

June 19, 2026

Corporate Relations Department
BSE Limited
2nd Floor, P.J. Towers
Dalal Street,
Mumbai - 400 001
Scrip Code: 522163

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G- Block,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051
Scrip Symbol: DIACABS

Sub: Postal Ballot Notice ('Notice')
Ref: Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Please find enclosed the Postal Ballot Notice dated June 18, 2026, for seeking approval of the Members of the Company through remote e-voting only for:

Sr. No.	Particulars	Type of Resolution
1.	To approve raising funds by way of issuance of Equity Shares through Qualified Institutions Placement (QIP)	Special

Electronic Voting Sequence Number (EVSN) is 9818 and the remote e-voting will commence on Saturday, June 20, 2026 (9:00 a.m. IST) and will end on Sunday, July 19, 2026 (5:00 p.m. IST). The results of the Postal Ballot will be announced on or before Tuesday, July 21, 2026.

In accordance with the applicable laws, the Notice is being sent in electronic mode only to those members whose names appeared in the Register of Members / List of Beneficial Owners maintained by the Company / Depositories respectively as at close of business hours on Wednesday, June 17, 2026 (cut-off date) and are eligible for the purpose of remote e-voting in proportion to their shares in the paid-up equity share capital of the Company.

The shareholders are requested to cast their vote for fully paid-up shares of Rs. 1 each. The further detailed Information for remote e-voting is mentioned in enclosed Notice.

The Notice is also available on the website of the Company at <https://dicabs.com/investor/general-meeting-records/> and website of KFin Technologies Limited at <https://evoting.kfintech.com>.

The above is for your information and records, please.

Thanking you,

Yours sincerely,
For Diamond Power Infrastructure Limited

Jayesh Patel
Company Secretary
ICSI Mem.No:A14898

Encl: As above



DIAMOND POWER INFRASTRUCTURE LIMITED

Registered Office: Vadadala, Phase - II, Savli, Vadodara, Gujarat, India-391520
Tel: 02667-251354/251516
E-mail: cs@dicabs.com; Website: www.dicabs.com
CIN: L31300GJ1992PLC018198

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s)

NOTICE is hereby given that pursuant to and in compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard-2 on General Meetings ('SS-2'), read with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings / conducting postal ballot process through Remote e-voting vide General Circular No. 03/2025 dated 22nd September, 2025 read with other circulars issued by MCA (referred to as 'MCA Circulars') and Circulars issued by Securities and Exchange Board of India ("SEBI Circulars") and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force), to the Members of Diamond Power Infrastructure Limited (hereinafter referred to as 'the Company') to transact the special business as set out hereinunder by passing a Special Resolution by remote e-voting process ('remote e-voting') only.

The proposed Resolution and the Explanatory Statement setting out the material facts as required in terms of Section 102 of the Act read with the Rules and the MCA Circular forms part of this Postal Ballot Notice ('Notice') for seeking consent of the Members holding paid-up equity shares of the Company through Postal Ballot by remote e-voting only.

This Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / Registrar and Share Transfer Agent ["RTA"] and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Wednesday, June 17, 2026 ["Cut-off date"]. Accordingly, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Please refer to detailed instructions for remote e-voting explained in notes to this Notice.

Cut-off Date (for determining the Members entitled to vote on the resolutions set forth in this Notice)	Wednesday, June 17, 2026
Remote e-voting period [During this period Members of the Company may cast their vote by remote e-voting]	Commences from Saturday, June 20, 2026, at 09:00 A.M. IST Ends at Sunday, July 19, 2026 at 05:00 P.M. IST
URL for Remote e-voting [e-voting details given on page no. 18]	a. KFin Technologies Limited (KFinTech): https://evoting.kfintech.com/ b. National Securities Depository Limited (NSDL): https://eservices.nsdl.com/ or https://www.evoting.nsdl.com/ c. Central Depository Services (India) Limited (CDSL): https://web.cdslindia.com/myeasitoken/Home/Login or https://www.cdslindia.com/

SPECIAL BUSINESS

1. To approve raising funds by way of issuance of Equity Shares through Qualified Institutions Placement (QIP)

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 62 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the regulations for Qualified Institutions Placement (“QIP”) contained in Chapter VI and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), Securities and Exchange Board of India Act, 1992 (“SEBI Act”) as amended from time to time, Securities Contracts (Regulation) Act, 1956 including Securities Contracts (Regulation) Rules, 1957 (“SCRA”/“SCRR”), Income Tax Act, 2025 (“IT Act”), the Foreign Exchange Management Act, 1999 (“FEMA”), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non-debt Instruments) Regulations, 2019 read with the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (including any statutory amendments thereto or modifications or re-enactments thereof for the time being in force), the listing agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed (“Stock Exchanges”) and subject to the Securities and Exchange Board of India (Prevention of Insider Trading) Regulations 2015, Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications and guidelines issued by the Government of India (“GOI”), Ministry of Corporate Affairs (“MCA”), Reserve Bank of India (“RBI”), Stock Exchanges, Registrar of Companies, Ahmedabad (“ROC”) and such other statutory/regulatory authorities), circulars or notifications issued thereunder and subject to the approvals of the GOI, SEBI, RBI, Stock Exchanges, MCA, ROC and from such other appropriate statutory, regulatory, Government and other authorities and departments as may be applicable in this regard, and such other approvals, consents, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed upon by any such authority(ies) while granting such approvals, consents, permissions and sanctions, the consent of Members be and is hereby accorded to the Board of Directors of the Company (“the Board”, which term shall include the Management Committee of the Board or any other committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution) to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) by way of a QIP on a private placement basis, such number of fully-paid Equity Shares of face value of ₹ 1/- (Rupees One only) each (“Equity Shares”) to Qualified Institutional Buyers (“QIBs”) whether they be holders of Equity Shares of the Company or not, for an aggregate amount not exceeding ₹ 2,000 Crore (Rupees Two Thousand Crore only) in one or more tranches, at such price or prices including premium in such manner to the eligible investors in the course of domestic or international offerings, through issue of offer document and/or placement document and/or private placement offer letter (along with the application form) and/or other permissible/requisite offer documents or other permissible/requisite documents/writings/circulars/memoranda in such a manner in accordance with provisions of Chapter VI of the SEBI ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), venture capital funds, alternative investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/or any other categories of investors, who are authorised to invest in the Equity Shares of the Company as per extant regulations/guidelines or any combination of the above, whether they being existing holders of the Equity Shares or not (collectively referred to as the “Investors”), on such terms and conditions as may be deemed appropriate and as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws, with authority to retain over subscription up to such percentage as may be permitted under applicable regulations and in such manner and on such terms and conditions, including the discretion to determine the categories of Investors to whom the offer, issue

and allotment of Equity Shares shall be made to the exclusion of others, in such manner as may be prescribed under applicable laws, and without requiring any further approval or consent from the members considering the prevailing market conditions and/or other relevant factors, and wherever necessary, in consultation with the book running lead managers and/or other advisors appointed by the Company and the terms of the issuance as may be permitted by SEBI, the Stock Exchanges, RBI, MCA, GOI, ROC, or any other concerned governmental/statutory/regulatory authority in India or abroad, together with any amendments and modifications thereto (“Issue”).

RESOLVED FURTHER THAT the allotment of Equity Shares shall only be to QIBs as defined in the SEBI ICDR Regulations, and such Equity Shares shall be fully paid-up & rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) and be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and the allotment of such Equity Shares shall be completed within 365 days from the date of passing this special resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time.

RESOLVED FURTHER THAT pursuant to Regulation 176(1) of SEBI ICDR Regulations, the Company be and is hereby authorized to offer Equity Shares at a discount of not more than 5 (five) percent on the floor price or such other percentage as may be permitted under the applicable laws from time to time.

RESOLVED FURTHER THAT the relevant date for the determination of the floor price of the Equity Shares (“Floor Price”) shall be in accordance with the SEBI ICDR Regulations that is the date of meeting in which the Board decides to open the Issue.

RESOLVED FURTHER THAT no allotment shall be made, either directly or indirectly to any QIBs who are promoters or any person related to promoters in terms of the SEBI ICDR Regulations

RESOLVED FURTHER THAT minimum of 10 (Ten) percent of the Equity Shares to be issued and allotted under QIP pursuant to Chapter VI of SEBI ICDR Regulations shall be allotted to Mutual Fund(s) and if the Mutual Fund(s) do not subscribe to said minimum percentage or any part thereof, such minimum portion or part thereof may be allotted to other QIBs.

RESOLVED FURTHER THAT the allotment to a single QIB in the proposed QIP issue shall not exceed 50% of the total issue size and the minimum number of allottees shall not be less than two (in case the issue size is less than or equal to ₹250 Crore) or five (in case the issue size is more than ₹250 Crore), as applicable, or such other limit as may be permitted under applicable laws.

RESOLVED FURTHER THAT the Company shall not undertake any QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions.

RESOLVED FURTHER THAT the Equity Shares, as eligible in accordance with applicable law, shall not be sold for a period of one year from the date of allotment, except on a recognized Stock Exchange or except as may be permitted from time to time by the SEBI ICDR Regulations.

RESOLVED FURTHER THAT a credit rating agency, registered with the Board will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till 100% of the proceeds from the QIP have been utilized.

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification(s) in the proposal as may be required or imposed by the GOI/RBI/ SEBI/Stock Exchanges where the Equity Shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to by the Board

RESOLVED FURTHER THAT the issue and allotment of new Equity Shares to eligible foreign investors be subject to the approval of the RBI (if any) under the FEMA as may be applicable but within the overall limits set forth under FEMA.

RESOLVED FURTHER THAT for issuance of Equity Shares by way of QIP as per Chapter VI of SEBI ICDR Regulations, the price determined for the QIP shall be subject to appropriate adjustments as specified under the SEBI ICDR Regulations for any rights issue of Equity Shares or bonus issue (capitalization of profits or reserves) or stock split of shares or if the Company has consolidated its outstanding Equity Shares including by way of stock split or if the Company re-classifies any of its Equity Shares into other securities of the Issuer or similar event or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

RESOLVED FURTHER THAT the issue of Equity Shares by way of QIP as per Chapter VI of SEBI ICDR Regulations shall, inter alia, be subject to the following terms and conditions, subject to compliance with applicable laws:

- (i) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, will stand reduced in equal proportion;
- (ii) in the event the Company is making a rights offer by the issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares shall stand increased in the same proportion as that of the rights offer, and such additional Equity Shares shall be offered to the equity shareholders at the same price at which the same are offered to the existing equity shareholders;
- (iii) in the event of a merger, amalgamation, takeover or any other re-organization or re-structuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (iv) in the event of consolidation and / or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Equity Shares and / or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT for the purpose of giving effect to creation, offer, issue, allotment or listing of the Securities pursuant to the offering, the Board be and is hereby authorized to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the offering, including but not limited to the negotiation, finalization and approval of the draft as well as final offer document(s), placement document, and any addenda or corrigenda thereto with the Regulatory Authorities, as may be required and to engage, appoint and to enter into and execute all such agreement(s)/ arrangement(s)/ MOUs/ placement agreement(s)/ subscription agreement(s)/any other agreements, escrow agreement, monitoring agency agreement or documents with any consultant(s), lead manager(s), co-lead manager(s), manager(s), advisor(s), registrar(s), authorized representative(s), legal advisor(s) / counsel(s), merchant banker(s), underwriter(s), custodian(s), stabilizing agent(s) and all such advisor(s), professional(s), intermediaries and agencies as may be required or concerned in such offerings of Equity Shares and to remunerate them by way of commission, brokerage, fees and such other expenses as it deems fit and permissible, and to authorize any director(s) or any officer(s) of the Company, severally, to sign for and on behalf of the Company, offer document(s), arrangement(s), application(s), authority letter(s), or any other related paper(s)/document(s), give any undertaking(s), affidavit(s), certification(s), declaration(s) including without limitation the authority to amend or modify such document(s) in relation to the aforesaid Issue of Equity Shares under QIP and utilization of the issue proceeds and if the issue size exceeds ₹ 100 crore, the Board must make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with SEBI.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the lead manager(s), book running lead manager(s), underwriter(s), advisor(s) and/or other person(s) as appointed by the Company, be and is hereby authorized to determine the form and terms of the issue, including the class of investors to whom the Equity Shares are to be allotted, number of Equity Shares to be allotted in each tranche, issue price (including premium, if any), face value, premium amount on issue, number of Equity Shares, fixing of issue opening date or issue closing date or record date or book closure and related or incidental matters, as the Board in its absolute discretion deems fit.

RESOLVED FURTHER THAT the issue and allotment of securities, if any, made to NRIs, FPIs and/or other eligible foreign investors pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits as set forth thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorised to exercise its powers including powers conferred under this resolution, and also be and is hereby to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

RESOLVED FURTHER THAT the Board shall have all powers and authorities to modify, re-apply, redo, make necessary changes, approach and to do all requisite filings/ resubmission of any document(s) and other compliances and to do all such acts and deeds that are necessary to comply with the terms and conditions subject to which approval, sanction, permission etc. as may be provided by the Stock Exchange(s), SEBI, RBI, GOI and any other appropriate authority, without being required to seek any further approval of the Members and that the Members shall be deemed to have given their approval thereto for all such acts, deeds, matters and/or things, expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers conferred by this resolution on it, to any committee or sub-committee of directors or any other director(s) or officer(s) of the Company to give effect to the aforesaid resolution, with the power to such committee/sub-committee of the Board to further delegate all or any of its powers/ duties to any of the members of such committee.

RESOLVED FURTHER THAT with effect from the date of passing of this Resolution, the Special Resolution passed by the Members of the Company on December 17, 2025 shall stand superseded and substituted in its entirety by this Resolution.”

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

Jayesh Patel
Company Secretary
ICSI Mem.No:A14898

Place: Ahmedabad
Date: June 18, 2026

NOTES:

- 1) The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“the Act”) setting out the material facts and reasons in respect of the resolution as set out above, is annexed hereto and forms part of this Notice.
- 2) Pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and General Circular No. 03/2025 dated 22nd September, 2025, other Circulars issued by the Ministry of Corporate Affairs (“MCA”) and Circulars issued by Securities and Exchange Board of India (“SEBI Circular”) from time to time (“Circular”), companies have an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above-mentioned resolution, instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard. The Resolution, if passed by requisite majority, shall be deemed to have been passed on Sunday, July 19, 2026, being the last day of remote e-Voting.

3) Dispatch of Postal Ballot Notice through electronic mode

In accordance with the provisions of the circulars, this Notice is being sent through email only to Members whose email IDs are registered with KFin Technologies Limited (“KFin”), Registrar and Share Transfer Agent (“RTA”) of the Company, National Securities Depository Limited (“NSDL”) and / or Central Depository Services (India) Limited (“CDSL”) (collectively referred to as Depositories or NSDL / CDSL) as at close of business hours on Wednesday, June 17, 2026, (“cut-off date”). As per the Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. In respect of those members who have not registered their e-mail IDs, the Company has mentioned the documents to be provided to KFin hereunder.

Members may note that the Notice will be available on the Company’s website <https://www.dicabs.com/>, website of the Stock Exchanges i.e. BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”) at www.bseindia.com and www.nseindia.com respectively and on the website of KFin at <https://evoting.kfintech.com>.

4) Registration of e-mail ID

Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in:

- Electronic mode can register their email ID by contacting their respective Depository Participant(s) (“DP”).
- Physical mode can register their email ID with the KFin. Requests can be emailed to einward.ris@kfintech.com or by registering with the first holder PAN at <https://kprism.kfintech.com/signup>. Existing users can login through KPRISM (<https://kprism.kfintech.com/>). All updations to be done through ISR Forms only.

5) Members whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date only i.e., Wednesday, June 17, 2026 shall be entitled to vote on the resolution set out in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

6) Instructions for remote e-voting

(i) In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, the Company is providing facility to the Members to exercise voting through electronic voting system (“remote e-voting”) on the e-voting platform provided by KFin. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.

(ii) Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
Saturday, June 20, 2026 (9:00 a.m. IST)	Sunday, July 19, 2026 (5:00 p.m. IST)

(iii) The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

(iv) The shareholders are requested to cast their vote for fully paid-up shares of Re. 1/- each (EVEN 9818). The voting rights for fully paid-up equity shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off Date.

(v) During the above period, Members of the Company holding shares either in physical form or in dematerialised form, as on Wednesday, June 17, 2026, i.e., cut-off date, may cast their vote by remote e-voting.

(vi) Mr. Ashish Shah, Practicing Company Secretary and Proprietor of M/s Ashish Shah & Associates, Ahmedabad (Membership No.: 5974, COP No.: 4178 and Peer Review Certificate No.: S2001GJ041700) has been appointed as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner. The Scrutinizer’s decision on the validity of remote e-voting will be final.

(vii) The process and manner for remote e-voting is as under:

a) In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 relating to ‘e-voting Facility Provided by Listed Entities’ (“SEBI e-voting Circular”) the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin, on the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below.

b) E-voting process has been enabled for 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.

c) Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.





d) The process and manner of remote e-voting is explained below:

(i) Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

(ii) Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<p>1. For OTP based login</p> <p>(i) You can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</p> <p>(ii) You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP.</p> <p>(iii) Enter the OTP received on registered email id/mobile number and click on login.</p> <p>(iv) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>(v) Click on the company name i.e. ‘Diamond Power Infrastructure Limited’ or e-Voting service provider name i.e. KFin and you will be re-directed to e-Voting</p>

	<p>service provider website for casting your vote during the remote e-Voting period.</p> <p>2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <p>(i) Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile.</p> <p>(ii) On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.</p> <p>(iii) After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</p> <p>(iv) Click on company name i.e. ‘Diamond Power Infrastructure Limited’ or ESP i.e. KFin.</p> <p>(v) Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period.</p> <p>3. Those not registered under IDeAS:</p> <p>(i) Visit https://eservices.nsdl.com for registering.</p> <p>(ii) Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(iii) Visit the e-voting website of NSDL https://www.evoting.nsdl.com.</p> <p>(iv) Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.</p> <p>(v) Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</p> <p>(vi) After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>(vii) Click on company name i.e Diamond Power Infrastructure Limited or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.</p> <p>(viii) Members can also download the NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <p style="text-align: center;">   </p>
Individual Members holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility:</p> <p>(i) Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.</p>

	<p>(ii) Click on New System Myeasi.</p> <p>(iii) Login to Myeasi option under quick login.</p> <p>(iv) Login with the registered user ID and password.</p> <p>(v) Members will be able to view the e-voting Menu</p> <p>(vi) The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</p> <p>2. User not registered for Easi/ Easiest</p> <p>(i) Visit https://web.cdslindia.com/myeasitoken/Home/EasiRegistration for registering.</p> <p>(ii) Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</p> <p>(iii) After successful registration, please follow the steps given in point no. 1 above to cast your vote.</p> <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <p>(i) Visit www.cdslindia.com</p> <p>(ii) Provide demat account number and PAN.</p> <p>(iii) System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</p> <p>(iv) After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. 'Diamond Power Infrastructure Limited' or select KFin.</p> <p>(v) Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</p>
Individual Members login through their demat accounts / website of DPs	<p>(i) Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility.</p> <p>(ii) Once logged-in, Members will be able to view e-voting option.</p> <p>(iii) Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</p> <p>(iv) Click on options available against 'Diamond Power Infrastructure Limited' or 'KFin'.</p> <p>(v) Members will be redirected to e-voting website of KFin for casting their 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 Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request a evoting@nsdl.com or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

II. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- (i) Launch internet browser by typing the URL: <https://evoting.kfintech.com/>.
- (ii) Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9818, 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 KFin for e-voting, you can use your existing User ID and password for casting the vote.
- (iii) After entering these details appropriately, click on “LOGIN”
- (iv) 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, e-mail 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.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the “EVEN” i.e., ‘Diamond Power Infrastructure Limited’ and click on “Submit”
- (vii) 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.
- (viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- (ix) In case you do not desire to cast your vote, it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on “Submit”.

- (xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, 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.
- III. The report of the Scrutinizer shall be submitted to the Chairman (or to such other person authorised by the Chairman) after the completion of scrutiny of remote e-voting. The result of voting will be announced by the Chairman or any other person duly authorised by Chairman, on or before Tuesday, July 21, 2026. These results will also be displayed along with the Scrutinizer Report on the notice board of the Company at its Registered Office and its Corporate Office. The results will also be posted on the website of the Company www.dicabs.com , website of KFinTech at <https://evoting.kfintech.com/> , and will also be intimated to the National Stock Exchange of India Limited and BSE Limited.
- IV. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Sunday, July 19, 2026 i.e. the last date specified for receipt of votes through the remote e-voting process.
- V. All relevant documents referred to in the Explanatory Statement shall be available for inspection electronically without any fee by the Members from the date of dispatch of this notice till the last date of the remote e-voting process. Members seeking to inspect such documents can send an e-mail at cs@dicabs.com
- VI. Members of the Company including Institutional Investors are encouraged to vote on the resolutions proposed in this Notice.

General Guidelines for Members:

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote on their behalf. The documents should be emailed to ashish@ravics.com and evoting@kfintech.com with the subject line “Diamond Power Infrastructure Limited Postal Ballot 01/2026-2027”.
2. In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions (“FAQs”) available at the download section of <https://evoting.kfintech.com/> or contact KFin at the email ID evoting@kfintech.com or call KFin’s toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.
3. As per the provisions of Section 72 of the Act and SEBI Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024, the facility for making nomination is available for the Members in respect of the shares held by them in physical mode. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with RTA.
4. Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by filing following form with RTA:
 - a. Form ISR - 3: For opting out of nomination by shareholder(s)
 - b. Form SH - 14: For cancellation or variation to the existing nomination of the shareholder(s)
5. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/14 dated 28th December 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The ODR portal can be accessed at <https://smartodr.in/login/login> and also on Company’s Website at <https://dicabs.com/investor/shareholders-information/>

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

Item No. 1:

The Members may recall that the Board of Directors of the Company, at its meeting held on November 10, 2025, and subsequently the shareholders through Postal Ballot on December 17, 2025, had approved and authorized the Company to raise further capital by way of issuance of equity shares and/or other eligible securities through a Qualified Institutions Placement ("QIP") for an aggregate amount not exceeding ₹1,000 Crore, in one or more tranches.

The Members are aware that, pursuant to the completion of the Corporate Insolvency Resolution Process ("CIRP"), the Company is required to achieve and maintain the minimum public shareholding ("MPS") requirements prescribed under the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), and the Securities Contracts (Regulation) Rules, 1957.

Considering the prevailing market conditions, improving geopolitical scenario and the current shareholding structure of the Company, the existing authorization limit of ₹1,000 Crore may not be adequate to enable the Company to undertake a QIP of such size as may be necessary to achieve compliance with the prescribed MPS requirements.

Accordingly, the Board considers it prudent and in the best interests of the Company to seek Members' approval for enhancement of the existing fund-raising limit through QIP from ₹1,000 Crore to ₹2,000 Crore, which would provide the Company with greater flexibility to determine the appropriate issue size and structure, depending upon market conditions and regulatory requirements prevailing at the relevant time.

The Company, with a view to supporting its future growth plans, strengthening its capital base and enhancing financial flexibility, proposes to raise capital through a Qualified Institutions Placement ("QIP"). The proceeds of the proposed issue are intended to be utilized, inter alia, for the following purposes:

- (a) making investments in subsidiaries, joint ventures and/or associates by way of equity, preference shares, debt or any other permissible instruments, and funding the growth of existing businesses, including expansion of product offerings, entry into new markets and territories, and pursuing strategic acquisitions and inorganic growth opportunities, if any;
- (b) capital expenditure towards procurement of plant & machinery, office equipment, furniture & fixtures, civil works and related infrastructure including R&D and technical know-how for expansion, modernization and strengthening of existing operations;
- (c) prepayment, repayment and/or reduction, in full or in part, of existing secured and/or unsecured borrowings and other indebtedness of the Company and/or its subsidiaries, including borrowings availed from banks, financial institutions, related parties and/or other lenders; and
- (d) meeting working capital requirements, general corporate purposes and such other purposes as may be permitted under applicable laws.

The exact amount to be utilized for each of the aforesaid purposes shall be determined by the Board of Directors of the Company ("the Board", which term shall include the Management Committee of the Board or any other committee), which term shall be deemed to include any committee thereof, including the Management Committee, as may be authorized by the Board in this regard, based on business requirements and prevailing circumstances.

In case, it is difficult to quantify the exact amount of fund to be used from the proceeds of the Issue, a broad range of amount may be provided by the Company in the offer document provided that the broad range shall be a realistic estimation and range gap shall not exceed +/- 10% of the amount specified for that object of the Issue in terms of NSE notice No. NSE/ CML/2022/56 and BSE notice No. 20221213-47 each dated December 13, 2022, as the objects are based on management estimates and other commercial

and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilisation of the Net Proceeds at the discretion of the Board and/or Committee thereof, subject to compliance with applicable laws.

Accordingly, the Company proposes to issue such number of equity shares of face value Re. 1/- each ("Equity Shares") and/or other eligible securities, through a Qualified Institutions Placement ("QIP") to Qualified Institutional Buyers ("QIBs"), for an aggregate amount not exceeding ₹2,000 Crore (Rupees Two Thousand Crore only), in one or more tranches, at such price or prices, including premium, and on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and other applicable laws.

Pursuant to the above, the Company may, in one or more tranches, issue and allot Equity Shares on such date as may be determined by the Board but not later than 365 days from the date of passing of the resolution or such other period as may be permitted under applicable law. The aforesaid issue of Equity Shares will be subject to receipt of requisite approval from appropriate authorities, as may be applicable.

Further, no allotment shall be made, either directly or indirectly to any QIB who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations and the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions.

The Issue is made through a qualified institutions placement shall be undertaken in terms of the SEBI ICDR Regulations as follows:

- a) the allotment of Securities shall only be made to qualified institutional buyers ("QIBs") as defined under SEBI ICDR Regulations;
- b) the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution in accordance with the SEBI ICDR Regulations or such other period as may be permitted under applicable law;
- c) a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
- d) the "relevant date" for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP of equity shares as eligible securities; and in case eligible securities are eligible convertible securities, then either the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for the equity shares as provided under the ICDR Regulations;
- e) the equity shares of the same class, which are proposed to be allotted through qualified institutions placement or pursuant to conversion or exchange of eligible securities offered through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its members for convening the meeting to pass the special resolution;
- f) An issuer shall be eligible to make a qualified institutions placement if any of its directors is not a fugitive economic offender.
- g) no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee;
- viii. the Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis;
- h) The floor price will be calculated as per the formula prescribed under the SEBI ICDR Regulations and the Company may offer a discount not exceeding 5% of the floor price or such other permissible limit as may be specified under the SEBI ICDR Regulations;
- i) the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time; and
- j) The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution.

This enabling Special Resolution seeks to empower the Board to issue Equity Shares under QIP as contemplated in the resolution set out above. The Board of the Company in their meeting held on Thursday, June 18, 2026 approved enhancement of the existing fund-raising limit through QIP from ₹1,000 Crore to ₹2,000 Crore subject to approval of shareholders of the Company.

The pricing of the Equity Shares to be issued pursuant to the special resolution under QIP shall be determined by the Board subject to the compliance with the requirements under applicable law including SEBI ICDR Regulations and any other applicable regulatory, government or other approvals. This Special Resolution authorizes the Board to issue Equity Shares in one or more tranches, at such time or times, at such price or prices to meet the Capital requirements of the Company.

The 'relevant date' for the purpose of the pricing of the Equity Shares to be issued and allotted in the proposed QIP shall be decided in accordance with the applicable provisions of the SEBI ICDR Regulations, which shall be the date of the meeting in which the Board decides to open the QIP.

The Equity Shares to be offered and allotted shall be in dematerialized form and shall be allotted on a fully paid-up basis. The Equity Shares allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or as may be permitted from time to time.

Further, Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company and to any persons other than the existing members of the company provided that the Members of the Company approve the issue of such equity shares by way of a special resolution. Since the special resolution proposed in the business of the notice may result in the issuance of Equity Shares of the Company to the existing members of the Company and to persons other than existing members of the Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of SEBI ICDR Regulations.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended for issuance of Securities. The Equity Shares allotted pursuant to the issue shall rank in all respects pari passu with the existing Equity Shares of the Company.

The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authorities, as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors. Pursuant to Section 62 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares need to be offered to the existing members in the manner laid down in the said section unless the members decide otherwise in a general meeting.

This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Equity Shares to the investors, who may or may not be the existing members of the Company. All documents referred in this Notice shall be made available for inspection on website of the Company for inspection by the Members up to the last date of remote e-voting on Sunday, July 19, 2025.

None of the Directors / Key Managerial Personnel (“KMP”) of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company and/ or to the extent of subscription by a financial institution / company / body corporate in which the Director, KMP or their relatives may be directly or indirectly interested.

The proposed QIP is in the interest of the Company and resultantly the Board of the Company recommends the resolution set out at Item No. 1 for the approval of the members as a Special Resolution.

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

Jayesh Patel
Company Secretary
ICSI Mem.No:A14898

Place: Ahmedabad
Date: June 18, 2026