

DIAMOND INFOSYSTEMS LIMITED

CIN: L24110GJ1993PLC019094

REGD. OFFICE: ESSEN INFO PARK5, 9-10 BIDC, GORWA,

VADODARA – 390 016, GUJARAT, INDIA

Email: acs@dicabs.com, website: www.diinsv.com

Contact No. 02667 – 251516 Fax – 02667- 251202

NOTICE

Notice is hereby given that The Extra-Ordinary General Meeting of the Members of the M/s Diamond Infosystems Limited(CIN: L24110GJ1993PLC019094)will be held at the Registered Office of the Company situated at Essen Info Park, 9 – 10, BIDC, Gorwa, Vadodara – 390 016 on Friday, 5th February, 2016 at 10.00 A.M. to transact the following business:-

SPECIAL BUSINESS:

1. ADOPTION OF NEWLY SUBSTITUTED SET OF ARTICLES OF ASSOCIATION AS CONTAINING REGULATIONS IN LINE WITH COMPANIES ACT,2013.

To Consider and if thought fit with our without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, the Articles of Association of the Company be and are hereby altered by replacing all the existing articles with the new set of articles in consonance with the Companies Act, 2013.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Shri Amit Bhatnagar (DIN 00775880) Vice Chairman or Shri Sumit Bhatnagar (DIN 00776129) Managing Director of the Company be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies Gujarat.”

2. ISSUANCE OF WARRANTS CONVERTIBLE IN TO EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS

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 Section 42, 62 of Companies Act, 2013, notified till date, (“New Act”)and all other applicable provisions of the Companies act, 1956, effective till date (“Old Act”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules, circulars, press notes, clarifications issued by Foreign Investment Promotion Board, the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed there under and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (“SEBI ICDR Regulations”), and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (SEBI), Reserve

DIAMOND INFOSYSTEMS LIMITED

CIN: L24110GJ1993PLC019094

REGD. OFFICE: ESSEN INFO PARK5, 9-10 BIDC, GORWA,

VADODARA – 390 016, GUJARAT, INDIA

Email: acs@dicabs.com, website: www.diinsv.com

Contact No. 02667 – 251516 Fax – 02667- 251202

Bank of India (RBI), or any other statutory authorities, institutions and bodies, enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into between the Company BSE Limited (together “Stock Exchange”), where the shares of the Company are listed and subject to requisite approvals, consents, permissions and/ or sanctions if any, of SEBI, the Stock Exchanges, RBI, Foreign Investment Promotion Board (FIPB), Central Government, Registrar of Companies and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder) the consent, authority and approval of the members of the Company be and is hereby accorded to the Board to offer, issue and allot upto an aggregate of 20,00,000 fully convertible warrants (“Warrants”), convertible into equity shares of Rs. 10 each of the Company, at any time within 18 months from the date of allotment of the Warrants, in one or more tranches, for cash, at an exercise price of Rs. 30 per Warrant aggregating upto Rs. 6,00,00,000 (Rupees Six Crores Only) to following independent investors of the Company (“Allottees”) on preferential allotment basis, in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this regards:

Sr. No.	Name of Proposed Allottees	Number of Warrants	Category
1	Manacles Enterprise Pvt. Ltd.	7,50,000	Public
2	Vikas Coating Pvt. Ltd.	7,50,000	Public
3	Vikas Ferro Pvt. Ltd.	5,00,000	Public

RESOLVED FURTHER THAT the Exercise Price of the Warrants has been calculated in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations. The “Relevant Date” for the determination of issue price of the Warrants issued on preferential issue, is 6th January, 2016. The Relevant Date is 30 days prior to the date of the Extraordinary General Meeting which is proposed to be held on 5th February, 2016.

RESOLVED FURTHER THAT the issue of Warrants shall be subject to the following terms and conditions:

- a. The Warrants shall be allotted within a period of 15 days from the date of receipt of shareholders approval for the preferential issue of Warrants, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such

DIAMOND INFOSYSTEMS LIMITED

CIN: L24110GJ1993PLC019094

REGD. OFFICE: ESSEN INFO PARK5, 9-10 BIDC, GORWA,

VADODARA – 390 016, GUJARAT, INDIA

Email: acs@dicabs.com, website: www.diinsv.com

Contact No. 02667 – 251516 Fax – 02667- 251202

allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval;

b. The equity shares allotted pursuant to conversion of Warrants allotted to independent investors will be subject to lock-in for a period of 1 year from the date of trading approval or as required under SEBI ICDR;

c. The Warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company. The equity shares arising on conversion of Warrants shall rank paripassu with the existing equity shares of the Company in all respects; and

d. Each Warrant shall be convertible into 1 (one) equity share of nominal value of Rs. 10/- each at the Exercise Price of Rs. 30 per Warrant which is not less than the price calculated in accordance with the SEBI ICDR Regulations. The total number of equity shares to be allotted on conversion of the Warrants shall not exceed 20,00,000 equity shares. The Warrants are convertible into the equity shares at any time after allotment at the option of the Allottees, in one or more tranches, subject to a maximum period of 18 months from the date of their allotment.

e. If the entitlement against the Warrants to apply for the equity shares is not exercised within the specified period of 18 months, such entitlement shall lapse and the amount paid on such Warrants shall stand forfeited;

f. The warrant holder(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the total consideration per Warrant.

g. The warrant holder(s) shall, on or before the date of allotment of equity shares pursuant to the exercise of option against each such Warrant, pay the balance 75% or any other amount, as may be remaining unpaid, of the consideration per Warrant.

h. The amount referred to in (d) above shall be non-interest bearing.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Warrants or equity shares arising on conversion of Warrants, the Board be and are hereby authorised to take necessary steps to give effect to this resolution and to do all such acts, deeds, matters and things as it may in their absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Warrants, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaison with appropriate authorities to obtain the requisite approvals, entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing, listing and trading of equity shares arising on conversion of Warrants, to appoint

DIAMOND INFOSYSTEMS LIMITED

CIN: L24110GJ1993PLC019094

REGD. OFFICE: ESSEN INFO PARK5, 9-10 BIDC, GORWA,

VADODARA – 390 016, GUJARAT, INDIA

Email: acs@dicabs.com, website: www.diinsv.com

Contact No. 02667 – 251516 Fax – 02667- 251202

such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Warrants

RESOLVED FURTHER THAT all actions taken by the Board or a Committee duly constituted for this purpose in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and they are hereby approved, ratified and confirmed in all respects.”

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE AT THE MEETING. THE PROXY NEED NOT BE A MEMBER.
2. Proxy instrument should be duly completed, stamped, signed and must be deposited at the Registered Office of the Company situated at 5/10, “Essen Info Park”, BIDC, Gorwa, Vadodara, 390 016, Gujarat, India not less than 48 hours before the commencement of the meeting.
3. No person shall be entitled to attend or vote at the meeting as a duly authorized representative of a company or any corporate which is a shareholder of the company, unless a copy of the resolution appointing him/her as a duly authorized representative, certified to be true copy by the Chairman of the meeting at which it was passed, shall have been deposited at the Corporate office of the company situated at 5/10, “Essen Info Park”, BIDC, Gorwa, Vadodara, 390 016, Gujarat, India not less than 48 hours before the date of Extra Ordinary General Meeting.
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect to the business stated above is annexed hereto.
5. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days between 10.00 a.m. and 12.00 p.m except Saturday and Sunday upto the date of the Extraordinary General Meeting.
6. Members are requested to notify immediately any change of addressor bank mandates to their Depository Participants (DPs) in respect oftheir holdings in electronic form and to the Registrars of the Companyi.e. Karvy Computershare Private ltd ,Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District,Nanakramguda, Hyderabad - 500 032 in respect of their physical share folios, if any.
7. Shareholders are requested to fill-in and sign the attendance slip andhand it over at the entrance to the venue.
8. In order to service the shareholders effectively and for administrativeconvenience, members are requested to notify multiple folios standingin their name for consolidation, if any, to the Secretarial Department atthe Registered Office of the Company immediately.
9. 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 facilityfor voting by electronic means (“e-voting”) to its members. The Company has engaged the services of M/S KarvyComputersharePvt.Ltd. to provide e-voting facilities and for security and enabling the

DIAMOND INFOSYSTEMS LIMITED

CIN: L24110GJ1993PLC019094

REGD. OFFICE: ESSEN INFO PARK5, 9-10 BIDC, GORWA,

VADODARA – 390 016, GUJARAT, INDIA

Email: acs@dicabs.com, website: www.diinsv.com

Contact No. 02667 – 251516 Fax – 02667- 251202

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, 2nd February, 2016 at 10.00 a.m. Closure of e-voting, Thursday, 4th February, 2016 Upto 5.00 p.m.

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

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 ID and password mentioned herein below). Your Folio No./ DP ID – Client ID will be your User ID.

However, if you are already registered with Karvy for e – voting, you can use your existing User ID 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.

DIAMOND INFOSYSTEMS LIMITED

CIN: L24110GJ1993PLC019094

REGD. OFFICE: ESSEN INFO PARK5, 9-10 BIDC, GORWA,

VADODARA – 390 016, GUJARAT, INDIA

Email: acs@dicabs.com, website: www.diinsv.com

Contact No. 02667 – 251516 Fax – 02667- 251202

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 with a copy marked to evoting@karvy.com and acs@dicabs.com. The scanned image of the above mentioned documents should be in the naming format “Diamond Infosystems Limited EOGM”.

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 SI. No. (1) To SI 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, 2nd February, 2016 at 10.00 a.m Closure of e-voting, Thursday, 4th February, 2016 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 (record date) being Friday, 8th January, 2016 may cast their vote electronically in the manner and process set out hereinabove. 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 its 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 (record date) being (record date) being Friday, 8th January, 2016.

V. The Board of Director has appointed M/s. D Patel & Associates, Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

DIAMOND INFOSYSTEMS LIMITED

CIN: L24110GJ1993PLC019094

REGD. OFFICE: ESSEN INFO PARK5, 9-10 BIDC, GORWA,

VADODARA – 390 016, GUJARAT, INDIA

Email: acs@dicabs.com, website: www.diinsy.com

Contact No. 02667 – 251516 Fax – 02667- 251202

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, forthwith to the Chairman of the Company.

VII. The results shall be declared on the date of EoGM of the Company and the resolution will be deemed to be passed on the EoGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).

VIII. The Results declared alongwith 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 EoGM of the Company and will also be communicated to BSE Limited.

EVENT (E Voting Event Number)	User ID	Password

By Order of the Board,

**S. N. Bhatnagar
Chairman**

Date: 29th December, 2016

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

SPECIAL BUSINESS NO. 1

The Articles of Association (AOA) of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the said existing AOA contain reference to specific sections of the Companies Act, 1956 some of which are no longer in existence and also not in conformity with the Companies Act, 2013, which is now largely in force.

The Existing regulations of the Articles of Association are replaced by the entire new set of articles and adopted the same as new set of Articles of Association of the Company. The modification in the Articles of Association is carried out to give effect to the provisions of the Companies Act, 2013 with the consent of the shareholders by passing a Special Resolution.

The new set of Articles are available for inspection at the Corporate Office of the Company during business hours between 10.00 am to 12.00 pm except on public holidays and Sunday and the same is also available on the website of the Company i.e. www.diinsy.com

DIAMOND INFOSYSTEMS LIMITED

CIN: L24110GJ1993PLC019094

REGD. OFFICE: ESSEN INFO PARK5, 9-10 BIDC, GORWA,

VADODARA – 390 016, GUJARAT, INDIA

Email: acs@dicabs.com, website: www.diinsv.com

Contact No. 02667 – 251516 Fax – 02667- 251202

None of the Directors / Key Managerial Personnel of the Company is in any way, concerned or interested, directly or indirectly, financially or otherwise, in the Special Resolution set out in item no.1 of the Notice.

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

SPECIAL BUSINESS NO. 2

To support growth plan of the Company and in order to enhance its net worth and to have greater financial strength, Company need to augment long term resources. the Company proposes to increase its capital base by way of infusion of further capital. The Board of Directors of the Company (hereinafter called the “**Board**” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers) has proposed to allot upto an aggregate of 20,00,000 fully convertible warrants (“Warrants”), convertible into equity shares of Rs. 10 each of the Company, at any time within 18 months from the date of allotment of the Warrants, in one or more tranches, for cash, at an exercise price of Rs. 30 per Warrant aggregating upto Rs. 6,00,00,000 (Rupees Six Crores Only)to few independent investors (“Allottees”) on preferential allotment basis.

The Board has approved the same at its meeting held on December 29, 2015. The allotment will be subject to customary conditions including receipt of shareholders approval. The equity shares arising on conversion of Warrants, allotted to the Allottees shall rank *pari-passu* with all other equity shares of the Company in respect of all rights, including dividend.

The Board has the necessary authority to issue, offer and allot upto 20,00,000 Warrants to the Allottees. It may be noted that in terms of Chapter VII of the SEBI ICDR Regulations, it is necessary to disclose the details of investor and certain other terms to the shareholders while seeking their approval for issuing the Warrants on preferential basis. Hence, the requisite approval of the shareholders is being sought in terms of the provisions of Companies Act, 2013, and the SEBI ICDR Regulations. The relevant disclosures/details of the proposed issue are given below:

a) Objects of the preferential issue

To support growth plan of the Company and in order to enhance its net worth and to have greater financial strength, Company need to augment long term resources.

Type of security offered and the number of security offered

The Company proposes to offer, issue and allot upto 20,00,000 fully convertible warrants to the AllotteesRs. 30 per Warrant aggregating uptoRs. 6,00,00,000(Rupees Six Crores Only). Each Warrant shall be convertible into 1 (one) equity share of nominal value of Rs. 10/- each at the Exercise Price of Rs. 30 per Warrant which is not less than the price calculated in accordance with the SEBI ICDR Regulations. The total number of equity shares to be allotted

DIAMOND INFOSYSTEMS LIMITED

CIN: L24110GJ1993PLC019094

REGD. OFFICE: ESSEN INFO PARK5, 9-10 BIDC, GORWA,

VADODARA – 390 016, GUJARAT, INDIA

Email: acs@dicabs.com, website: www.diinsv.com

Contact No. 02667 – 251516 Fax – 02667- 251202

on conversion of the Warrants shall not exceed 20,00,000 equity shares. The Warrants are convertible into the equity shares at any time after allotment at the option of the Allottees, in one or more tranches, subject to a maximum period of 18 months from the date of their allotment.

The allotment of Warrants to independent investors is subject to the condition that the independent investors have not sold their equity shares in the Company during the six months preceding the Relevant Date (defined below).

Important terms and conditions – Warrants

- a. The Warrants shall be allotted within a period of 15 days from the date of receipt of shareholders approval for the preferential issue of Warrants, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval;
- b. The equity shares allotted pursuant to conversion of Warrants allotted to independent investors will be subject to lock-in for a period of 1 year from the date of trading approval or as required under SEBI ICDR Regulations;
- c. The Warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company. The equity shares arising on conversion of Warrants shall rank paripassu with the existing equity shares of the Company in all respects; and
- d. Each Warrant shall be convertible into 1 (one) equity share of nominal value of Rs. 10/- each at the Exercise Price of Rs. 30 per Warrant which is not less than the price calculated in accordance with the SEBI ICDR Regulations. The total number of equity shares to be allotted on conversion of the Warrants shall not exceed 20,00,000 equity shares. The Warrants are convertible into the equity shares at any time after allotment at the option of the Allottees, in one or more tranches, subject to a maximum period of 18 months from the date of their allotment.
- e. If the entitlement against the Warrants to apply for the equity shares is not exercised within the specified period of 18 months, such entitlement shall lapse and the amount paid on such Warrants shall stand forfeited;
- f. The warrant holder(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to atleast 25% of the total consideration per Warrant.
- g. The warrant holder(s) shall, on or before the date of allotment of equity shares pursuant to the exercise of option against each such Warrant, pay the balance 75% or any other amount, as may be remaining unpaid, of the consideration per Warrant.
- h. The amount referred to in (d) above shall be non-interest bearing.

b) Intention of promoter/ directors/ key management personnel to subscribe to the offer

None of the member of promoter and promoter group of the Company, Director or key managerial person intend to subscribe to the offer.

DIAMOND INFOSYSTEMS LIMITED

CIN: L24110GJ1993PLC019094

REGD. OFFICE: ESSEN INFO PARK5, 9-10 BIDC, GORWA,

VADODARA – 390 016, GUJARAT, INDIA

Email: acs@dicabs.com, website: www.diinsv.com

Contact No. 02667 – 251516 Fax – 02667- 251202

c) Pre-issue and Post-issue Shareholding Pattern of the Company

Shareholder Category	% of shareholding before the proposed preferential allotment (as on March 31, 2015)		% of shareholding after the proposed preferential allotment*	
	No. of shares	%	No. of shares	%
Promoter and Promoter Group	26,52,495	45.07	26,52,495	33.64
Public	32,32,505	54.93	52,32,505	66.36
Total	58,85,000	100	78,85,000	100

**Assuming conversion of 20,00,000 Warrants into equity shares allotted under preferential allotment.*

d) Proposed time within which the allotment shall be complete

The equity shares or Warrants shall be allotted within a period of 15 days from the date of shareholders approval of the preferential issue provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

e) Identity of the proposed allottees and percentage of post preferential issue that may be held by them and change in control, if any, in the Allottees, consequent to the preferential issue:

Sr. No.	Name of Allottees	The maximum number of Warrants proposed to be allotted	% Shareholding post conversion Warrants in to equity shares	Natural persons who are the ultimate beneficial owner of the shares proposed to be issued
1	Manacles Enterprise Pvt. Ltd.	7,50,000	9.51	Ms. Nivedita Pandya Mr. Akshat Bhatnagar
2	Vikas Coating Pvt. Ltd.	7,50,000	9.51	Mr Rajesh Nimkar Mr. Vikash Bhatnagar
3	Vikas Ferro Pvt. Ltd.	5,00,000	6.34	Ms. Nivedita Pandya Mr. Jayramrao Marathe

DIAMOND INFOSYSTEMS LIMITED

CIN: L24110GJ1993PLC019094

REGD. OFFICE: ESSEN INFO PARK5, 9-10 BIDC, GORWA,

VADODARA – 390 016, GUJARAT, INDIA

Email: acs@dicabs.com, website: www.diinsv.com

Contact No. 02667 – 251516 Fax – 02667- 251202

There will be no change in control of the Company consequent to the preferential issue.

f) Pricing

Under Chapter VII of the SEBI ICDR Regulations, the proposed allotment and conversion price of Warrants to be issued to the Allottees, is determined in accordance with Regulation 76 of the SEBI ICDR Regulations i.e. at a price which is not less than the average of the weekly high and low of the closing prices of the related equity shares during the two weeks preceding the Relevant Date;

The “Relevant Date” for the determination of issue price of the Warrants issued on preferential issue, is January 6, 2016. The Relevant Date is 30 days prior to the date of the Extraordinary General Meeting which is proposed to be held on February 5, 2016.

g) Undertaking that the Company shall re-compute the price of the specified securities in terms of the provisions of SEBI ICDR Regulations, where it is required to do so

As the equity shares of the Company have been listed on the stock exchanges for more than six months, the conditions relating to re-computing the price and other matters connected therewith referred to in the SEBI ICDR Regulations are not applicable to the Company.

h) Undertaking that if the amount payable on account of re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottee – Not applicable.

i) Lock in

The equity shares allotted pursuant to conversion of Warrants to independent Investor will be subject to lock-in for a period of one year from the date of trading approval or as required under SEBI ICDR Regulations.

The entire pre preferential allotment shareholding of the Allottees, if any, shall be locked-in from the relevant date up to a period of six months from the date of trading approval.

j) Auditor’s Certificate

As required under the SEBI (ICDR) Regulations, a certificate from the statutory auditors of the Company, certifying that the proposed preferential issue is being made in accordance with the SEBI ICDR Regulations will be available for inspection at the Registered Office of the Company after the relevant date on all working days except Saturdays and Sundays and public holidays between 10.00 a.m. and 12.00 p.m. until 15 days after the date of EGM.

Further, under section 62 of the Companies Act, 2013, approval of the members is required for allotment of securities on preferential basis. Accordingly, the consent of the shareholders is being sought, pursuant to the applicable provisions of the Companies Act, 2013, and SEBI

DIAMOND INFOSYSTEMS LIMITED

CIN: L24110GJ1993PLC019094

**REGD. OFFICE: ESSEN INFO PARK5, 9-10 BIDC, GORWA,
VADODARA – 390 016, GUJARAT, INDIA**

Email: acs@dicabs.com, website: www.diinsv.com

Contact No. 02667 – 251516 Fax – 02667- 251202

ICDR Regulations to issue and allot equity shares on preferential basis as stated in the resolutions.

None of the Directors, manager, key managerial personnel of the Company, and any relatives of such director, manager, key managerial personnel are in any way concerned or interested in this Resolution except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends passing of the resolution as set out at item No. 2 of the notice.

By Order of the Board,

**S. N. Bhatnagar
Chairman**

Date: 29th December, 2016

DIAMOND INFOSYSTEMS LIMITED

CIN: L24110GJ1993PLC019094

**REGD. OFFICE: ESSEN INFO PARK5, 9-10 BIDC, GORWA,
VADODARA – 390 016, GUJARAT, INDIA**

Email: acs@dicabs.com, website: www.diinsv.com

Contact No. 02667 – 251516 Fax – 02667- 251202

PROXY FORM

FOR SHARES IN DEMATERIALIZED 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 _____
_____ being member/ member(s) of Diamond Infosystems Limited hereby appoint Mr./Ms.
_____ residing at _____
or failing him/her Mr./Ms. _____ 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 Friday, the 5th of February, 2016 at
10.00 a.m. at Registered Office of the Company situated at Essen Info Park, BIDC, Gorwa, Vadodara, 390 016 and
at any adjournment thereof.

Signed this _____ day of _____ 2016

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.

DIAMOND INFOSYSTEMS LIMITED

CIN: L24110GJ1993PLC019094

**REGD. OFFICE: ESSEN INFO PARK5, 9-10 BIDC, GORWA,
VADODARA – 390 016, GUJARAT, INDIA**

Email: acs@dicabs.com, website: www.diinsv.com

Contact No. 02667 – 251516 Fax – 02667- 251202

ATTENDANCE SLIP

FOR SHARES IN DEMATERIALIZED 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 Friday, the 5th of February, 2016 at 10.00 a.m. at Registered Office of the Company situated at Essen Info Park, BIDC, Gorwa, Vadodara, 390 016 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.)