

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra Ordinary General Meeting (“EGM”) No. 1/2024-25 of the Shareholders of Diamond Power Infrastructure will be held on Friday, the 15th day of November, 2024 at 11:00 A.M. (IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following businesses:

SPECIAL BUSINESSES:

1. Regularization of Mr. Vinod Jain as Director (DIN: 08204721) of the Company

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

“RESOLVED THAT pursuant to the provisions of sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in pursuance to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and pursuant to receipt of recommendation of Nomination and Remuneration Committee of the Company, Mr. Vinod Jain (DIN: 08204721), who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 19, 2024, and in respect of whom the Company has received a notice in writing from a Member under section 160(1) of the Act proposing him as candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company with effect from October 19, 2024.”

2. To appoint Mr. Vinod Jain as the Whole-time Director (DIN: 08204721) of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to receipt of recommendation of Nomination and Remuneration Committee of the Company and consent of the members be and is hereby accorded for reappointment of Mr. Vinod Jain (DIN : 08204721) as a Whole-time Director of the Company for a period of three (3) years effective from October 19, 2024 up to October 18, 2027, at a remuneration and upon such terms and conditions as set out in explanatory statement annexed hereto.

RESOLVED FURTHER THAT notwithstanding to the above in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. Vinod Jain (DIN: 08204721) as a Whole-time Director of the Company, the remuneration payable to him shall be as approved by the members in accordance prescribed in Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deem to include any Committee of the Board) shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the said appointment and/or remuneration, from time to time, as it may deem fit and to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

3. Sub-division (Stock Split) of every 1 (One) equity share of face value of Rs. 10/- each into 10 (Ten) equity shares of Face Value of Re. 1/- each.

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

“RESOLVED THAT pursuant to the provisions of Sections 61(1)(d), 64, and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules framed thereunder and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof from time to time] and the provisions of Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the authorities concerned, consent of the members of the Company be and is hereby accorded that every existing 1 (One) equity share of the Company having face value of Rs. 10/- (Rupees Ten only) each fully paid up be sub-divided (stock split) into 10 (Ten) equity shares of face value of Re. 1/- (Rupee One only) each fully paid up and consequently the Authorised, Issued, Subscribed and Paid-up Share Capital of the Company be sub-divided with effect from the Record Date as may be fixed for the purpose.

RESOLVED FURTHER THAT pursuant to the sub-division (stock split) of the equity shares of the Company, Issued, Subscribed and Paid-up Equity Share of the Company having face value of Rs. 10/- (Rupees Ten only) each fully paid up existing on the Record Date to be fixed by the Company shall stand subdivided (stock split) into 10 (Ten) equity shares of face value of Re.

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1/- (Rupee One only) each fully paid up, without altering the aggregate amount of such capital and such shares shall rank pari- passu in all respects with the then existing equity shares with effect from the Record Date.

RESOLVED FURTHER THAT upon sub-division/split of equity shares as aforesaid and with effect from the Record Date:

- a) for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing share certificate(s), shall credit such sub-divided/split Equity Shares to the Demat Suspense Account of the Company and on providing the details of Demat account, such sub-divided/split Equity Shares shall be credited proportionately to the concerned Demat account of the shareholder, in terms of applicable regulations, rules, guidelines and Circulars as may be issued from time to time in this regard.
- b) for the equity shares held in dematerialized form, the sub-divided/split equity shares shall be credited proportionately into the respective beneficiary Demat accounts of the Shareholders held with their depository participants, in lieu of the existing credits present in their respective beneficiary Demat accounts.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, Mr. Vinod Jain, Chief Financial Officer and Ms. Diksha Sharma, Company Secretary of the Company be and are hereby severally authorized to fix the record date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and / or incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company including filing of documents with the Stock Exchanges, filing of Corporate Action documents with the Depositories, filing of e-forms with ROC and generally to do all such acts, deeds, matters and things, from time to time, as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Company Secretary or Officer(s) of the Company as may be required to give effect to the above resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to (a) delegate execution and filing of necessary applications, declarations and other documents with the Stock Exchange, Depositories, Registrar and Share Transfer Agent and/or any other Statutory Authority(ies), if any; and (b) settle any question or difficulties that may arise with regard to sub-division of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto;

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary of the Company be and are hereby severally authorized to file necessary e-forms with Ministry of Corporate Affairs and do all such acts deeds and things as may be required to give effect to the above resolution.”

4. **Alteration of Capital Clause of the Memorandum of Association of the Company consequent upon Sub Division/ Stock Split.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13 read with Section 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules framed thereunder and applicable regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof from time to time], and subject to approval by the members of the Company for sub-division of the equity shares/ Stock Split, consent of the members of the Company be and is hereby accorded to alter Authorised Share Capital of the Company from existing Rs. 450,00,00,000/- (Rupees Four Hundred Fifty Crores Only) divided into 38,58,58,500 (Thirty Eight Crores Fifty Eight Lacs Fifty Eight Thousand Five Hundred Only) Equity Shares of Rs.10/- (Rupees Ten) each and 6,41,41,500 (Six Crores Forty One Lacs Forty One Thousand Five Hundred Only) Preference Shares of Rs. 10/- (Rupees Ten) each to Rs. 450,00,00,000/- (Rupees Four Hundred Fifty Crores Only) divided into 385,85,85,000 (Three Hundred and Eighty Five Crores Eighty Five Lacs Eighty Five Thousand Only) Equity Shares of Re.1/- (Rupee One) each and 6,41,41,500 (Six Crores Forty One Lacs Forty One Thousand Five Hundred Only) Preference Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted as follows:

“The Authorised Share Capital of the Company is Rs. 450,00,00,000 (Rupees Four Hundred Fifty Crores Only) divided into 385,85,85,000 (Three Hundred and Eighty Five Crores Eighty Five Lacs Eighty Five Thousand Only) Equity Shares of Re.1/- (Rupee One) each and 6,41,41,500 (Six Crores Forty One Lacs Forty One Thousand Five Hundred Only) Preference Shares of Rs. 10 (Rupees Ten) each.”

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RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, Mr. Vinod Jain, Chief Financial Officer and Ms. Diksha Sharma, Company Secretary of the Company be and hereby are severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and / or incidental thereto, and to execute all deeds, applications, documents, filing of documents with Stock Exchanges, filing of e-forms with ROC and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things, from time to time, as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Company Secretary or Officer(s) of the Company as may be required to give effect to the above resolution.”

5. **To consider and approve for giving authorization to Board of Directors to advance any loan, give any guarantee or to provide any security to all such bodies corporates in which Directors are interested as specified in section 185 of the Companies Act, 2013 upto an aggregate limit of Rs. 200 crores**

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

“RESOLVED THAT pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with Memorandum and Articles of Association of the Company and pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/to be taken/availed/to be availed by any entity which is a Subsidiary/ Associate/Joint Venture or such other entity/person as specified under Section 185 of the Companies Act, 2013 and more specifically to such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested; provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the Entities shall not at any time exceed the aggregate limit of Rs. 200 Crores (Rupees Two Hundred Crores Only).

RESOLVED FURTHER THAT the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower companies for the purpose of its principal business activities.

RESOLVED FURTHER THAT keeping the best interest of the Company in view, any approval accorded by the Board of Directors and shareholders of the Company under Section 185 of the Companies Act, 2013 under this resolution shall be in force till the period any amendment to the said resolution will be made by the Board of Directors and Shareholders thereof.

RESOLVED FURTHER THAT any one of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution.”

By Order of the Board of Directors

Place: Ahmedabad

Date: 18.10.2024

**Diksha Sharma
Company Secretary
Membership No. 56317**

Registered Office:

Phase-II, Village-Vadavala,

Tehsil- Savli, Vadodara,

Gujarat, India

CIN: L31300GJ1992PLC018198

Tel: 0266-251345/251516

Email: cs@dicabs.com

Website: www.dicabs.com

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 1 to 5 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 1 and 2 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/e-appointment at this EGM are also annexed.
2. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated 08.04.2020, General Circular No. 17/2020 dated 13.04.2020, General Circular No. 22/2020 dated 15.06.2020, General Circular No. 33/2020 dated 28.09.2020, General Circular No. 39/2020 dated 31.12.2020, General Circular No.10/2021dated 23.06.2021, General Circular No. 20/2021 dated 08.12.2021, General Circular No. 3/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022, General Circular No. 11/2022 dated 28.12.2022, General Circular No. 09/2023 dated 25.09.2023 and General Circular No. 09/2024 dated 19.09.2024”, (collectively referred to as “MCA Circulars”) permitted the holding of the EGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the EGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the EGM.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and route map of EGM are not annexed to this Notice.
4. The Company has availed the services of KFin Technologies Limited, the Registrar and Transfer Agents (“RTA”) for conducting the EGM through VC/ OAVM and enabling participation of shareholders at the meeting thereto and for providing services of remote e-voting and e-voting during the EGM.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with KFin Technologies Limited, the Registrar and Transfer Agents (“RTA”) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by RTA.
6. In accordance with the aforesaid MCA General Circular No. 20/2020 dated 05.05.2020, Notice of the EGM shall be sent only through electronic mode to those Members, whose e-mail ID are registered with K-Fin Technologies Limited / Depositories. Members may note that the Notice of EGM 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.
7. The Members can join the EGM in the VC/OAVM mode 60 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 2000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Risk Management Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
8. All the documents referred to in the Notice and Statement pursuant to Section 102 of the Act, will be available for inspection in electronic mode. Members who seek inspection may write to us at cs@dicabs.com .
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. Friday, November 8, 2024.
10. The Notice of the EGM of the Company, inter-alia, indicating the process and manner of electronic voting (“e-voting”) is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, hard copies of the Notice of the EGM of the Company, inter-alia, indicating the process and Manner of e-voting are being sent in the permitted mode. Members are requested to register the same with their

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concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting the Form ISR1 duly filled and signed by the holders. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs / KFin Technologies Limited (RTA/KFin) to enable servicing of notices/documents and other communications electronically to their e-mail address in the future. In case any member is desirous of obtaining hard copy of the Notice of the EGM of the Company, may send request to the Company's email address at cs@dicabs.com mentioning Folio No./ DP ID and Client ID.

11. The Register of Members and Share Transfer Books will remain closed from Saturday, November 9, 2024 to Friday, November 15, 2024 (both days inclusive) for the purpose of Extra Ordinary General Meeting.
12. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to K-fin Technologies Limited 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.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
 - 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 other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details. Members may also refer to Company's website <https://dicabs.com/investor/shareholders-information/>
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account, renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://dicabs.com/investor/shareholders-information/> and on the website of the Company's RTA, Kfin at www.kfintech.com . It may be noted that any service request can be processed only after the folio is KYC Compliant.
15. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in a demat form with effect from April 1, 2019, except in case of a request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for the ease of portfolio management, members holding shares in the physical form are requested to consider converting their holding to a demat form. Members can contact the Company or our RTA for assistance.
16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting 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 ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://dicabs.com/investor/shareholders-information/>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the EGM.
18. Members seeking any information or clarification or any other matter to be placed at EGM are requested to send written queries to the Company on cs@dicabs.com at least 10 days before the date of the meeting to enable the management to respond appropriately.
19. Members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.
20. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast through ballot paper at the EGM and votes cast through remote e-voting), not

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later than 2 working days from the conclusion of the EGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges on which the Company's shares are listed and will also be displayed on the Company's website at www.dicabs.com.

21. The Instructions for members for Remote e-Voting and joining General Meeting are as under :-

A. VOTING THROUGH ELECTRONIC MEANS

- 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 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.
- ii. The remote e-voting period commences on Tuesday, November 12, 2024 at 09:00 A.M. and ends on Thursday, November 14, 2024 at 05:00 P.M. The remote e-voting module shall be disabled for voting thereafter. However, members who have not cast their vote on the Resolutions through remote e-voting, shall be eligible to vote through e-Voting system during the EGM. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, November 8, 2024.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) i.e. KFin Technologies Limited, RTA thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/participate in the EGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.
- v. The Board of Directors has appointed Mr. Ashish Shah, Practicing Company Secretary and Proprietor of M/s Ashish Shah & Associates, Ahmedabad (Membership No.: 5974 and COP No.: 4178) as the scrutinizer to scrutinize the remote voting and e-voting, process before and during the EGM in a fair and transparent manner.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- viii. The details of the process and manner for remote e-Voting and e-EGM are explained herein below:

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

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

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

Details on Step 1 are mentioned below:

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1. User already registered for IDeAS facility:<ol style="list-style-type: none">I. Visit URL: https://eservices.nsdl.comII. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.2. User not registered for IDeAS e-Services<ol style="list-style-type: none">I. To register click on link : https://eservices.nsdl.comII. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

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	<p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsd.com/</p> <p>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>III. 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.</p> <p>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
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

Details on Step 2 are mentioned below:

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

DIAMOND POWER INFRASTRUCTURE LIMITED

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

- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- b. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number.-In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
- c. After entering these details appropriately, click on "LOGIN".
- d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the "EVEN" i.e., ' 8470' and click on "Submit"
- g. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- h. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- i. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- j. You may then cast your vote by selecting an appropriate option and click on "Submit".
- k. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- l. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id ashish@ravics.com with a copy marked to evoting@kfintech.com . The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."

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

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

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

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

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

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

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

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

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

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

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

Details on Step 3 are mentioned below:

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

- i. Member will be provided with a facility to attend the EGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining EGM through VC/ OAVM shall open at least 60 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the EGM. E-voting during the EGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vi. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the EGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the EGM shall be treated as invalid.
- vii. Institutional Members are encouraged to attend and vote at the EGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the EGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will be opened from Tuesday, November 12, 2024 at 09:00 A.M. to Wednesday, November 13, 2024 at 05:00 P.M. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the EGM to only those Members who have registered themselves, depending on the availability of time for the EGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option which will be opened from Tuesday, November 12, 2024 at 09:00 A.M. to Wednesday, November 13, 2024 at 05:00 P.M.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Ms. C Shobha Anand, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, November 8, 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a

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Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

- V. In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - Members who may require any technical assistance or support before or during the EGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- VI. The results of the electronic voting shall be declared to the Stock Exchanges within two working days after completion of the EGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

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

Item No. 1 & 2

Pursuant to provisions of section 161 of the Companies Act, 2013 ('the Act'), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee ('NRC'), the Board of Directors, at its meeting held on October 18, 2024, appointed Mr. Vinod Jain (DIN : 08204721), as an Additional Director of the Company, w.e.f. October 19, 2024. At the said meeting, the Board of Directors based on the recommendation of NRC, also appointed Mr. Vinod Jain (DIN: 08204721) as the Whole-time Director of the Company, for a period of 3 years, with effect from October 19, 2024 up to October 18, 2027 subject to the approval of the Company in General Meeting, on the terms and conditions including remuneration as recommended by the NRC and approved by the Board of the Directors.

As an Additional Director, Mr. Vinod Jain holds office up to the date of the Extra Ordinary General Meeting and is eligible to be appointed as a Director of the Company. The Company has received a notice from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company. The Company has received from Mr. Vinod Jain, consent to act as the Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of section 164(2) of the Act, and has not been debarred or disqualified from being appointed or continuing a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Jain satisfies all the conditions set out in Part-I of Schedule V to the Act and under sub-section (3) of section 196 of the Act for being eligible for this appointment.

Mr. Vinod Jain is a Qualified Chartered Accountant having extensive and diverse experience of 30+ years in financial leadership across multiple industries. Headed financial operations, secured funding, managed greenfield projects, led business & financial restructuring and technology initiatives. Previously, he was associated as CFO with Cadila Pharmaceuticals Limited, Green Gene-Environment Protection & Infrastructure Limited and others.

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

Broad particulars of the terms of re-appointment and remuneration payable to Mr. Vinod Jain are as under:

- Period:** 3 (Three) years, with the liberty to either party to terminate the appointment on three months' notice in writing to the other.
- Remuneration:** Rs. 1.35 Crores per annum.
- Other Terms and Conditions:**
 - He shall not be entitled to any sitting fees for attending the meetings of the Board of Directors or any Committee thereof.
 - He is entitled of the Increment as per the Company policy applicable from time to time.
 - The term of office of Mr. Vinod Jain (DIN: 08204721) as Whole-time Director of the Company shall not be subject to retire by rotation.

The additional details of Mr. Vinod Jain (DIN : 08204721) as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the **Annexure I** forming part of this Notice. Mr. Vinod Jain (DIN: 08204721) does not hold any shares in the Company.

Your Directors recommend the resolution at Item No. 1 for your approval as an Ordinary Resolution and Item No. 2 as a Special Resolution.

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Except Mr. Vinod Jain, none of the other Directors or Key Managerial Personnel or their relatives is in any way concerned or interested in the resolution as set out in Item no. 1 & 2 of this Notice.

Additional Information on the Company and proposal is given below:

I. General Information			
1. 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), and transmission towers and also offers EPC services. The Company sells its products under 'DICABS' brand.		
2. Date or expected date of commencement of commercial production	The Company was under CIRP Process, on trigger date i.e., 17 th September, 2022, the Board took a Charge of the management of the Company. The Company has commenced its commercial production in December, 2022.		
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable (the company is an existing company)		
4. Standalone Financial performance indicators:	Amount (in Lakhs)		
	Particulars	2023-24	2022-23
	Total Revenue and other Income	34,412.00	1,571.93
	Total Expenses	32,691.39	5,859.79
	Profit /(Loss) before tax	1,690.37	(4,287.86)
	Profit /(Loss) after tax	1,702.50	(4,287.86)
5. Foreign investments or collaborations, if any:	There is no direct foreign investment in the Company except to the extent shares held by Foreign Institutional Investors (FII) through secondary market. There is no foreign collaboration in the Company.		
II Information about the appointee			
1. Background details	Mr. Vinod Jain is a Qualified Chartered Accountant having extensive and diverse experience of 30+ years in financial leadership across multiple industries. Headed financial operations, secured funding, managed greenfield projects, led business & financial restructuring and technology initiatives. Previously, he was associated as CFO with Cadila Pharmaceuticals Limited, Green Gene-Environment Protection & Infrastructure Limited and others.		
2. Past Remuneration	Rs. 13,61,273/-		
3. Recognition or awards	Not Applicable		
4. Job profile and suitability	The said Director of the Company plays an important role in the sustainable growth, attaining the overall strategic goals of the Company and ensure adoption of good governance practices. The said Director of your Company is a CA by profession and bring with him significant professional expertise and rich experience and knowledge across a wide spectrum of functional areas such as business strategy, finance and corporate governance. He actively engage with the Management for fostering the effectiveness of the Company's performance and setting high quality governance standards and norms for the Company.		
5. Remuneration proposed	Rs. 1.35 Crore p.a.		
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The remuneration as proposed 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 Chief Financial Officer and Whole-time Director of the Company, he need to devote the substantial time in overseeing the technical and finance operations of the Company.		
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any;	Not Applicable		

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III Other Information	
1. Reason for loss or inadequate profit	The Company intends to pay remuneration of Rs. 1.35 Crore p.a. However minimum remuneration in the event of inadequate profits is being proposed as an abundant caution.
2. Steps taken or proposed to be taken for improvement:	The Company under the revival process is taken over by the newly reconstituted promoters of the Company in line with the National Company Law Tribunal, Ahmedabad bench order dated 20 th June, 2022, who are the successful resolution applicant under the CIRP process. The reconstituted management of the Company are adopting all the economic measures and have started the commercial activities of the Company and gets into operations to wipe out all the losses.
3. Expected increase in productivity and profits in measurable terms:	The reconstituted management of the Company are adopting all the economic measures and have started the commercial activities of the Company and gets into operation. The Management of the Company are expecting increase in productivity and profits by end of financial year 2025.
IV Other Disclosures	
	Not Applicable

Item No. 3 and 4

The equity shares of the Company are listed and actively traded on BSE Limited and National Stock Exchange of India Limited.

In order to provide enhanced liquidity to the Company's equity shares in the stock market, to widen shareholder base and to make it more affordable/ accessible for small investors in the Stock Market, it is proposed to sub-divide each equity share of face value of Rs. 10/- into Ten equity shares of face value of Re. 1/- each pursuant to the provisions of Section 61(1) (d) of the Companies Act, 2013 ("the Act"), the rules made thereunder and other applicable provisions. The proposed sub-division (stock split) of shares will not have any effect/result on the voting percentage/rights of any shareholders of the Company.

The record date for the aforesaid sub-division of equity shares shall be fixed by the Board after the approval of the members is obtained for the proposed sub-division (stock- split).

In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and its investors and therefore the Board at its meeting held on October 18, 2024, approved the aforesaid sub-division subject to requisite approval of the members. There will not be any change in the amount of authorized, subscribed and paid-up share capital of the Company consequent upon sub-division of equity shares.

Presently, the Authorized Share Capital of your Company is Rs. 450,00,00,000 (Rupees Four Hundred Fifty Crores Only) divided into 38,58,58,500 (Thirty Eight Crores Fifty Eight Lacs Fifty Eight Thousand Five Hundred Only) Equity Shares of Rs.10/- (Rupees Ten) each and 6,41,41,500 (Six Crores Forty One Lacs Forty One Thousand Five Hundred Only) Preference Shares of Rs. 10/- (Rupees Ten) each. The Issued, Subscribed and Paid-up Capital of your Company is Rs. 52,69,71,060/- divided into 5,26,97,106 Equity Shares of Rs. 10/- each.

Pursuant to the Sub- division/ Stock Split; the Issued, Subscribed and Paid-up Capital of your Company will be Rs. 52,69,71,060/- divided into 52,69,71,060 Equity Shares of Re. 1/- each.

Further, the sub-division of equity shares proposed under business Item No. 3 of this Notice shall also require consequential amendment to the existing Clause V of the Memorandum of Association of the Company of the Company as set out under Item No. 4 of this Notice. Accordingly, the Authorized Share Capital of your Company will be Rs. 450,00,00,000 (Rupees Four Hundred Fifty Crores Only) divided into 385,85,85,000 (Three Hundred and Eighty Five Crores Eighty Five Lacs Eighty Five Thousand Only) Equity Shares of Re.1/- (Rupee One) each and 6,41,41,500 (Six Crores Forty One Lacs Forty One Thousand Five Hundred Only) Preference Shares of Rs. 10/- (Rupees Ten) each. A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members by sending request at cs@dicabs.com between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of email of the EGM Notice till 15th November, 2024.

None of the Directors, Key Managerial Personnel or their relatives are directly or indirectly concerned or interested in the resolutions at Item No. 3 and 4 of the Notice except to the extent of their shareholding and shares which may be allotted to them as part of this Sub- division/ Stock Split.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 3 and 4 of this Notice for the approval of the Members by way of passing an Ordinary Resolution.

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Item No. 5

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner.

However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a special resolution is passed by the company in general meeting and the loans are utilized by the borrowing company for its principal business activities.

In order to augment the long term resources of the Company and to render support for the business requirements of the entities in which director of the Company is interested or deemed to be interested from time to time, the Board of Directors in its meeting held on October 18, 2024 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for advancing any loan, giving any guarantee or providing any security to all such companies in which Directors of the Company are interested as specified under Section 185 of the Companies Act, 2013 and more specifically such other companies as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested and upto an aggregate limit of Rs. 200 Crores. Further, the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower companies for the purpose of its principal business activities and that keeping the best interest of the Company.

Further the members of the Company are informed that providing loan / guarantee / security to the Companies in which Directors are interested would be termed as related party transaction and if aggregate value of transactions to be entered into with related party exceeds Rupees One Thousand Crore or ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company, whichever is lower termed as a material related party transaction.

In our case the said transaction will be treated as a material related party transaction and the said approval was already availed by the Company in it's meeting held on 27.09.2024.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any). Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 5 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

Further, as per Regulation 23(4) of Listing Regulations, no related party shall vote to approve the resolution as set out at item no. 5 of this Notice.

By Order of the Board of Directors

Place: Ahmedabad

Date: 18.10.2024

Diksha Sharma
Company Secretary
Membership No. 56317

Registered Office:

Phase-II, Village-Vadavala,

Tehsil- Savli, Vadodara,

Gujarat, India

CIN: L31300GJ1992PLC018198

Tel: 0266-251345/251516

Email: cs@dicabs.com

Website: www.dicabs.com

DIAMOND POWER INFRASTRUCTURE LIMITED**Annexure -1 to the Notice****Details of Director seeking appointment at the Extra-ordinary 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 Director proposed to be appointment are given below:

Name of Director	Mr. Vinod Jain
DIN	08204721
Date of Birth and Age	02-02-1967 57 years
Date of Appointment	19 th October, 2024
Qualification	CA
Brief Resume, Experience & Expertise	Mr. Vinod Jain is a Qualified Chartered Accountant having extensive and diverse experience of 30+ years in financial leadership across multiple industries. Headed financial operations, secured funding, managed greenfield projects, led business & financial restructuring and technology initiatives. Previously, he was associated as CFO with Cadila Pharmaceuticals Limited, Green Gene-Environment Protection & Infrastructure Limited and others.
Remuneration last drawn by such person, if any	Rs. 13,61,273/-
Remuneration proposed to be paid	Rs. 1.35 Crores per annum.
Directorships held in other listed companies as Nil on 31 st March, 2024 (other than Diamond Power Infrastructure Limited)	Nil
Chairman/Member of Committee of the Board other than Diamond Power Infrastructure Limited)	Nil
Number of Board meeting attended during FY 2023-24	NA
Terms and conditions of appointment along with details of remuneration sought to be paid	Provided in Item No. 1 and 2 of Explanatory statement
Relationship with other Directors inter se Manager and other Key Managerial Personnel	Director appointed is not related to any of the existing Directors of the Company.
No. of Shares held in company	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.
Names of Listed Entities from which the person has resigned in the past three years	IRM Energy Limited
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Business strategy, Business Process, Manufacturing, Finance