

DIAMOND POWER INFRASTRUCTURE LIMITED

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

NOTICE

NOTICE is hereby given that an **Extra-Ordinary General Meeting** of the Members of **M/s Diamond Power Infrastructure Limited** will be held on **Saturday, the 17th of August, 2013** at 10.00 A.M. at Registered Office of the Company situated at Phase II, Village-Vadadala, Tal. Savli, Dist. Vadodara, 391 520, to transact the following Special Business:

The Members are requested to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT subject to the provision of section 81, 86 and any other applicable provision, if any, of the Companies Act, 1956, the guidelines / regulations issued by the Securities and Exchange Board of India (SEBI) and or the Stock Exchange or any other appropriate authorities, in this behalf; such other approvals, consent, permission and sanctions etc, from such authorities or bodies, as may be necessary or requisite; AND THAT pursuant of Articles 190 of the Articles of Association of the company and Such other Articles as may be applicable and on the recommendation of the Board of Directors of the Company ("the Board")

1. A sum of Rs 12,40,21,240 (Rupees Twelve Crores Forty Lacs Twenty One Thousand Two Hundred and Forty Only), be and is hereby capitalized out of the amount standing to the credit of General Reserve Account as on 31st March, 2013;
2. The board, be and is hereby authorized to appropriate the said sum of 12,40,21,240 (Rupees Twelve Crores Forty Lacs Twenty One Thousand Two hundred and Forty) towards issue of Bonus Shares to all the equity share holders of the Company including promoter and promoter's group, whose names appear as beneficial owner(s) of the equity shares of the Company, whose names appear as records of the Depositories, at the close of business on a date specified in this regard by the Board (hereinafter referred to as "the Record Date") and issue of Bonus Shares of Rs.10/- each in the proportion of 1 (One) New Equity Share for Every 3 (Three) existing Equity Shares held by them respectively on the "Record Date" and the largest shareholders, be allotted, issued and credited 0.5 fraction less than its entitlement.
3. The new equity shares shall rank pari passu in all respects with and carry the same rights as the existing fully paid-up equity shares of the company and notwithstanding the date or dates of allotment thereof shall be entitled to participate in full in any dividend to be declared in respect of the financial year in which the allotment of the new equity shares pursuant to this Resolution is made;
4. Any of such new equity shares which on the exact distribution in the proportion aforesaid, would fail to be allotted in fraction, be allotted in the name of a Director of the Company upon trust to sell the same and divide the net proceeds amongst the shareholders entitled to such fractions pro-rata in accordance with their rights;
5. The Bonus Equity Shares issued shall be treated for all purpose as an increase of the amount of share capital of the Company held by each such member and not as an income or distribution in lieu of Dividend;
6. No letter of allotment shall be issued to the members entitled to Bonus Shares and in case the shares are held in dematerialized form, the Bonus Shares shall be credited to the depository account of the beneficiary shareholders within the stipulated time period and in case the shares are held in physical form, the share certificate in respect thereof shall be issued under the common seal of the Company and shall bear the facsimile signature of any two Directors and be countersigned by the Company Secretary"

"RESOLVED FURTHER THAT, the board be and is hereby authorised to apply for listing of Bonus Shares to the Bombay Stock Exchange and National Stock Exchange, where the Company's existing equity share are listed and to make an application to Depositories for crediting the Bonus Shares to individual Depository Account of the Allottees and also filed requisite e-forms to Registrar of Companies, Gujarat."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board be and is hereby authorised to do all acts, deeds matter and things as it that may in its absolute discretion deem necessary, to settle any question, difficulty or doubt that may arise in regard to the issue and distribution of the new Equity Shares as it may think fit, and to accept on behalf of the Company, modification of any nature if any, which may be proposed by Statutory Authority and which the Board in its discretion think fit and proper."

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NOTES:

1. The Explanatory Statements, pursuant to Section 173(2) of the Companies Act, 1956, are annexed hereto and forms part of the Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Member/Proxies should bring the enclosed Attendance Slip duly filled in, for attending the Meeting.
4. All documents referred to in the Notice and Explanatory Statements are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. up to the Meeting except holidays.
5. Members are requested to bring their copy of the Notice for the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

The Company had issued the bonus shares last time during the year 2009-10. At present Authorized paid up capital of the Company is 5,00,00,000 Equity Shares of Rs. 10 Each aggregating to Rs. 50,00,00,000. The Directors at the meeting held on 24th July, 2013 have recommended to capitalise reserves to the extent of Rs. 12,40,21,240 for issue and allotment of Bonus equity shares in the proportion of One new Bonus equity share for every three equity share held by the Members including promoter and promoter's group on the record date to be hereafter fixed by the Board/Committee of the Board.

The issued and subscribed capital of the Company presently is 3,78,86,121 Equity Shares of

Rs. 10 each aggregating to Rs. 37,88,61,210 and Paid up Capital of the Company presently is 3,72,06,371 Equity Shares of Rs. 10 each aggregating to Rs. 37,20,63,710. The Company proposes to issue Bonus Shares in the ratio of One Bonus Equity Share of Rs. 10 each fully paid up for every three Equity Share (1:3) held by the Members on the Record Date to be fixed in consultation with the Stock Exchange. Accordingly 1,24,02,124 Equity Shares of Rs. 10 would be issued as fully paid up Bonus Shares to the eligible Members of the Company. Consequently the paid up equity share capital of the Company would increase to Rs. 49,60,84,950 consisting of 4,96,08,495 equity shares of Rs. 10 each.

The issue of fully paid bonus shares by way of capitalisation of reserves is allowed under Section 205(3) of the Companies Act, 1956. The proposed issue of Bonus Shares also fulfills the SEBI Regulations. Applications will be made to the Stock Exchanges for permission to listing and dealing in such Bonus Shares.

Article 190 of the Articles of Association of the Company permits capitalisation of reserves by applying the same towards payment of unissued shares to be allotted to the Members.

A copy of the Memorandum and Articles of Association of the Company is available for inspection by the Members of the Company at its Registered Office between 11.00 a.m. to 1.00 p.m. on any working day of the Company.

The Directors recommend the adoption of the Resolution. None of the Directors of the Company is interested in the Resolution except to the extent that they would be entitled for bonus shares in relation to their respective holding of equity shares in the Company.

By and order of Board of Directors
For Diamond Power Infrastructure Limited

Nishant Javlekar
Company Secretary

Date: 24th July, 2013
Place: Vadodara

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PROXY FORM

FOR SHARES IN DEMATERIALISED 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 _____
_____ b
eing member/ member(s) of Diamond Power Infrastructure Limited hereby appoint Mr./Ms.
_____ residing _____ at
Mr./Ms. _____ or failing him/her
_____ 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 Saturday, the 17th of August, 2013 at
10.00 a.m. at 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 _____ 2013

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 DEMATERIALISED 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 Saturday, the 17th of August, 2013 at 10.00 a.m. at 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.)

