

DIAMOND INFOSYSTEMS LIMITED

L24110GJ1993PLC019094

**REGD. OFFICE: ESSEN INFO PARK, 5/9-10, BIDC, GORWA, VADODARA-390016,
(GUJARAT) INDIA.**

PH.: 0265-2284328, 2283969, FAX: 0265-2280528

E-MAIL: nikhil.patel@diinsy.com website: www.diinsy.com

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Members of the M/s Diamond Infosystems Limited will be held on Friday, 29th September, 2017 at 3.00 p.m. at the Registered Office of the Company situated at Essen Info Park 5/9-10, BIDC, Gorwa, Vadodara-390016, (Gujarat) India to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit & Loss Account for the year ended on 31st March, 2017 and Balance Sheet as of that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Amit Bhatnagar (DIN: 00775880), who retires by rotation and being eligible to offers himself for re-appointment.
3. To consider and appoint V.A.D. & Co., Statutory Auditor of the Company and to fix their remuneration.

ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. V.A.D. & Co., Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company.”

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE AT THE MEETING. THE PROXY NEED NOT BE A MEMBER.
2. PROXY INSTRUMENT SHOULD BE DULY COMPLETED, STAMPED, SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT ESSEN INFO PARK 5/9-10 BIDC GORWA, VADODARA-390016, (GUJARAT) INDIA NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

3. No person shall be entitled to attend or vote at the meeting as a duly authorized representative of a company or any corporate which is a shareholder of the company, unless a copy of the resolution appointing him/her as a duly authorized representative, certified to be true copy by the Chairman of the meeting at which it was passed, shall have been deposited at the Registered office of the company situated at Essen Info Park 5/9-10, BIDC, Gorwa, Vadodara, 390 016, Gujarat, India not less than 48 hours before the date of Annual General Meeting.
4. Pursuant to Section 91 of the Companies Act 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, 22nd September, 2017 to Friday, 29th September, 2017 (both days inclusive).
5. The Members are requested to make correspondence for any matters relating to Transfer or Dematerialization of Shares, changes in their addresses or bank details, names of the holders with Registrar and Transfer Agent (R. & T. A.) M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032
6. As a measure of economy, the Company does not distribute the copies of Annual Report at the meeting. Hence, the members are requested to bring their copies with them.
7. As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, enabling the Company to effect electronic delivery of documents. The above initiative will go a long way in conserving paper which is a natural resource as also result in substantial savings on printing and posting of annual reports and other documents of your Company sent to Members. Members are requested to support this Green Initiative by updating their email addresses with their respective Depository Participants, in case of electronic shareholding; or registering their email addresses with the Company's Registrar and Transfer Agents, in case of physical shareholding.
8. Members seeking any information on the Accounts of the Company are requested to write to the Mr. Nikhil Patel (CFO - Accounts), which should reach to the Company at least one week before the date of Annual General Meeting, so as to enable the management to keep the information ready. However, replies will be provided only at the Annual General Meeting.
9. Pursuant to the directives given by the SEBI, trading of our Company's shares in Dematerialized form has been made compulsory for all investors with effect from 26th February, 2001. The Company has entered in to an agreement with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as an issuer Company for the dematerialization of the Company's Shares. Request for dematerialization of

Shares may be sent through respective Depository Participants.

10. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.

11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.

The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.

12. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for the year 2016-17 will also be available on the Company's website www.diinsy.com

13. Member's desire of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to send the same to the office of the Registrar and Share Transfer Agent of the Company.

14. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.

15. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their Demat Accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar & Share Transfer Agent of the Company.

16. Voting through electronic means

In accordance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("e-voting") to its members. The Company has engaged the services of Karvy Computershare Private Limited to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link <https://evoting.karvy.com> Commencement of e-voting

From Tuesday, 26th September, 2017 at 10.00 a.m., to Closure of e-voting, Thursday, 28th September, 2017 upto 5.00 p.m.

The login IDs and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company along with physical copy of the notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.

Following are the instructions for members voting through electronic system:

A. Instructions for members whose email IDs are registered with the Company/ their respective Depository participant(s) - Member will receive an Email from Karvy:

1. Launch internet browser and log on to the URL: <https://evoting.karvy.com>.
2. Enter the login credentials (i.e. User IDs and password mentioned herein below). Your Folio No./ DP ID - Client ID will be your User IDs. However, if you are already registered with Karvy for e - voting, you can use your existing User IDs password for casting your vote.
3. After entering these details appropriately, Click on “LOGIN”
4. In case of new users: You will now reach password change Menu wherein you are required to mandatorily change 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 with (@,#,\$,etc.). The system will prompt you to 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.
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the “EVENT” i.e. **Diamond Infosystems Limited**.
7. On the voting page, enter the number of shares (which represents the number of votes) held as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding. You may also choose the option ABSTAIN. If the shareholder does not indicate either “FOR “or “AGAINST” it will be treated as “ABSTAIN” and shares held will not be counter under either head.

8. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
9. 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.
10. You may then cast your vote by selecting an appropriate option and click on “Submit”.
11. 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 numbers of times till they have voted on the Resolution(S).
12. 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. together with attested specimen signature(s) of the duly authorized representative(s), to Scrutinizer at email csdpatel@gmail.com a copy marked to evoting@karvy.com and nikhil.patel@diinsy.com The scanned image of the above mentioned documents should be in the naming format “Diamond Infosystems Limited AGM 29th September, 2017”.

B. Instructions for members whose email IDs are not registered with the Company/ their respective Depository participants(s) or who have specifically requested for hard copy - Member will receive physical copy of the Notice of AGM:

- i. User ID and initial password as provided herein below.
- ii. Please follow all steps from Sl. No. (1) To Sl No. (12) Mentioned above under (Instructions for members whose email IDs are registered with the Company/ their respective Depository participants(s)), to cast vote.

Notes:

- I. In case of any queries relating to E-Voting please visit Help & FAQ section of <http://evoting.karvy.com> (Karvy Website).
- II. You can also update your mobile number and email id in the user profile details of the folio which may be used for the sending future communication(s).
- III. The e-voting period commence on Tuesday, 26th September, 2017 at 10.00 a.m., to Closure of e-voting, Thursday, 28th September, 2017 Upto 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as

on cut-off date being Friday, 22nd September, 2017 may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently. Further the Members who have casted their vote electronically shall not vote by way of poll, if held, at the meeting.

- IV. The voting rights of shareholders shall be in proportion to equity shares of the Company held by them as on the cut-off date being Friday, 22nd September, 2017.
- V. The Board of Director has appointed M/s. D Patel & Associate, Practicing Company Secretaries as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make Scrutinizer's Report of the votes cast in favour or against, if any, forth with to the Chairman of the Company.
- VII. The results shall be declared on the date of AGM of the Company and the resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- VIII. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.diinsy.com and on the website of the service provider (<https://evoting.karvy.com>) within two (2) days of passing the resolution at the AGM of the Company and will also be communicated to BSE Limited.

EVENT (E Voting Event Number)	User ID	Password

17. Information required under Listing Obligation (relating to Corporate Governance) with respect to the Directors being appointed and Directors retiring by rotation and being eligible for re-appointment are as under:

Name of the Director	Shri Amit Bhatnagar (DIN 00775880)
Position	Executive Chairman
Profile	Shri Amit Bhatnagar holds a Bachelor's degree in Industrial Engineering (gold medalist) from Saurashtra University and MBA in Finance & MOP with a gold medal from the Asian Institute of Management, Manila. Shri Bhatnagar has over 28 years of experience in Managing the Company. He also has a varied experience in the power equipment industry, which includes business to-business selling via the dealer and industrial marketing

	route. Shri Bhatnagar as also awarded by the 'Udyog Ratan' award for 2007-08 by the Government of India. He is honoured with the Title of Brand Ambassador of Hon Chief Minister of Gujarat for Swatch Bharat Abhiyan along with 6 other leading Personalities of Gujarat. He is also a Co-Founder/of Vadodara International Marathon, served as Chairman & Co-Founder of VADFEST, held the position as a President for Northern India Cultural Association (NICA). He is also a Chairman of Organizing Committee of SWTICH GLOBAL EXPO and won award for BEST PRESIDENT of ROUND TABLE INDIA.
Date of Joining	09/03/1993
No. of Shares held in the Company	16116360
Directorship in other Companies	Madhuri Finserve Private Limited Diamond Projects Limited Diamond Power Transformers Limited Diamond Power Infrastructure Limited Diamond Power Transmission Private Limited Maktel Control & Systems Private Limited Maktel Power Limited

18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days except Saturday, up to and including the date of the Annual General Meeting of the Company.

Date: 4th September, 2017
Place: Vadodara

By Order of the Board,
Sd-/
Shri S N Bhatnagar
Chairman

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

ITEM NO.3

At the 23rd AGM of your Company, M/s. Vijay N. Tewar & Co., Chartered Accountants was appointed as the Auditor to hold office till the conclusion of the 24th AGM of your Company. The Companies Act, 2013 (the Act) has introduced the concept of rotation of auditors as well as audit firms. It states that in case of listed companies, it would be mandatory to rotate auditors every five years in case of the appointment of an individual as an auditor and every 10 years in case of the appointment of an audit firm with a uniform cooling off period of five years in both

the cases. The Act has allowed a transition period of three years for complying with the requirements of the rotation of auditors. In light of this provisions, M/s. Vijay N. Tewar & Co., is retiring in ensuing AGM and the Board of Directors at its meeting held on 4th September, 2017, on the recommendations of the Audit Committee, in accordance with the provisions of Section 139 (8) of the Companies Act, 2013 appointed M/s. V.A.D & Co. to act as the Independent Statutory Auditors of your Company who shall hold such office till the conclusion of the 29th AGM from the appointment.

The Board places on record its appreciation for the contributions of erstwhile M/s. Vijay N. Tewar & Co., Chartered Accountants. None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution as set out at item No. 3.

The Board recommends the resolution at Item No. 3 for approval of the members.

Date: 4th September, 2017
Place: Vadodara

By Order of the Board,
Sd-/
Shri S N Bhatnagar
Chairman

DIAMOND INFOSYSTEMS LIMITED

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E-MAIL: nikhil.patel@diinsy.com website: www.diinsy.com

FORM NO. MGT-11

PROXY FORM

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

Name of the _____
Member(s): _____
Registered Address: _____
E-mail Id: _____
Folio No./Client Id: _____
DP ID: _____

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

Name: _____
Address: _____
E-mail Id: _____
Signature: _____, or Failing him

Name: _____
Address: _____
E-mail Id: _____
Signature: _____, or Failing him

Name: _____
Address: _____
E-mail Id: _____
Signature: _____, or Failing him

As my/our proxy to attend and vote (on a poll) for me/ s and on my/our behalf at
the 24th Annual General Meeting of the Company, to be held on Friday, 29th

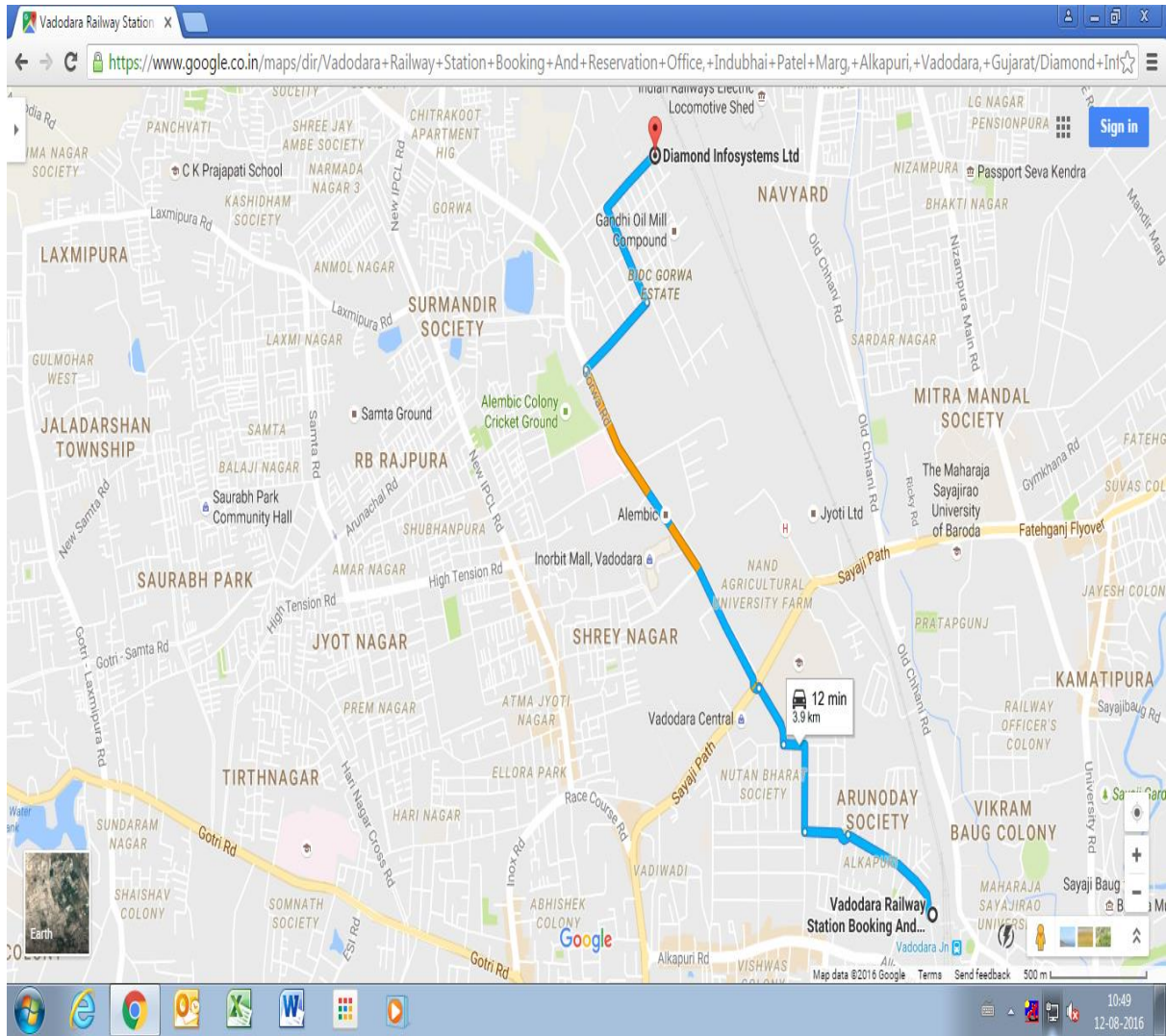
September, 2017 at 3.00 p.m. at Vadodara and at any adjournment thereof in respect of such resolutions as are indicated below:

RES. NO.	DESCRIPTION	FOR*	AGAINST*
01	To Adopt Annual Accounts and Reports thereon for the financial year ended 31st March, 2017.		
02	To Consider and Re-appoint Shri Amit Bhatnagar (DIN: 00775880), who retires by rotation and being eligible to offers himself for re-appointment		
03	To Consider and appoint M/s. V.A.D. & Co., Statutory Auditor of the Company and to fix their remuneration		

Signed this _____ day of September, 2017

Affix
Revenue
Stamp

Signature of Shareholder



*Source from Google Map