

# **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](mailto:marketing@dicabs.com), website: [www.diatron.com](http://www.diatron.com)**

**Contact No. 02667 – 251516 Fax – 02667- 251202**

## **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 Wednesday, 25<sup>th</sup> March, 2015 at 10.00 A.M. to transact the following business:-

### **Special Business:**

#### **1. Appointment of Shri Ranvir Singh Shekhawat**

**To Consider and if thought with our without modification(s) the following resolution as an ordinary resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Clause 49 of the Listing Agreement and in pursuance of General Circular No. 14/2014 dated June 9, 2014, Shri Ranvir Singh Shekhawat, having DIN: 00206547 who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Shri Shekhawat for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years with effect from February 14<sup>th</sup>, 2015.”

#### **2. Appointment of Shri Aswini Kumar Sahoo**

**To Consider and if thought with our without modification(s) the following resolution as an ordinary resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Clause 49 of the Listing Agreement and in pursuance of General Circular No. 14/2014 dated June 9, 2014, Shri Aswini Kumar Sahoo, having DIN: 01931805 who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose the candidature of Shri Sahoo for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years with effect from February 14<sup>th</sup>, 2015.”

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### **3. Ratification of the remuneration of Cost Auditors**

**To Consider and if thought with our without modification(s) the following resolution as an ordinary resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force}, the remuneration payable to Mr. S S Puranik, Practicing Cost Accountant (Membership No. 7113) appointed by the Board to conduct Audit of the cost records of the Company for the Financial Year 2014-15, as set out in the Statement annexed to the notice convening this meeting, be and is hereby ratified.”

**“RESOLVED FURTHER THAT** the Board Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

**By Order of the Board,  
For Diamond Power Infrastructure Limited**

**S. N. Bhatnagar  
Chairman**

**Date: 14<sup>th</sup> February, 2015  
Place: Vadodara**

#### **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”, BIDC, 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”, BIDC, 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.
5. 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

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Registrars of the Company i.e. Karvy Computershare Private Ltd ,Vitalrao Nagar, Madhapur, Hyderabad-500081 in respect of their physical share folios, if any.

6. Shareholders are requested to fill-in and sign the attendance slip and hand it over at the entrance to the venue.
7. 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.
8. 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:** Monday, 16<sup>th</sup> March, 2015 at 9:00 am.

**End of e-voting:** Wednesday, 17<sup>th</sup> March, 2015 at 5:00 pm.

9. E-Voting shall not be allowed beyond 5 p.m. on 17<sup>th</sup> March, 2015. During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date may cast their vote electronically. The record date for the purpose of e-voting is 6<sup>th</sup> March, 2015.
10. 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.
11. Information required under Clause 49 of the Listing Agreement (relating to Corporate Governance) with respect to the Directors are as under:

Name of the Director	Shri Ranvir Singh Shekhawat (DIN00206547)
Position	Independent Director
Profile	Shri Ranvir Singh Shekhawat was appointed by the Board of Directors of the Company as an Additional Director w.e.f. 23 <sup>rd</sup> October, 2010.  Shri Shekhawat, is a non-executive Independent Director of the Company. He is a well-known figure in Power Cable as well as communication cable industry. He is a technocrat having more than 48 years of rich experience in cable manufacturing and has worked at top management positions in leading cable units. He has to his credit sating up and operation of six large scale

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	cable manufacturing plants including two for corporate giants M.P. Birla Group. He has undergone training at world leaders like ABB Cables and Ericsson Cables of Sweden.
Date of Joining	23 <sup>rd</sup> October, 2010
No. of Shares held in the Company	Not Applicable
Directorship in other Companies	-

Name of the Director	Shri Aswini Kumar Sahoo (DIN 01931805)
Position	Independent Director
Profile	<p>Shri Aswini Kumar Sahoo was appointed by the Board of Directors of the Company as an Additional Director.</p> <p>Shri Sahoo was associated with Clearwater Capital Partners as Sr. Vice President. He has an overall experience of 14 years in Finance and Investments. Shri Sahoo also serves on the Board of Directors of Clearwater Capital Partners India Private Limited and flexituff International Limited prior to joining CCP. He was earlier also associated with some reputed organization such as Vedanta Resources and ICICI Bank Limited.</p>
Date of Joining	22 <sup>nd</sup> May, 2013.
No. of Shares held in the Company	Not Applicable
Directorship in other Companies	Mayfair Spaces Limited Mayfair Leisures Limited Samena India Advisors Private Limited

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

#### **SPECIAL BUSINESS NO. 1**

##### **ITEM NO.1**

Shri Ranvir Singh Shekhawat is an Independent Director of the Company. He Joined the Board of Directors of the Company in 23<sup>rd</sup> October, 2010.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Ranvir Singh Shekhawat being eligible and offer himself for appointment, is proposed to be appointed as an Independent Director for Five Consecutive years for a term upto 31<sup>st</sup> March, 2019.

In the opinion of the Board Shri Ranvir Singh Shekhawat fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director. The Board considers that his continued association would be of immense benefit to the Company and would be desirable to continue to avail services of Shri Ranvir Singh Shekhawat as an Independent Director.

Except Shri Ranvir Singh Shekhawat, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 1

Your Board recommends the Resolution at Item no. 1 for your approval as ordinary resolution.

##### **ITEM NO.2**

Shri Aswini Kumar Sahoo is an Independent Director of the Company. He Joined the Board of Directors of the Company in 22<sup>nd</sup> May, 2013.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Aswini Kumar Sahoo being eligible and offer himself for appointment, is proposed to be appointed as an Independent Director for Five Consecutive years for a term upto 31<sup>st</sup> March, 2019.

In the opinion of the Board Shri Aswini Kumar Sahoo fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director. The Board considers that his continued association would be of immense benefit to the Company and would be desirable to continue to avail services of Shri Aswini Kumar Sahoo as an Independent Director.

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Except Shri Aswini Kumar Sahoo, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

Your Board recommends the Resolution at Item no. 2 for your approval as Ordinary Resolution.

**ITEM NO. 3**

Pursuant to Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee of Directors, the Board of Directors has approved the appointment of M/s. S S Puranik & Associates as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2014-15, at a remuneration of 90,000 plus service tax and actual out-of-pocket expenses.

S S Puranik & Associates have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for the previous year under the provisions of the Companies Act, 1956.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3

Your Board recommends the Resolution at Item no. 3 for your approval as Ordinary Resolution.

**By Order of the Board,  
For Diamond Power Infrastructure Limited**

**S. N. Bhatnagar  
Chairman**

**Date: 14<sup>th</sup> February, 2015  
Place: Vadodara**

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**FORM NO. MGT-11**

**PROXY FORM**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the Member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Folio No./Client Id: \_\_\_\_\_

DP ID: \_\_\_\_\_

I/We, being the member (s) of ..... Shares of the above named Company, hereby appoint

1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him

2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him

3. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_,

As my/our proxy to attend and vote (on a poll) for me/ s and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on the Wednesday, 25<sup>th</sup> March, 2015 at 10.00 A.M. at Vadodara and at any adjournment thereof in respect of such resolutions as are indicated below:

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Res. No.	Description	For*	Against*
01	Appointment of Shri Ranvir Singh Shekhawat		
02	Appointment of Shri Aswini Kumar Sahoo		
03	Ratification of the remuneration of Cost Auditors		

Signed this \_\_\_\_\_ day of March, 2015

Affix

Revenue

Stamp

Signature of Shareholder