Promoter Group	16,944,146	31.38	16,944,146	28.48
Public	37,056,349	68.62	42,556,349	71.52
Total	54,000,495	100.00	59,500,495	100.00

*Assuming conversion of 55,00,000 Warrants into equity shares allotted under preferential allotment.

d) Proposed time within which the allotment shall be complete

The equity shares or Warrants shall be allotted within a period of 15 days from the date of shareholders approval of the preferential issue provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

e) Identity of the proposed allottees and percentage of post preferential issue that may be held by them and change in control, if any, in the Allottees, consequent to the preferential issue:

Sr. No.	Name of Allottees	The maximum number of Warrants proposed to be allotted	% Shareholding post conversion Warrants in to equity shares	Natural persons who are the ultimate beneficial owner of the shares proposed to be issued
1	Fidelity Multitrade Pvt. Ltd.	5,00,000	0.84	Shri Ruchit Patel Smt. Minal Patel Shri Bharat Patel
2	Gyanmay Investment Advisors LLP	16,65,000	2.80	Smt, Meenu Bhansali Shri Mangal Bhansali
3	Smt. Usha H Parekh	3,35,000	0.56	Not applicable
4	Vikas Coating Pvt. Ltd.	15,00,000	2.52	Shri Rajesh Nimkar Shri Vikash Bhatnagar
5	Vikas Ferro Pvt. Ltd.	15,00,000	2.52	Miss Nivedita Pandya Shri J C Marathe

There will be no change in control of the Company consequent to the preferential issue.

f) Pricing

Under Chapter VII of the SEBI ICDR Regulations, the proposed allotment and conversion price of Warrants to be issued to the Allottees, is determined in accordance with Regulation 76 of the SEBI ICDR Regulations i.e. at a price which is not less than the average of the weekly high and low of the closing prices of the related equity shares during the two weeks preceding the Relevant Date;

The "Relevant Date" for the determination of issue price of the Warrants issued on preferential issue, is May 30, 2014. The Relevant Date is 30 days prior to the date of the Extraordinary General Meeting which is proposed to be held on June 30, 2014. As the 30th day

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issue and allot such number of equity shares of face value of Rs. 10 each (hereinafter collectively referred to as "Securities") at such price, in one or more tranches, in the course of domestic/international offerings to domestic/foreign investors/ institutional investors/foreign institutional investors, members, non-resident Indians, companies or bodies corporate whether incorporated in India or abroad, trusts, mutual funds, banks, financial institutions, insurance companies, pension funds, individuals or otherwise, whether shareholders of the Company or not, through private placement, with or without an over-allotment option, equity shares through Qualified Institutions Placement ("QIPs") through an offer document and/or offering circular, and/or listing particulars, as the Board in its sole discretion may at any time or times hereafter decide, for an amount not exceeding an aggregate of Rs. 250 crore, inclusive of such premium and on such terms and conditions as the Board may determine from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board, where required in consultation with the Merchant Bankers and/or other Advisors, be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to the selection of QIBs to whom the Securities are to be offered, issued and allotted, and matters related thereto, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the Merchant Banker, lead managers, underwriters, advisors and/or other persons as appointed by the Company, be and is hereby authorised to determine the form, terms and timing of the issue(s)/offering(s) of the QIPs to be allotted, issue price, face value, number of equity shares, discount on issue, subject to SEBI ICDR Regulations, listing on one or more stock exchanges in India and/or abroad and related or incidental matters, as the Board in its absolute discretion may deem fit and accept any modifications in the proposal as may be required by the authorities in such issues in India and/or abroad.

RESOLVED FURTHER THAT the relevant date for determining the pricing of the Securities issued pursuant to QIP means the date of the meeting in which the Board of the Company or the Committee of Directors duly authorised by the Board of the Company decide to open the proposed issue.

RESOLVED FURTHER THAT such of these Securities as are not subscribed may be disposed off by the Board in its absolute discretion in such a manner, as the Board may deem fit and as permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be authorized on behalf of the Company to take all such actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue and allotment of the aforesaid Securities and listing thereof with the Stock Exchanges and to resolve and settle all questions and difficulties that may arise from time to time in relation to the proposed issue, offer and allotment of any of the aforesaid Securities, utilisations of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution, to any Committee of Directors or the Chairman or any other Director(s) or officer(s) of the Company (as it may consider appropriate) to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT the Board be and are hereby authorized to do all such acts, deeds & things as may be necessary, proper and expedient for the purpose of giving effect to this resolution and for the matters connected therein or incidental thereto.

RESOLVED FURTHER THAT the Board be and are hereby authorised to do all such acts, deeds, matters and things and to execute all such agreement, documents or instruments and writings, with power to settle all questions, difficulties or doubts that may arise as it may in its sole discretion deem fit and to delegate all or any its powers herein conferred to any directors and / or officers of the Company, to give effect to this resolution;

RESOLVED FURTHER THAT Shri Amit Bhatnagar, Managing Director and Shri Sumit Bhatnagar, Jt. Managing Director of the Company be and are hereby authorised to file necessary forms with the Registrar of Companies."

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE AT THE MEETING. THE PROXY NEED NOT BE A MEMBER.
2. Proxy instrument should be duly completed, stamped, signed and must be deposited at the Corporate Office of the Company situated at 5/12, "Essen House", BIDD, Gorwa, Vadodara, 390 016, Gujarat, India not less than 48 hours before the commencement of the meeting.
3. No person shall be entitled to attend or vote at the meeting as a duly authorized representative of a company or any corporate which is a shareholder of the company, unless a copy of the resolution appointing him/her as a duly authorized representative, certified to be true copy by the Chairman of the meeting at which it was passed, shall have been deposited at the Corporate office of the company situated at 5/12, "Essen House", BIDD, Gorwa, Vadodara, 390 016, Gujarat, India not less than 48 hours before the date of Annual General Meeting.
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect to the business stated above is annexed hereto.

DIAMOND POWER INFRASTRUCTURE LIMITED

CIN No. L31300GJ1992PLC018198

REGD. OFFICE: PHASE-II, VILLAGE-VADADALA, TA.SAVLI,

DIST.: VADODARA – 391 520, GUJARAT, INDIA

Email: marketing@dicabs.com, website: www.diatron.in

Contact No. 02667 – 251516 Fax – 02667- 251202

5. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days between 10.00 a.m. and 5.00 p.m except Saturday and Sunday upto the date of the Extraordinary General Meeting.
6. Members are requested to notify immediately any change of address or bank mandates to their Depository Participants (DPs) in respect of their holdings in electronic form and to the Registrars of the Company i.e. Karvy Computershare Private Ltd, Vitalrao Nagar, Madhapur, Hyderabad-500081 in respect of their physical share folios, if any.
7. Shareholders are requested to fill-in and sign the attendance slip and hand it over at the entrance to the venue.
8. In order to service the shareholders effectively and for administrative convenience, members are requested to notify multiple folios standing in their name for consolidation, if any, to the Secretarial Department at the Corporate Office of the Company immediately.
9. In accordance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means (“e-voting”) to its members. The Company has engaged the services of Karvy Computer Shares Pvt. Ltd. to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link <https://evoting.karvy.com>. during the following voting period:
Commencement of e-voting: From 9.00 a.m. on 24th June, 2014.
End of e-voting: Upto 5 p.m. on 26th June, 2014.
10. E-Voting shall not be allowed beyond 5 p.m. on 26th June, 2014. During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut off date may cast their vote electronically. The record date for the purpose of e-voting is 5th June, 2014.
11. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company along with physical copy of the notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.
11. The Company has appointed M/s. Devesh Vimal & Co., Practicing Company Secretary, as ‘scrutinizer’ (the “Scrutinizer”), for conducting the e-voting process for the Extraordinary General Meeting in a fair and transparent manner.

**By Order of the Board,
S. N. Bhatnagar
Chairman**

Date: 30th May, 2014

DIAMOND POWER INFRASTRUCTURE LIMITED

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS NO. 1 & 2

The Authorised Share Capital of the company as reflected in the Memorandum and Articles of Association as on date is Rs.60,00,00,000 (Rupees Sixty Crores Only) divided into 5,58,58,500 (Five Crores Fifty Eight Lacs Fifty Eight Thousand Five Hundred Only) Equity Shares of Rs.10/- (Rupees Ten) each and 41,41,500 (Forty One Lacs Forty One Thousand Five Hundred Only) Preference Shares of Rs. 10/- (Rupees Ten) Each. The Board of Directors of the Company in their meeting held on 30th May, 2014 subject to requisite approvals and consents resolved to offer fully convertible warrants to independent investors. In view of the proposed Preferential Issue of Warrants converted into Equity Shares within 18 months from the date of issue and proposed Qualified Institutional Placement, the Authorised Share Capital of the Company needs to be increased from Rs.60,00,00,000 (Rupees Sixty Crores Only) divided into 5,58,58,500 (Five Crores Fifty Eight Lacs Fifty Eight Thousand Five Hundred Only) Equity Shares of Rs.10/- (Rupees Ten) each and 41,41,500 (Forty One Lacs Forty One Thousand Five Hundred Only) Preference Shares of Rs. 10/- (Rupees Ten) Each to Rs. 80,00,00,000 (Rupees Eighty Crores Only) divided into 7,58,58,500 (Seven Crores Fifty Eight Lacs Fifty Eight Thousand Five Hundred Only) Equity Shares of Rs.10/- (Rupees Ten) each and 41,41,500 (Forty One Lacs Forty One Thousand Five Hundred Only) Preference Shares of Rs. 10/- (Rupees Ten) Each.

Consequent to the increase of Authorised Share Capital, the Authorised Share Capital Clause contained in Clause V of the Memorandum of Association of the Company need to be altered as indicated in Resolution No.2 respectively contained in the Notice convening the EGM.

Your Directors recommend the Resolutions set out at Special Resolution No. 1 & 2 for the approval of the shareholders of the Company. None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company is interested in the proposed Resolutions except as holders of shares in general.

A copy of the Memorandum and Articles of Association together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company between 11:00 a.m to 1:00 p.m on all working days from the date hereof upto the date of the Meeting.

SPECIAL BUSINESS NO. 3

To support growth plan of the Company and in order to enhance its net worth and to have greater financial strength, Company need to augment long term resources. the Company proposes to increase its capital base by way of infusion of further capital. The Board of Directors of the Company (hereinafter called the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers) has proposed to allot upto an aggregate of 55,00,000, warrants (“Warrants”) for cash at an exercise price of Rs. 94 per Warrant aggregating upto Rs. 51,70,00,000 (Rupees Fifty One Crores and Seventy Lacs Only) to few independent investors (“Allottees”) on preferential allotment basis.

The Board has approved the same at its meeting held on May 30, 2014. The allotment will be subject to customary conditions including receipt of shareholders approval. The equity shares arising on conversion of Warrants, allotted to the Allottees shall rank *pari-passu* with all other equity shares of the Company in respect of all rights, including dividend.

The Board has the necessary authority to issue, offer and allot upto 55,00,000 Warrants to the Allottees. It may be noted that in terms of Chapter VII of the SEBI ICDR Regulations, it is necessary to disclose the details of investor and certain other terms to the shareholders while seeking their approval for issuing the Warrants on preferential basis. Hence, the requisite approval of the shareholders is being sought in terms of the provisions of Companies Act, 2013, and the SEBI ICDR Regulations. The relevant disclosures/details of the proposed issue are given below:

a) Objects of the preferential issue

To support growth plan of the Company and in order to enhance its net worth and to have greater financial strength, Company need to augment long term resources.

Type of security offered and the number of security offered

The Company proposes to offer, issue and allot upto 55,00,000 fully convertible warrants to the Allottees Rs. 94 per Warrant aggregating upto Rs. 51,70,00,000 (Rupees Fifty One Crores and Seventy Lacs Only). Each Warrant shall be convertible into 1 (one) equity share of nominal value of Rs. 10/- each at the Exercise Price of Rs. 94 per Warrant which is not less than the price calculated in accordance with the SEBI ICDR Regulations. The total number of equity shares to be allotted on conversion of the Warrants shall not exceed 55,00,000 equity shares. The Warrants are convertible into the equity shares at any time after allotment at the option of the Allottees, in one or more tranches, subject to a maximum period of 18 months from the date of their allotment.

The allotment of Warrants to independent investors is subject to the condition that the independent investors have not sold their equity shares in the Company during the six months preceding the Relevant Date (defined below).

Important terms and conditions – Warrants

- a. The Warrants shall be allotted within a period of 15 days from the date of receipt of shareholders approval for the preferential issue of Warrants, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval;