



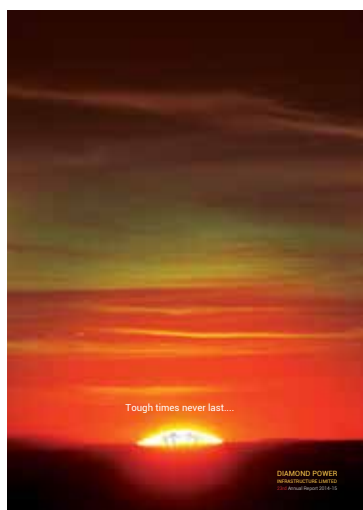
Tough times never last....

Forward Looking Statement

In this Report, we have disclosed forward-looking information to enable investors to fully appreciate our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically make, contain forward-looking statements that set our anticipated results based on the Management's plan and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'project', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance.

We cannot, of course, guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



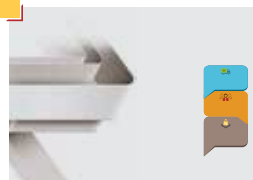
www.diatron.in

Tough times never last...

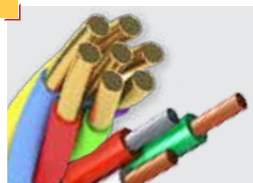
The cover of the annual report 2014-15 indicates the impending resurgence in the Indian Power Sector. We believe that the capital investment cycle is on the verge of take-off and our company will lead the growth wave going forward.

Headlights

1 Strong foundation



4 Know our businesses



Managing Director's Speech

7

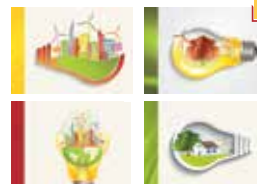


14 Jt. Managing Directors' review



Theme story

16

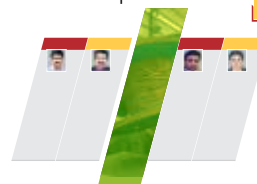


24 CSR @ Diamond Power



Board of Directors' profiles

26

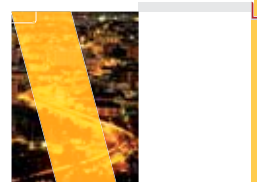


30 Management Discussion & analysis

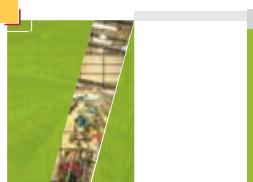


Directors' report

36




60 Corporate governance



Financial sections

74





It's easy to be swayed by the unexpected downfalls, inordinate delays or waiting for the tides to turn your way. It's easy to wait for things to change. It's easy to sit quietly till the storms have exhausted their wrath. However, feeling comfortable has seldom helped anyone to do anything worthwhile.

On the other hand, it is hard to rise up and be tested. It's hard to continue taking strides forward, despite the incoming storm. It's hard to keep pushing and building the next resistance, despite the dwindling sentiments. It's hard to be persistent when it comes to maintaining quality and customer relations in wake of ever-growing input costs and elongated receivables cycle.

The tough times do tend to last forever, unless they are outlasted.

The past two years have been such tough times for the power industry as well as for the company. The quest to changing the course or turning the tide led us to be more persistent and in fact more focused to define our edge in a competitive industry. The numbers sometimes don't reflect the efforts and fruits that one associates with the concept of success. 2014-15 was one such year – where the huge efforts led to muted success, albeit immensely valuable. By the end of the year, we stand as a stronger, agile and growth-ready company. The tough times didn't last. We outlasted it.

Strong foundation of the past.

INTEGRATED BUSINESSES

- India's only and fifth in the world to manufacture EHV cables
- Among the few integrated companies in the Power transmission and distribution, having presence across the value chain.
- Among the five largest cable manufacturers in India
- Among the three largest conductor manufacturers in India
- Among the fast-growing transformers manufacturers in India

SMALL STEPS CONQUER GREAT DISTANCES

1970 : Established operations

1971 : Established a Conductor Manufacturing unit

1995 : Setup an LV Cables Manufacturing unit

1999 : Setup an Aluminum Rod Mill

2006 : Setup the EPC Business

2007 : Acquired Western Transformers

Acquired substantial stake in Apex Electricals Ltd.

2008 : Setup HV Cables manufacturing unit up to 132 KV

2010 : Capacity Expansion of LV & HV Cables units

2011 : Setup EHV Cables Manufacturing up to 550 KV
Setup Transmission Tower unit

2012 : Acquired strategic stakes in Utkal Galvanizers and Maktel Control & Systems

Acquired controlling stake in Danke Controls

Commenced production of Power Transformers and control & relay panels

Successfully commissioned 6.3 MW of wind energy at Jamanwada, Kutch

2013 : Acquired strategic stake in M/s Maktel Control & Systems, India's leading power and control panel manufacturer

Successfully established Ultra High Voltage Cable Testing Laboratory, a first of its kind in India having a capability to 500 KV capacity

Rebranded our range of wires and cables as Diatron

2014 : Successfully commissioned the first phase of ambitious expansion program for 3000 kms of MV cables and 50,000 MTPA of conductors in February 2014

Stepping stone to the future.

OUR PRODUCTS AND CAPACITIES

POWER	EPC SERVICES	SPECIAL PROJECTS
<ul style="list-style-type: none"> Conductors upto 765 KV Transformers (Power and Distribution) upto 220 KV Cables (Low Tension, High Tension and Extra High Voltage) upto 550 KV Transmission towers Relay control panel Unitised substations 	<ul style="list-style-type: none"> Plan, design and commission power turnkey transmission and distribution projects 	Customisation and execution of: <ul style="list-style-type: none"> Overhead transmission line projects Substation projects Rural & urban distribution projects Cable testing facility up to 500 kV

PRODUCTS	EXISTING CAPACITIES PER ANNUM
Rods	
Aluminum and alloy rods	32,000 MT
Conductors	
Alloy and ASCR conductors	50,500 MT
Power cables	
LV XLPE Power & Control cables	34,300 KMS
MV cables up to 66 KV	5,600 KMS
Specialty cables	3,500 KMS
High tension cables up to 132 KV	2,800 KMS
EHV cables 220-550 KV	
	2,500 KMS
Power transformers	
40-315 MVA up to 220 KV	7500 MVA
5-40 MVA up to 220 KV	2500 MVA
Distribution transformers	
Up to 5 MVA	2500 MVA
Transmission towers	48,000 MT

OUR BRANDS

DIATRON
APEX (TRANSFORMERS)

CERTIFICATION

ISO 9001:2008	ISO 14001
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KNOW OUR BUSINESSES

In the past four decades, we have evolved into a fully Integrated Power Infrastructure Solutions Company

At present your Company is generating revenues from Cables, Conductors, Transformers, Transmission and EPC Contracts. Company provides to its customers, numerous ranges of products in terms of best quality and ensures them optimum satisfaction level. We are glad to give you a brief look on the wide array of product range offered by our Company:

CABLES

Our power cables transmit a reassuring quality that can be counted on at all times. Our range includes the highly reliable LV/ HV cables from 1.1KV to 132KV and the EHV cables from 220KV to 550KV. In order to deliver world-class power transmission products, we leverage our CCV method of manufacturing, coupled with German technology. What's more, we also offer a 10-year warranty on our products against manufacturing defects - a first of its kind assurance that helps build the client's confidence and trust in our products.

Product range

- LV (1.1KV) grade aluminum/copper, armored/ unarmored, PVC/FRLS/XLPE cables up to 1000 sq mm in single core and 630 sq mm in multi core that conform to IS1554-I, IS 7098-I and other international standards
- Copper control cables up to 61-core with PVC/XLPE/FRLS that conform to international standards and specifications
- HV cables up to 132KV as per international specifications and standards
- EHV cables from 220KV to 550KV
- Aerial Bunch Cables (ABC), both in LV & HV grade that conform to various standards
- Specialty cables which include control & instrumentation cables
- PVC / XLPE insulated ACSR & AAA conductors for special purposes
- Flexible cables with single core and multi core that conform to international standards and BS specifications.



Production Capacities

Our key equipment suppliers include global leaders such as Scholz, Nokia-Maillefer and Supermac, among others. Amongst the top five power cable manufacturers in India, Diamond Power has also established India's first 'vertical lead extrusion facility' as well as the 'aluminum extrusion facility' for cables, ranging from 66KV and more. Our cable capacities include:

- LV cables (1.1KV): 34300 KMPA
- HV cables (up to 132KV): 5800 KMPA
- EHV cables (220KV & above): 2500 KMPA

Approvals, Certifications and Testing

- ISO 9001-2008 Certified
- Products type-tested at ERDA and CPRI
- BIS certification for all LV / HV cables, conductors
- Products approved and accepted by leading electrical consultants, EPC contractors and corporate houses
- Products approved by most of the power utilities viz. Powergrid, NTPC, NHPC and State Electricity Boards



In addition to the above wider range of Cables, your Company took toddler steps to enter into the market of flexible wires, multi core cables, and special instrumentation and automation cables for domestic and industrial purpose with the brand name of DIATRON.

DIATRON Flame Retardant Cables are made of Electrolytic grade, bright plain annealed copper conductor, as per IS:8130-1984. These cables are suitable for all Industrial & Domestic wiring applications.

The cables have high oxygen and temperature index and insulation of Flame Retardant- FR PVC compound, giving it additional safety. The cables have twin coating giving it superior insulation. Further the wires have uniform diameter and are available in standard lengths.

DIATRON flexible wires are made of bright, plain multi-stranded annealed copper conductor, as per Class 5 of IS 8130: 1984 with PVC insulation. These wires are used for all industrial-wiring applications and are available in single and multi cores in standard lengths.

CONDUCTORS

Proficient Range of Conductors

Our range of conductors has been designed for superior efficiency and performance. Conductor manufacturing has been Diamond Power's core competency since inception; it has today evolved into the country's second largest player with a market share of over 25% and an installed capacity of over 50,500 MT. The product range comprises of 7-strand to 91-strand from 11KV HVDC lines. Diamond Power has supplied more than 1 million KM of conductors.

Product range

- Aluminum Alloy Conductor Steel Reinforced (AACSR)
- All Aluminum Conductors (AAC)
- All Aluminum Alloy Conductors (AAAC)
- Aluminum Conductor Steel Reinforced (ACSR)
- Aluminum Conductor Alloy Reinforced (ACAR)
- High Conductivity Alloy Conductors AL-59

Production Capacities

- Installed capacity of over 50,500 MT
- Annual capacity of over 80,000 KMPA

Approvals, Certifications and Testing

- ISO 9001-2008 certified
- Products are type-tested at ERDA, NETFA, TAG and CPRI
- India's first plant with in-house alloy manufacturing capabilities with type- testing facilities for rods
- Products approved with Powergrid, NTPC, NHPC and SEB's
- First in India to develop and manufacture alloy conductors and proto-test HSHC (High Strength and High Conductivity) conductors
- First BIS mark holder for alloy conductors in India having ISI licenses for all types of conductors

Product Awards

- Winner of the International Gold Star Award & Quality Award from BID Spain

TRANSFORMERS

Power and Distribution Transformers

Diamond Power's transformer division has been formed with the takeover of Western Transformers and Apex Transformers. This merger brings in over 4 decades of manufacturing and technical excellence. To further fuel growth in the division, fresh investments in technology, capabilities and capacities have been made. Our transformer range comprises of state-of-the-art power, distribution and dry-type transformers. It includes 11KV to 220KV, all the way up to 315MVA. Each of our transformers undergoes stringent type-testing, ensuring higher efficiency as well as reliability. We have successfully manufactured and type-tested transformers with ratings starting from 10 KV to 315 MVA, up to 220 KV class.

Product range

- Power transformers up to 220KV, 315 MVA
- Distribution transformers up to 33KV, 2500 KVA
- Single phase track side transformers up to 145KV, 10 MVA
- Single phase track side transformers up to 145KV, 31 MVA
- Cast resin transformers up to 36KV, 3150KVA
- Current transformers up to 245KV
- Voltage transformers up to 72.5KV
- Vacuum circuit breakers up to 36KV, 2500 A, 40KA
- Dry type transformers



Production facilities and Approvals

- Three fully-integrated facilities in Gujarat with in-house facilities for products such as core laminations, wire drawing, strip mill, winding as well as an in-house transformer oil refinery
- A world class dry-type transformer facility
- Over 50,000 installed transformers worldwide and an annual production capacity of 5000 transformers

Approvals, Certifications and Testing

- Our type-testing facilities of up to 1000 KV have been installed with a view to cover anticipated increased needs in the future
- Over 500 type-tests of several sizes done in laboratories all over the world
- Our R&D facilities have been certified by DSIR, Govt. of India and ISO 9001-2008



TRANSMISSION TOWERS

A Thorough Range of Transmission Towers

Our Transmission towers have been designed to withstand the roughest of weathers. Sturdily built and technically superior in quality, these towers can perform in the most demanding of conditions. Not surprisingly, Diamond Power's Transmission towers are empowering every corner of the country by delivering power efficiently and reliably.

Diamond Power, India's most diversified power T&D Company has commenced production at its transmission tower facility.

Product Facilities

Our state-of-the-art facility is located at Phase II, Village:Vadadala, Taluka:Savli, Dist.: Vadodara. It has been designed to manufacture a wide range of transmission towers with a capacity of 48,000 MTPA.

TURNKEY PROJECTS

Our turnkey services in the power T&D sector are the key to our growth. We not only conceptualize the project, but also take charge of various stages of the project including planning, design and development, procurement, right up to the erection and commissioning. This has made us the country's largest integrated power solutions provider. With our vast product range, we have an in-house control over 80% of the average EPC project cost.

Overhead Transmission Lines

One of our core focus areas is high voltage and extra high voltage transmission line projects. Our technical capabilities, financial viability and superior execution skills ensure a cutting-edge project development and implementation.

Rural & Urban Distribution Projects

Our solutions also encompass rural and urban electrification and distribution projects; wherein we offer end-to-end services – right from project design to commissioning.

Substation Projects

Diamond Power also undertakes MV, HV and EHV substation projects. Here again, our technical, financial and managerial prowess allows us to configure a project that fulfills client demands.



SHRI AMIT BHATNAGAR
Managing Director

Managing Director's Speech

...The beginning
is always the
hardest.

Dear Shareholders,

2014-15 was among the most testing years since our inception. Having seen our fair share of downturns, we are certain of one thing – times change. However, we continued to do what we do best – make the change instead of waiting for it. But in doing so, the adversities were much higher than anticipated. The Indian economy, which had a long road to recovery, started moving, but lacked momentum. Being at the middle of investment cycle, our high leveraging coupled with lack of new orders and longer receivables cycle, led an adverse impact on our fiduciary condition. Having built an integrated business model, comprising of scale, diverse products and flexible production capability, we were to a large extent able to fend off major repercussions emanating from economic and business slow down. We also used the downturn yet again to strengthen our processes, systems and businesses. We are confident that the impact of the same will be more visible with the impending upturn in the economy in the coming months.



2014-15 was among the most testing years since our inception. Having seen our fair share of downturns, we are certain of one thing – times change. However, we continued to do what we do best – make the change instead of waiting for it. But in doing so, the adversities were much higher than anticipated. The Indian economy, which had a long road to recovery, started moving, but lacked momentum. Being at the middle of investment cycle, our high leveraging coupled with lack of new orders and longer receivables cycle, led an adverse impact on our fiduciary condition. Having built an integrated business model, comprising of scale, diverse products and flexible production capability, we were to a large extent able to fend off major repercussions emanating from economic and business slow down. We also used the downturn yet again to strengthen our processes, systems and businesses. We are confident that the impact of the same will be more visible with the impending upturn in the economy in the coming months.

We have always believed that the night is darkest when the dawn breaks. The year was full of landmarks and milestones for the country as well as the economy. Never before in the history of democratic India, did we witness the rise of a leader such as our Hon. Prime Minister, Shri Narendrabhai Modi. Having taken over the reigns of a fledging economy, Shri Modi has been persistent to try new initiatives, garner public awareness and push his vision for sustained development across the country and relevant international platforms. However, the beginnings are always the hardest. The year 2014-15 was also a year of new beginning for us at Diamond Power. Ever since the company's inception, Shri SK Bhatnagar, founder and Chairman, has been the driving force of the company. In his leadership that spanned more than four and a half decade, the company has evolved from a small entity to a globally renowned integrated power solutions player. He has not only served the company with great resolve, but more importantly has helped create a superior team which has largely remained intact as well as shared his vision for growth and sustained excellence. Owing to his age, Shri Bhatnagar has vacated the Chairman's position and will now guide us through his advisory position on the company's Board. I am well aware that his shoes are too large to be filled by me, but being with the company since past twenty five years makes me confident to further drive his vision to greater glory.

Future is promised to no one and therefore belongs to people who are ready to create it. At Diamond Power, we have built a well-integrated company with leadership across product and solutions of presence. Our no-compromise policy on quality and penchant for offering world-class engineered products to our customers each time has helped us carve a respected brand. We have ensured our pace with technology and research by investing into specialized products and research infrastructure. Our scale of operations have enabled us to deliver superior solutions at competitive cost, thereby enabling us to expand to newer global markets. I am sure we would come out much stronger in a couple of years. The turnaround has started to become visible in the first quarter of 2015-16. The resolve of the Indian government to infuse a double-digit growth has taken off but still has some time to gain strong momentum. Power being at the core of any economic activity or program will be among the first sectors to rejuvenate.

The vision of the Hon. Prime Minister encompasses programs like Make in India, Digital India and Smart Cities. The need for efficient power infrastructure solutions will be among the basic investments. Having built a strong product line and reputation as a one stop shop, we at Diamond Power Infrastructure believe that its time to start a new journey. Towards greater heights. Towards better solutions. We remain committed to the vision of our founder and are focused to deliver. For the tough times never last; tough people do.

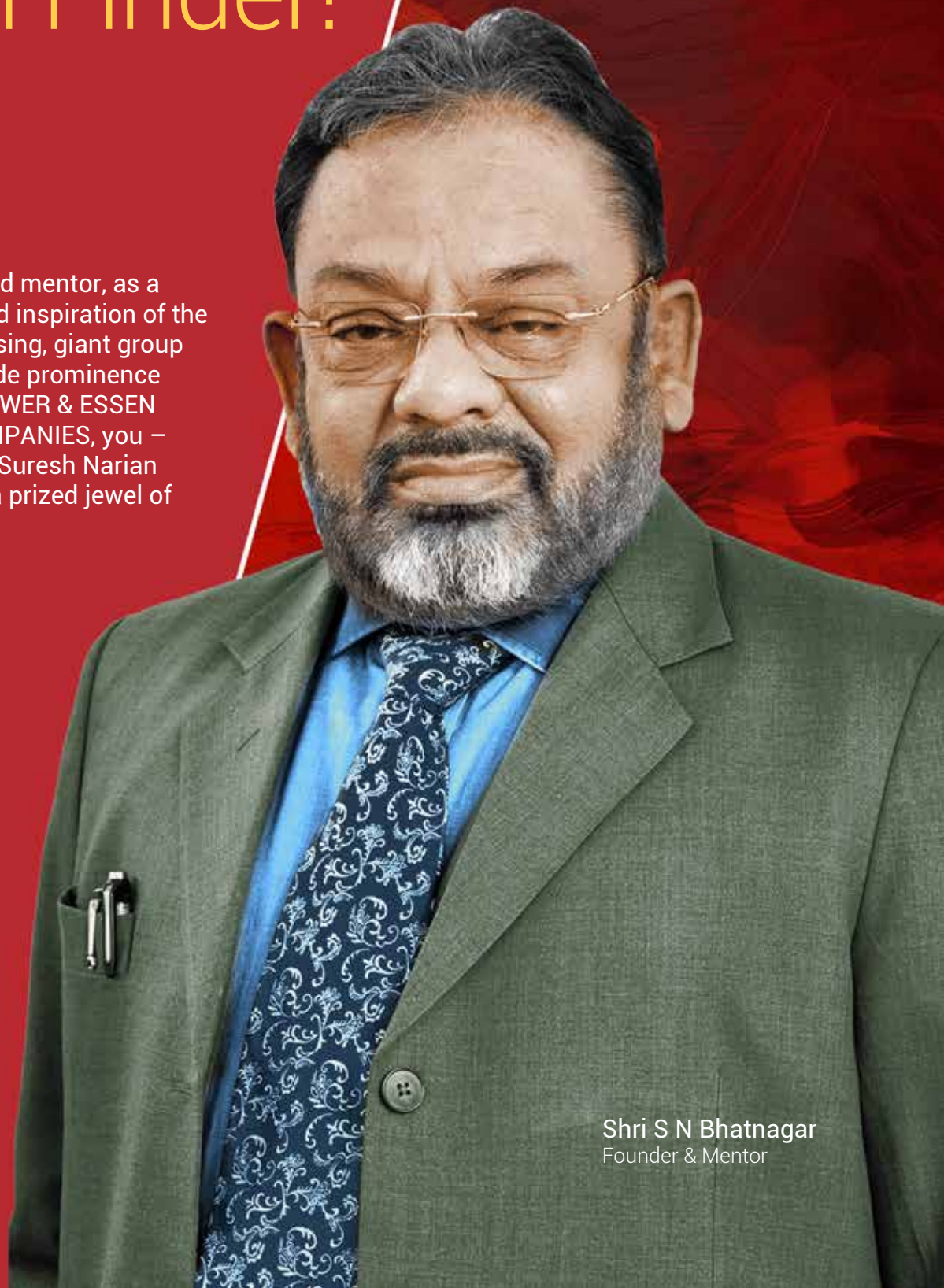
I would like to thank, all our shareholders, for your trust and your wholehearted support.

Shri Amit Bhatnagar
Managing Director

Founder & Mentor Overview

A True Inspiring Leader and a Path Finder!

As a founder and mentor, as a father figure and inspiration of the fastest progressing, giant group having worldwide prominence – DIAMOND POWER & ESSEN GROUP OF COMPANIES, you – Honorable Shri Suresh Narian Bhatnagar are a prized jewel of the nation.



Shri S N Bhatnagar
Founder & Mentor

A small seed of the enterprise sown by you in year 1971 with mere capital of few thousands in hand is now a giant group which is offering its benevolent shade & fruits to thousands of families.

This is our humble attempt to bring forth your matchless, towering persona brimming with confidence inspiring one and all and to bring forth your numerous virtues by which you came out triumphant from the battle of this struggle induced corporate business world.

In your educational career, you have mastered mechanical engineering, you had also served for few years in your initial professional career for Kamani group of companies - a prominent business house at that time. Even though you were placed well & getting all recognition as a key member of the company, as time flew past, you realized that the growth and development of your career was not exactly the way you had envisaged.

The inborn qualities of Entrepreneurship, a true leadership and the visionary made you to take a stride forward and start your own enterprise and you have become first generation entrepreneur.

You had very limited resources and business supporting assets to run your small scale industry during that initial time period, but you had the treasure of the clarity of mind and vision, impeccable upright morals, generosity, correct business ethics and social etiquettes, technical acumen, sheer hard work and perseverance, with these qualities and strength, your journey as an industrialist started in year 1971.

Your vision and strong dream to excel, supported with sharp intellect, exceptional determination and hard work, you realized this dream and created everything from absolutely nothing. This strength of yours is being inherited by team Diamond.

The Courage and Vision possessed by you enabled you and gave strength, to decide to go for public issue in year -1993 which got subscribed 16 times, much against the expectations of people who used to laugh at you on going for public issue that time.

A small seed of enterprise sown by you in year 1971 with mere capital of few thousand in hand is now a giant group which is offering its benevolent shade & fruits to thousands of families



Initially you faced many ups & downs of business but as like running water never stops when it reaches a rock, but it turns either left or right and continues its way, similarly you, always remained confident that no challenge will stand in the way of achieving your goals.

You have successfully achieved remarkable milestones like receiving the Udhog Patra Award from Hon. Vice President of India, Shri Hidayatulla, recipient of Quality award from Business Initiatives and Directives – Spain.

The design capabilities you possess gave the development of Grooved Contact Wire for railway system and Development of Aluminium Alloy Conductors in the country. The most important and evident achievement is the existence of a INR 3000 Crore plus business Enterprise over last 45 years.

As a first generation Entrepreneur you have not only contributed in the growth of the country but also spared considerable quality time for noble cause of serving needy people of our society to execute your corporate social responsibility.

You remained associated with many NGO's like the Lions club, Rotary, Blood Banks, and Hospitals to fulfill responsibilities towards society. Even today you are the prime mover for CSR activities done by our group.

You are a rare combination of a successful business tycoon with multitasking abilities. You have a very strong sportsmanship spirit imbibed in you as you remained state level Hockey player in your young age.

During year 2005 to 2008, there was a slow economy trend worldwide which resulted into unstable and uncertain market situations. In year 2008, market virtually crashed and many industries went into trouble. But in our case, with your visionary guidance & courageous support, Diamond group decided to go for expansion into HV cables and we could establish a state of art, ultra - modern infrastructure for HV- EHV cables, within shortest time period in adverse market conditions. By the time we were ready with infrastructure, the market was ready with huge product demand. There are lots of such examples wherein we can see your ability to take right decision at right time and your ability to take calculated risks which never results into losses or failures.



He was associated with many NGO's like the Lions club, Rotary, Blood Banks, and Hospitals to fulfill responsibilities towards society

Under your able guidance & technical acumen, Diamond power has successfully installed & commissioned India's largest, ultra modern, state- of art " ESSEN Ultra High Voltage Research & Development Centre and Test Laboratory "upto 765 KV capacity which has got NABL accreditation and has recently won the prestigious award "MAKE IN INDIA Excellence" - a mission of Govt. of India. Under your leadership team diamond could achieve this milestone without any foreign collaboration.

You always state that achieving happiness of our business associates & our shareholders and winning their faith forever is our mission. It is our aim which you have made us to already achieve to expand our business, to develop new products, to enable our country to source Hi- tech products like EHV cables & systems indigenously and thus reducing dependency of our nation on foreign countries for such essential sophisticated products & add them into our basket and to create more & more job opportunities to discover new heights of our organizational strength which can bring happiness and well being for our business associates and our share holders .

You have armed us with a long term vision, high ambitions and for sightedness. Perhaps the most important lesson we have learnt from you is how a leader should be a father to his people!!!

Today the spirit of our Diamond Power Team represents four essential elements:

- Our Organization
- Our Team
- Our Brand
- Our founder & Mentor - Hon'ble Shri S N Bhatnagar

With whole hearted dedication of Team Diamond Power.

DIA TRON™
FROM DIAMOND POWER

You always state that
achieving happiness of
our business associates
& our shareholders and
winning their faith
forever is our mission





Jt. Managing Director's Review

It's time to write a new chapter.

The foundation that we strived to build over
the past decade is now almost ready.



Dr. Sumit Bhatnagar
Joint Managing Director

While the market conditions were **adverse** starting from second quarter onwards, we **focused on improving** efficiencies across operations

Dear Shareholders,

YEAR 2014-15 WAS A BUSY ONE

While the market conditions were adverse starting from second quarter onwards, we focused on improving efficiencies across operations. It meant that each cost was screened and each investment was critically examined. In the past few years, we have developed a robust culture of cost controls and quality controls, which empowered us, to conquer the tide in 2014-15.

YEAR 2015-16 IS ALL SET TO BE EXCITING

The Government of India initiated reforms in its first year of assuming power. However, all things that are meant to be sustainable and empowering, take time to take off. We strongly believe that the business sentiment under the new government is improving and soon will be visible on ground. Power sector will indeed be among the first ones to witness the surge in investments. India being a power deficit country, largely owing to the transmission and distribution bottlenecks will need to focus on efficient ways to strengthen the distribution network to eliminate losses. Being an integrated power infrastructure solutions player having presence across the value chain accounting to 80% of the project costs, we at Diamond Power are excited to step into the future.

IT'S TIME TO CONQUER NEW FRONTIERS

In the past five years, we have timely invested into capacities, technology, wide range of products and quality. We have been proactive in listening, capturing and deciphering customer feedback to create a customer friendly organization. Our distribution footprints span the entire country and at the same time we have been able to expand to similar markets in middle East and African continent. Our investment in the Dicabs brand has further helped us carve a niche amidst commoditized segments. The time has come when the economy is expected to look up. We are prepared to capitalize on the future. I value the support of our stakeholders who have supported us and continue to inspire us to rise beyond our limitations. I wish your support in the future too.

Dr. Sumit Bhatnagar

Joint Managing Director

The Government of India **initiated reforms** in its first year of **assuming power**





changing. so are we.

2014-15 WAS THE YEAR OF CHANGE. WHILE THE COUNTRY WITNESSED HEIGHTENED OPTIMISM, THE POWER INFRASTRUCTURE INDUSTRY CONTINUED TO WAIT FOR THE INVESTMENT PUSH. THE GOVERNMENT OF INDIA HAS STARTED TO LOOK AT THE OLD AGENDA OF "POWER FOR ALL" WITH A FRESH FOCUS AND NEVER-BEFORE VISIBLE ENTHUSIASM.

The Government's agenda revolves around supplying adequate power all day (24X7) at affordable prices. The aim is to double electricity generation to two trillion units by 2019. India has an installed power generation capacity of 268,602.35 MW. The country's per capita power consumption, ~940 kilowatt-hour (kWh), is among the lowest in the world. Around 280 million people in the country do not have access to electricity. In comparison, China has a per capita consumption of 4,000kWh, with developed nations averaging around 15,000kWh per capita. Given the dismal state of transmission and distribution in the country, the potential investments in power sector are expected to be ~\$250 billion (Rs. 54000 crore+), with transmission sector expected to account for 20%, amounting to \$50 billion (Rs. 10200 crore+).



Being among the very few home-grown player in a segment dominated by the global companies, Diamond Power has always used its size to adapt to change, much faster than the giants. Add to that, our ability to expand our products across various verticals backed by capacities has enabled us evolve from a single product manufacturer to a power infrastructure solutions company. Our product profile includes conductors, cables (LT, HT & EHV), transformers, transmission towers, relay and control panels. We further evolved into a pan-India EPC solutions provider, offering cost efficiency as a core competitive advantage, owing to our presence across products amounting to ~80% of the cost of EPC projects.



We believe the investment cycle by the state electricity boards as well as Power Grid Corporation will reignite the demand for our products in a big way. Being an indigenous player offering world-class quality, serviceability as single window to multiple products across the value chain, will be the key growth factors in the coming years. In the meantime, we have utilized the downturn to learn and implement key lessons, which will add considerably to our efficiency and sustainability going forward.

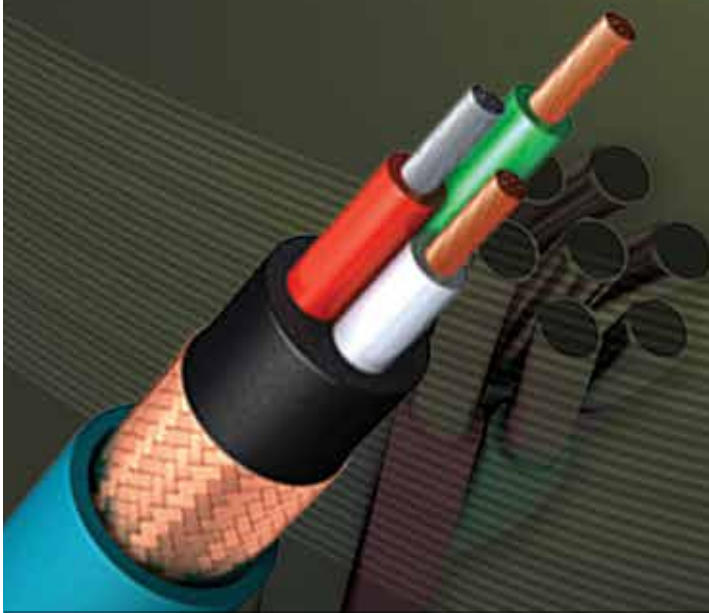


INDIA

rising.
so are we.

INDIA IS AT THE CUSP OF A DIGITAL REVOLUTION. THE GOVERNMENT OF INDIA HAS UNFURLED ITS AMBITIOUS DIGITAL INDIA PROGRAM, WHEREBY IT AIMS TO DRIVE DIGITAL INCLUSION ACROSS THE NOOKS AND CORNERS OF INDIA.

The initiative is expected to generate employment for 18 lakh Indians within next 5-10 years and expected to integrate digital access to governance, inclusion and education to the last mile using mobility and broadband devices. The Government is also looking at eliminating imports in the segment and focusing to build India as a technology and innovations hub in the near future. The initiative has already received pledges from Corporate India to the tune of investments worth Rs. 4.5 lakh crore. This number is further expected to go up with the Make In India campaign gaining momentum. While on one hand, technology empowers; and on the other hand, needs quality power.



At Diamond Power, we believe quality and technology go hand in hand. Being founded by a technocrat, we have always prided upon our ability to solve problems using state-of-the-art technology. We were the first to have always benefitted by staying ahead of the curve. We at Diamond Power Infrastructure were the first in India to develop and manufacture alloy conductors and proto-test HSHC (High Strength and High Conductivity) conductors. We were the first BIS mark holder for alloy conductors in India having ISI licenses for all types of conductors. We have established India's first 'vertical lead extrusion facility' as well as the 'aluminum extrusion facility' for cables, ranging from 66KV and more. We are also the first Indian company and only fifth in the world manufacturers of Extra High Voltage Cables up to 550 KV.



We also are the only company to offer a 10-year warranty on our products against manufacturing defects – which has enabled us establish a formidable brand. In 2013-14, we commissioned our state-of-the-art UHV testing laboratory, further strengthening our reputation as a leader and a client-centric company. We also were fast to implement an organization-wide ERP network, which has immensely benefitted our credentials as a cost efficient and customer focused player.

Our ability to sense, envision and adapt to change using technology has been our key growth driver since our inception. With the country now treading the path of innovation and technology, we at Diamond Power would continue to partner its journey to successful frontiers. At the same time, we would continue to adapt to as well as lead the change through proactive investments in technology.

INDIA

expanding. so are we.

INDIA IS GETTING SMARTER. THE GOVERNMENT OF INDIA ANNOUNCED TWO NEW URBAN DEVELOPMENT PROJECTS - SMART CITIES MISSION AND ATAL MISSION FOR REJUVENATION AND URBAN TRANSFORMATION (AMRUT), UNVEILING THE ROADMAP FOR DEVELOPING 100 SMART CITIES AND 500 AMRUT CITIES OVER THE NEXT FIVE YEARS.

The Government plans to spend over Rs. 3 lakh crore over the next 5-6 years to recast urban cities. Of the 98 smart cities announced, 24 are business and industry centres, 18 are cultural and tourist centres & 3 are education and health care hubs. Each selected city to receive assistance of Rs. 100 crore (\$ 16.12 million) per year for five years. The impact of smart cities will also be visible on the power sector. For instance, India will spend \$21.6 billion over the next 10 years on smart grid infrastructure. 14 smart grid pilot projects to be implemented by state-owned distribution utilities in India and investment of around Rs. 25,300 crore (\$4 billion) to roll out a new metering system and upgrade distribution networks in the country will be made in the coming years.





Having set-up a robust distribution network across the country, we at Diamond Power Infrastructure cater to pan-India consumers. Our vast product range coupled with large capacities enable us to offer world-class quality at competitive costs. Our brand – DICABS is among the reputed brands in the sector and enjoys top of the mind recall among the suppliers as well as consumers. Our investments in quality have led to sustained relationships and approvals with most of the large state electricity Boards as well as PGCIL. Being an integrated power infrastructure company, we are in a good position to capitalize upon the impending upswing of EPC projects. Over the years, we have developed an edge in terms of executing turnkey projects including overhead transmission lines, rural & urban distribution projects and well as substation projects.

Presently, our total order book is valued at Rs. 2600 crore – to be executed and translate into revenues within next two years. The mix of private sector to Public sector stands in equal proportions, thereby establishing our brand across customer segments. EPC comprises of 1/5th of the order book, further expecting to improve in view of the smart cities initiative in the coming years.

INDIA is

enterprising.
so are we.

TRADITIONALLY, INDIA HAS BEEN A LAND OF ENTREPRENEURS. IN THE PAST TWO DECADES, INDIA HAS OFFERED A GRAND STAGE TO THE ASPIRATIONS OF MILLIONS OF FIRST GENERATION ENTREPRENEURS.

The genesis of your company also lies in such tradition. In the past two years, entrepreneurship has resurged like never before. At Diamond Power, we have firmly believed in developing an entrepreneurial culture, thereby empowering every employee to play a larger role in decision making and shaping their future.



We have ensured a transparent culture, which is based on open door policy. This has led to a merit-based appraisal culture and also ensured that ideas can be identified, communicated and implemented across levels in a seamless way. Being a diverse corporate, we have chose to work with top talents from the industry, having a knack of taking tough decisions and offering solutions. The culture of multiple ideas and views keeps us nimble footed to challenge our own assumptions and therefore remain agile and adaptive in the ever-evolving world.



Having acquired multiple companies, our operations sport a diverse culture – focused on a common goal. With team strength of 2500+ dedicated entrepreneurs, we are ourselves shaping the way corporates of tomorrow would work – by sharing ideas and responsibility – to achieve a common goal – of sustained excellence.

CSR @ Diamond Power

INDIA is investing into the future. so are we.

2014-15 was a proud year for us at Diamond Power Infrastructure. The Government of India for Hon. Prime Minister's flagship program – Swaccha Bharat, nominated our present Managing Director Shri Amit Bhatnagar among the eminent national brand ambassadors. Amit Bhatnagar has been actively involved in social integration initiatives and cleanliness as well as upkeep of the city of Vadodara, since the past two decades. We see the honour bestowed upon our Managing Director as a source of immense pride as well as responsibility. All the stakeholders of Diamond Power Infrastructure remain committed to keep our cities as well as the country clean through smaller efforts as well as larger campaigns in the future too.



We at Diamond Power Infrastructure believe that the world will only change if each of us contributes as well as plays an active role in it. We believe in the core value of "Doing well by doing good", and ensure active participation in the social causes in the regions of presence. We support multiple causes, namely towards Education, empowerment, enrichment and environment.

EDUCATION

- We have commissioned a primary school at Vadadala, which plays a key role in educating the children of the village
- The school continues to empower hundreds of aspiring students through quality education
- The company actively contributes towards upkeep and modernization of the school, with valuable support from reputed organisations like Baroda Round Table 49 and Ladies Circle 76.

EMPOWERMENT

- The company has played an active role in formation and now upkeep of 'Bal Gokulam Society – A Home away from home'
- It is a first of its kind children home of the country established to provide shelter and protection to the orphans and physically challenged children and give them parental care, which is managed by Baroda District Probation and Aftercare Association
- The centre offers every child formal or non-formal education and empowers them to lead a better life by educating them on health, first aid, cleanliness, general knowledge and computers, thereby aiding their all-round development

ENGAGEMENT

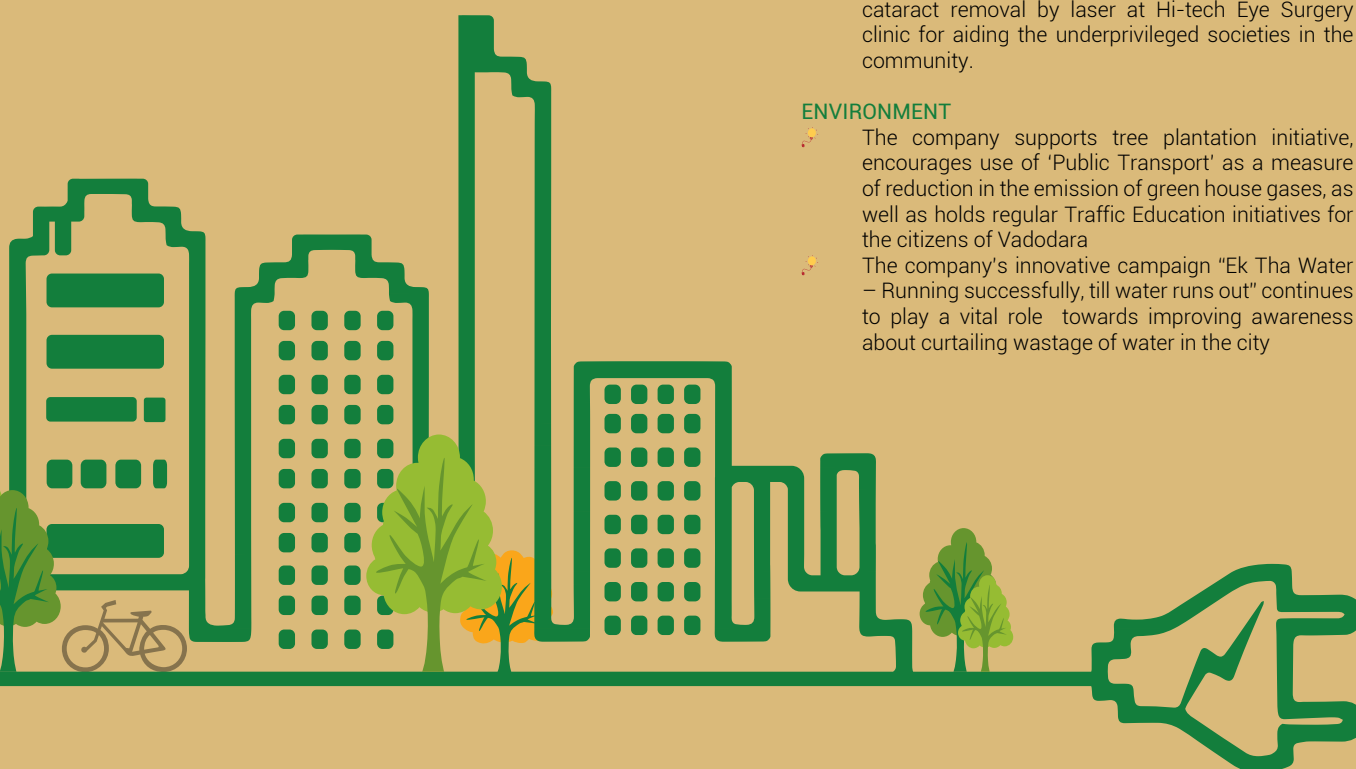
- The company has also played a valuable role in integrating society through the cause of fitness and health with Vadodara Marathon
- The company has been the co-sponsor of the Marathon event since past five years
- The Vadodara International Half Marathon is India's first large scale international marathon which was organized in a non-metro city
- The Vadodara Marathon has become a great congregation for citizens and even serious runners, thereby earning a spot on the AIMS International Half Marathon Calendar
- It also was honored by the title 'Smallest City, Biggest Marathon'.
- Vadodara Marathon, an independent Non-Profit Company, governed by a Board of Management comprising of leading industrialists, social workers, educationalists, professionals, directors etc.
- Shri Amit Bhatnagar, Managing Director of the Company is on the Board of Vadodara Marathon and also takes active interest in the activities.

ENRICHING

- The company also supports the following services actively, towards better health and enriching the quality of lives of its employees and society at large
- Adopted and offers the 'Ambulance Kendra', which has reached out to many people in need and has helped saving hundreds of lives
- Organizes blood donation camps once in every three months wherein the employees, their friends, family members and many others come to donate blood
- Diamond Power supported by Baroda Round Table 49 & Baroda Ladies Circle 76 organise frequent free eye checkup camps for cataract followed by free cataract removal by laser at Hi-tech Eye Surgery clinic for aiding the underprivileged societies in the community.

ENVIRONMENT

- The company supports tree plantation initiative, encourages use of 'Public Transport' as a measure of reduction in the emission of green house gases, as well as holds regular Traffic Education initiatives for the citizens of Vadodara
- The company's innovative campaign "Ek Tha Water – Running successfully, till water runs out" continues to play a vital role towards improving awareness about curtailing wastage of water in the city



Board of Directors Profile

SHRI AMIT BHATNAGAR
Managing Director



Shri Amit Bhatnagar is the Managing Director of our Company since January 2010. Prior to that, he was the Joint Managing Director of our Company since 1992. He 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 25 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 was also awarded the 'UdyogRatan' award for 2007-08 by the Government of India. He is also one of the founders of Vadodara Marathon' and is an Executive Committee Member of the BalGokulam, a children shelter established by the Government.

DR. SUMIT BHATNAGAR
Joint Managing Director



Dr. Sumit Bhatnagar is the Joint Managing Director of our Company since January 2010. He has pursued BE in Electronics from Pune University and also holds an Hon. Doctorate in Business Management, MBA in international finance from Swinburne University, Melbourne, Australia with chancellor's medal and scholarship for obtaining highest grades in his course. He is also a certified ERP Professional for Microsoft, Oracle & SAP.

Shri Sumit Bhatnagar has been associated with our Company for over 21 years. He has more than 16 years of experience in Business Process Analysis, re-engineering, System Study like ERP, ISO 9002, developing in-house internal audit system and putting in place the MIS for decision making and control.

Shri Bhatnagar is also a Trustee on the Board of BalBhavan Society of Vadodara, Vice President of Savli. Taluka Industries Association, Chairman of Baroda Round Table – 49 and has also been felicitated with the National Business Leadership Award for Industrial Development given by IEDRA.

SHRI JAIDEEP NIGAM

Independent Director



Jaideep Nigam is B.E Mechanical, with M.B.A in International Business, He carries a diverse & varied Industry experience with World top Brands/Big Groups of 23 years based in Dubai with an overall successful track record of 28 years. He holds personal/Business rapport with Eminent Arabs, Top Businessmen / Industry professionals & Government Institutions across Middle East , Africa & India.

His strong Networking/P.R Skills coupled with brilliance in Marketing has helped establish Brand Diatron across M.E & Africa in a very short span of time with a long term Dealer relationships & penetrative ongoing sales in Region.

SHRI RANVIR SINGH SHEKHAWAT

Independent Director



"Mr R S Shekhawat is a renowned name in Power, Communication & Special application Cable Industry. He is a technocrat having more than 48 years of rich experience in cable manufacturing and has worked at top positions in leading cable units. He has to his credit, setting up and operation of six large scale cable manufacturing plants including two for corporate giant, M P Birla Group. He has undergone training at world leaders like ABB cables & Ericsson cables of Sweden. He has also helped many, in product development and stream lining operations through his consulting".

SHRI ASHOK KUMAR GAUTAM
Independent Director



Shri Ashok Kumar Gautam is one of the leading consultants for many Corporates. He has a vast experience in Tax administration and is presently one of the top professional in Tax Matters in the country. He was with Reserve Bank of India in 1976 and after Joining IRS (Income Tax) in 1977, served around 35 years in Indian Revenue Service in 6 different states in the country.

SHRI ASHOK KUMAR SINGH
Independent Director



Shri Ashok Kumar Singh is having massive experience of over 36 years with Government of Uttar Pradesh and Government of India, he is retired I.A.S Officer and served with many prestigious government organizations, he also served as Magistrate and Dy. Labour Commissioner. He was Secretary for Planning Department, U. P. Government.

Other than above, he was awarded for the best performance as Dist. Magistrate and honored with President of India's Silver Medal for the best work on census operation as Dist. Magistrate Basti.

MISS NIVEDITA PANDYA
Woman Director



Ms. Nivedita Pandya - Is a Graduate in Mechanical Engineering from S.P University - V.V Nagar, with wide techno- commercial experience in industries majorly in cable industry. She has been Instrumental in the execution of several prestigious Green field projects including setting up of state of art HV- EHV cable plants, Tower manufacturing plant etc, UHV Laboratory & R & D centre etc.

Is also doing extensive work in the field of Machinery design & its Manufacturing since last over 15 years and travelled extensively to Europe & China for technology selection sourcing etc.



Tough times
never last...

Management Discussion & Analysis

2014-15 was a
challenging year for the
global economy. Oil prices
once trading at **\$115 per
barrel** witnessed a sharp
dip to **50% levels** by
December 2014.



ECONOMIC OVERVIEW

2014-15 was a challenging year for the global economy. Oil prices once trading at \$115 per barrel witnessed a sharp dip to 50% levels by December 2014. The estimates indicate no mid-term threat towards rising prices. However, the low crude prices failed to enthuse confidence in the global economy owing to the various challenges across multiple economies. While the Eurozone grappled with its currency crisis, with inflation rising in Greece and Spain. The slowdown began to take shape in China, with the government deciding to ditch the "growth at all cost" strategy employed since 2008 and took initiatives to control credit flow. This started to hurt the Germans, as the orders of machines were impacted. The US started to show results on which still remains a long road to recovery. However, speculations continue to thrive on the rise of bank rates buy the Central Bank, in wake of the economic upturn. However, now with the weaker outlook on Europe and China, and the potential impact on US Dollar, the rate rise may be further delayed.

Indian economy overview

Year 2014-15 can be termed as a euphoric year of contrasts. The national elections of 2014 set the tone in terms of uprising of a single largest party in years. The mandate along with the bleak economic situation led people to believe that growth will be brisk and therefore various business optimism indices reflected the optimism. However, the road to recovery is always steeper than the fall. While the equity markets rose, both in terms of election results and business confidence; the reality continued to bear the brunt of heightened optimism. With the oil prices also coming down, the investment cycles from the corporates remain stagnant. Moreover, while the plans are being made and the grounds being laid to kick-start investment programs in infrastructure sector; the current scenario is demonstrating the signs of impatience. While the indigenous programs like Make in India and Swachh Bharat Abhiyaan have also been initiated; the predictions signal a timeline of two years for the optimism to ferment into economic growth.

The Government is now focused on simplifying processes and attracting more investments from the Indian diaspora outside country along with global companies. The Government also focused on removing policy bottlenecks to simplify documentation and processes to initiate business activities. The Union Budget announced measures to restart the infrastructure creation and prior to that the coal blocks allocation were completed successfully. Given the large consumer economy and favourable demographic indicators, the country is attractively poised to reignite its economic machinery.

India is the second most economically confident nation due to the improved performance by the industry and services sectors, according to a recent report by global research company, Ipsos, called Ipsos Economic Pulse of the World. India needs to revitalize the investment cycle and fast-track structural reforms to speed up growth, the report says.

Outlook

According IMF World Economic Outlook April, 2015 India ranks seventh globally in terms of GDP at current prices and is expected to grow at 7.5 per cent in 2016.

India's economy has witnessed a significant economic growth in the recent past, growing by 7.3 per cent in 2015 as against 6.9 per cent in 2014. The size of the Indian economy is estimated to be at Rs 129.57 trillion (US\$ 2.01 trillion) for the year 2015 compared to Rs 118.23 trillion (US\$ 1.84 trillion) in 2014.

The steps taken by the government in recent times have shown positive results as India's gross domestic product (GDP) at factor cost at constant (2011-12) prices 2014-15 is Rs 106.4 trillion (US\$ 1.596 trillion), as against Rs 99.21 trillion (US\$ 1.488 trillion) in 2013-14, registering a growth rate of 7.3 per cent. The economic activities which witnessed significant growth were

'financing, insurance, real estate and business services' at 11.5 per cent and 'trade, hotels, transport, communication services' at 10.7 per cent.

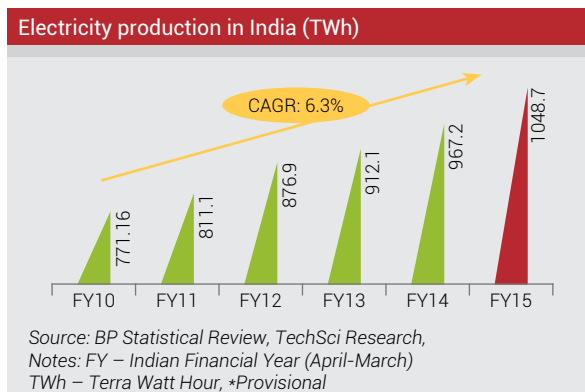
INDUSTRY OVERVIEW

The background

Indian power sector is undergoing a significant change that has redefined the industry outlook. Sustained economic growth continues to drive electricity demand in India. The Government of India's focus on attaining 'Power For All' has accelerated capacity addition in the country. At the same time, the competitive intensity is increasing at both the market and supply sides (fuel, logistics, finances, and manpower).

India has the fifth largest power generation capacity in the world. India's installed capacity stood at 272.5 gigawatts (GW), as of FY15. Thermal power, the largest component, was 189.3 GW, followed by hydro 41.6 GW, renewable energy 35.8 GW and nuclear 5.8 GW. India's total power generation capacity has increased at a Compound Annual Growth Rate (CAGR) of 9.4 per cent over FY09-15.

India is the third largest producer of electricity in the world. In FY15, India generated 1,048.7 terawatt-hours (TWh) of electricity. Over FY10-15, electricity production expanded at a CAGR of 6.3 per cent. As per the 12th Five Year Plan, India is targeting a total of 88.5 GW of power capacity addition by 2017, of which, 72.3 GW constitutes thermal power, 10.8 GW hydro and 5.3 GW nuclear.

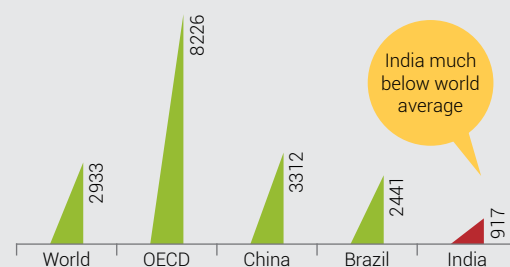


The financial year 2014-15 saw the highest capacity addition of 22,566 MW in a year, which is a 26.6% rise on year-on-year basis. The actual electric energy generation during the Fiscal 2015 was 1,048 BUs against the generation of 967 BUs in the previous fiscal. For the XIII five year plan period, NITI Aayog estimates that in order to meet the projected demand requirement by 2022 at a GDP growth rate of 9%, capacity addition of 94,000 MW would be required along with matching expansion in transmission and distribution systems. Further, to maintain a sustained economic growth of 8% through to Fiscal 2032, as per the NITI Aayog, India needs to increase its electricity generation several times over for which the power generation capacity must increase to around 8,00,000 MW by Fiscal 2032.

T&D

The transmission and distribution system in India is a three-tier structure comprising of regional grids, state grids and distribution networks. These regional grids currently, are operating as an integrated unit of national grid with an inter-regional transfer capacity of more than 32,000 MW, whereby surplus power from a region could be redirected to another region facing power deficits, thus allowing an optimal utilization of the national generating capacity. The inter-regional grid connectivity has lent flexibility and brought resilience to the system. The National Grid in the country is now one of the

Per Capita Electricity Consumption (kwh/capita)



Source: IEA; CEA; India Nivesh Research

IN 2014-15, MORE THAN **22,101 CIRCUIT KILOMETERS (CKM)** OF TRANSMISSION LINES HAVE BEEN COMMISSIONED AGAINST 16,748 CKM DURING 2013-14. THIS **GROWTH OF 31.96%** ALSO LED TO HIGHEST EVER ACHIEVEMENT IN THE COUNTRY.

largest operating synchronous grids in the world. During the financial year 2014-15, a total of 22,101 cKms were added to the transmission capacity, which was around 32% higher than the transmission capacity added in the previous fiscal.

The Distribution Sector, which provides the crucial last mile connectivity and has disparate, numerous and varied consumers, is the weakest link in the power sector value chain of Generation-Transmission-Distribution. The Distribution Sector is facing problems like exorbitant losses, suboptimal internal functioning of regulatory institutions, mismatch in tariffs, etc. The Government of India has taken various measures to make the State DISCOMs/utilities viable, like Transitional Finance Mechanism (TFM), incentivization through technology interventions in R-APDRP and NEF, devising utility-wise turnaround plan and monitoring its implementation at the highest level.

In 2014-15, more than 22,101 circuit kilometers (ckm) of transmission lines have been commissioned against 16,748 ckm during 2013-14. This growth of 31.96% also led to highest ever achievement in the country.

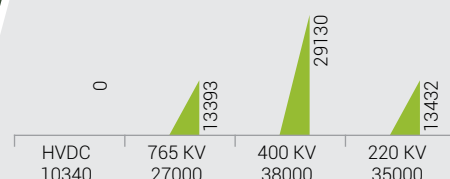
The Government is hopeful of witnessing investments of nearly Rs. 3 lakh crore in the transmission and distribution sector within the next four years, mainly from the private sector. This investment will also be supported by over Rs. 1 lakh crore (\$18 billion) from the Government through schemes such as the Deen Dayal Upadhyay Gram Jyoti Yojana and Integrated Power Development Scheme.

The challenges are evident

India has perennially remained a power deficit country. Huge potential exist for power generation and Transmission & Distribution sector in the country as country's per capita electricity consumption at 917 kwh is much below the world average of 2933 kwh.



Transmission - Addition in 'CKM' during 12th Plan Up to March 2015



The Indian T&D sector continues to face multiple challenges including, deficient current transmission capacity due to losses from generation to distribution; delays in future transmission capacity addition; inefficient operation and maintenance in the existing system; delays in land allocation for new substations and insufficient focus on New Technology and innovation. Input costs coupled with depreciating currency have its own set of challenges for the companies in the sector.

The opportunities are unfolding

The Government of India has taken active interest in its first year to help eradicate key issues in the sector. The Government has focused more on transmission and distribution sector especially in the SMART GRID and Ultra high voltage segment. On account of steps taken by the Government, in terms of expediting forest clearances and intensive monitoring of critical transmission lines, highest ever transmission lines have been commissioned during the year 2014-15. Similarly, the overall increase in the transformation capacity has been 65,554 MVA during 2014-15. The major inter-state transmission system (ISTS) commissioned in 2014-15 strengthened the synchronous interconnection of Southern Region (SR) with rest of the country thereby facilitating reliable operation of single frequency National Grid. The huge capacity addition coupled with higher generation and improved transmission capacity has resulted in considerably reducing the electricity energy shortage from a level of 7 to 11% during the last two decades to a record low of only 3.6% during the year 2014-15.

With the Stable Government at Centre and the "Make in India" mission of Government of India (GOI) the T&D sector in the country is expected to benefit immensely in the coming years. With the capital investment cycle being throttled out of its slumber, the sectors such as infrastructure, power, railways, etc. are expected to drive the need for robust T&D infrastructure. The Investments planned by PGCIL and other utilities in the Ultra High Voltage segment, SMART GRID, SMART CITY are expected to translate into bigger opportunities for companies in the T&D space. The mantra of "Make In India" is also going to tip the scales in favour of the Indian entities in the sector. GOI is very much focused on clearances for the Coal Blocks and lands for the Power plants to take off which will be a huge boost to the T & D segment. The recent support by the GOI to SEB's will open up the expansion plans in the Transmission and Distribution networks.

Electric power supply per person in India is very small, as compared to China it is only 1/3rd, and so naturally it will increase much more in the future. The power demand is growing rapidly in India. This makes the T&D sector in the country highly attractive from the long-term point of view. Over the years, the Indian government has undertaken a massive power generation and transmission capacity addition plans in the country. While India has added 50,000 mw in 11th plan (2007-12), it further plans to add 88,000 and 93,000 mw in 12th (2012-17)

and 13th (2017-22) plan respectively. In addition, Power Grid Corporation of India (PGCIL), country's central transmission utility, and single biggest customer for T&D companies, has planned to spend about Rs 1.1 tn in 12th plan towards expanding the T&D infrastructure.

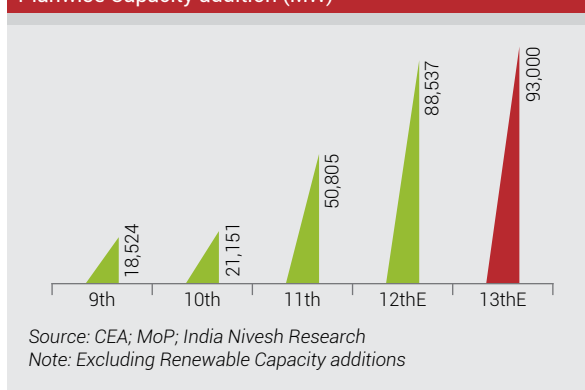
T&D Losses

The aggregate Power Loss in the country is almost three times the amount of Power Deficit. In almost all the states, the losses are 2-3 times the amount of power deficit.

At an all India level, the power deficit almost halved to 4.2% in 2013-14 from 8.7% the previous year. Though the complete data for 2014-15 is not yet available, data up to January 2015 indicates that the power deficit has come down to 3.8%. The deficit was 8.5% in 2011-12. The steep fall in the deficit is because of the steep increase in power production while the demand has gone up only slightly.

The government aims to reduce the Aggregate Technical and Commercial Losses (AT&C) up to 15% in the country and improvement in power distribution sector, Government of India has launched the Restructured-Accelerated Power Development and Reforms Programme (R-APDRP) in July 2008. The focus of R-APDRP is on actual demonstrable performance by utilities in terms of sustained AT&C loss reduction.

Planwise Capacity addition (MW)



This **growth of 31.96%** also led to highest ever achievement in the country



The company also ventured in the **global markets** through its **Dubai office in 2013** and **this year**, the company continued to spot opportunities and **initiate small steps**.



COMPANY OVERVIEW

About the Company

Diamond Power Infrastructure Limited is an integrated solutions provider in Power T&D space in India. Primarily established as a conductor manufacturer in 1970 by Shri S N Bhatnagar, a first generation technocrat, Diamond Power achieved greater integration post completion of its expansion projects during 2010-11. Today, it commands presence across the value chain – Conductors, Cables (LT, HT & EHV), Transformers (Power and Distribution), Transmission Towers and EPC services. with One Manufacturing Location and Nine Stores at different places across the India; the Company also has more than 100 distributors across 16 Indian states. The Company sells its products under 'Diatron' brand. The company was a recipient of Make In India award for EHV Cables in 2014-15.

Performance review

2014-15 too continued to be a challenging year for the company. The company started the year with the completion of the first phase of its ambitious expansion project. Shaping up to be among the most integrated power infrastructure players having the widest range of products across the value chain, the company built a strong foundation, which was tested for sure during the year under review.

While the mood of the nation remained euphoric In 2014-15, the translation of the same into the business sentiment remained elusive. Multiple efforts at policy levels by the Government of India, surely contributed to the assurance of an attractive future but did little to kick start the investment cycles in the infrastructure space. The lack of orders due to a near halt in economic activities led to lower volumes in each of company's businesses, as compared to the previous year. Compounding the pain were a potent blend of high cost on previous orders as well as lack of affordable funds to meet competitive bids for new orders. The working capital cycles stretched with the debtors facing the delays from respective counterparts due to economic sluggishness. The lack of funds and erosion of margins also led to elongated project timelines, thereby delaying the booking of revenue this fiscal. In addition, with heavy unexpected rains in Gujarat, the company suffered considerable loss of goods in its Vadadala factory caused by flooding. All these are well reflected in the financial performance of the company.

In 2014-15, the company registered a total income on a standalone basis of Rs. 2422.76 Crore, as compared to Rs. 2674.29 Crore in 2013-14. The company's EBITDA stood at Rs. 24.21 crore in 2014-15 against Rs. 289.80 crore in 2013-14. The company booked a Loss of Rs. 115.74 Crore compared to a profit Rs. 103.96 Crore in 2013-14.

The company's Conductors generated revenue of Rs. 671.78 Crore as against Rs. 738.90 Crore in 2013-14. Power Cable generated total revenue of Rs. 1350.78 Crore as compared to Rs. 1485.74 Crore in 2013-14. Power Infrastructure generated total revenue of Rs. 103.83 Crore as compared to Rs. 157.87 Crore in 2013-14. Tower generated total revenue of Rs. 341.94 Crore as compared to Rs. 383.29 Crore in 2013-14.

However, the company chose to do what it does best – finding solutions to challenging problems. The company ensured the orders at hand were fulfilled in minimum time despite the uncontrollable delays. The company revisited its expansion plans and processes across its verticals to control costs and implement stricter checks. The company also focused on reaching out to banks and financial institutions to navigate through fiduciary challenges. The company well understood that the pain was indeed temporary but what mattered was to continue the momentum to perform despite adversity. In its two decade-plus tenure, the company has used challenging times such as these to strengthen its core and therefore outperform in the upturns.

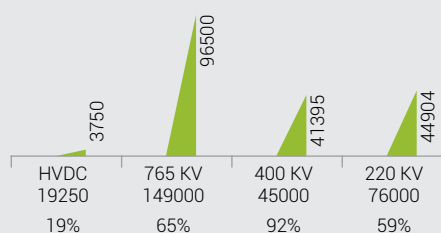
The company's expanded capacities have kept operating and are in an attractive spot to capitalize upon the impending upturn. The company also ventured in the global markets through its Dubai office in 2013 and this year, the company continued to spot opportunities and initiate small steps. The impact of the same will be visible in the years to come. The company also kept its presence in exports, albeit at the smaller level as compared to previous year.

Expansion plan

The Company's expansion program has undergone delay as well as increases in the overall project cost from Rs. 753.37 Cr to Rs. 1,003.22 Cr. The Company is well positioned to take benefit of the expected improvement in the industry provided timely implementation of the expansion project by December 2015 and adequate support from our esteemed stakeholders.



Sub-station - Addition in MVA/ MW during 12th Plan Up to March 2015



SWOT ANALYSIS

Strengths

- An integrated EPC player, having product mix covering 80 per cent of the average project cost
- Two decades of proven expertise and focus
- Access to educated and credible intellectual capital
- Proven expertise in product innovation, quality and customisation
- Evolved from a single product company to an EPC company; presently scaling up the value chain
- A well-defined and scalable organisation structure lead by an experienced and qualified management team
- Preferred supplier to a world-renowned clientele
- Established reputation as a Value added products company
- Scalable businesses having state of the art technology and machinery
- Diversified product mix resulting in derisked revenue growth.

Weakness

- Operates in capital-intensive segments
- Key raw materials are prone to volatility
- Directly prone to economic cycles

Opportunities

- Indian economy is expected to wake up from slumber in the next two years with the current Government's relentless focus
- Power sector is going to be among the first ones to see capital investments
- Up gradation of existing T&D network

Threats

- Increasing competition from global players
- Volatility in input cost

HUMAN RESOURCES

At DPIL, employees are not only considered to be the stakeholders in the corporate growth but also are the key drivers of its performance. The Company always endeavours to provide an environment that encourages talented professionals to perform to their fullest potential. The Company owes its success to its loyal and efficient human asset. The Company believes that, by effectively managing and developing human resources, it can achieve its vision. It imparts specialized and technical training to its employees at regular intervals, which enrich their knowledge, skill and competency to perform their job effectively and efficiently. This also encourages employees to shoulder more responsibilities and take part in the growth of the Company's business. The Human Resource strategies aim at attracting, developing and retaining talent pool in the Company. As on 31.03.2015 the number of employees was 2000+. The industrial relations were also cordial during the period under review.

Internal Control System

The Company has an adequate system of internal controls to safeguard and protect from loss, unauthorised use or disposition of its assets. All transactions are properly authorised, recorded and reported to the management. The Company is following all the Accounting Standards for properly maintaining the books of accounts and reporting of financial statements. The Company has an Internal Audit department and has also appointed external Internal Auditors to review various areas of the operations of the Company. The audit reports are reviewed by the management and the Audit Committee of the Board periodically.

RISKS AND CONCERNS

The Company is exposed to normal industry risk factors of competition, economic cycle, uncertainties in the international & domestic markets and credit risk. The Company manages these risks, by maintaining a conservative financial profile and by following prudent business and risk management practices.

Tough times
never last...

Directors' Report



To,
The Members,

Your Directors are pleased to present the Twenty Third Annual Report together with the Audited Financial Accounts of the Company for the year ended on 31st March, 2015.

FINANCIAL RESULTS

Particulars	Rs. in Lacs			
	STANDALONE		CONSOLIDATED	
	Year Ended on 31.03.2015	Year Ended on 31.03.2014	Year Ended on 31.03.2015	Year Ended on 31.03.2014
Income	2,43,304.01	2,68,088.01	2,85,009.49	3,18,534.11
Expenditure	2,33,232.53	2,41,202.01	2,79,751.57	2,89,554.21
Exceptional items	3,001.34	-	3,001.34	-
Gross Profit / (Loss) before Interest, Depreciation & Tax	7,070.13	26,886.00	2,256.58	28,979.90
Interest	12,779.56	11,179.79	14,558.26	12,263.34
Depreciation	5,302.86	3,509.34	5,593.05	3,613.42
Profit Before Tax	(11,012.28)	12,196.87	(17,894.73)	13,103.14
Provision for taxation / Deferred Tax	562.00	1,800.00	548.00	2,010.00
Profit After Tax	(11,574.28)	10,396.87	(18,442.73)	11,093.14
Share Capital	5,814.20	5,814.20	5,814.20	5,814.20
Reserves & Surplus	78,550.22	86,717.00	75,589.02	92,403.93
EPS	(21.43)	19.25	(34.15)	20.54

IMPORTANT PERFORMANCE PARAMETERS

Particulars	2014-15		2013-14	
	Standalone	Consolidated	Standalone	Consolidated
Gross Profit Margin (%)	2.91	0.79	10.03	9.10
Asset Turnover (times)	0.81	2.11	0.97	1.08
Interest Coverage (times)	0.55	0.45	2.40	2.36
Earning per Shares (diluted) (Rs.)	(21.43)	(34.15)	19.25	20.54

RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

Our total income on a standalone basis decreased to INR 2422.76 Crore from INR 2674.29 Crore in the previous year. Our Conductors generated revenue of INR 671.78 Crore compared to last year INR 738.90 Crore. Power Cable generated total revenue of INR 1350.78 Crore as compared to last year INR 1485.74 Crore, Power Infrastructure generated total revenue of INR 103.83 Crores as compared to last year INR 157.87 Crore. Tower generated total revenue of INR 341.94 Crore as compared to Last Year INR 383.29 Crores. Our total income on a standalone basis Increased to INR 10.28 Crore from INR 6.59 Crore in the previous year. Our total Loss for the financial year 2014-15 is Rs. 115.74 Crores Compared to past years profit Rs. 103.96 Crores.

The cash flow mismatch is cumulative impact of certain external factors combined with other economic factors. The rising cost of finance and execution delays have resulted in transmission and distribution projects not being taking off as expected, translating to slower demand growth for conductors and cables. Further, delay in implementation of the Expansion Project has also contributed significantly towards the current stressed position of the Company. The detailed reasons for current liquidity constraints are presented as below:

(i) Slowdown in economy – resulting in sluggish growth in Power Sector:

Growth of the transmission and distribution equipment industry (viz. conductors, cables, towers) majorly depends on the growth of the economy and investment in power sector, by public as well as private sectors. However, from 2012-13 to 2014-15, growth has slowed

down considerably resulting into cascading effect on all industries. As the Power sector is positively correlated with the growth of the economy, the decline GDP growth has resulted in sluggish growth in Power sector.

(ii) Increase in Price of Key Raw Material (viz. Aluminium, XLPE Compound):

Aluminium and XLPE Compound are key raw materials used in manufacturing of conductors, cables and towers. Aluminium comprises approximately 80-95% of the total raw material cost of the finished goods based on the type of product (viz. conductors, cables etc.). The price of Aluminium and other key raw material has increased consistently over a period of last 1 year which has lead to significant increase in the cost of production.

Further, it is important to note that the Company was unable to pass on the cost of the higher input costs to the customers and has eroded margins of the company as cost of production has significantly increased with no corresponding increase in price of existing orders due to following factors:

- Fixed rate orders taken up at the time of lower Aluminium prices have become loss making and cannot be re-negotiated due to nature of contract.
- There are orders with price escalation clauses which have also become loss making as the variations is received only on 60/90 trailing though prices are varying every 6/7 days.

Further, for some orders price escalation clauses are ineffectual in case actual delivery is not as per pre-agreed delivery schedule. The Company was unable to meet pre-agreed delivery schedule due to inadequate working

capital funds and hence it could not take benefit of the said price escalation clauses.

(iii) **Lack of adequate working capital:**

In Feb 2014, the Company's working capital requirement (both fund-based and non-fund based limits) for FY-14 & FY-15 was assessed by the Lead Bank at Rs. 1,710 Cr and Rs. 2,250 Cr for an estimated turnover of Rs. 2,702 Cr and Rs. 3,774 Cr, respectively. However, the revised working capital limits were not available for FY-14 and FY-15 even though the Company has achieved Gross Sales of approx. Rs. 2,764 Cr and Rs. 1,611 Cr in FY-14 and FY-15, respectively. Therefore, it is very evident that company has inadequate working capital facility and is facing stress on liquidity.

Hence, due to the non-release of sanctioned working capital facility for FY-14 by banks the company had a total working capital limits shortfall of about Rs. 280 Cr as per the assessed limits.

It is pertinent to note that additional WC of Rs. 281 Cr (i.e. increase from Rs. 1,429 Cr to Rs. 1,710 Cr) for FY-14 is assessed by considering Aluminium price of Rs. 136/ Kg vis-à-vis actual average purchase price of Rs. 164/ Kg (Nov-2014). Further, the working capital limit presently available to the Company of Rs. 1,429 Cr was assessed in FY-13 (i.e. in Oct-2012) by considering Aluminium price of Rs. 115/ Kg. In the above backdrop, it is very much evident that there is significant difference in the actual purchase price of key raw material and the purchase price considered during FY-13 assessment at which working capital limits are currently available to the Company.

Non availability of adequate bank guarantee has also contributed to the stress on liquidity as the Company could not raise advance payments from clients. Presently, the Company could not take advance payment of approximately Rs. 33 Cr from PGCIL alone due to lack of APBG.

(iv) **Elongated working capital cycle:**

The Company has been facing elongated working capital cycle due to various industry issues. The stress on working capital cycle can be seen from increasing trend in inventory holding period:

Particulars	Rs. in Cr			
	FY-12	FY-13	FY-14	FY-15
Inventory	590.67	849.12	1,149.53	962.65
Inventory Days	141	165	176	176

As can be seen from above, the aggregate of inventory holding period has increased from 141 days to 176 days in Sep-14.

(v) **Disproportionate debt repayment obligations of Term Loans and High finance cost:**

It is important to note that significant amount of term loan repayment obligations (excluding interest) aggregating to about Rs. 246 Cr is falling due in next 2 years (i.e. till FY-17). The aggregate payment includes principal payment towards Expansion Term Loans of about Rs. 75 Cr. Continuous repayment of the said term loans more particularly expansion loans will create cash flow mismatch as the expansion project is expected now to be completed by 31st December, 2015. As the cash generation from expansion project will get delayed, the company does not expect to generate adequate cash flows in FY-15 and FY-16 for servicing of entire debt repayment obligations.

Further, increase in overall finance cost has also contributed to deterioration in liquidity position of the company. The company is currently paying interest rate from 12% to 15.55% on various loans.

(vi) **Delay in Receipt of Payments from Customers:**

The payment from customers in the power segment have been delayed in the recent past due to cash flow problems faced by the individual customers on account of the global meltdown of the economy as discussed above. Receivable amounting to Rs. 84 Cr is outstanding for more than 180 days as on 30th November, 2014 out of which Rs. 70 Cr is slow moving and the same are expected to be recovered over a period of 2-3 years. Also, due to the delay in release of appraised working capital limits, the Company was unable to progress on various orders in hand leading to further delay in receipt of the operational cash flows. However, now the industry scenario is changing which will help streamline the cash flows going forward.

(vii) **Other reasons**

a. *Slow moving stock:*

The Company has implemented Quality Control system to minimize material rejection at the time of sale. At the time of stock audit, it was observed that stock costing Rs.65.28 Cr was slow moving. Since major raw material required for production is Aluminium, Copper wire and PVC compound. This stock can be reprocessed and converted into raw material for re-use. This stock is now re-valued by stock auditor at Rs. 56.32 Cr.

b. *Loss due to Penalty on account of delayed delivery:*

The Company has defaulted in several contracts during the year as it was unable to deliver goods as per the schedule committed in contract due to working capital issue. On account of delayed delivery, company have to now bear penalty of about Rs. 15 Cr on these contracts.



c. **Loss of goods due to floods:**

There were unprecedented rains in Gujarat in FY15 which lead to flooding and loss of material at site. Material worth Rs. 70 Cr was affected by the flood for which only Rs. 40 Cr of Insurance claim was admitted and due to which company has incurred loss of Rs. 30 Cr. However, damaged stock is expected to yield Rs. 7.50 Cr as salvage value. Moreover the insurance claim of Rs. 40 Cr is yet to be received which lead to cash flow shortfall.

(viii) **Cost & Time Overrun in Expansion Project:**

The Company envisaged the total cost of expansion project at Rs. 753.37 Cr, which was stipulated to be funded by Term Loan, Internal Accrual & Fresh Equity of Rs. 440 Cr, Rs. 163 Cr and Rs. 150 Cr, respectively. However, in view of the unforeseen delay in the implementation, the overall project cost has increased from Rs. 753.37 Cr to Rs. 1,003.22 Cr. An escalation of Rs. 150.63 Cr in the Hard Cost of the Project is estimated. Besides, an increase in IDC by Rs. 72.39 Cr on account of time overrun and escalation in pre-operative expenses of Rs. 26.83 Cr is estimated.

Our Company principally being in conductor & cables industry, was directly impacted due to the slowdown in execution of ongoing projects on account of delay owing to land acquisition, environmental clearances, rising interest rates, considerable increase in raw material cost owing to inflation. The aforesaid project level issues constrained ability of Company's private customers' to mobilize additional funds and execute projects on time, which impacted offtake of finished goods by the Company's customers on time leading to build up of inventory. However, the Management would like to submit that there has been positive movement in both the macro level indicators such as GDP & IIP numbers and also improvement in industry level issues. The Company is well positioned to take benefit of the expected improvement in the industry provided timely implementation of the expansion project by December 2015 and adequate support from our esteemed stakeholders.

CONSOLIDATED ACCOUNTS

The consolidated financial statements of your Company for the financial year 2014-15, are prepared in compliance with applicable provisions of the Companies Act, 2013, Accounting Standards and Listing Agreement as prescribed by the Securities and Exchange Board of India (SEBI). The consolidated financial statements have been prepared on the basis of audited financial statements of the Company, its subsidiary and associate companies, as approved by their respective Board of Directors.

SUBSIDIARIES & ASSOCIATE COMPANIES

Separate financial statements of all subsidiary of your Company are provided in this report and said financials forms part of consolidated financial statements in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013.

M/s. Diamond Power Transformers Limited and M/s. Diamond Power Global Holdings Limited are wholly owned subsidiaries of your company. However, M/s. Maktel Power Limited and M/s. Maktel Control & Systems Pvt. Ltd. are the two Companies which are associate Companies of M/s. Diamond Power Transformers Ltd.

Please refer Annexure [A] to the Board Report.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

DIVIDEND

Looking into the long term interest of the Company, your Directors have not recommended any dividend for the financial year ended on 31st March, 2015.

TRANSFER TO RESERVES

Since company incurred negative profit during the financial year under review, there is no amount transfer to general reserve.

PUBLIC DEPOSITS

During the financial year 2014-15, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

CORPORATE GOVERNANCE REPORT

In compliance with the provisions of Clause 49 of the Listing Agreement, a separate report on Corporate Governance along with a certificate from the Auditors on its compliance forms an integral part of this Report.

INDUSTRIAL RELATIONS

The Company is having its presence in middle east countries and planning to expand its business in overseas countries too. Further Company has strong dealer network to accelerate growth of the Company. Company's ambitious project is expected to complete around end of 2015 and after completion Company will backed up with additional production capacity.

DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued thereunder and Clause 49 of the Listing Agreement, the Board of Directors at their meeting held on 13th August, 2014 reconstituted the Nomination and Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee. The salient aspects covered in the Nomination and Remuneration Policy, covering the policy on appointment and remuneration of Directors and other matters have been outlined in the Corporate Governance Report which forms part of this Report

The Managing Director and Jt. Managing Director of your Company do not receive remuneration from any of the subsidiaries of your Company.

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/ employees of your Company is set out in "Annexure [B]".

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Appointments:

During the financial year 2014-15, in compliance with the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Ashok Kumar Krishan Singh Gautam (DIN 06947087) and Shri Ashok Kumar Singh (DIN 01489637), were appointed as Additional/Non- Executive Directors of your Company on 9th August, 2014 and 3rd September, 2014 respectively and subsequently they were appointed as a Non-Executive Independent Directors by the shareholders at the AGM held on 30th September, 2014 to hold office up to 5 (five) consecutive years up to 31st March, 2019.

Further, Ms. Nivedita Muljibhai Pandya (DIN 02992638) was appointed as Additional Non- Executive Director of your Company on 31st March, 2015.

Resignations/Retirements:

Shri Karthik Athreya (DIN 01797014), Non-Executive/ Nominee Director of the Company resigned from the Board due to his pre-obligation on 26th September, 2014.



Shri Kirit Vyas (DIN : 01376501), Non-Executive/Independent Director of the Company resigned from the Board due to his health reasons on 22nd December, 2014.

Shri S N Bhatnagar (DIN : 01661444), Executive Chairman of the Board of Director and Founder Promoter of the Company resigned from the Board to infuse young blood into the Management on 31st March, 2015.

The Board places on record its appreciation for their valuable contribution during their association with your Company.

DIRECTORS RETIRE BY ROTATION

Shri Amit Bhatnagar (DIN : 00775880) and Shri Sumit Bhatnagar (DIN : 00776129), are liable to retire by rotation at the ensuing AGM pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of your Company and being eligible have offered themselves for reappointment.

Appropriate resolutions for their re-appointment are being placed for your approval at the ensuing AGM. The brief resume of the Directors and other related information has been detailed in the Notice convening the 23rd AGM of your Company. Your Directors recommend their re-appointment.

Evaluation of Board's Performance:

In terms of the provisions of the Companies Act, 2013 read with Rules issued thereunder and Clause 49 of the Listing Agreement, the Board of Directors on recommendation of the Nomination and Remuneration Committee, have evaluated the effectiveness of the Board/Director(s) at their meeting held on 14th February, 2015.

NUMBER OF MEETINGS OF THE BOARD AND AUDIT COMMITTEE

The details of the number of Board and Audit Committee meetings of your Company are set out in the Corporate Governance Report which forms part of this Report.

DECLARATION OF INDEPENDENCE

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as Clause 49 of the Listing Agreement.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Directors confirm that:

- a) in the preparation of the annual accounts for the financial year ended on 31st March, 2015 the applicable accounting standards and Schedule III of the Companies Act, 2013 have been followed and there are no material departures from the same;

- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at 31st March, 2015 and of the profit and loss of the Company for the financial year ended 31st March, 2015;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts have been prepared on a 'going concern' basis;
- e) proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

AUDITORS AND AUDITORS' REPORT

Statutory Auditors

At the 22nd AGM of your Company, M/s. Vijay N. Tewar & Co., Chartered Accountants (Firm Registration No. 111422W) was appointed as the Auditor to hold office till the conclusion of the 23rd AGM of your Company. The Companies Act, 2013 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. Further, the Companies Act, 2013 also grants an option to shareholders to further require rotation of the audit partner and staff at such intervals as they may choose. 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 30th May, 2015 and on the recommendations of the Audit Committee, in accordance with the provisions of Section 139 (8) of the Companies Act, 2013 appointed M/s. B S R & Co. LLP and M/s. A. Yadav & Associates, Chartered Accountants, to act as the Joint Statutory Auditors of your Company till the conclusion of the 24th AGM of the Company. The Board places on record its appreciation for the contributions of erstwhile M/s. Vijay N. Tewar & Co., Chartered Accountants.

Cost Auditor

The Board of Directors had appointed M/s. S. S. Puranik & Associates., Cost Accountants, as the Cost Auditor of your Company for the financial year 2014-15 to conduct the audit of the cost records of your Company. As per Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the Board of Directors of your Company has appointed M/s. S. S. Puranik & Associates., Cost Accountants as the Cost Auditor for the financial year 2015-16 on the recommendations made by the Audit Committee. The remuneration proposed to be paid to the Cost Auditor, subject to the ratification by the members at the ensuing AGM, would be not exceeding Rs. 90,000 (Rupees Ninety Thousand only) excluding service tax and out of pocket expenses, if any.

Your Company has received consent from M/s. S. S. Puranik & Associates., Cost Accountants, to act as the Cost Auditor of your Company for the financial year 2015-16 along with a certificate confirming their independence.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed M/s. Devesh Vimal & Co., Practicing Company

Secretaries to conduct the Secretarial Audit of your Company. The Secretarial Audit Report is annexed herewith as "Annexure - [C]" to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT- 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are set out herewith as "Annexure [D]" to this Report.

RELATED PARTY TRANSACTIONS

During the financial year 2014-15, your Company has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014, which were in the ordinary course of business and on arms' length basis and in accordance with the provisions of the Companies Act, 2013, Rules issued thereunder and Clause 49 of the Listing Agreement. During the financial year 2014-15, there were no transactions with related parties which qualify as material transactions under the Listing Agreement.

The details of the related party transactions as required under Accounting Standard - 18 are set out in Notes to the financial statements forming part of this Annual Report.

The Form AOC- 2 pursuant to Section 134 (3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is set out as "Annexure [E]" to this Report.

LOANS AND INVESTMENTS

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

A. Details of investments made by the Company as on 31st March, 2015:

(i) Investments in equity shares:

Name of entity	As at 31st March, 2015
Diamond Power Transformers Ltd.	99.60%
Diamond Power Global Holdings Ltd.	100%

(ii) Investment in debt instrument:

Name of entity	Amount in Rs Amount in Rs as at 31st March, 2015
Not Applicable	Nil

B. Details of loan given by the Company are as follow:

Name of entity	As at 31st March, 2015	As at 31st March, 2014
Apex Power Equipments Pvt. Ltd	123,058,073.89	230,665,729.89
Diamond E.H.V. Conductors	4,000.00	4,000.00
Maktel Power Limited	5,512,877.00	5,512,877.00
Diamond Power Transformers Limited	68,876,502.08	68,547,042.08
Diamond Power Global Holdings Ltd	34,125,326.38	15,220,742.50
	231,576,779.35	319,950,391.47

C. There are no guarantees issued by your Company in accordance with Section 186 of the Companies Act, 2013 read with the Rules issued thereunder except for subsidiary Company.

RISK MANAGEMENT

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment, along with the cost of treating risks and incorporate risk treatment plans in its strategy, business and operational plans.

Your Company, through its risk management process, strives to contain impact and likelihood of the risks within the risk appetite as agreed from time to time with the Board of Directors.

VIGIL MECHANISM

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of



Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The policy provides for a framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them. More details on the vigil mechanism and the Whistle Blower Policy of your Company have been outlined in the Corporate Governance Report which forms part of this report.

CORPORATE SOCIAL RESPONSIBILITY

In accordance with Section 135 of the Companies Act, 2013 the Board of Directors of the Company at their meeting held on 30th May, 2014 framed CSR Committee. On the recommendations of the CSR Committee. The CSR Policy outlines the CSR vision of your Company which is based on embedded tenets of trust, fairness and care.

The initiatives undertaken by your Company during the financial year 2014-15 in CSR have been detailed in this Annual Report. The Annual Report on CSR activities in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014, is set out herewith as "Annexure [F]" to this Report.

SHARE CAPITAL DURING THE YEAR UNDER REVIEW

Your Company in the financial year 2013-14 has increased its Authorised Share Capital from 5,58,58,500 (Five Crores Fifty Eight Lacs Fifty Eight Thousand Five Hundred Only) Equity Shares of Rs.10/- (Rupees Ten) each and 41,41,500 (Forty One Lacs Forty One Thousand Five Hundred Only) Preference Shares of Rs. 10/- (Rupees Ten) Each to 8,00,00,000 (Eight Crores Only) divided into 7,58,58,500 (Seven Crores Fifty Eight Lacs Fifty Eight Thousand Five Hundred Only) Equity Shares of Rs. 10 /- (Rupees Ten) each and 41,41,500 (Forty One Lacs Forty One Thousand Five Hundred Only) Preference Share of Rs. 10/- (Rupees Ten) each.

Further, Company has issued 55,00,000 Share Warrants during the year under review convertible into Equity Shares ranking parri passu with existing Equity Shares of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is set out herewith as "Annexure [G]" to this Report.

DETAILS OF INTERNAL FINANCIAL CONTROLS RELATED TO FINANCIAL STATEMENTS

Your Company has put in place adequate internal financial controls with reference to the financial statements, some of which are outlined below:

Your Company has adopted accounting policies which are in line with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under Section 133 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 1956 to the extent applicable. These are in accordance with generally accepted accounting principles in India. Changes in policies, if any, are approved by the Audit Committee in consultation with the Auditors.

SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

GENERAL

- a) Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise; and
- b) Your Company does not have any ESOP scheme for its employees/Directors.

APPRECIATION

Your Directors wish to convey their gratitude and place on record their appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year. Your Directors sincerely convey their appreciation to customers, shareholders, vendors, bankers, business associates, regulatory and government authorities for their continued support.

For & on behalf of the Board
Amit Bhatnagar
Managing Director &
Chairman of the Meeting

Date : 13th August, 2015
Place : Vadodara

Annexure [A] to Board' Report

The financial performance of each of the subsidiary and associate companies included in the consolidated financial statement are detailed below:

Sr. No.	Particulars	Rs. in Lacs					
		TURNOVER		PROFIT (LOSS) BEFORE TAX		PROFIT (LOSS) AFTER TAX	
		2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
A)	Diamond Power Transformers Ltd. (Indian Subsidiary)	328.85	503.29	(56.18)	9.06	(56.04)	6.96
B)	Diamond Power Global Holdings Ltd. (Foreign Subsidiary)*	-	-	-	-	-	-
C)	Associate Companies**						
	- Maktel Power Ltd.	32.13	-	(1.53)	-	(1.53)	-
	- Maktel Control & Systems Pvt. Ltd.	50.69	-	(9.48)	-	(9.48)	-

*Since there are no sales and purchase transaction for the period under review and the same is only operated as foreign Branch Office of the Company so all the expenses incurred at such foreign branch are added only to the consolidated annual accounts of the Holding Company

**Maktel Power Limited and Maktel Control & Systems Pvt. Ltd are consolidated with DPTL for first time, henceforth there are no any previous year figures

AOC-I

(Pursuant to first proviso to sub-section (3) of Section 129) read with rule 5 of Companies (Accounts) Rule, 2014)

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES/ASSOCIATE COMPANIES/JOINT VENTURES

PART A: Subsidiary

(INFORMATION IN RESPECT OF EACH SUBSIDIARY TO BE PRESENTED.)

Sr. No.	Particulars	Name of the Subsidiary
1	Name of the Subsidiary	Diamond Power Transformers Ltd.
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31st March, 2015
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	INR
4	Share Capital	10,00,00,000
5	Total Assets	1,28,07,12,186
6	Total Liabilities	1,28,07,12,186
7	Investments	11,58,18,750
8	Turnover	3,28,85,36,349
9	Profit before taxation	(56,18,51,866)
10	Deferred Tax(Asset)	14,00,000
11	Profit after taxation	(56,04,51,866)
12	Proposed dividend	NIL
13	% of shareholding	99.60%

PART B: Associates and Joint Ventures

STATEMENT PURSUANT TO SECTION 129(3) OF THE COMPANIES ACT, 2013 RELATED TO ASSOCIATE COMPANIES AND JOINT VENTURES

Sr. No.	Name of Associates/Joint Ventures	Maktel Power Limited*	Maktel Control & Systems Private Limited*
1	Latest audited Balance Sheet Date	28.05.2015	28.05.2015
2	Shares of Associate/Joint Ventures held by the company on the year end		
	No of Shares	7,41,715	15,00,000
	Amount of Investment in Associates/Joint Venture	74,17,150.00	1,50,00,000.00
	Extent of Holding %	50%	40%
3	Description of how there is significant influence	Share Purchase Agreement	Share Purchase Agreement
4	Reason why the associate/joint venture is not consolidated	Not Applicable	Not Applicable
5	Networth attributable to Shareholding as per latest audited Balance Sheet	4,48,93,417	(3,82,18,267)
6	Profit/Loss for the year		
i.	Considered in Consolidation	(1,52,62,082)	(9,48,17,144)
ii.	Not Considered in Consolidation	-	-

*Associate Company of Diamond Power Transformers Ltd.

Annexure [B] to Board' Report

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. Ratio of remuneration of each Director to the median remuneration of all the employees of your Company for the financial year 2014-15 is as follows:

Sr. No.	Name of the Director	Designation	Total Remuneration	Ratio of remuneration of Director to the Median remuneration
1	Shri S N Bhatnagar*	Chairman*	2,28,69,253	11.23%
2	Shri Amit Bhatnagar	Managing Director	2,17,87,234	10.70%
3	Dr. Sumit Bhatnagar	Jt. Managing Director	2,17,87,234	10.70%
4	Shri Ranvir Singh Shekhawat	Independent Director	NIL	NIL
5	Shri Aswini Sahoo*	Independent Director	NIL	NIL
6	Ms. Nivedita Pandya	Women Director (additional)	NIL	NIL
7	Shri Kirit Vyas*	Independent Director	NIL	NIL
8	Shri Ashok Kumar Gautam	Independent Director	NIL	NIL
9	Shri Ashok Kumar Singh	Independent Director	NIL	NIL
10	Shri Karthik Athreya*	Nominee Director	NIL	NIL
11	Shri Bhavin Shah	Nominee Director	NIL	NIL
12	Shri Jaideep Nigam	Independent Director (additional)	NIL	NIL

*Resigned

- Median remuneration of the Company for all its employees is Rs. 20,36,57,846.04 for the financial year 2014-15.

B. Details of percentage increase in the remuneration of each Director and Company Secretary in the Financial Year 2014-15 are as follow:

Sr. No.	Name	Designation	Remuneration		Increase %
			2014-15	2013-14	
1	Shri S N Bhatnagar*	Chairman*	2,28,69,253	2,12,17,604	7.78%
2	Shri Amit Bhatnagar	Managing Director	2,17,87,234	1,88,60,089	15.52%
3	Dr. Sumit Bhatnagar	Jt. Managing Director	2,17,87,234	1,88,60,089	15.52%
4	Shri Ranvir Singh Shekhawat	Independent Director	NIL	NIL	NIL
5	Shri Aswini Sahoo*	Independent Director	NIL	NIL	NIL
6	Ms. Nivedita Pandya	Women Director (additional)	NIL	NIL	NIL
7	Shri Kirit Vyas*	Independent Director	NIL	NIL	NIL
8	Shri Ashok Kumar Gautam	Independent Director	NIL	NIL	NIL
9	Shri Ashok Kumar Singh	Independent Director	NIL	NIL	NIL
10	Shri Karthik Athreya*	Nominee Director	NIL	NIL	NIL
11	Shri Bhavin Shah	Nominee Director	NIL	NIL	NIL
12	Shri Jaideep Nigam	Independent Director (additional)	NIL	NIL	NIL
13	Shri Naba Mukherjee**	CFO	NA	NA	NA
14	Shri Nishant Javlekar	Company Secretary	6,59,616	6,05,904	8.86%

*Resigned

**Appointed on 30th May, 2015

C. Percentage increase in the median remuneration of all employees in the financial year 2014-15:

Particulars	2014-15	2013-14	Increase (%)
Median Remuneration of all employees per annum	20,36,57,846.04	17,63,86,625.04	15.46%

D. Number of permanent employees on the rolls of the Company as on 31st March, 2015:

Particulars	Numbers
Executive/Manager Cadre	181
Staff	195
Operators/Workmen	48
Total	424

E. Explanation on the relationship between average increase in remuneration and Company Performance:

The increase in average remuneration of all employees in the financial year 2014-15 as compared to the financial year 2013-14 was 15.46%.

The key indices of Company's performance are:

Sr. No.	Particulars	Rs. in Lacs	
		2014-15	2013-14
1	Net Revenue From Operation	2,85,009.49	3,18,534.11
2	Profit Before Tax	(17,894.73)	13,103.14
3	Profit After Tax	(18,442.73)	11,093.14

Your Company is committed in ensuring fair pay and a healthy work environment for all its employees. Your Company offers competitive compensation to its employees. The pay also incorporates external factors like cost of living to maintain concurrence with the environment. Your Company maintains a simple compensation structure which allows the employees to have flexibility in the way in which they realize their salaries. Internal equity is ensured by appropriate fitment at the time of the employee joining a particular cadre and grade. The fixed pay for an employee depends on his/ her performance against the objectives set for the year. The variable pay is paid out to the employee on the basis of the performance of your Company and the corresponding business unit or function. Regular communication on methods adopted by your Company is made and published throughout the year to ensure transparency and a better understanding of the applicable compensation policy and practices.

Thus, there will be a positive correlation in the increase in remuneration of employees and your Company's performance; however, a perfect correlation will not be visible given the dependency on the other factors stated above.

- F. *Comparison of the remuneration of the Key Managerial Personnel against the performance of your Company:*
The remuneration of Key Managerial Personnel increased by around Rs. 6,59,616 in 2014-15, Rs. 6,05,904 compared to 2013-14, whereas the Profit Before Tax and exceptional items increased by 8.86% in 2014-15, compared to 2013-14.

- G. *Details of Share price and market capitalization:*
The details of variation in the market capitalization and price earnings ratio as at the closing date of the current and previous financial years are as follows:

Sr. No.	Particulars	As on 31st March, 2015	As on 31st March, 2014
1	Price Earning Ratio	(2.10)	2.52
2	Market Capitalization (Rs. in Crores)	242.57	261.68

Comparison of share price at the time of first public offer and market price of the share at 31st March, 2015:

Sr. No.	Particulars	Amount in Rs.
1	Market Price as on 31st March, 2015	44.92
2	Price at the time of Initial Public offer	10
3	% increase of Market Price over the price at the time of IPO	44.92%

Note:

- Closing share price on National Stock Exchange of India Limited (NSE) has been used for the above tables. The above does not consider the various bonus share issues made after the initial public offer.

- H. *Comparison of average percentage increase in salary of employees other than the key managerial personnel and the percentage increase in the key managerial remuneration:*

(Amount in Rs. Per month basis)				
Sr. No.	Particulars	2014-15	2013-14	Growth (%)
1	Average Salary of all Employees (Other than Key Managerial Personnel)	1,13,79,542.00	97,36,911.00	16.87%
2	Salary of MD & JMD	18,15,602.00	15,71,674.00	15.52%
3	Salary of CS	54,968.00	50,492.00	8.86%

The increase in remuneration of employees other than the managerial personnel is in line with the increase in remuneration of managerial personnel.

- I. *Key parameters for the variable component of remuneration paid to the Directors:*
The key parameters for the variable component of remuneration to the Directors are decided by the Nomination and Remuneration Committee. However, No variable component of remuneration paid by the Company to any Director of the Company.

- J. *There are no employees of the Company who receive remuneration in excess of the highest paid Director of the Company.*

- K. *Affirmation:*
Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Policy of your Company.

- L. *Statement containing the particulars of employees in accordance with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:*

- List of employees of the Company employed throughout the financial year 2014-15 and were paid remuneration not less than Rs. 60 lakhs per annum:

Sr. No.	Name	Designation	Remuneration in Rs.	Qualification	Experience	Joining	Age	Last Employment
-	-	-	-	-	-	-	-	-

- Employees employed for the part of the year and were paid remuneration during the financial year 2014-15 at a rate which in aggregate was not less than Rs. 5 lakhs per month:

Sr. No.	Name	Designation	Remuneration in Rs.	Qualification	Experience	Joining	Age	Last Employment
-	-	-	-	-	-	-	-	-

Annexure [C] to Board' Report

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FORM NO. MR-3

To,
The Members,
Diamond Power Infrastructure Limited
Phase-II, Village-Vadadala, Ta.Savli, Baroda, Gujarat

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by DIAMOND POWER INFRASTRUCTURE LIMITED (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the DIAMOND POWER INFRASTRUCTURE LIMITED'S books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 materially complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Further, we confirm that as per representation of management letter there are no laws specifically applicable to the Company considering its product, process or location.
We have also examined compliance with the applicable clauses of the following:
 - (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - (ii) The Listing Agreements entered into by the Company with BSE Ltd. and National Stock Exchange of India Ltd.
During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:
 - (a) Since the Company has not issued any securities to its employees during the period under review nor stock options:
 - The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme), guidelines, 1999
 - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 were not applicable during the period under review.
 - (b) In view of neither delisting of Equity Shares nor buy back of any security of the Company,
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
 - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 were not applicable during the period under review,
 - (c) Secretarial Standards issued by the Institute Of Company Secretaries of India were not mandatorily applicable during the period under review.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that

- The members of the Company at their Annual General Meeting held on 30th September, 2014 have granted authority to the Board of Directors of the Company to borrow upto Rs. 3500 Crores pursuant to Section 180 (1)(c) of the Companies act, 2013 by Special resolution

- The members of the Company at their Annual General Meeting held on 30th September, 2014 have granted authority to the Board of Directors of the Company to mortgage/ Charge the whole or substantially whole of the undertakings to secure loans/ borrowings of the Company pursuant to section 180(1) (a) of the Companies Act, 2013 by Special resolution.

In pursuit of the Special Resolution passed by the members of the Company at their Extraordinary General Meeting held on 30th June, 2014, Share Allotment Committee of the Board

of Directors of the Company at its meeting held on 10th July, 2014 allotted 55,00,000 fully convertible 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. 94/- per warrant.

For **Devesh Vimal & Co.**
Practicing Company Secretaries
CS Devesh A. Pathak
Partner
FCS: 4559
CP No. 2306

Date: 30th May, 2015
Place: Vadodara

Note: This report is to be read with our letter of even date which is enclosed as per Annexure forming integral part of this report.

Certificate

To,
The Members,
Diamond Power Infrastructure Limited
Phase-II, Village-Vadadala, Ta.Savli, Baroda, Gujarat

Ref: Secretarial Audit Report pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. Maintenance of secretarial records is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the processes as were appropriated to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and the practices we followed provided reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of Accounts of the Company so far and our draft report may change to that extent.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules, regulations and happenings of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards, is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 30th May, 2015
Place: Vadodara

For **Devesh Vimal & Co.**
Practicing Company Secretaries
CS Devesh A. Pathak
Partner
FCS: 4559
CP No. 2306

Annexure [D] to Board' Report

FORM NO. MGT.9

Extract of Annual Return As On The Financial Year Ended On 31-03-2015

*[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]***I. REGISTRATION AND OTHER DETAILS:**

1	CIN	L31300GJ1992PLC018198
2	Registration Date	26/08/1992
3	Name of the Company	Diamond Power Infrastructure Limited
4	Category / Sub-Category of the Company	Public Company
5	Address of the Registered office	Phase-II, Village-Vadadala, Ta.Savli, Dist.Vadodara 391520 Contact details: Ph. No.: 02667-251516,251354, Fax No.: 02667-251202
6	Address of the Corporate office	5/9-10, "Essen House", BIDC, Gorwa, Vadodara – 390016 Contact Details: 0265-2284328, 2283969, Fax No.: 0265-2280528
7	Whether listed company Yes / No	YES BSE: 522163 NSE:DIAPOWER
8	Name, Address and Contact details of Registrar and Transfer Agent, if any:	Karvy Computershare Pvt Ltd. Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032, Ph: 040 - 6716 1565

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
Conductor,	3610	27.22%
Power Cable	3610	54.72%
Transmission Tower	3610	18.06%
TOTAL		100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	Company Identification Number / Global Location Number	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section of Companies Act, 2013
1	Diamond Power Transformers Limited 101/B/7, G I D C Estate, Ranoli, Baroda- 390350. Gujarat	U31102GJ2007PLC052486	Subsidiary	99.60%	2 (87)
2	Diamond Power Global Holdings Limited P.O.Box 17398, Dubai U.A.E	NA	Subsidiary	100.00%	2 (87)
3	Maktel Power Limited** Plot No. 659, GIDC Estate, Waghodia, Dist. Vadodara- 391760.Gujarat	U31900GJ2009PLC058249	Associate	50.00%	2 (6)
4	Maktel Control & Systems Private Limited** Plot No. 1421, GIDC Estate, Waghodia, Vadodara- 390760. Gujarat	U31900GJ2009PTC056575	Associate	40.00%	2 (6)

**Associate Companies of Diamond Power Transformers Ltd.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of shares held at the beginning of the year (As on 01.04.2014)				No. of shares held at the end of the year (As on 31.03.2015)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A PROMOTERS									
1 Indian									
a. Individuals/ HUF	5483393	-	5483393	10.15	5483393	-	5483393	10.15	-
b. Central Government	-	-	-	-	-	-	-	-	-
c. State Government	-	-	-	-	-	-	-	-	-
d. Bodies Corporates	14460753	-	14460753	26.78	13261955	-	13261955	24.56	(2.22)
e. Bank/FI	-	-	-	-	-	-	-	-	-
f. Any Other (Specify)	-	-	-	-	-	-	-	-	-
Sub-Total (A) (1)	19944146	-	19944146	36.93	18745348	-	18745348	34.71	(2.22)
2 Foreign									
a. NRI Individuals	-	-	-	-	-	-	-	-	-
b. Other Individuals	-	-	-	-	-	-	-	-	-
c. Bodies Corporate	-	-	-	-	-	-	-	-	-
d. Banks/ FI	-	-	-	-	-	-	-	-	-
e. Any Other (Specify)	-	-	-	-	-	-	-	-	-
Sub-Total (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter(s) (A)=(A) (1) + (A) (2)	19944146	-	19944146	36.93	18745348	-	18745348	34.71	(2.22)
B PUBLIC SHAREHOLDING									
1 Institutions									
a. Mutual Fund	200743	-	200743	0.37	-	-	-	-	(0.37)
b. Bank/FI	1866	888	2754	0.01	80258	888	81146	0.15	0.14
c. Central Government	-	-	-	-	-	-	-	-	-
d. State Government	-	-	-	-	-	-	-	-	-
e. Venture Capital Fund	-	-	-	-	2944066	-	2944066	5.45	5.45
f. Insurance Companies	-	-	-	-	-	-	-	-	-
g. FIs	6306050	-	6306050	11.68	8612899	-	8612899	15.95	4.27
h. Foreign Venture Capital funds	-	-	-	-	-	-	-	-	-
i. Any other (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B) (1)	6508659	888	6509547	12.05	11637223	888	11638111	21.55	9.50
2 Non-Institutions									
a. Body Corporates									
i. Indian	6912236	-	6912236	12.80	7047093	-	7047093	13.05	0.25
ii. Overseas	-	-	-	-	-	-	-	-	-
b. Individuals									
i. Individual Shareholders holding nominal share capital upto Rs.1 lakh	5993884	1387259	7381143	13.67	7269281	1351143	8620424	15.96	2.29
ii. Individual Shareholders holding nominal share Capital in excess of Rs.1 lakh	3674184	12266	3686450	6.83	4307445	12266	4319711	8.00	1.17

Category of Shareholders	No. of shares held at the beginning of the year (As on 01.04.2014)				No. of shares held at the end of the year (As on 31.03.2015)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
c Others (specify)									
i. Non-Resident Indian	5449623	-	5449623	10.09	2420990	-	2420990	4.48	(5.61)
ii. Foreign Bodies	952331	159337	1111668	2.06	884872	149674	1034546	1.92	(0.14)
iii. Clearing Members	54415	-	54415	0.10	173918	-	173918	0.32	0.22
iv. Trust	2944420	6847	2951267	5.47	354	-	354	-	(5.47)
Sub-Total (B) (2)	25981093	1565709	27546802	51.01	22103953	1513083	23617036	43.73	(7.28)
Total Public Shareholding (B)= (B) (1) + (B)(2)	32489752	1566597	34056349	63.07	33741176	1513971	35255147	65.29	2.22
C SHARES HELD BY CUSTODIAN FOR GDRS & ADRS	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	52433898	1566597	54000495	100.00	52486524	1513971	54000495	100.00	-

ii. Shareholding of Promoters

Sl. No.	Shareholder's Name	No. of shares held at the beginning of the year (As on 01.04.2014)			No. of shares held at the end of the year (As on 31.03.2015)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Diamond Infosystems Limited	3293739	6.10	-	3704732	6.86	-	0.76
2	Suresh N Bhatnagar	2064116	3.82	-	2064116	3.82	-	-
3	Sumit Suresh	1039998	1.93	-	1039998	1.93	-	-
4	Amit Suresh	998483	1.85	-	998483	1.85	-	-
5	Madhurilata Bhatnagar	523021	0.97	-	523021	0.97	-	-
6	Diamond Projects Ltd	2942464	5.45	-	1868673	3.46	-	(1.99)
7	Richa Bhatnagar	207110	0.38	-	207110	0.38	-	-
8	Mona Bhatnagar	206221	0.38	-	206221	0.38	-	-
9	Madhuri Finserve Private Limited (Formerly Known As Diamond Telecabs Pvt. Ltd)	8224550	15.23	-	6224550	11.52	-	(3.71)
10	S N Bhatnagar	444444	0.82	-	444444	0.82	-	-
11	Signature Electricals Private Limited	-	-	-	732000	1.36	-	1.36
12	Pinnacle Cables Private Limited	-	-	-	732000	1.36	-	1.36

iii. Change in Promoters' shareholding

Sl. No.	Shareholder's Name	Shareholding		Date	Increase/ (Decrease) In shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares at the beginning (01.04.2014) / end of the year (31.03.2015)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1.	Diamond Infosystems Limited	3293739	6.10	01.04.2014				
				30.06.2014	410993	Added	3704732	6.86
		3704732	6.86	31.03.2015				
2.	Suresh N Bhatnagar	2064116	3.82	01.04.2014	-	-	2064116	3.82
		2064116	3.82	31.03.2015				
3.	Sumit Suresh	1039998	1.93	01.04.2014	-	-	1039998	1.93
		1039998	1.93	31.03.2015				
4.	Amit Suresh	998483	1.85	01.04.2014	-	-	998483	1.85
		998483	1.85	31.03.2015				
5.	Madhurilata Bhatnagar	523021	0.97	01.04.2014	-	-	523021	0.97
		523021	0.97	31.03.2015				
6.	Diamond Projects Ltd	2942464	5.45	01.04.2014			1868673	3.46
				03.04.2014	(1000000)	Transfer		
				27.11.2014	(1690)	Sale		
				26.02.2015	(72101)	Sale		
		1868673	3.46	31.03.2015				
7.	Richa Bhatnagar	207110	0.38	01.04.2014	-	-	207110	0.38
		207110	0.38	31.03.2015				
8.	Mona Bhatnagar	206221	0.38	01.04.2014	-	-	206221	0.38
		206221	0.38	31.03.2015				
9.	Madhuri Finserve Private Limited (Formerly Known As Diamond Telecabs Pvt. Ltd)	8224550	15.23	01.04.2014			6224550	11.52
				03.04.2014	1000000	Transfer		
				03.04.2014	(3000000)	Sale		
		6224550	11.52	31.03.2015				
10.	S N Bhatnagar	444444	0.82	01.04.2014	-	-	444444	0.82
		444444	0.82	31.03.2015				
11.	Signature Electricals Private Limited*	-	-	01.04.2014			732000	1.36
				31.12.2014	732000	-		
		732000	1.36	31.03.2015				
12.	Pinnacle Cables Private Limited*	-	-	01.04.2014			732000	1.36
				31.12.2014	732000	-		
		732000	1.36	31.03.2015				

*Shri Amit Bhatnagar and Shri Sumit Bhatnagar, acquired substantial shares in these companies

iv. **Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

Sl. No.	Name of Share Holder	No. of Shares on 01.04.2014	% of total Shares of the Company	No. of Shares on 31.03.2015	% of total Shares of the Company
1	Clearwater Capital Partners Cyprus Ltd	4330881	8.02	1302248	2.41
2	Macquarie Bank Limited	3868606	7.16	3868606	7.16
3	Kotak Mahindra Trusteeship Services Limited- A/C K	2944066	5.45	2944066	5.45
4	Clearwater Capital Partners Singapore Pvt. Ltd A/C	1690481	3.13	1654114	3.06
5	Orange Mauritius Investments Limited	-	-	1975000	3.66
6	Kotak India Private Equity Fund	1118742	2.07	1118742	2.07
7	Antique Finance Private Limited	-	-	851000	1.58
8	Pinnacle Cables Private Limited	732000	1.36	-	-
9	Vikas Ferro Private Limited	732000	1.36	732000	1.36
10	Manacles Enterprises Private Limited	732000	1.36	732000	1.36
11	Rhombus Cables Private Limited	732000	1.36	732000	1.36
12	Vikas Coating Private Limited	732000	1.36	732000	1.36
13	Signature Electricals Private Limited	732000	1.36	-	-

v. **Shareholding of Directors and Key Managerial Personnel**

Shareholding of Directors and Key Managerial Personnel								
Sl. No.	Shareholder's Name	Shareholding		Date	Increase/ (Decrease) In share-holding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares at the beginning (01.04.2014) / end of the year (31.03.2015)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
Directors								
1	Shri Amit Bhatnagar	998483	1.85	01.04.2014	-	-	998483	1.85
		998483	1.85	31.03.2015				
2	Shri Sumit Bhatnagar	1039998	1.93	01.04.2014	-	-	1039998	1.93
		1039998	1.93	31.03.2015				
Key Managerial Personnel								
1	Shri Naba Mukherjee (CFO)*	-	-	01.04.2014	-	-	-	-
		-	-	31.03.2015				
2	Shri Nishant Javlekar (CS)	-	-	01.04.2014	-	-	-	-
		-	-	31.03.2015				

*Appointed in the Board Meeting of 30th May, 2015

vi. **Indebtedness**

	Secured Loans (excluding deposits)	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (As on 01.04.2014)				
i. Principal Amount	611.65	60.51	-	672.16
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	611.65	60.51	-	672.16
Change in Indebtedness during the financial year				
• Addition	370.91	12.97	-	383.88
• Reduction	-	-	-	-
Net Change	370.91	12.97	-	383.88

	Secured Loans (excluding deposits)	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the end of the financial year				
i. Principal Amount	982.56	73.48	-	1056.04
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	982.56	73.48	-	1056.04

vii. **Remuneration of Directors and key Managerial Personnel**

A. *Remuneration to Managing Director, Whole-time Directors and/or Manager:*

Sr. Particulars of Remuneration No.	Name of the Managing Director <u>Shri Amit Bhatnagar</u>
1. Gross salary	
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,17,87,234.00
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-
2. Stock Option	-
3. Sweat Equity	-
4. Commission	
- as % of profit	
- others, specify...	
5. Others, please specify	-
Total (A)	2,17,87,234.00
Ceiling as per the Act	5,19,84,370.00
Sr. Particulars of Remuneration No.	Name of the Jt. Managing Director <u>Dr. Sumit Bhatnagar</u>
1. Gross salary	
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,17,87,234.00
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-
2. Stock Option	-
3. Sweat Equity	-
4. Commission	
- as % of profit	
- others, specify...	
5. Others, please specify	-
Total (A)	2,17,87,234.00
Ceiling as per the Act	5,19,84,370.00

B. *Remuneration to other Directors:*

1. <i>Independent Directors:</i>				
Name of Director	Fees for attending Board/ committee meetings	Commission	Others#	Total
1. Shri Ranvir Singh Shekhawat	120000	-	40000	160000
2. Shri Aswini Sahoo	80000	-	30000	110000
3. Shri Kirit Vyas	50000	-	20000	70000
4. Shri Ashok Kumar Gautam	40000	-	20000	60000
5. Shri Ashok Kumar Singh	40000	-	20000	60000
Total (1)	330000	-	130000	460000

2. Other Non-Executive:

Name of Director	Fee for attending Board/committee meetings	Commission	Others#	Total
Total (2)	-	-	-	-
Total (1+2)	330000	-	130000	460000
Ceiling as per the Act	-	-	-	-

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTd

Sr. Particulars of Remuneration No.	Name of the Company Secretary Shri Nishant Javlekar
1. Gross salary	
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,59,616.00
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-
2. Stock Option	-
3. Sweat Equity	-
4. Commission	
- as % of profit	
- others, specify...	
5. Others, please specify	-
Total (A)	6,59,616.00
Ceiling as per the Act	-

vii. Penalties/Punishment/Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY			N.A		
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS			N.A		
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT			N.A		
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Date: 13th August, 2015
Place: Vadodara

For & on Behalf of the Board
Amit Bhatnagar
Managing Director &
Chairman of the Meeting

Annexure [E] to Board's Report

FORM AOC – 2

(PURSUANT TO SECTION 134(3)(H) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(2) OF THE COMPANIES (ACCOUNTS) RULES, 2014) FORM FOR DISCLOSURE OF PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013 INCLUDING CERTAIN ARMS' LENGTH TRANSACTIONS UNDER THIRD PROVISIO THERETO

1. Details of contracts or arrangements or transactions not at arm's length basis:

Sr No.	Particulars	Amount in Rs.
A	Name(s) of the related party and nature of relationship	
B	Nature of contracts/arrangements/transactions	
C	Duration of the contracts / arrangements/transactions	
D	Salient terms of the contracts or arrangements or transactions including the value, if any	
E	Justification for entering into such contracts or arrangements or transactions	NIL
F	Date(s) of approval by the Board	
G	Amount paid as advances, if any	
H	Date on which the special resolution was passed	
I	Amount paid as advances, if any	
J	Date on which (a) the special resolution was passed in general meeting as required under first proviso to Section 188 of the Companies Act, 2013	

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sr No.	Particulars	Rs. in lacs
A	Name(s) of the related party and nature of relationship	
	Diamond Projects Ltd. *	5434.73
	Diamond Infosystems Ltd.*	128.46
B	Nature of contracts/arrangements/transactions	
	Diamond Projects Ltd.	Supply of Machinery for projects
	Diamond Infosystems Ltd.	ERP Service Contract
C	Duration of the contracts/arrangements/transactions	Every 5 Year
D	Salient terms of the contracts or arrangements or transactions including the value, if any	
	Diamond Projects Ltd	Supply of Machinery for Projects.
	Diamond Infosystems Ltd.	Provides ERP Services
E	Date(s) of approval by the Board, if any	Not Applicable
F	Amount paid as advances, if any	Not Applicable

*Promoter Group Company

Date: 13th August, 2015
Place: Vadodara

For & on Behalf of the Board
Amit Bhatnagar
Managing Director &
Chairman of the Meeting

Annexure [F] to Board's Report

CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. BRIEF OUTLINE OF THE COMPANY'S CSR POLICY:

The primary focus of CSR activities of Diamond primarily has been Environmental Sustainability, Education, Health and supporting missions like "Swacha Bharat Abhiyan". The intention of integrating these objectives with the operations and growth of each entity in Diamond is to pursue a higher level of performance in the CSR, which will create sound systems for purposeful contribution to societal causes.

2. THE COMPOSITION OF THE CSR COMMITTEE:

The composition of the CSR Committee as on 31st March, 2015 is as follows:

Ms. Nivedita Pandya	Chairman & Independent Director
Shri Amit Bhatnagar	Managing Director
Shri Sumit Bhatnagar	Jt. Managing Director

3. AVERAGE NET PROFIT OF THE COMPANY FOR THE LAST 3 FINANCIAL YEARS: Rs. 2676.78 LACS

4. PRESCRIBED CSR EXPENDITURE (2% OF THIS AMOUNT AS IN SR. NO. 3 ABOVE): Rs. 53.54 LACS

5. DETAILS OF CSR SPEND FOR THE FINANCIAL YEAR:

(a) Total amount spent for the financial year: 10.20 Lacs

(b) Amount unspent, if any: 89.80 Lacs

(c) Manner in which the amount spent during the financial year is detailed below:

Sr No.	CSR Project/activities	Sector in which the project covered	Location where project is undertaken: State (Local Area/District)	Amount spent on the projects or programs	Cumulative Expenditure upto the reporting period	Amount spent: District or through implementing agency
1	Health Check-up - Free Medicine and Medical check-up for poor people at Vadadala Village, Health Care activities, Health awareness camp - for organising Blood Donation camp.	Promoting preventive health care and sanitation.	Vadadala (Tal. Savli) Dist. Vadodara	3.50 lacs	3.50 lacs	3.50 lacs
2	Training to College / Institution Students, Scholarship to children, Vocational Skills, Donations to Institutions and promoting education.	Promoting education, including special education and vocation skills.	Vadadala (Tal. Savli) Dist. Vadodara	02.00 lacs	02.00 lacs	02.00 lacs
3	Tree plantations in villages.	Ensuring environmental sustainability.	Vadadala (Tal. Savli) Dist. Vadodara	0.40 lacs	0.40 lacs	0.40 lacs
4	Drainage lines and donation of cleaning equipment and RO system for clean drinking water.	Promoting preventive health Care and sanitation.	Vadadala (Tal. Savli) Dist. Vadodara	4.30 lacs	4.30 lacs	4.30 lacs
Total				10.20 lacs	10.20 lacs	10.20 lacs

6. IN CASE THE COMPANY HAS FAILED TO SPEND THE TWO PERCENT OF THE AVERAGE NET PROFIT OF THE LAST THREE FINANCIAL YEARS OR ANY PART THEREOF, THE COMPANY SHALL PROVIDE THE REASONS FOR NOT SPENDING THE AMOUNT IN ITS BOARD'S REPORT:

As mentioned in the Directors Report, the shortfall in the spend Rs. 89.80 lacs during the year is intended to be utilized in a phased manner in coming years upon identification of suitable projects in accordance with the Company's CSR Policy.

Date: 13th August, 2015
Place: Vadodara

For & on Behalf of the Board
Amit Bhatnagar
Managing Director

Nivedita Pandya
Chairperson of the Committee

Annexure [G] to Board's Report

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (ACCOUNTS) RULES, 2014

CONSERVATION OF ENERGY

(i) Steps taken for Conservation of Energy :

DPIL is very much conscious about conducting all its production operations very efficiently keeping in view the major contribution and importance of Energy Conservation in achieving optimum and best possible performance levels in operations.

Energy Conservation is a continuous ongoing process. The company is having regular control & monitoring through its well established QMS within organization, over energy consumption and identification of areas wherever still further better can be done for saving over energy consumption and thereby reducing the emission of hazardous gases e.g CO₂ in environment.

Global Warming is the burning problem and biggest challenge worldwide now a days and how to minimize or overcome the foreseen risks of the same remains the main subject for actions for all industries.

DPIL is committed to follow operational practices & production process technologies which are energy efficient.

To have continual improvement in energy conservation efforts, internal & external audits are being conducted at regular intervals. Specific roles and responsibilities are defined & assigned to various level employees for control and monitoring of energy consumption & conservation.

Major Energy Conservation initiatives taken during FY-2014-15 :-

- Replacing Air conditioners by AHU systems for Battery bank rooms of UPSs for saving over power consumption.
- Installation of Heat recovery wheels in Dehumidifiers of Clean rooms for maximum possible heat recovery.
- Replacing the Gland seals of pumps by mechanical seals.
- Installation of Oil filtration machines for periodic filtration of oils to keep the oil clean, to increase its life with better viscosity parameters and thus in turn reducing power consumption for its pumping.
- Replacing conventional drive pulleys & belts by Poly V type pulleys & power efficient belts for better Power transmission without slippage losses.
- Installation of VFD type Compressors to optimize & fine tune its running Hrs as per actual requirement of Air at use point.
- Clariflocculator is replaced by sludge filter in Transmission Tower plant to improve the sludge filtration and its time cycle without use of extra pumps.

- Diverting the bypass/ overflow steam condensate of steam boiler to hot water curing tank to heat the water used for curing.
- Replacement of fluid coupling type conventional drive systems to energy efficient AC variable frequency drives.
- Enhancement of APFC panel for further improvement in power sector.
- Installation of exclusive lighting transformer for individual unit to achieve better control & monitoring of plant lighting loads & with better control of voltage etc. to get enhanced life of spares of lighting accessories & equipment.

(ii) The capital investment on energy conservation equipment:

Sr. No.	Division or Manufac-turing unit	Capital Investment on energy conservation equipments / activities (in INR lacs)	Energy savings (in Gcal/ Hr)	Financial savings in INR lacs/ Annum
1.	Vadadala Unit	161	0.56	178

TECHNOLOGY ABSORPTION

The efforts made by the Company towards technology absorption

A State-of-Art, "ESSEN ULTRA HIGH VOLTAGE RESEARCH AND DEVELOPMENT CENTRE AND TEST LABORATORY" at DPIL is NABL accredited & is accelerating internal product development & process improvement requirement programmes by its continual efforts with the use of its highly accurate and ultra modern facilities to perform various trials & tests.

DPIL is all time active in –

- Innovations and absorption of upcoming latest technologies related to various products & its ultimate usages.
- Innovations and improvements in area of processing technologies to make it productive, qualitative and cost efficient.
- Thus enhancing strength of existing business and upcoming expansion projects.

Major efforts made towards Technology Absorption:-

- Installation of online, automatic dryers and compound gradual conveying / feeding system on PVC extruders.
- Installation of High speed Double line – multipurpose RBD machines.
- In – House production of color master batch for PVC with properties of reduced consumption ratio.
- Indigenous design & development of EHV cables.
- Revamping plan put up in action for existing conductor plant machines for productivity enhancement and introduction of automation in their operations.
- Design & Development of specialty conductors for overhead transmission lines.
- Study, analysis and comparative evaluation of various processing techniques for HV- EHV cables.
 - (i) The Benefits which can be derived from product improvement, cost reduction, product development and import substitution in condition of full capacity utilization is approximately INR 18 crores per annum.
 - (ii) Information regarding imported technology (imported during last four years).

(iii) The capital investment on energy conservation equipment:

Details of technology Imported	Technology imported from	Year of Import	Current status
Triple extrusion DCDC process for EHV cables upto 500 KV on CCV line	Maillefer – Finland	2010- 11	Commis-ssioned
Continuous – Horizontal lead extrusion for HV- EHV cables	HFSAB - Sweden	2010-11	Commis-ssioned
Project for setting up R&D centre & Multi purpose test set up for electrical testings upto 765 KV of various electrical products	Hongkong Hippo - China	2011-12	Commis-ssioned

FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign exchange earned in terms of actual inflows during the year 2014-15 was Rs. 40.50 Million.

Foreign exchange outgo in terms of actual outflows during the year 2014-15 was Rs. 39.60 Million.

Tough times
never last...

Corporate Governance Report

COMPANY'S PHILOSOPHY
ON CORPORATE GOVERNANCE

"Corporate
Governance
is not a matter
of right or wrong -
'it is more nuanced
than that."



Your Company is proud to belong to a Group whose visionary founders paved the way for path breaking governance over a century ago and made it an integral element of the business. Corporate governance in the Company is a value-based framework to manage the Company affairs in a fair and transparent manner, which has assisted in evolving guidelines and best practices over the years to ensure timely and accurate disclosure of information.

Strong and improved Corporate Governance practices are indispensable in today's competitive world and complex economy.

Diamond's philosophy is to view Corporate Governance from the view point of business strategy rather than mere compliance norms. Strong governance practices of the Company have been rewarded in terms of improved share valuations, stakeholder's confidence, market capitalization, high credit ratings and environmental protection, etc. The Company has established systems and procedures to ensure that its Board of Directors is well informed and well equipped to fulfill its overall responsibilities and to provide the management with the strategic direction catering to exigency of long term shareholders value.

It's initiatives towards adhering to highest standards of governance include self-governance, professionalization of the Board, fair and transparent processes and reporting systems and going beyond the mandated Corporate Governance Code requirements of SEBI. Being a value driven organization the Company envisages attainment of the highest level of transparency, accountability and equity in all facets of its operations including everyone it works with, the community it is in touch with and the environment it has an impact on.

The Company has complied with the provisions of Clause 49 of the Listing Agreement of the Stock Exchange, which deals with the compliance of Corporate Governance requirements as detailed below for the year ended on March 31, 2015.

BOARD OF DIRECTORS

The Diamond's Board plays a pivotal role in ensuring that the Company runs on sound and ethical business practices and that its resources are utilized for creating sustainable growth and societal wealth. The Board operates within the framework of a well-defined responsibility matrix which enables it to discharge its fiduciary duties of safeguarding the interest of the Company; ensuring fairness in the decision making process, integrity and transparency in the Company's dealing with its Members and other stakeholders.

COMPOSITION OF BOARD OF DIRECTORS

Diamond's Board consists of 9 members as on 31st March, 2015. Besides the Chairman, who is an Executive Promoter Director, the Board comprises of two Executive Directors and six Non-Executive Directors. The composition of the Board is in conformity with the Clause 49 of the Listing Agreement, which stipulates that at least fifty per cent of the Board should consist of Non-Executive Directors, Provided that where the Non-Executive Chairman is a promoter of the Company or is related to any promoter or person occupying management positions at the Board level or at one level below the Board, at least one-half of the Board of the Company shall consist of Independent Directors.

The Composition of Board of Directors of the Company as on 31st March 2015 is as follows:

Category	No. of Directors
Executive Directors	3
Non-Executives/Independent Director/Woman Director	5
Nominee Director	1
Total	9

INDEPENDENT DIRECTORS

As mandated by Clause 49, the Independent Directors on Diamond's Board:

- A. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- B. (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
- (ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- C. apart from receiving director's remuneration, has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- D. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- E. who, neither himself nor any of his relatives –
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of –
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company;
 - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
 - (iii) holds together with his relatives two per cent or more of the total voting power of the company; or
 - (iv) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company;
 - (v) is a material supplier, service provider or customer or a lessor or lessee of the company;
- F. who is less than 21 years of age.

The Independent Directors have submitted declarations that they meet the criteria of Independence as per the provisions of Companies Act, 2013 and the Listing Agreement. Further the Independent Directors have confirmed that they do not hold directorship in more than seven listed companies and all the Independent Directors has appointed in the manner provided under Companies Act, 2013 and clause 49 of the Listing Agreement.

DIRECTORS' ATTENDANCE RECORD AND THEIR OTHER DIRECTORSHIPS/ COMMITTEE MEMBERSHIPS

As mandated by Clause 49, none of the Directors is a member of more than ten Board level Committees or chairman of more than five Committees across companies in which he is a Director. Relevant details of the Board as on March 31, 2015 are given as follows:

Name	Category / Position	No. of Board Meetings		AGM 30.09.2014	No. of other Directorship		No. of other Board Committees		Whether having any pecuniary or business relation with the Company
		Held	Attended		Member	Chairman	Member	Chairman	
*Shri S.N.Bhatnagar	Ex / Chairman Promoter	4	4	Yes	4	4	3	2	None
Shri Amit Bhatnagar	Ex / Managing Director Promoter	4	4	Yes	10	-	3	1	None
Shri Sumit Bhatnagar	Ex / Joint Managing Director Promoter	4	4	Yes	9	-	4	-	None
Shri Ranvir Singh Shekhawat	NE/ Director	4	4	Yes	1	-	3	2	None
*Shri Kirit Vyas	NE/ Director	4	2	No	3	-	2	1	None
*Shri Karthik Athreya	NE / Nominee Director	4	-	No	11	-	-	-	Nominee Director
Shri Bhavin Shah	NE/ Director	4	2	No	1	-	-	-	Non-Executive Director
*Shri Aswini Kumar Sahoo	NE/Director	4	2	No	3	-	-	-	None
Shri Ashok Kumar Gautam	NE/Director	4	2	No	-	-	-	-	None
Shri Ashok Kumar Singh	NE/Director	4	2	No	-	-	-	1	None
Ms. Nivedita Pandya**	NE/Director	4	-	No	7	-	-	-	None

*Resigned

**Appointed on 31st March, 2015

NUMBER OF BOARD MEETINGS

During the Financial year ended on 31st March, 2015 four (4) meetings of the Board of Directors were held. The maximum gap between any two meetings was less than four months as stipulated under Clause 49. The dates of Board Meeting are as under:

Dates on which the Board Meeting held

30th May, 2014

09th August, 2014

10th October, 2014

5th February, 2015

(Meeting was adjourned and held on 14th February, 2015)

BOARD PROCEDURES

The Board Meetings are governed by a structured Agenda. The Agenda along with detailed explanatory notes and supporting material are circulated in advance before each meeting to all the Directors for facilitating effective discussion and decision making.

As a policy, all major decisions involving investments and capital expenditure, in addition to matters which statutorily requires the approval of the Board are put up for consideration of the Board. Inter alia, the following information, as may be applicable and required, is provided to the Board as a part of the agenda papers.

- Annual operating plans & budgets and any updates
- Capital budget-purchase and disposal of plant, machinery and equipments.
- Quarterly, Half yearly and annual results of the Company.

- Minutes of the Meetings of the Audit Committee and other Committees of the Board.
 - Information on recruitment and remuneration of senior officers just below the Board level.
 - Materially important show cause, demand, prosecution notices and penalty notices, if any.
 - Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
 - Any material default in financial obligations to and by the Company, or substantial non-payments by clients.
 - Any issue, which involves possible public or product liability/claims of substantial nature, including any judgments or orders which may have passed structure on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
 - Details of any joint venture agreement or collaboration agreement.
 - Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
 - Significant labour problems and their proposed solutions.
 - Any significant development in human resources or on the industrial relations front such as signing of wage agreement, etc.
 - Sale of material nature of investments, subsidiaries, assets, which are not in the normal course of business.
- The proceedings of each meeting of the Board and its Committees are captured in accordance with the provisions of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014.

INDEPENDENT DIRECTOR'S MEETING

In accordance with the provisions of Schedule IV (code for Independent Directors) of the Companies Act, 2013 and clause 49 of the Listing Agreement, a meeting of the Independent Directors of the Company was held on 14th February, 2015 without the attendance of Non Independent Directors and members of the Management.

EVALUATION OF BOARD EFFECTIVENESS

In terms of provisions of the Companies Act, 2013 read with Rules issued there under and clause 49 of the Listing Agreement, the Board of Directors, on recommendation of the Nomination and Remuneration Committee, have evaluated the effectiveness of the Board. Accordingly, the performance evaluation of the Board, each Director and the Committees was carried out for the financial year ended on 31st March, 2015. The evaluation of the Directors was based on various aspects which, inter alia, included the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company along with the environment and effectiveness of their contribution.

CODE OF CONDUCT

In line with the Clause 49 of the Listing Agreement, the Company's Board of Directors has laid down a 'Code of Conduct and Ethics' for the Board of Directors and Senior Executives of the Company'. The purpose of this 'Code of Conduct' is to promote conduct of business ethically in an efficient and transparent manner and to meet its obligations to shareholders and all other stakeholders. The 'Code of Conduct' is also a tool in carrying out the Company's Business and Social responsibility in a more effective manner. The Code sets out a broad policy for one's conduct in dealing with the Company, fellow directors and employees and the external environment in which the Company operates. All Directors and senior management have affirmed compliance with the Code for the financial year ended on March 31st, 2015. Besides this, every employee of the Company is committed to 'Diamond Code of Ethics', as applicable to all Diamond Group of Companies.

Ethics is the responsibility of every employee, and that includes all levels of management. Your Company is committed to conduct its business fairly, impartially, in an ethical and proper manner and in full compliance with all applicable laws and regulations. In conducting its business, integrity underlines in all Company relationships, including those with customers, suppliers and among employees. Your Company adapts to the highest standards of ethical business conduct and do not engage in any activity that may raise questions as to the Company's honesty, impartiality or reputation or otherwise cause embarrassment to the Company. Each employee is committed to high ethical standards.

Your Company strives to act with high ethical standards specifically, to:

- Obey all applicable laws, regulations, and professional standards that govern its business;
- Maintain an environment of honesty, trust, and integrity;
- Safeguard its ethics and never compromise or alter them for any reason; and
- Recognise and value high ethical standards and report any unethical or illegal behaviour.

Compliance with the 'Code of Ethics' is regularly monitored by the Legal and Compliance Department of the Company.

COMMITTEES OF THE BOARD

The committees constituted by the Board play an important role on the governance structure of the Company. The committees are in line with the Clause 49 of the Listing Agreement and Companies Act, 2013. The minutes of the Committee meetings are tabled at the Board Meetings and the chairperson of each Committee brief the members about the important deliberations and discussion.

The Minutes of Board Meeting and other committees are captured in accordance with the provisions of the Companies Act, 2013.

COMPOSITION OF COMMITTEES OF DIRECTORS AND THEIR ATTENDANCE AT THE MEETINGS

Diamond has the following Board Level Committees:

- A) Audit Committee
- B) Nomination and Remuneration Committee
- C) Stakeholders Grievances and Relationship Committee
- D) Corporate Social Responsibility Committee
- E) Share Transfer Committee

Various Committees of Directors have been appointed by the Board for taking informed decisions in the best interest of the Company. These Committees monitor the activities falling within their respective terms of reference. The Board's Committees are as follows:

A) AUDIT COMMITTEE

The Audit Committee has played an important role in ensuring the financial integrity of the Company. The Audit Committee's role includes the financial reporting process, Audit process, Related Party Transactions and other applicable laws.

The Composition of the Audit Committee is in line with the provisions of section 177 of Companies Act, 2013 and clause 49 of the Listing Agreement. Further the Committee invites Shri Amit Bhatnagar, Managing Director, Shri Arvind Yadav, Internal Auditor of the Company attend the Audit Committee Meetings.

Shri Nishant Javlekar, Company Secretary acts as Secretary to the Committee.

The Composition of the Board of Directors along with the details of the meetings held and attended during the financial year as on March 31, 2015, are given below the Audit Committee comprises of three Directors.

Members, Meetings And Attendance of Members of The Audit Committee

Shri Ranvir Singh Shekhawat (Chairman),
Shri Aswini Kumar Sahoo (Member),
Shri Ashok Kumar Singh (Member)
Shri Amit Bhatnagar (Member)
Shri Sumit Bhatnagar (Member)
Ms. Nivedita Pandya (Member)

Meetings & Attendance

During the financial year 2014-15 the Audit Committee held four meetings on 30th May, 2014, 9th August, 2014, 10th October, 2014 and 5th February, 2015 (meeting was adjourned and held on 14th February, 2015). The time gap between any two meetings was less than four months.

The details of attendance of Audit Committee meetings are as under:

Name	Category	Status	No. of Meeting	
			held	attended
Shri Ranvir Singh Shekhawat	Independent Director	Chairman	4	4
*Shri Aswini Kumar Sahoo	Independent Director	Member	4	2
Shri Amit Bhatnagar	Managing Director	Member	4	3
Shri Ashok Kumar Singh	Independent Director	Member	4	2
Shri Sumit Bhatnagar	Jt. Managing Director	Member	4	0
Ms. Nivedita Pandya	Women Director	Member	4	0

*Resigned

The Chairman of the Audit Committee was present at the last AGM held on 30th September, 2014.

The Role of The Audit Committee Includes The Following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Reviewing with the management the quarterly, half-yearly, nine-monthly and annual financial statements, standalone as well as consolidated, before submission to the Board for approval;
3. Reviewing the Management Discussion and Analysis of the financial condition and results of operations;
4. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report as per Section 134(3)(c) of the Companies Act, 2013;
 - b. Changes in the accounting policies and practices and the reasons for the same, major accounting entries involving estimates based on the exercise of judgment by management and significant adjustments made in the financial statements arising out of audit findings;
 - c. Compliance with listing and other legal requirements relating to financial statements;
 - d. Disclosure of any Related Party Transactions (RPTs); and
 - e. Qualifications in the draft audit report, if any.
5. Reviewing the financial statements of unlisted subsidiary companies and investments made by the unlisted subsidiary companies;
6. Reviewing and considering the following w.r.t. appointment of auditors before recommending to the Board:
 - a. qualifications and experience of the individual/firm proposed to be considered for appointment as auditor;
 - b. whether such qualifications and experience are commensurate with the size and requirements of the company; and
 - c. giving due regard to any order or pending proceeding relating to professional matters of conduct against the proposed auditor before the Institute of Chartered Accountants of India or any competent authority or any Court
7. Recommending to the Board the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor, fixing of audit fees and approving payments for any other service;
8. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
9. Reviewing and approving quarterly and yearly management representation letters to the statutory auditor;
10. Reviewing management letters/letters of internal control weaknesses issued by the statutory auditors and ensuring suitable follow-up thereon;
11. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
13. Reviewing the appointment, removal and terms of remuneration of the Internal Auditor of the Company;
14. Formulating in consultation with the Internal Auditor, the scope, functioning, periodicity and methodology for conducting the internal audit;
15. Evaluating the internal financial controls and risk management policies/system of the Company;
16. Discussion with the internal auditors on internal audit reports relating to internal control weaknesses and any other significant findings and follow-up thereon;
17. Reviewing the internal investigations by the internal auditors into matters where there is a suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board;
18. Review and comment upon the report made by the statutory auditors (before submission to the Central Government) with regard to any offence involving fraud committed against the company by its officers/employees
19. Approval or subsequent modification of transactions of the Company with related parties including appointment and revision in remuneration of related parties to an office or place of profit in the Company, its subsidiary company or associate company;
20. Reviewing the statements of significant related party transactions submitted by the management;
21. Reviewing and Scrutinizing the inter-corporate loans and investments;
22. Approving the auditors (appointed under the Companies Act, 2013) to render any service other than consulting and specialised services;
23. Recommending to the Board of Directors, the appointment, remuneration and terms of appointment of Cost Auditor for the Company;
24. Review the cost audit report submitted by the cost auditor on audit of cost records before submission to the Board for approval;
25. Appointing registered valuers and defining the terms and conditions for conducting the valuation of assets/net-worth/ liabilities of the Company. Reviewing the valuation report and follow-up thereon;
26. Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
27. Looking into reasons for substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors, if any;
28. Review and approve policy formulated for determination of material subsidiaries;
29. Review and approve policy on materiality of related party transactions and also dealing with related party transactions; and
30. Any other matter referred to by the Board of Directors.

The Audit Committee during the year has approved the overall framework for RPTs, the Policy on dealing with the RPTs, the Policy on materiality of RPTs and the criteria for granting omnibus approval in line with the policy of dealing with RPTs in accordance with provisions of the

Companies Act, 2013 and/or Clause 49 of the Listing Agreement. The Committee also reviews the internal financial controls.

B. NOMINATION AND REMUNERATION COMMITTEE (FORMERLY TERMED AS REMUNERATION COMMITTEE)

In accordance with Section 178 of the Companies Act, 2013 and as per the requirements of SEBI Circular dated 17th April, 2014 for amendment to Equity Listing Agreement (which is effective from 1st October, 2014), the Board of Directors of the Company at their meeting held on 30th May, 2014, have approved the change in nomenclature of the Remuneration Committee to Nomination and Remuneration Committee and have revised their role as under:

The revised role of the Nomination and Remuneration Committee, inter-alia, includes the following:

- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Devising a policy on Board diversity;

The Nomination and Remuneration Committee comprises of the following Directors:

Sr. No.	Name of the Director	Position	Category
1	Shri Ranvir Singh Shekhawat	Chairman	Independent Director
2	*Shri Kirit Vyas	Member	Independent Director
3	Shri Sumit Bhatnagar	Member	Executive Director
4	*Shri Aswini Kumar Sahoo	Member	Independent Director
5	Shri Ashok Kumar Singh	Member	Independent Director
6	Ms. Nivedita Pandya	Member	Women Director

*Resigned

The objectives of the Remuneration policy are to motivate employees to excel in their performance, recognize their contribution and retain talent in the organization and record merit, based on the performance of the employees as well as based on recommendations of the Head of Departments in case of sub-ordinate and in case of Head of Departments Managing and Joint Managing Directors of the Company the Remuneration Committee take its decisions.

Remuneration To Directors

The Table below gives the details of remuneration paid to Directors for the year ended on March 31st, 2015.

The Company has not given any advances and loans to any of its Directors during year 2014-15.

The Details of remuneration and sitting fees for Board and other committee meetings paid to the Directors for the year ended on 31st March, 2015:

Name	Category / Position	Salary (Rs.)	Sitting Fees (Rs.)	Other Allowances (Rs.)
*Shri S. N. Bhatnagar	Ex. Chairman	2,28,69,253	NIL	NIL
Shri Amit Bhatnagar	Ex. MD	2,17,87,234	NIL	NIL
Shri Sumit Bhatnagar	Ex. JMD	2,17,87,234	NIL	NIL
*Shri Kirit Vyas	NE	NIL	50000	20000
Shri Ranvir Singh Shekhawat	NE	NIL	120000	40000
*Shri Karthik Athreya	NE /Nominee	NIL	NIL	NIL
Shri Bhavin Shah	NE	NIL	NIL	NIL
*Shri Aswini Kumar Sahoo	NE	NIL	80000	30000
Shri Ashok Kumar Gautam	NE	NIL	40000	20000
Shri Ashok Kumar Singh	NE	NIL	40000	20000

*Resigned

Remuneration Policy

Non-Executive Independent Directors

The Non-Executive Directors (NEDs) are paid remuneration by way of sitting fees only. The Board of Directors of the Company, pursuant to the relevant provisions of the Companies Act, 2013 and by virtue of Article No. 132 (3) of the Articles of Association of the Company, revised their sitting fees from Rs. 5,000 to Rs. 20,000 per each board meeting with effect from 9th November, 2011.

Further Non-Executive Independent Directors are also entitled for out of pocket expenses which include travelling and accommodation charges which are shown in other allowances as above are not forming part of Directors' Remuneration.

Amount stated above is sum total of all the remuneration including out of pocket expenses.

For each Audit Committee and Investors' Grievance Committee the fees paid to Non – Executive Independent Directors is Rs. 5,000 per meeting.

Executive Directors

The Company pays remuneration by way of salary, perquisites and allowances (fixed component) and commission (variable component) to the Managing Director Joint Managing Director and the Executive Chairman. Salary is paid within the range approved by the Members.

Annual increments recommended by the Remuneration Committee, are placed before the Board for approval. The ceiling on perquisites and allowances as a percentage of salary is fixed by the Board. Within the prescribed ceiling, the perquisite package is recommended by the Remuneration Committee and approved by the Board. The Commission is calculated with reference to the net profits of the Company in a particular financial year and is determined by the Board on the recommendation of the Remuneration Committee at the end of the financial year, subject to overall ceilings stipulated in Sections 197 of the Companies Act 2013. Specific amount payable to such Directors is based on the performance criteria laid down by the Board which broadly takes into account the profits earned by the Company for the year.

Management Staff

Remuneration of employees largely consists of basic remuneration, perquisites, allowances and performance incentives. The components of the total remuneration vary for different grades and are governed by industry patterns, qualifications and experience of the employee, responsibilities handled by him, his annual performance etc.

C. STAKEHOLDERS GRIEVANCES AND RELATIONSHIP COMMITTEE

During the financial year ended on 31st March, 2015 the nomenclature of the Investor Grievance Committee was changed to "Stakeholders Grievances and Relationship Committee" pursuant to section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Composition of the Stakeholders Relationship Committee is in compliance with the provision of section 178 of Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Committee meet 4 times during the financial year ended on 31st March, 2015. The constitution of the Stakeholders Grievances and Relationship Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the committee during the financial year ended on 31st March, 2015 is detailed below.

Shri Nishant Javlekar, Company Secretary acts as Secretary to the Committee.

Members, Meetings And Attendance

Members of The Stakeholder Grievances And Relationship Committee

Shri Ranvir Singh Shekhawat (Member)

Shri Ashok Kumar Gautam (Member)

Shri Sumit Bhatnagar (Member)

Meetings & Attendance

During the financial year 2014-15 the Stakeholders Grievances & Relationship Committee held four meetings on 30th May, 2014, 9th August, 2014, 10th October, 2014 and 5th February, 2015 (meeting was adjourned and held on 14th February, 2015). The time gap between any two meetings was less than four months.

The details of attendance of Stakeholders Grievances and Relationship Committee Meetings are as under:

Name	Category	Status	No. of Meeting	
			held	attended
*Shri Kirit Vyas	Independent Director	Chairman	4	2
Shri Ranvir Singh Shekhawat	Independent Director	Member	4	4
Shri Sumit Bhatnagar	Jt. Managing Director	Member	4	3
*Shri Aswini Kumar Sahoo	Independent Director	Member	4	2
Shrii Ashok Kumar Gautam	Independent Director	Member	4	0

*Resigned

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

In accordance with Section 135 of the Companies Act, 2013, the Board of Directors of the Company at their meeting held on 30th May, 2014, has approved the Constitution of the CSR Committee.

The composition, names of the members, chairperson are as follows:

Sr. No.	Name of the Director	Position	Category
1	*Shri Aswini Sahoo	Chairman	Independent Director
2	Shri Amit Bhatnagar	Member	Managing Director
3	Shri Sumit Bhatnagar	Member	Jt. Managing Director
4	Ms. Nivedita Pandya	Member	Women Director

*Resigned

The Board also defined the role of the Committee, which is as under:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- Recommend the amount of expenditure to be incurred on the activities referred in the CSR policy
- Monitor the CSR Policy of the Company and its implementation from time to time
- Such other functions as the Board may deem fit.

Apart from the above Committees Board of Directors also constituted Shares Allotment Committee and Preferential Issue Committee.

E. SHARE TRANSFER COMMITTEE

The reference is mandate by our Board in Line with the review of Share Transfer and transmission process and its approval a separate committee was formed.

The Composition, name of members, Chairman and particulars of the meetings and attendance of the members during the year are as follows:

Name	Category	Status	No. of Meeting	
			held	attended
*Shri S. N. Bhatnagar	Chairman	Executive Director	24	24
Shri Amit Bhatnagar	Member	Executive Director	24	24
Shri Sumit Bhatnagar	Member	Executive Director	24	24

*Resigned

Twenty four (24) numbers of meetings were held by Share Transfer Committee during the year, as per Memorandum of Transfer provided by Karvy Computershare Private Limited i.e Independent Share Transfer Agent. The following meetings given were held during the year ended on 31st March, 2015: 16th April, 2014, 2nd May 2014, 8th May 2014, 20th May 2014, 28th Ma, 2014, 18th Jun, 2014, 23rd Jun, 2014, 24th Jun, 2014, 9th Jul, 2014, 16th July 2014, 31st July 2014, 11th August 2014, 8th September 2014, 10th October 2014, 22nd October 2014, 7th November 2014, 20th November 2014, 15th December 2014, 30th December 2014, 28th January 2015, 4th February 2015, 5th February 2015, 23rd February 2015, and 09th March 2015.

Management Discussion And Analysis Report

Management Discussion and Analysis is given in a separate section forming part of the Directors' Report in this Annual Report.

Subsidiary Companies

The Subsidiaries of the Company function independently, with an adequately empowered Board of Directors and necessary management resources.

For effective governance, the Company overview the performance of its subsidiaries, inter alia, in the following manner:

The financial statements, in particular, the investments made by the unlisted subsidiary companies, are reviewed by the Audit Committee and the Board of Directors of the Company.

The Minutes of the Board Meetings of the subsidiary companies are placed before the Board of Directors of the Company for their review. Details of all significant transactions and arrangements entered into by the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

DISCLOSURES

a. Related Party Transactions

Details of materially significant related party transactions i.e. transactions of the Company of material nature with its promoters, the Directors or the management, their subsidiaries or relatives, etc. are presented under Notes of the Balance Sheet. All details on the financial and commercial transactions, where Directors may have a potential interest, are provided to the Board. The interested Directors neither participate in the discussion, nor vote on such matters. During 2014-15, there were no related party transaction of material nature that may have a potential conflict with the interests of the Company.

b. Accounting Treatment In Preparation Of Financial Statements

The Company has followed the Accounting standards notified by The Companies (Accounting Standards) Rules, 2006, as amended from time to time, in preparation of its financial statements.

c. Risk Management

The Company has established a well-documented and robust risk management framework. Under this framework, risks are identified across all business processes of the Company on continuous basis. Once identified, these risks are systematically categorised as strategic risks, business risks or reporting risks.

The former looks at all risks associated with the longer term interests of the Company. The latter look at risks associated with the regular functioning of each of the processes and the risks associated with incorrect or untimely financial and non-financial reporting.

To address these risks in a comprehensive manner, each risk is mapped to the concerned department for further action. Based on this framework, Company has set in place various procedures for Risk Management.

d. Code For Prevention of Insider Trading Practices

The Company has instituted a comprehensive code for prevention of Insider Trading, for its Directors and designated employees, in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time.

e. CEO/CFO Certification

As required under Clause 49 (V) of the Listing Agreement with the Stock Exchanges, the Chairman & Managing Director and the Chief Financial Officer of the Company have certified to the Board regarding the Financial Statements for the year ended on 31st March, 2015 which is annexed to this Report.

f. **Disclosure Regarding The Board of Directors**

General Body Meetings:

Particulars about the last Three Annual General Meetings of the Company are:

Sr. No.	AGM Particulars & Date	Venue	Time	Special Resolution Passed The AGM
1	22nd Annual General Meeting (2013-14) held on 30th September, 2014	Registered office	10:00 A.M.	<p>Special Resolutions for</p> <p>1. "RESOLVED THAT in supersession of the ordinary resolution passed at the Extraordinary General Meeting held on 21st November, 2009 under section 293(1)(a) of the Companies Act, 1956 and pursuant to the provisions of section 180(1)(a) of the Companies Act 2013 and all other applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company for mortgaging / charging all or any of the immovable and movable properties of the Company both present and future and the whole or substantially the whole of the undertaking or the undertakings of the Company on such terms and conditions, as may be agreed to between the Board and Lender(s) to secure the loans / borrowings obtained or as may be obtained, which may exceed the paid-up capital and free reserves in the ordinary course of business but not exceeding 3500 Crores (Rupees Three Thousand Five Hundred Crores only) at any one time."</p> <p>"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion as may deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."</p> <p>2. "RESOLVED THAT in supersession of the Ordinary Resolution approved at the Annual General Meeting held on 28th September, 2012 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to borrow monies in excess of the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of 3500 Crores (Rupees Three Thousand Five Hundred Crores only).</p> <p>"RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and other things as it may in its absolute discretion deem fit, required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution."</p>

Sr. No.	AGM Particulars & Date	Venue	Time	Special Resolution Passed The AGM
2	21st Annual General Meeting (2012- 13) held on 30th September, 2013	Registered Office	10:00 A.M.	Special Resolutions for <ol style="list-style-type: none"> 1. pursuant to the provisions of Sections 94 (1) (a) and other applicable provisions, if any, of the Companies Act, 1956, the Authorised Share Capital of the Company be and is hereby increased from existing Rs.50,00,00,000 (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores Only) Equity Shares of Rs.10/- (Rupees Ten) each to 5,58,58,500 (Five Crores Fifty Eight Lacs Fifty Eight Thousand Five Hundred Only) Equity Shares of Rs.10/- (Rupees Ten) each and 41,41,500 (Forty One Lacs Forty One Thousand Five Hundred Only) Preference Shares of Rs. 10/- (Rupees Ten) Each. 2. Pursuant to the provision of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956, issue Equity Warrant of 43, 92,000 to Independent Corporate Body on preferential basis. 3. Pursuant to Article 9 of the Articles of Association and Section 80 and Section 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956, to issue 41, 41,500 Redeemable Cumulative Preference Shares of Rs. 10 each to be issued at premium of Rs. 171 each to promoter group Company.
3	20th Annual General Meeting (2011- 12) held on 28th September, 2012	Registered Office	10:00 A.M.	Special Resolutions for the re-appointment of Shri Suresh N Bhatnagar, Chairman, Shri Amit Bhatnagar and Shri Sumit Bhatnagar, Managing Director and Jt. Managing Director respectively pursuant to Sections 198, 269, 309, 310, 311 and other provisions of the Companies Act, 1956, read with Schedule XIII of the said Act.

Material Disclosures:

There are no matters pertaining to non-compliance by the company, penalties imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

The Company strongly believes in Corporate Governance and advocates Whistle Blower policy, affirmation is hereby given that no personnel has been denied access to the audit committee.

Means Of Communication

1. **Publication of quarterly financial results:**
Quarterly, half-yearly, nine-monthly and annual financial results of the Company were published in leading English and vernacular language newspaper.

2. **Website and News Releases:**
A separate dedicated section under 'Investors' on the Company's website gives information on various announcements made by the Company, status of unclaimed dividend, stock quotes, Annual Report, Quarterly/Half yearly/ Nine-monthly and Annual financial results along with the applicable policies of the Company. The Company's official news releases and presentations made to the institutional investors and analysts are also available on the Company's website.

3. **Stock Exchange:**
Your Company makes timely disclosures of necessary information to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) in terms of the Listing Agreement(s) and other rules and regulations issued by SEBI.

4. **NEAPS (NSE Electronic Application Processing System):**
NEAPS are a web-based application designed

by NSE for corporates. All periodical compliance filings, inter alia, shareholding pattern, Corporate Governance Report, corporate announcements, amongst others are also filed electronically through NEAPS.

5. **BSE Corporate Compliance & Listing Centre:**
BSE Listing is a web-based application designed by BSE for corporates. All periodical compliance filings, inter alia, Shareholding pattern, Corporate Governance Report, Corporate announcements, amongst others are also filed electronically on the BSE Listing Centre.

General Shareholder Information:

- 23rd Annual General Meeting:**
 - Date: 30th September, 2015
 - Time: 10:00 A.M.
 - Venue: Registered Office of the Company Phase II, Village Vadadala, Taluka: Savli, Dist. Vadodara - 391520 Gujarat, India
- Financial Year:**
Commencing from 1st April, 2014 to 31st March, 2015
- Date of Book Closure:**
Friday, 25th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive)
- Record Date:** 28th August, 2015
- Listed on:**
 - The BSE Limited, Mumbai
 - The National Stock Exchange of India Limited, Mumbai

The Listing Fees to National Stock Exchange of India Ltd and BSE Limited has already been paid for the year 2014-15.
- Stock Code:**
BSE: - 522163
NSE: - DIAPOW

vii. *Market Price Data:*

The Market price data (Monthly High / Low) of the company's Equity shares traded on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE) during the period from 01/04/2014 to 31/03/2015 are given below:

Stock Exchange Month & Year	BSE			NSE		
	High (Rs)	Low (Rs)	No of Shares traded during the month	High (Rs)	Low (Rs)	No of Shares traded during the month
April, 2014	80.00	49.80	4983438	80.00	49.50	5159736
May, 2014	115.00	70.25	1780433	114.70	70.10	4172007
June, 2014	124.60	90.30	5714732	124.50	97.00	4754783
July, 2014	130.90	100.00	2553423	130.75	97.75	4521546
August, 2014	128.00	108.25	1916249	128.30	109.00	4033731
September, 2014	139.20	106.90	2144325	139.10	106.60	5194162
October, 2014	133.00	111.75	1433427	133.00	111.20	3366773
November, 2014	143.90	119.20	1310153	143.85	119.20	4173358
December, 2014	120.85	56.00	4900840	121.55	56.25	11969266
January, 2015	81.90	64.50	1230449	82.20	64.50	2863131
February, 2015	73.90	53.00	1002769	74.00	52.65	2509622
March, 2015	63.90	37.00	4179976	63.95	37.00	10199201

viii. *Registrar and Transfer Agent:*

Karvy Computershare Pvt. Ltd.
Karvy Selenium Tower B,
Plot 31-32, Gachibowli Financial District,
Nanakramguda, Hyderabad - 500 032

ix. *Share Transfer System:*

Share Transfers in physical form can be lodged with Karvy Computershare Private Limited, Independent Share Transfer Agent, at the above mentioned address. Transfers are normally processed within 15 days from the date of receipt. If the documents are complete in all respects, Registrar, in consultation with Share Transfer Committee, is empowered to approve transfers, in addition to the powers with the Members of the Stakeholders' Grievance & Relationship Committee.

Details of investors' complaints received during 1st April, 2014 to 31st March, 2015 are as follows:

Sr. No.	Nature of Complaint*	Receipt	Disposed	Pending	Remarks
1	Non- receipt of dividend warrant	75	75	0	N.A.
2	Excess/ Short payment of Dividend Warrant	0	0	0	N.A.
3	Non-receipt of Annual Reports	19	19	0	N.A.
4	Legal Notice	0	0	0	N.A.
5	Non- receipt of refund order	0	0	0	N.A.
6	Correction of name on securities	8	8	0	N.A.
7	Non Receipt of Security- Complaint relating to transfer of Shares	74	74	0	N.A.
8	Clarification regarding shares	71	71	0	N.A.

* Information is based on reports prepared by Independent Share Transfer Agent.

xi. *Shareholding Pattern and Distribution of Shareholding*

Shareholding pattern as on 31st March, 2015

Category	No. of Holders	Total Shares	% of Equity
Promoters Bodies Corporate	8	13261955	24.56
Resident Individuals	20107	12940135	23.97
Promoters	8	5483393	10.15
Foreign Corporate Bodies	2	2420990	4.48
Foreign Institutional Investors	7	8612899	15.95
Trust	1	354	0.00
Bodies Corporates	564	7047093	13.05
Non-Resident Indians	486	1034546	1.92
Huf			
Clearing Members	74	173918	0.32
Venture Capital Fund	1	2944066	5.45
Indian Financial Institution/Bank	4	81146	0.15
Total	21262	54000495	100.00%

Distribution Schedule – Consolidated as on 31.03.2015

Sr. no.	Category	Cases	% of Cases	Total shares	Amount	% of Amount
1	1-5000	16534	77.76	2792164	27921640	5.17
2	5001- 10000	2493	11.73	1830958	18309580	3.39
3	10001- 20000	1169	5.50	1746312	17463120	3.24
4	20001- 30000	334	1.57	849309	8493090	1.57
5	30001- 40000	159	0.75	568449	5684490	1.05
6	40001- 50000	130	0.61	600172	6001720	1.11
7	50001- 100000	204	0.96	1470341	14703410	2.72
8	100001& Above	239	1.12	44142790	441427900	81.75
Total		21262	100	54000495	540004950	100

The Shareholders are requested to follow exact ISIN for the purpose of dealing in the respected securities. Presently the Equity Shares and Preference Shares of the Company are held in electronic and physical mode. The status of Equity Shares of the Company as on 31st March, 2015 is as follows:

Particulars Number of Shares % of total Equity Share

Control Report As On 31/03/2015

Sr. No.	Description	No of Holders	Shares	% To Equity
1	PHYSICAL	4581	2984333	5.53
2	NSDL	10854	43950581	81.39
3	CDSL	5827	7065581	13.08
Total		21262	54000495	100.00 %

Name, designation & address of Compliance Officer:

Shri Nishant Javlekar

Company Secretary

Diamond Power Infrastructure Limited,

"ESSEN HOUSE"

5/9-10, BIDC, Gorwa, Baroda - 390016

Phone: 91-265-2284328, 2283969

Fax : 91-265-2280528

E-mail : cs@dicabs.com

COMPLIANCE WITH NON-MANDATORY REQUIREMENTS**i) The Board**

The Company is maintaining a separate office for the Chairman.

ii) Shareholder Rights

The Company is planning to provide a half-yearly declaration of financial performance including summary of the significant events in last six months.

iii) Audit qualifications

During the year under review, there was no audit qualification in the Company's financial statements. The Company continues to adopt best practices to ensure a regime of unqualified financial statements.

iv) Training of Board Members

The Company's Board of Directors comprises of professionals with expertise in their respective fields and industry. They endeavour to keep themselves updated with changes in the economy, legislation and technologies.

v) Evaluation of Non-Executive Board Members

Mechanism for evaluation of Non-Executive Board Members Performance evaluation of Non-Executive Board Members is done by the Board of Directors of the Company.

vi) Vigil Mechanism/Whistle Blower Policy

The Company has adopted a Vigil Mechanism (i.e. Whistle Blower Policy).

OTHER SHAREHOLDER INFORMATION**Corporate Identity Number (CIN)**

The CIN allotted to the Company by the Ministry of Corporate Affairs, Government of India is L31300GJ1992PLC018198.

Shareholders' Queries

All the queries pertaining to the shareholders shall be referred to Share Transfer Agent of the Company.

Transfer of unclaimed dividend to Investor Education and Protection Fund

Pursuant to the provisions of Companies Act, the dividend which remains unclaimed/unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

The Shareholders are therefore requested to contact Share Transfer Agent or Company Secretary in case of their unpaid dividend.

After transfer of the said amounts to the IEPF, no claims in this respect shall against the IEPF or the Company nor shall any payment be made in respect of such claims.

SHARES HELD IN ELECTRONIC FORM**Members holding shares in electronic form may please note that:-**

- Instructions regarding bank details which they wish to have incorporated in future dividend warrants must be submitted to their Depository Participants (DP). As per the regulations of NSDL and CDSL, the Company is obliged to print bank details on the dividend warrants, as furnished by these Depositories to the Company.
- Instructions already given by them for shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form.
- Instructions regarding change of address, nomination and power of attorney should be given directly to the DP.
- The Company provides NECS facilities for shares held in electronic form and Members are urged to avail of this facility.

BANK DETAILS

Members holding shares in physical form are requested to notify/send the following to Share transfer Agent to facilitate better servicing:-

- any change in their address/mandate/bank details, and particulars of the bank in which they wish their dividend to be credited, in case they have not been furnished earlier.
- Members are advised that respective bank details and address as furnished by them or by NSDL/CDSL to the Company, for shares holding physical form and in electronic form respectively, will be printed on their dividend warrants as a measure of protection against fraudulent encashment.

NATIONAL ELECTRONIC CLEARING SERVICE (NECS) FACILITY

Under NECS facility, Members get an option to receive dividend directly to their bank account rather than receiving the same through Dividend Warrants. Members holding shares in physical form, who wish to avail NECS facility, are requested to send their NECS mandate in the prescribed form to Share Transfer Agent, in the event they have not done so earlier. Members holding shares in dematerialised form are requested to give the NECS mandate to their respective DPs directly.

Please note that Members who do not provide details of bank accounts with banks having Core Banking Facility, as required by RBI, will receive their dividend by physical warrants.

DEMAT INITIATIVE

In view of the advantages of holding shares in electronic form, Members holding their Equity Shares in physical form are urged to avail of this opportunity and Demat their holdings.

GREEN INITIATIVE

Based on the 'Green Initiative' taken by the Government of India, the Company has sent out a communication to its Members that henceforth, all communications, including Annual Reports, will be e-mailed to them at their e-mail address registered with their Depository Participants/the Share Registry, unless they opt for physical copies. Facility of getting electronic communication will go a long way in saving trees and also result in substantial cost savings.

DEPOSITORY SERVICES

Members may write to the respective Depository or to Share Transfer Agent for guidance on depository services. Address for correspondence with the Depositories is as follows:

NATIONAL SECURITIES DEPOSITORY LIMITED

Trade World, 4th Floor, Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
Mumbai 400 013
Tel : 022-2499 4200, Fax : 022-2497 6351
e-mail : info@nsdl.co.in
website : www.nsdl.co.in

CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED

Phiroze Jeejeebhoy Towers
17th Floor, Dalal Street, Mumbai 400 023
Tel : 022-2272 3333, Fax : 022-2272 3199
e-mail : investor@cdslindia.com
website : www.cdslindia.com

NOMINATION FACILITY

Members are entitled to make nominations in respect of shares held by them. Members holding shares in physical form and intending to make/change the nomination in respect of their shares in the Company may submit their requests in Form No. SH-4 to Share Transfer Agent. Members holding shares in electronic form are requested to give the nomination request to their respective DPs directly.

RECONCILIATION OF SHARE CAPITAL AUDIT

As stipulated by SEBI, M/s. DeveshVimal & Co., Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges as well as placed before the Board of Directors. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with NSDL and CDSL).

E-VOTING FACILITY TO MEMBERS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and

Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

Pursuant to the amendments made in clause 35B of the Listing Agreement by SEBI, the company has sent assent/dissent forms to the members to enable those who do not have access to e-Voting facility to cast their vote on the shareholders resolution to be passed at the ensuing Annual General Meeting, by sending their assent or dissent in writing.

UPDATE ADDRESS/ E-MAIL ADDRESS/BANK DETAILS

To receive all communications/corporate actions promptly, members holding shares in dematerialised form are requested to please update their address/email address/bank details with the respective DPs and in case of physical shares, the updated details have to be intimated to the Registrar & Share Transfer Agents.

ELECTRONIC SERVICE OF DOCUMENTS TO MEMBERS AT THE REGISTERED EMAIL ADDRESS

As a responsible corporate citizen, your Company has been continuously supporting the "Green Initiatives" taken by the Ministry of Corporate Affairs, Government of India (MCA) and Securities and Exchange Board of India (SEBI).

Accordingly, in respect of Members / Members who have registered their email addresses, the Company have been dispatching all documents vide electronic form since May 2011. In accordance with Rule 18 of the Companies (Management and Administration) Rules, 2014 notified under the Companies Act, 2013, the Companies may give Notice of the General Meetings through electronic mode. Further, the said Rule provides that advance opportunity should be given at least once in a financial year to the Members / Members for registering their email address and changes therein, as may be applicable. Further Rule 11 of the Companies (Accounts) Rules, 2014 notified under the Companies Act, 2013 provides that in case of listed companies, financial statements may be sent by electronic mode to such members / members whose shareholding is in dematerialized form and whose email IDs are registered with the Depository for communication purposes. As regards Members / Members whose shareholding is held in physical form, the financial statements may be sent in electronic mode to those members who have positively consented in writing for receiving by electronic mode.

In view of the above, the Company shall send all documents to Members like General Meeting Notices (including AGM), Annual Reports comprising Audited Financial Statements, Directors' Report, Auditors' Report and any other future communication (hereinafter referred as "documents") in electronic form, in lieu of physical form, to all those members, whose email address is registered with Depository Participant (DP)/Registrars & Share Transfer Agents (RTA) (hereinafter "registered email address") and made available to us, which has been deemed to be

The member's registered email address for serving the aforesaid documents. To enable the servicing of documents electronically to the registered email address, we request the members to keep their email addresses validated/ updated from time to time. We wish to reiterate that Members holding shares in electronic form are requested to please inform any changes in their registered e-mail address to their DP from time to time and Members holding shares in physical form have to write to our RTA, M/s Karvy Computer shares Private Limited at their specified address, so as to update their registered email address from time to time.

Please note that the Annual Report of the Company will also be available on the Company's website www.diatron.in for ready reference. Members are also requested to take note that they will be entitled to be furnished, free of cost, the aforesaid documents, upon receipt of requisition from the member, any time, as a member of the Company.

Auditors certificate on Corporate Governance

To,
The Members,
Diamond Power Infrastructure Limited
Vadodara.

We have examined the compliance of the conditions of Corporate Governance by Diamond Power Infrastructure Limited for the year ended 31st March, 2015, as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchanges in India.

The compliance of the conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 13th August, 2015
Place: Vadodara

For **Vijay .N. Tewar & Co.**
(Chartered Accountant)
(Vijay .N. Tewar)
Proprietor
Membership no. 40676

CEO and CFO Certification

To,
The Board of Directors
Diamond Power Infrastructure Limited
Vadodara.

We Amit Bhatnagar, Managing Director and Sumit Bhatnagar Jt. Managing Director to the best of our knowledge and belief, certify that:

1. We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2015 and based on our knowledge and belief, we state that:
 - (a) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading.
 - (b) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
3. We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
4. We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee
 - (a) significant changes, if any, in the internal control over financial reporting during the year;
 - (b) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
 - (c) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

For **Diamond Power Infrastructure Limited**
Amit Bhatnagar **Dr. Sumit Bhatnagar**
Managing Director Jt. Managing Director

Tough times
never last...

Diamond Power Infrastructure Limited

Standalone Financial Statements

Independent Auditor's Report

To,
The members of
Diamond Power Infrastructure Ltd
Vadodara

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of Diamond Power Infrastructure Limited ('the Company'), which comprise the balance sheet as at 31st March 2015, the statement of profit and loss and the cash flow statement for the year ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these Standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2015 and its profit and its cash flows for the year ended on that date subject to our Report as under:

Annexure to the Independent Auditor's Report (contd.)

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) on the basis of the written representations received from the directors as on 31st March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
- f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigation on its financial Position - Refer Note 9 of Part A of Notes to accounts;
 - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise; and
 - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For **Vijay. N. Tewar & Co.**
(Chartered Accountants)
Vijay N. Tewar
Proprietor
FRN:111422W
Membership No. 040676

Date : 30th May, 2015
Place : Vadodara

Annexure to the Independent Auditor's Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended on 31st March 2015, we report that:

- i. a) The Company has maintained proper records showing full particulars, including Quantitative details and situation of fixed assets, however the same has not been updated.
- b) As explained to us, fixed assets have been physically verified by the management at regular intervals although no verification report was provided to us hence we are unable to comment on any material discrepancies noticed on such verification.
- ii. a) As informed to us, physical verification of inventory has been conducted by the management at reasonable intervals during the audit year.
- b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of stock followed by the management were found reasonable and adequate in relation to the size of the Company and the nature of its business on the basis management representation for inventory details received.
- c) In case of maintaining proper records of Inventories, we like to comment that same are maintained properly as per the available records and representation produced before us.
- iii. The Company has not granted any loans to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- iv. In our opinion and according to the information and explanations given to us by the management, there is adequate internal control system commensurate with the size of the company and nature of its business with regard to purchase of stores, raw materials including components, plant and machinery, equipment and other assets and for sales of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal control system.
- v. The Company has not accepted any deposits from the public.
- vi. As informed to us, the Central Government has prescribed the maintenance of cost records under section 148(1) of the Act. However, Cost Accountant has been appointed and preparation of compliance certificate is ongoing as on the date of the Audit Report.
- vii. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.
According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31st March 2015 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no material dues of wealth tax, income tax, sales tax, service tax, duty of customs and cess and value added tax which have not been deposited with the appropriate authorities on account of any dispute.
- c) According to the information and explanations given to us, there has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund.
- viii. The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- ix. The Company has restructured its debts with financial institutions, banks and debenture holders during the year under review and the same was approved by JLF and IEC.
- x. According to the information and explanations given to us, the company has given guarantees for loans taken by its subsidiaries from banks and financial institutions, the terms and conditions where of, in our opinion, are not prima-facie prejudicial to the interest of the company.
- xi. Based on the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- xii. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For **Vijay. N. Tewar & Co.**
(Chartered Accountants)

Vijay N. Tewar
Proprietor

FRN:111422W
Membership No. 040676

Date : 30th May, 2015
Place : Vadodara

Balance Sheet as at 31st March, 2015

		Rs. in Lacs	
	Sch. No.	31/03/2015	31/03/2014
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	5,814.20	5,814.20
(b) Reserves and Surplus	2	75,142.23	86,717.00
(c) Money received against share warrants		3,407.50	-
(2) Share Application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	3	1,05,649.62	67,248.77
(b) Deferred Tax Liabilities (Net)		1,462.00	900.00
(c) Other Long Term Liabilities			
(d) Long Term Provisions			
(4) Current Liabilities			
(a) Short-Term Borrowings	4	82,476.40	60,000.00
(b) Trade Payables	5	6,618.02	11,267.83
(c) Other Current Liabilities	6	15,201.50	40,284.17
(d) Short-Term Provisions	7	2,005.15	2,189.85
Total Equity & Liabilities		2,97,776.62	2,74,421.81
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	8		
(i) Gross Block		1,29,304.47	1,06,189.03
(ii) Depreciation		17,722.95	13,003.85
(iii) Net Block		1,11,581.52	93,185.18
(b) Non-current investments	9	1,720.69	1,720.69
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances	10	12,351.55	24,218.41
(e) Other non-current assets	11	-	-
(2) Current Assets			
(a) Current investments	12	0.60	0.60
(b) Inventories	13	1,07,639.41	1,14,953.70
(c) Trade receivables	14	50,747.78	23,701.43
(d) Cash and cash equivalents	15	6,193.28	9,156.14
(e) Short-term loans and advances	16	7,541.79	7,485.67
(f) Other current assets		-	-
Total Assets		2,97,776.62	2,74,421.81
Note to Accounts	25		

Notes attached thereto form an integral part of financial statement. This is the financial statement referred to in our report of even date.

For **Vijay. N. Tewar & Co.**
(Chartered Accountants)
Vijay N. Tewar
Proprietor
FRN:111422W
Membership No. 040676
Date : 30th May, 2015
Place : Vadodara

For & on behalf of the Board of Directors

Amit Bhatnagar
Managing Director

Sumit Bhatnagar
Joint Managing Director

Nishant Javlekar
Company Secretary

Profit & Loss Account

for the year ended on 31 st March, 2015

			Rs. in Lacs		
			Sch. No.	31/03/2015	31/03/2014
I	Revenue from operations	17		2,42,276.10	2,67,429.27
II	Other Income	18		1,027.90	658.74
III	Total Revenue (I +II)			2,43,304.01	2,68,088.01
IV	Expenses:				
	Cost of materials consumed	19		2,18,129.53	2,70,560.74
	Purchase of Stock-in-Trade				
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20		9,670.46	(35,660.37)
	Employee Benefit Expense	21		3,083.01	2,990.04
	Financial Costs	22		12,779.56	11,179.79
	Depreciation and Amortization Expense	23		5,302.86	3,509.34
	Other Administrative Expenses	24		2,349.53	3,311.59
Total Expenses (IV)				2,51,314.94	2,55,891.14
V	Profit before exceptional and extraordinary items and tax	(III - IV)		-8,010.93	12,196.87
VI	Exceptional Items			3,001.34	-
VII	Profit before extraordinary items and tax (V - VI)			(11,012.28)	12,196.87
VIII	Extraordinary Items			-	-
IX	Profit before tax (VII - VIII)			(11,012.28)	12,196.87
X	Tax expense:				
	(1) Current tax			-	900.00
	(2) Deferred tax			562.00	900.00
XI	Profit(Loss) from the period from continuing operations	(IX-X)		(11,574.28)	10,396.87
XII	Profit/(Loss) from discontinuing operations			-	-
XIII	Tax expense of discounting operations			-	-
XIV	Profit/(Loss) from Discontinuing operations (XII - XIII)			-	-
XV	Profit/(Loss) for the period (XI + XIV)			(11,574.28)	10,396.87
XVI	Proposed Dividend			-	496.08
XVII	Tax on Proposed Dividend			-	80.48
XVIII	Proposed Dividend (Including Tax)			-	576.56
XIX	Preference share Dividend			0.41	-
XX	Tax on Preference share Dividend			0.08	-
XXI	Preference Share Dividend (Including Tax)			0.49	-
XXII	Surplus Transferred to Balance Sheet			(11,574.28)	9,820.31

Notes attached thereto form an integral part of financial statement. This is the financial statement referred to in our report of even date.

For **Vijay. N. Tewar & Co.**

(Chartered Accountants)

Vijay N. Tewar

Proprietor

FRN:111422W

Membership No. 040676

Date : 30th May, 2015

Place : Vadodara

For & on behalf of the Board of Directors

Amit Bhatnagar
Managing Director

Sumit Bhatnagar
Joint Managing Director

Nishant Javlekar
Company Secretary

Cash Flow Statement for the Year ended on 31st March, 2015

	Rs. in Lacs			
	AS AT 31/03/2015		AS AT 31/03/2014	
CASH FLOW FROM OPERATING ACTIVITIES				
Net profit as per Profit & Loss Account		(11,574.77)		10,396.87
Adjustment for:				
Depreciation	5,302.85		3,509.34	
Deferred Expenses	-		-	
Income Tax	562.00		1,800.00	
Interest expenses	12,779.56		11,179.54	
Preference dividend/ DDT	0.48			
Extra Ordinary items	3,001.34			
Interest \ Other income Received	(1,027.90)		(658.74)	
	20,618.33		15,830.14	
Operating profit before working capital changes		9,043.56		26,227.01
Change in inventories	7,314.29		(30,040.52)	
Change in receivables	(27,046.35)		16,229.59	
Changes in Loans and Advances	11,810.74		(3,641.87)	
Change in other current Assets	-		-	
Change in current liabilities	(29,355.18)		3,540.56	
Net change in working capital	(37,276.50)	(37,276.50)	(13,912.24)	(13,912.24)
Cash generated from operations		(28,232.94)		12,314.77
Direct Taxes Paid	(1,146.24)		(1,706.20)	
Flood Loss	(3,001.34)	(4,147.58)	-	(1,706.20)
Net Cash flow from operating Activities		(32,380.52)		10,608.57
CASH FLOW FROM INVESTMENT ACTIVITIES				
Interest Received	1,027.90		539.48	
Prior Period items (Restructuring)	-		-	
Increase of fixed assets	(23,115.43)		(26,460.86)	
Decrease in Fixed Assets	-		-	
Increase of investment	-		-	
Loss on Sale of Assets	-		-	
Net cash flow used in investing activities	(22,087.53)	(22,087.53)	(25,921.38)	(25,921.38)

Cash Flow Statement for the Year ended on 31st March, 2015 (Contd.)

	Rs. in Lacs			
	AS AT 31/03/2015		AS AT 31/03/2014	
CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from money received against share warrant	3,407.50		-	
Proceeds from issue of share capital	-		2,093.56	
Proceeds from Debt Re-structuring	-		-	
Proceeds from Premium	-		11,913.16	
Increase in Long term loans	38,400.85		27,679.92	
Increase in Short term loan	22,476.40		(13,549.04)	
Decrease in reserve			(1,240.21)	
Interest paid	(12,779.56)		(11,179.54)	
Dividend Paid	-		(496.08)	
Net cash flow from financing activities	51,505.19	51,505.19	15,221.77	15,221.77
Net increase in cash & cash equivalents		(2,962.86)		(91.04)
Add: Cash & cash equivalents opening	9,156.14		9,247.18	
Cash & cash equivalents closing	6,193.28	(2,962.86)	9,156.14	(91.04)

For **Vijay. N. Tewar & Co.**

(Chartered Accountants)

Vijay N. Tewar

Proprietor

FRN:111422W

Membership No. 040676

Date : 30th May, 2015

Place : Vadodara

For & on behalf of the Board of Directors

Amit Bhatnagar

Managing Director

Sumit Bhatnagar

Joint Managing Director

Nishant Javlekar

Company Secretary

Auditor's Certificate

We have examined the above Cash Flow Statement of Diamond Power Infrastructure Ltd (The Company) for the year ended on March 31st 2015. The statement has been prepared by the company in accordance with the requirements of listing agreements with the stock Exchanges and is based on and in agreements with the corresponding profit and loss account and balance sheet of the Company covered by our report of even date.

For **Vijay. N. Tewar & Co.**

(Chartered Accountants)

Vijay N. Tewar

Proprietor

FRN:111422W

Membership No. 040676

Date : 30th May, 2015

Place : Vadodara

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015

		Rs. in Lacs	
		31/03/2015	31/03/2014
1	SHARE CAPITAL		
1	Authorized Capital		
	8,00,00,000 Shares (6,00,00,000 Shares) of Rs. 10 Each	8,000.00	6,000.00
2	Issued & Subscribed Capital		
	5,46,80,245 (5,46,80,245) Equity Shares of Rs. 10 Each	5,468.02	5,468.02
	41,41,500 (Nil) Preference Shares of Rs 10 Each	414.15	414.15
3	Paid Up Capital		
	5,40,00,495 (5,40,00,495) Equity shares of Rs.10 Each Fully Paid - Up	5,400.05	5,400.05
	41,41,500 (Nil) Preference Shares of Rs 10 Each	414.15	414.15
Total In		5,814.20	5,814.20

1.2 Shareholders holding more than 5% Equity Shares in the Company as at the end of the year

Name of Shareholder	2014-15		2013-14	
	No of Shares	% of Holding as on 31/03/2015	No of Shares	% of Holding as on 31/03/2014
Madhuri Finserve Pvt Ltd	6224550	11.52	8224550	15.23
Diamond Infosystems Ltd	3704732	6.86	3704732	6.86
Diamond Projects Ltd	1868673	3.46	2942464	5.45
Clearwater Capital Partners Cyprus Ltd	1302248	2.41	4330881	8.02
Macquarie Bank Ltd	3868606	7.16	3868606	7.16
Kotak Mahindra Trusteeship Services Limited-A/C Ko	2944066	5.45	2944066	5.45

1.3 For the period of 5 years immediately preceding the date as at which the balance Sheet is prepared

- Aggregate Number and Class of Shares allocated as fully paid up pursuant to contract(s) without payment have being received In cash NA
 - Aggregate Number and Class of 1,24,02,124 Equity Shares allocated as fully paid up by way of Bonus Shares in FY 2013-14 and 70,15,690 Equity shares allocated as fully paid up by way of bonus share in FY 2009-10
 - Aggregate Number and Class of Shares bought Back NA
- 1.4 The Company has one class of equity shares having a par value of Rs 10 per share & Preference Shares having per value of Rs10 per share. Each holder of equity shares is entitled to one vote per share.
- 1.5 Forfeited Shares
The Company had Forfeited 6,79,750 Equity Shares on 29.04.2000 out of Issued Capital of 1,82,50,000 Equity Shares the forfeited Shares where due to Unpaid Shares calls of Rs. 7 Per.

		Rs. in Lacs	
		31/03/2015	31/03/2014
2	RESERVE & SURPLUS		
1	Capital Reserve	1,784.94	1,784.94
2	Capital Redemption Reserve		
3	Securities Premium reserve	30,060.33	30,060.33
4	Debenture Redemption Reserve	6,940.00	6,940.00
5	Preference Shares Premium	7,081.97	7,081.97
6	Revaluation Reserve	-	-
7	Shares Option Outstanding Account	-	-
8	Other Reserve	-	-
9	Surplus (Profit & Loss Account)	29,275.00	40,849.77
	Balance brought forward from previous year	40,849.77	36,093.11
	Less: Tax on Regular Assessment Paid	-	-
	Add : Profit for the period	(11,574.77)	10,396.87
	Less : Bonus Shares	-	1,240.21
	Less : Debenture Redemption Reserves	-	4,400.00
	Proposed Dividend (Including Tax)	-	-
	Surplus Transfer to Balance Sheet	(11,574.77)	4,756.66
Total In		75,142.23	86,717.00

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

		Rs. in Lacs	
		31/03/2015	31/03/2014
3	LONG TERM BORROWINGS		
1	Bonds / Debentures	9,440.00	10,000.00
2	Term Loan		
	- From Bank (repayable within the One Year)	88,816.69	51,164.50
	- From Other Parties		
3	Deposit		
4	Loans & Advances From Related Parties	7,148.18	3,033.18
5	Long Term Maturities of Finance lease obligation	44.75	33.05
6	Unsecured Loans From Lender	-	3,018.04
7	Other Loans & Advances (Car Loan)	200.00	-
Total in		1,05,649.62	67,248.77

Notes to be kept Below Long Term Borrowing

(A) After Implementation of Restructuring Scheme all the repayment schedule where changed .so the detailed break of Loan and its repayment Schedule is as mentioned Below:

RUPEE TERM LOANS										Rs. in Crore
Name of The Rupee Term Lenders	Facility A1 (Term Loans For Existing Operation)	Facility A2 (Term Loan For Expansion Project)	Facility B1 (Undisbursed Term Loan)	Facility B2 (Addi-tional Term Loan For Expansion Project)	Facility B3 (Corporate Term Loan)	Facility F1 (Working Capital Term Loan)	Facility E1 (Funded Interest Term Loan - I) (On Wctl)	Facility E1 (Funded Interest Term Loan - I) (Term Loans For Existing Operation)	Facility E2 (Funded Interest Term Loan - II)	Total
LENDERS:										
Allahabad Bank	-	-	-	-	-	49.46	7.25	-	-	56.71
Axis Bank	-	8.08 (8.16)	-	18.92	13.56	31.82	4.67	-	2.76	79.81
Bank of Baroda	-	-	-	-	-	79.80	11.70	-	-	91.51
Bank of India	-	75.03 (64.55)	4.97	34.76	11.27	61.02	8.95	-	6.29	202.29
Corporation Bank	-	64.24 (64.85)	15.76	34.26	-	-	-	-	6.27	120.53
Dena Bank	-	46.89 (39.93)	3.11	21.69	-	-	-	-	3.93	75.63
ICICI Bank Limited	85.23 (81.84)	-	-	-	-	70.11	10.28	12.53	-	178.16
State Bank of Hyderabad	-	-	-	-	-	16.79	2.46	-	-	19.25
State Bank of Mysore	-	48.24 (42.08)	1.76	22.71	-	-	-	-	3.99	76.69
IFCI Limited	50.00 (50.00)	-	-	-	-	-	-	7.35	-	57.35
Export-Import Bank of India (EXIM)	-	65.64 (55.96)	4.36	31.25	-	-	-	-	5.55	106.80
Untied up Portion (*)	-	-	-	12.41	-	-	-	-	0.50	12.91
Total	135.23	308.12	29.96	176.00	24.83	309.00	45.32	19.88	29.30	1,077.63
Repayment Schedule	To be repaid in 18 Structured Quarterly Installments from 30/09/2016 to 31/12/2020	To be repaid in 32 Structured Quarterly Installments from 31/12/2016 to 31/12/2024	To be repaid in 32 Structured Quarterly Installments from 31/12/2016 to 30/09/2024	To be repaid in 32 Structured Quarterly Installments from 31/12/2016 to 30/09/2024	To be repaid in 32 Structured Quarterly Installments from 31/12/2016 to 30/09/2024	To be repaid in 32 Structured Quarterly Installments from 31/12/2016 to 30/09/2024	To be repaid in 16 Structured Quarterly Installments from 30/06/2016 to 31/03/2020	To be repaid in 16 Structured Quarterly Installments from 30/06/2016 to 31/03/2020	To be repaid in 16 Structured Quarterly Installments from 30/09/2016 to 30/06/2020	

(B) ECB loan (USD 17.63 Mn) INR 104.23 Crores (Previous year INR 104.23 Crores) To be repaid in 22 Structured Quarterly Installments from 28/08/2015 to 31/08/2020

(C) NCD Loan INR 92.40 Crores (Previous year INR 100.00 Crores) To be repaid in 18 Structured Quarterly Installments from 30/09/2016 to 31/12/2020.

(D) Rs 0.44 Crores (Previous Year INR 0.33 Crores) Loans taken for the Vehicles the present rate of interest charged is at 10.83%PA the duration

Unsecured Loans

Rs 70.19 Crores (Previous Year INR 27.04 Crores) are towards contribution from the Promoters' group for the ongoing expansion project. and Rs 41.15 Crores are fund received as a promoter contribution as a part of condition of Restructuring Package Under JLF Route and these Loan are Interest free and shall remain interest free till complication of project

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

		Rs. in Lacs	
		31/03/2015	31/03/2014
4	SHORT TERM BORROWINGS		
1	Loan Repayable on Demand		
	- From Bank	82,476.40	60,000.00
	Deposits/Installments of Term Loan/DPG	-	-
2	Loans & Advances From Related Parties	-	-
3	Deposits	-	-
4	Others	-	-
	Total in	82,476.40	60,000.00

Working capital loan from banks (secured) Rs 824.76 are secured by :

- Hypothecation of Specified Stocks ,specified Book Debts of the company
- Second charge on entire Fixed Assets of the company both present and future
- Additional charge on collateral properties as agreed in Restructuring Package under JLF Consortium

		Rs. in Lacs	
		31/03/2015	31/03/2014
5	TRADES PAYABLE		
	Trade Payables:		
1	Creditor for Goods (Includes Capital goods)	3,810.66	7,906.22
2	Creditor for Expenses	2,807.36	3,361.62
3	Creditor Under Letter of Credit	-	-
	Total Trade Payables	6,618.02	11,267.83

		Rs. in Lacs	
		31/03/2015	31/03/2014
6	OTHER CURRENT LIABILITIES		
1	Duties & Taxes Payable	73.56	535.62
2	Statutory Liability Payable	366.83	322.45
3	Bills Payable	12,549.16	29,296.71
4	Advance from Customer	488.52	8,406.08
5	Other Liabilities Payable	1,723.43	1,723.31
	Total	15,201.50	40,284.17

		Rs. in Lacs	
		31/03/2015	31/03/2014
7	OTHER CURRENT LIABILITIES		
1	Provision For Employees Benefit		
	Employee Dues Payable	127.58	118.99
2	Others	-	-
	Provision for Taxation	1,833.11	2,007.63
	Deferred Tax Liability	-	-
	Provision for Dividend	0.41	-
	Provision for Dividend Tax	0.08	-
	Provision for Expenses	43.96	63.23
	Total	2,005.15	2,189.85

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

8	FIXED ASSETS	Gross Block			Depreciation			Net Block	
		Addition		Dedu.	Dedu.		For the year	01.04.2014	31.03.2015
		01.04.2014	31/03/2015		01.04.2014	31.03.2015			
	Gross Block	-	-	-	-	-	-	-	-
	Land & Site Development	796.68	796.68	-	-	-	-	796.68	796.68
	Building	6,275.33	6,275.33	-	849.21	1,044.81	195.60	5,426.12	5,230.52
	Plant & Machinery	51,499.47	51,499.47	-	11,283.75	15,554.28	4,270.53	40,215.73	35,945.19
	Electrical Installation	1,960.68	1,960.68	-	358.02	569.14	211.12	1,602.66	1,391.55
	Furniture & Fixture/ Equipments	254.75	254.93	-	141.24	174.54	33.30	113.51	80.39
	Computers	209.52	209.52	-	203.41	209.52	6.11	6.11	-
	Vehicles	444.29	431.02	77.32	166.98	169.42	79.76	277.31	261.60
	Other Assets	1.24	1.24	-	1.24	1.24	-	-	-
	Pre-Project	508.33	279.26	229.07	-	-	-	508.33	279.26
	Total	61,950.29	61,708.13	306.39	13,003.85	17,722.95	4,796.42	48,946.44	43,985.18
	Capital Work in Progress	44,238.74	67,596.33	-	-	-	-	44,238.74	67,596.33
	Grand Total	1,06,189.03	1,29,304.47	229.07	13,003.85	17,722.95	4,796.42	93,185.18	1,11,581.52

Rs. in Lacs

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

		Rs. in Lacs	
		31/03/2015	31/03/2014
9	NON CURRENT INVESTMENT		
1	Investment in Property	-	-
2	Investment in Equity Instrument (Unquoted Shares)	1,670.69	1,670.69
3	Investment in Preference shares	-	-
4	Investment in Government or Trust Securities	-	-
5	Investment in Debentures & Bonds	-	-
6	Investment in Mutual Fund	-	-
	Baroda Pioneer Equity Fund	50.00	50.00
7	Investment in Partnership Firm	-	-
8	Other	-	-
	Total in	1,720.69	1,720.69
		Rs. in Lacs	
		31/03/2015	31/03/2014
10	LONG TERM LOANS AND ADVANCES		
I)	Capital Assets	-	-
a)	Secured, Considered Good :	8,337.96	19,114.08
b)	Unsecured, Considered Good :	-	-
c)	Doubtful	-	-
II)	Security Deposit	-	-
a)	Secured, Considered Good :	-	-
	Government Deposits	1.45	1.45
	Security Deposit	1,346.86	1,346.49
	Earnest Money Deposit	310.74	328.84
	Lease Rent	756.08	751.88
	Other Deposit	229.29	251.52
b)	Unsecured, Considered Good :	-	-
c)	Doubtful	-	-
III)	Loans & Advances to related parties	-	-
	Apex Power Equipments Pvt Ltd	1,230.58	2,306.66
	Diamond E.H.V. Conductors	0.04	0.04
	Apex Electricals Ltd	-	-
	Madhuri Finserve Pvt Ltd	-	-
	Maktel Power Ltd	55.13	55.13
IV)	Other Loans & Advances	-	-
	Other Advances	83.41	62.33
	Total in	12,351.55	24,218.41
		Rs. in Lacs	
		31/03/2015	31/03/2014
11	OTHER NON CURRENT ASSETS		
1	Long Term Trade Receivables	-	-
a)	Secured, Considered Good	-	-
b)	Unsecured, Considered Good	-	-
c)	Doubtful	-	-
2	Others	-	-
	Total in	-	-

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

		Rs. in Lacs	
		31/03/2015	31/03/2014
12	CURRENT INVESTMENT		
1	Investment in Equity	-	-
2	Investment in Preference Shares	-	-
3	Investment in Govt Securities	-	-
4	Investment in debentures & Bonds	-	-
5	Investment in Mutual Fund	-	-
6	Investment in Partnership Firm	-	-
7	In Short term Fixed Deposits	0.60	0.60
	Total in	0.60	0.60
		Rs. in Lacs	
		31/03/2015	31/03/2014
13	INVENTORIES		
1	Raw Material	3,669.17	2,920.26
2	Work-in-Progress	72,061.54	98,800.16
3	Finished Goods	17,535.00	505.33
4	Stock-in-Trade	9,747.99	4,250.32
5	Packaging Material	11.41	9.08
6	Consumable Stores	761.53	478.33
7	Fuel & Gases	19.09	180.57
8	Goods in Transit	234.89	7,751.75
9	Finished Goods- (RM-Bought Out)	3,598.78	57.90
	Total in	1,07,639.41	1,14,953.70
		Rs. in Lacs	
		31/03/2015	31/03/2014
14	TRADE RECEIVABLES		
1	Outstanding for less than six months	-	-
a)	Secured, Considered Good		
	Less than 180 days	41,653.83	19,827.79
	More than 180 days	9093.96	3,873.64
b)	Unsecured, Considered Good	-	-
c)	Doubtful	-	-
2	Others	-	-
a)	Secured, Considered Good	-	-
b)	Unsecured, Considered Good	-	-
c)	Doubtful	-	-
	Total in	50,747.78	23,701.43
		Rs. in Lacs	
		31/03/2015	31/03/2014
15	CASH & CASH EQUIVALENT		
1	Cash-in-Hand		
	Cash Balance	1.92	1.41
	Petty Cash Balance	-	0.07
	Sub Total (A)	1.92	1.48
2	Bank Balance	474.96	536.34
3	Margin Money	5,716.39	8,618.32
	Sub Total (B)	6,191.36	9,154.66
4	Cheques on Hand	-	-
	Total in	6,193.28	9,156.14

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

		Rs. in Lacs	
		31/03/2015	31/03/2014
16	SHORT TERMS LOANS AND ADVANCES		
1	Loans & Advances from related parties	-	-
a)	Secured, Considered Good :	-	-
	Advance to Associate Concerns	-	-
	Diamond Power Transformer Ltd	688.77	685.47
	Diamond Power Global Holdings Ltd	341.25	152.21
b)	Unsecured, Considered Good :	-	-
	Staff	6.35	6.00
	Other Advances	191.63	132.70
c)	Doubtful	-	-
2	Others	-	-
	Advance Recoverable in cash or in kind or for value to be considered good	-	-
	Advance to Suppliers	-	-
	Advance Income Tax/Refund Due	-	-
	Prepaid Expenses	180.66	445.03
	PLA	0.14	0.14
	Cenvat	4,434.86	3,481.54
	Service Tax	1,303.15	2,092.73
	Tax Deducted at Source	48.51	42.91
	Income Tax	346.47	287.11
	Electricity Duty Refund	-	2.30
	Sales Tax Advance	-	157.52
	VAT	-	-
	Interest	-	-
Total in		7,541.79	7,485.67

Schedules

Forming Part of the Profit & Loss Accounts as at 31st March, 2015 (Contd.)

		Rs. in Lacs	
		31/03/2015	31/03/2014
17	REVENUE FROM OPERATIONS		
1	Domestic Sales (Exclusive of Excise Duty)	2,41,864.84	2,66,878.34
2	Trading of Goods	-	-
3	Rent Income	411.27	550.92
	Total in	2,42,276.10	2,67,429.27
		Rs. in Lacs	
		31/03/2015	31/03/2014
18	OTHER INCOME		
1	Dividend Received	0.01	0.01
2	Interest on FDR	-	-
3	Interest Received	897.46	567.27
4	Notice Pay Recovered	5.71	4.17
5	Claim Received	38.99	0.00
6	Other Income	85.74	87.29
	Total in	1,027.90	658.74
		Rs. in Lacs	
		31/03/2015	31/03/2014
19	COST OF MATERIAL CONSUMED		
a)	Purchases of Raw Materials and Stores	2,13,802.40	2,66,702.34
	Sub-total (a)	2,13,802.40	2,66,702.34
b)	Direct/Productions Expenses		
	Cartage & Transport	88.14	193.74
	Excise Duty Paid	2,191.88	71.27
	Calibration Expenses	3.40	3.40
	Consumable Stores	301.52	471.23
	Conversion/labour charges	-	-
	Repair & Maintenance (Plant & Machinery)	3.17	4.66
	Factory Expenses	42.29	58.01
	Insurance Expenses	157.04	75.24
	Guarantee period expenses	-	-
	Packing Material	442.25	1,604.88
	Detention & Demurrage Charges	28.26	57.53
	Diesel for Generator	-	-
	Electricity Expenses	-	-
	Security Charges	-	-
	Survey Charges -- Infrastructure	3.39	4.70
	Air Time Charges	1.12	-
	Transimission Charges (Wind Power)	0.11	-
	Job Work Charges	74.89	81.96
	Workman compensation Premium	13.37	39.00
	Power & Fuel Expenses	976.30	1,192.79
	Input Disallowed As July Rule .2% & 1% FORM	-	-
	Sub-total (b)	4,327.13	3,858.40
	Total in	2,18,129.53	2,70,560.74

Schedules

Forming Part of the Profit & Loss Accounts as at 31st March, 2015 (Contd.)

		Rs. in Lacs	
		31/03/2015	31/03/2014
20	CHANGE IN INVENTORIES		
1	Opening Stock of WIP & Finished Goods	99,305.49	63,645.13
2	Closing Stock of WIP & Finished Goods	89,635.03	99,305.49
3	WIP Increase / Decrease Division wise	-	-
Total in		9,670.46	-35,660.37

		Rs. in Lacs	
		31/03/2015	31/03/2014
21	EMPLOYMENT BENEFIT EXPENSES		
1	Bonus	56.95	15.19
2	Director's Remuneration (Net)	296.71	195.97
3	House Rent Allowance	126.74	86.20
4	Leave wages / Salary	0.09	-
6	Medical Allowances	87.36	61.49
	Medical Expenses	1.88	0.57
7	Provident Fund Expenses (P.F. & F.P.F)	67.40	48.78
8	Salary & Wages	1,448.04	1,182.24
9	Staff & Labour Welfare	74.07	34.24
10	Labour Contract Charges	877.43	1,328.92
11	Stipend	4.47	1.15
12	Telephone Allowance	41.88	35.31
13	Gratuity Expense	-	-
Total in		3,083.01	2,990.04

		Rs. in Lacs	
		31/03/2015	31/03/2014
22	FINANCIAL COST		
1	Interest on Banking	11,108.79	10,686.21
4	Interest on Other loans	42.54	21.10
5	Bank Charges (Including LC, Bank Guarantee & Bill Discounting Charges & Others)	485.94	472.47
6	Bank Guarantee Charges	1,142.29	-
7	Gain / Loss Exchange Rate Fluctuation	-	-
8	Other Interest Paid	-	-
9	Renewal Charges of Bank CC A/c	-	-
Total in		12,779.56	11,179.79

		Rs. in Lacs	
		31/03/2015	31/03/2014
23	DEPRECIATION & AMORTISED COST		
1	Depreciation	4,796.42	3,002.90
2	Preliminary Expenses W/O	-	-
3	Amortisation Expenses	506.44	506.44
Total in		5,302.86	3,509.34

Schedules

Forming Part of the Profit & Loss Accounts as at 31st March, 2015 (Contd.)

		Rs. in Lacs	
		31/03/2015	31/03/2014
24	OTHER ADMINISTRATIVE EXPENSES		
1	Audit Fees	18.95	18.30
2	Consultancy Charges	36.98	21.63
3	Conveyance Expenses	20.90	13.72
4	CSR Activities- Donation	5.18	7.04
5	Electricity Expenses	21.16	44.59
6	Legal & Professional charges	334.38	241.15
7	Post, Tele. & Courier Charges	6.95	7.34
8	Exchange Fluctuation	-	-
9	Rent, Rates & Taxes	193.34	221.22
10	Application Fees	0.05	0.50
11	Repairs & Maintenance Others	118.46	72.01
12	Printing & Stationary Expenses	15.36	14.19
13	Tender fees	-	-
14	Training Expenses	-	-
15	Sundry Expenses	45.68	43.75
16	Travelling Expenses	128.25	145.86
17	Vehicles Expenses	191.72	105.39
18	Office Expenses	30.66	190.89
19	Software Expenses	4.39	12.12
20	Insurance Exp (Car)	-	-
21	Mis .Expenses	9.21	0.58
22	Service Tax Expenses	40.53	21.57
23	Documentation Charges	-	-
24	Penalty	-	-
25	Hospitality Expense	23.43	12.72
26	Loss on Sales of Fixed Asset	-	0.76
27	Professional Tax	-	-
28	Preliminary Exp. Written off	-	-
29	Foreign Travel (Others)	26.82	16.03
30	House Keeping Expenses	81.29	56.34
31	Sundry Balances Written of	(0.29)	2.08
32	Bad Debts	-	126.00
33	Advertising Expenses	90.70	72.44
34	Sales Promotion Expenses	74.29	362.24
35	Commission on Sales	38.36	1,481.16
36	Marketing Expenses	792.79	-
37	Deferred Sales Liability	-	-
38	Income Tax for Prior Period	-	-
39	Vat /CST	-	-
40	LD Charges	-	-
41	Income Tax Paid for prior periods	-	-
42	Project Expense	-	-
43	Membership & Subscription	-	-
44	Freight Outward	-	-
45	Inspection Expenses	-	-
Total in		2,349.53	3,311.59

Schedules

Forming Part of the Profit & Loss Accounts as at 31st March, 2015 (Contd.)

25. SIGNIFICANT ACCOUNTING POLICIES , CONTINGENT LIABILITIES AND NOTES

A. Statement of Significant Accounting Policy

1. **Method of Accounting:**

The Financial Statements have been prepared on historical cost convention. The Company follows the accrual basis of accounting. The Financial Statements are prepared in accordance with the accounting standards specified in the Companies (Accounting Standards) Rules, 2006 notified by the Central Government in terms of Section 211(3C) of the Companies Act, 1956.

2. **Revenue Recognition:**

Sales includes inter-divisional transfers, sale of scrap, Sales Outsource Products, Sales related to Engineering Procurement and Contract Services, Excise duty Paid, Value Added tax and Invoices for price escalation as per Contracts with the relevant customers on accrual basis.

3. **Fixed Assets:**

Fixed Assets are stated at cost less accumulated depreciation up to the year. Expenditure incurred on improvement or replacement, which in the opinion of the management is likely to substantially increase the life of the assets and future benefits from it, is capitalized. Capital expenditure includes advances for assets under erection/installation are being grouped under capital work in progress.

4. **Depreciation:**

Depreciation was charged on Straight Line basis at rates specified in Schedule XIV the Companies Act.1956. from the year 2014-15 after the amendment of the company's Act 2013 the Depreciation on the assets are being calculated based on the useful life of the asset. The impact of Such change is to the tune of Rs.17.93 Crs. Additional depreciation debited to P&L account as per the new companies Act 2013.

In the Block of asset of the company, the original asset Block was Put to use in the year 1993, as per the Amended company's act the useful life of the P&M are over as to the affliction of time, however, regarding the useful ness of the P&M into the production and the present performance of the P&M are yet to be decided by the project Director of the company.

(Rates As Per SLM)

Factory buildings	3.17%
Plant and machinery	6.33%
Office equipment	19.00%
Furniture and fixtures	9.50%
Vehicles	11.88%
Computers	31.67%
Electrical instrument	9.50%

5. **Expenditure during construction period:**

All pre-operative project expenditure (net of income accrued), including interest on borrowings incurred up to the date of installation is capitalized are added pro-rata to the cost of fixed assets. Foundation costs are allocated as certified by management.

6. **Investment:**

Long-term investments are valued at cost. however the investments in the Non

- Quoted Shares of the other companies are considered at their original cost, further being the Non

- Quoted investments the Market prices are not readily available and due to non-intention of sales of the shares, and based on the tests and assumptions of the management as to the No diminution

In the current value of the same, they are shown in the accounts at their original cost

7. **Inventories:**

a) Inventories of finished goods are valued at lower of costs or net realizable value inclusive of excise duty. Work in process (including finished stock pending QC inspection) is valued at cost representing material, labour and apportioned overheads as certified by the management. Other inventories are valued at cost. Materials related to Projects under implementation are valued at standard cost.

b) Cost of work-in-progress and finished goods includes material cost, labour cost, and manufacturing overheads absorbed on the basis of normal capacity of production.

8. **Provident Fund and Retirement Benefits:**

Contribution to Provident Fund is accounted on actual liability basis. Provision for Gratuity and Leave Encashment is made based on actuarial valuation.

9. **Excise Duty:**

Excise Duty payable on finished goods held as stock in the works is included in the expenditure and in such stocks as per the provisions of Section 145 of the Income tax Act, 1961.

There was an inquiry under section 14 of the Central Excise Act, 1944 in the premises of the Company on 15-09-2014. Pursuant to such inquiry the Central Excise Department has alleged that the Company has wrongly availed the CENVAT credit to the extent of Rs.40.00 crores approximately during the period 2012-13, 2013-14 and 2014-15 (till July, 2014). No show-cause notice under the

Schedules

Forming Part of the Profit & Loss Accounts as at 31st March, 2015 (Contd.)

25. SIGNIFICANT ACCOUNTING POLICIES, CONTINGENT LIABILITIES AND NOTES (Contd.)

provisions of section 11(a) of the Central Excise Act, 1944 has been served upon the Company till date which is sine qua non for the recovery of demand of any short payment or non-payment or wrong availment of CENVAT credit. Since the company holds all the material and evidences to justify its claim of CENVAT credit it is of view that the allegations made by the Excise Department are not tenable in law.

Thus, in absence of such show cause notice as well as non-quantification of the Demand by the Central Excise Department, the company has not acknowledged the said approximate demand and accordingly no provision has been made in the books of account for the same.

10. Amortisation:

Expenditure on Fire Resistant Low Smoke Project (FRLS) & High Sensitivity & High Conductivity Conductors (HSHC) have been amortized over a period of five years. One- fifth portion of the expenses deferred on Aerial Bunch Cable Project (ABC Project) have been charged to the revenue for the financial period.

11. Foreign Currency Transactions:

The Company has no Branch offices outside India. The Foreign currency transaction are recorded on initial recognition in the reporting currency by applying the exchange rate prevailing at the date of transaction. Any Income or Expense on account of exchange rate difference is recognized in the Income and Expenditure Account. The company has an ECB Exposure of USD 17.62 MN the interest on which has been hedged till March 2015; subsequently the Axis Bank has transferred the exposure of USD 8 MN to Bank of India. Further foreign exchange Gain/Loss on the re-statement of the current Assets and Liabilities are calculated based on the RBI exchange rate as of 31/3/2015.

12. Borrowing Costs:

Borrowing costs that are attributable to the acquisition, construction or Production of qualifying assets is capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

13. Income Tax:

Provision for Current Income Tax is made after considering Company's claims under the Income Tax Act, 1961. This Liability is calculated at the applicable tax rate or Minimum Alternate Rate under Section 115JB of the Income Tax Act 1961 as the case may be.

14. Deferred Tax :

Deferred Tax is Calculated at the tax rates and

Laws that have been enacted or substantially enacted as of Balance Sheet date and is recognized on timing differences that originated in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets, subject to consideration of prudence are recognized and carried forward only to the extent that they can be released.

15. Impairment of Assets:

The Company has examined carrying cost of its identified Cash Generating Units (CGU) by comparing present value of estimated future cash flows from such CGUs, in terms of Accounting Standard-28 on impairment of Assets, and in absence of any indication of being potential impairment of Assets, no provision for impairment is required as assets of none of CGUs are impaired during the financial year under consideration.

16. Uses of Estimates:

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which results are known/materialized.

17. Derivative Contracts:

Company as such in the current financial year has not entered into any such Derivative Contracts except the interest on the ECB Loan exposure has been covered by the Interest Rate SWAP contract

18. Operating Cycle:

Assets and liabilities other than those relating to long-term contracts (i.e. supply or turnkey contracts) are classified as current if it is expected to realise or settle within 12 Months after the balance sheet date. In case of long-term contracts, the time between acquisition of assets for processing and realisation of the entire proceeds under the contracts in cash or cash equivalent exceeds one year. Accordingly for classification of assets and liabilities related to such contracts as current, duration of each contract is considered as its operating cycle

19. Financial Restructuring and Rephasement of Debt:

The Company has re-negotiated its entire Debt @ 11 % instead of the existing average cost of borrowings at 13.50%, the lenders have funded all interests cost up to June 2016. The Terms loans & NCD Payments have also been rephrased for payment from June 2016, lenders have provided adequate working capital limits for the current years and have fully funded the expansion project of the company,

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

25. SIGNIFICANT ACCOUNTING POLICIES , CONTINGENT LIABILITIES AND NOTES (Contd.)

20. Legal cases:

The Company has outstanding legal cases wherein there are claim of Rs 1.77 crores against the company, however on same parties the company has claims of Rs 3 crores, in our opinion the companies matters are on strong ground & no financial repercussions on the company.

21. Corporate Guarantee:

The Company has extended a Corporate Guarantees aggregating Rs 1200 Million to the lenders of companies wholly owned subsidiary Diamond Power Transformers Ltd.

(b) Outstanding Inland Bank Guarantees as of March 31, 2015 is Rs. 1397.98 Million (Previous Year Rs.1403.11 Million) and outstanding Foreign Bank Guarantees as of March 31,2015 is \$ 3.48 Million (Previous Year \$5.51.Million)

(c) Pending Liabilities of the company which are not acknowledge as Debt:

Income tax demands: Rs. NIL (previous year Rs Nil): the company was in settlement commission till the A.Y. 2012-13 for which demand has been quantified and paid, for the A.Y. 2013-14 the regular assessment is to start.

Sales Tax/CST Demands: 2007-08 Rs. 4.36 MN (Appeal Pending in tribunal), 2009-10 Rs. 10.83 MN (Appeals pending at Commissioner level).

Excise and Service Tax Demands: 5.44 MN show Cause Notice for service tax, pending at Commissioner level

(d) There are no outstanding Claims against the Company except of Rs. 1.77 MN of Sardar Sarovar Narmada Nigam Ltd., in our opinion the companies matters are on strong ground & no financial repercussions on the company

Part B Notes to Accounts

1. Contingent Liabilities

(a) Letter of Credit opened as on March 31 2015 is Rs 864.29 Million (Previous Year Rs. 1933.09 Million); materials under all letters of credit have been received and accounted for as Creditors. Buyer's credit opened Rs. Nil Million (Previous Year Rs. 74.76 Million) materials under all Buyers' credit have been received and accounted for as Creditors.

2. The company has been sanctioned following limits after Restructuring

Sanction Limit after Restructuring (Rs in Crores)

Sl. No.	Name of the Lenders	Working Capital	Term Lender	ECB Lon	Corporate Loan	WCTL	FITLI (WC)	FITL (TL)	FITL II	Total
1	Allahabad Bank	231.50				49.46	7.25	-		288.21
2	Axis Bank	135.99	39.41	59.70	13.56	31.82	4.67	-	3.27	288.42
3	Bank of Baroda	290.83	-	-	-	79.80	11.70	-		382.34
4	Bank of India	409.59	114.76	49.60	11.27	61.02	8.95	-	6.29	661.48
5	Corporation Bank	-	114.26	-	-	-	-	-	6.27	120.53
6	Dena Bank	113.45	71.69	-	-	-	-	-	3.93	189.07
7	ICICI Bank Limited	131.87	85.23	-		70.11	10.28	12.53	-	310.02
8	Indian Overseas Bank	74.81	-	-	-	-	-	-	-	74.81
9	State Bank of Hyderabad	115.94	-	-	-	16.79	2.46	-	-	135.19
10	State Bank of Mysore	62.02	72.71	-	-	-	-	-	3.99	138.72
11	IFCI Limited	-	50.00	-	-	-	-	7.35	-	57.35
12	EXIM Bank of India (EXIM)	-	101.25	-	-	-	-	-	5.55	106.80
		1,566.00	649.31	109.30	24.83	309.00	45.32	19.88	29.30	2,752.93

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

25. SIGNIFICANT ACCOUNTING POLICIES, CONTINGENT LIABILITIES AND NOTES (Contd.)

All the above lender are having the security as mentioned below :

Lenders	Security Details
All Term Loan, ECBs, WCTL, FITL, NCD and Corporate Loan	<ul style="list-style-type: none"> 1st Pari-passu charge in favour of term lenders by way of mortgage / Hypothecation on all movable/ immovable properties of the company both present & future 2nd Pari-passu charge on the all Current Assets
Working Capital Facilities	<ul style="list-style-type: none"> 1stPari-passu charge on entire Current Assets of the company 2nd Pari-passu charge in favour of lenders by way of mortgage / Hypothecation on all movable/ immovable properties of the company both present & future NFB Limits: Cash Margin @ 5%
Term Lenders & Working Capital Lenders	<p>Personal Guarantee:</p> <ul style="list-style-type: none"> Personal Guarantee of Mr. Amit Bhatnagar and Dr. Sumit Bhatnagar, jointly & severally. (Existing and Proposed) <p>Corporate Guarantee:</p> <ul style="list-style-type: none"> Corporate Guarantee of Madhuri Finserve Pvt Ltd and Diamond Projects Limited subject to applicable laws. (Existing and Proposed) <p>Pledge:</p> <ul style="list-style-type: none"> Unencumbered Equity shares of promoter group (1,87,45,449 share) shall be pledged in favour of all existing lenders. Out of these, power of attorney of 75,55,975 Equity shares is in favour of IFCI which is proposed to be pooled and to be pledged in favour all existing lenders subject to IFCI receiving 1st paripassu charge on fixed assets available with other lenders.
Working Capital Lenders	<p>Pledge:</p> <ul style="list-style-type: none"> Unencumbered Redeemable Cumulative Preference Shares of Diamond Power Infrastructure Limited aggregating to Rs. 74.96 Crore (41,41,500 Preference Shares of Rs. 10/ share with premium of Rs.171/ share available with promoters' group companies) to be pledged in favour all existing lenders. <p>Collateral:</p> <ul style="list-style-type: none"> 1st Pari-passu charge on by way of EQM of factory land and Industrial shed admeasuring 15,100 Sq Mts. And Construction of 3,000 Sq Mts. valued at Rs. 10.00 Crore owned by Diamond Projects Limited at Village Gardia Ta Savli Dist Vadodara. 1stPari-passu charge by way of residential properties of Flat No 102 and 103 owned by Mr. Amit Bhatnagar and Mr.Sumit Bhatnagar respectively valued at Rs. 1.00 Crore each.

3. Balance confirmation letters were sent out to various debtors and creditors. The confirmation of most of the Debtors and creditors is received.

4. The method of valuation of inventories adopted by the company is in accordance with the requirements of Accounting Standard 2 (Valuation of Inventories and as revised from time to time) issued by the Institute of Chartered Accountants of India.

5. In the opinion of the Management all the current assets, loans and advances and deposits are realizable at value stated in the ordinary course of the business which are at least equal to the amount at which they are stated in the books unless otherwise explicit.

6. Segmental Reporting :

The company is primarily engaged in the manufacture of conductors, cables and selling out- sourced products and EPC Contracts. As the company's manufacturing facilities are inter woven/ inter- mix due to the nature of its business with the EPC business, it is not possible to directly and specifically attribute or allocate on a

reasonable basis, the expenses, assets & liabilities in different Segments. The segmental Sales product wise are as follows:

	(Rs in Millions)	
Gross Segment Revenue	2014-15	2013-14
Conductor	6,717.89	7389.06
Cables (LT & HT)	13,507.84	14857.4
Turnkey Project [EPC] &Transmission Tower	4,457.80	5411.67
Total Gross Sales	24,683.53	27,658.14
Less: Inter Segment Sales	0	12.51
Gross Sales	24683.53	27,645.63
Less: Excise Duty	455.92	902.68
Net Sales	24227.61	26,742.95

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

25. SIGNIFICANT ACCOUNTING POLICIES , CONTINGENT LIABILITIES AND NOTES (Contd.)

7. Share Holding in Various Companies :

The Company holds the following shares

1) Diamond Power Transformers Ltd.

99.60% shares held by DPIL.

2) Diamond Power Global Holding:

100% shares in its Subsidiary are held by DPIL

3) Maktel Power and Maktel Control & Systems Ltd.

40% Shares Held by Diamond Power Transformer Ltd., further out of the Four Directors on board of Maktel, 2 directors are common in DPIL

8. Related Party Disclosures :

(A) Particulars of Associates of the Company:

Name of the Related Party	Nature of Relationship
1 Diamond Project Ltd.	Associate company
2 Diamond Infosystems Ltd.	Associate company
3 Madhuri Finserve Pvt. Ltd. (Earlier known as Diamond Telecab Pvt. Ltd.)	Associate company
4 Maktel Power Ltd.	Associate company
5 Diamond Power Transmission Pvt. Ltd. (Earlier known as Madhuri Power Equipment Pvt. Ltd.)	Associate company
5 Apex Power & Equipments Pvt Ltd.	Associate company
6 Mayfair Spaces Ltd.	Associate company
7 Apex Electricals Ltd.	Associate company
8 Maktel Control & Systems Ltd. (Earlier known as Danke Controls Pvt. Ltd.)	Associate company
9 Ruby Cables Ltd.	Associate company

(B) Subsidiaries Company:

Name of the Related Party

1	Diamond Power Transformers Ltd
2	Diamond Power Global Holdings Ltd

(C) Key Management Personnel and their Relatives

Key Management Personnel and their Relatives	Nature of Relationship
1 Mr. S.N. Bhatnagar*	Chairman
2 Mr. Amit Bhatnagar	Managing Director
3 Mr. Sumit Bhatnagar	Jt. Managing Director

*Resigned

(D) Relatives of Key Management Personnel:

Key Management Relatives

1	Smt Madhurilata Bhatnagar
2	Smt Mona Bhatnagar
3	Smt Richa Bhatnagar

(E) Enterprise under Significant influence of Key Management Personnel:

Key Management Personnel and their Relatives	Nature of Relationship
1 Maktel Power Ltd and Maktel Control & Systems Pvt Ltd	Associate Company of DPTL

(f) Summary of the Transaction with related Parties and it's Associate Companies:

(Rs. In Lacs)

Particulars	Associate	Key Management Personnel	Relative of key Management Personnel	Ent. Under significant Influence of key Mgt. Personnel & their relatives	Total
Purchase/ (sales) of Goods	5523.15	Nil	Nil	Nil	5523.15
Receipts/ Rendering of services	33.92	Nil	Nil	Nil	33.92
Rent (Paid)/ Recd.	6.12	31.45	Nil	Nil	37.57
Advances Recd/(Given)				Nil	
Directors Remuneration	Nil	635.25	Nil	Nil	635.25
Outstanding Receivable as on 31.03.2015	Nil	Nil	Nil	Nil	Nil

Note:

The above information has been determined to the extent such parties have been identified on the basis of information provided by the Company and approved by the Board of Directors of the Company, which has been relied upon by the Auditors. Enterprise under the same management include Wholly Owned Subsidiary Diamond Power Transformers Ltd.

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

25. SIGNIFICANT ACCOUNTING POLICIES, CONTINGENT LIABILITIES AND NOTES (Contd.)

9. Earnings Per Share (EPS) :

	March 31, 2015	March 31, 2014
I Profit Computation for both Basic and Diluted Earnings Per Share of Rs.10 each		
Net Loss as per Profit & Loss Account available for Equity Shareholders	(1157.48) (Rs.in Millions)	1039.69 (Rs in Millions)
II Weighted average number of equity shares for Earnings per share computation		
(A) For Basic Earnings per Share	54,000,495	44,644,093
(B) For Diluted Earnings per Share	54,000,495	44,644,093
No. of shares for Basic EPS as per II A		
Add: Weighted Average outstanding Option / Shares deemed to be issued for no consideration		
No. of shares for Diluted Earnings per share	54,000,495	44,644,093
III Earnings per Share (Weighted Average)		
Basic	(21.43)	23.29
Diluted	(21.43)	23.29

10. Dues to micro, small and medium enterprises

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26,

2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated

After filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006' ('the Act'). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2011 has been made in the financial statements based on information received and available with the Company. Detail of the Small Scale Industries (SSI) units which have supplied the materials to the company and to whom the company owes a sum exceeding RS 1.00 Lacs and which is outstanding for more than 30 days is Nil

Note: The above Information regarding Small Scale Industrial undertaking has been determined to the extent such parties has been identified on the basis of information available with the company. The same has been relied upon by the Auditors. To confirm names/ figures

11. Sales include an amount of Rs Nil Million (Net of Duty) of inter-unit Transfer (Previous year Rs NIL Million).
12. Aggregate directors' remuneration is Rs. 29.67 Million (previous year Rs. 19.59 Million. The remuneration of directors is as per the approval accorded by remuneration Committee, shareholders and Central Government as per the provisions of section 311 read with Schedule XIII of the Companies Act, 1956.
13. Aggregate Auditor's remuneration is fixed at Rs. 1.62 Million (previous year Rs 1.62 Million).
Which includes Rs 1.50 Million as Audit Fees (Previous year Rs 1.50 Millions)?
14. As per Accounting Policy (10) on excise duty, the excise duty payable on finished goods in stocks at works amounting to Rs 218.9 Million (previous year Rs 7.13 Million) has been included in the expenditure and in such stocks. However, the same has no impact on the profit for the year.
15. There are no amounts due and outstanding to be credited to investor Education and Protection Fund.

16. Details of Licensed, Installed Capacities and Production:

Goods Manufactured	Licensed Capacity	Installed Capacity Current Year	Production Current Year 12 Months	Production Previous Year 12 Months
All Aluminum Alloy Conductors & ACSR Conductor (Excluding Conductors used In Cables)	NA	50500 MTPA.	37,784.45	44,810
LT Electric Power Cables & Control Cables	NA	34,300 Kms	29,245.78	33,320 Kms
HT Cables	NA	5600 Kms	4843.28	5,518 Kms
EHV Cables	NA	2000 Kms	1340.29	1,527Kms
Transmission Towers		48000 MT	45,450 MT	47,374 MT

Consumption of Assorted Wire / Wire rods is not provided, as they are totally consumed in-house for manufacture of conductors. Installed capacity and capacity utilization are as certified by the management and not verified by the auditors being a technical matter. The quantity in Kms. cannot comparable as the weight per Kms of each conductor varies on the cross section area and current carrying capacity. Hence, the production has been shown in Kms. The Quantity are usually taken as per relevant IS standards.

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

25. SIGNIFICANT ACCOUNTING POLICIES, CONTINGENT LIABILITIES AND NOTES (Contd.)

17. Details of Raw Materials Consumed (including captive consumption):

Description of Item	U.O.M	Quantity For the year 2014-15	Quantity For the year 2013-14
Aluminium	M.Ts.	75641.01	1,01,041
Copper	M.Ts.	1245	3,347

18. Value of Imported and indigenous Raw Material Consumed and Percentage thereof:

(Rs. In Millions)		
Raw Materials	2014-15	2013-14
Imported	-	334.60
Indigenous	21680.24	26,721.47

19. Particulars of Sales and Stocks:

Item	U.O.M	Opening Stock	Sales	Closing Stock
Conductors	Kms.	2763.29	20242.56	1200.45
Cables	Kms.	2415.87	36950.00	895.34
Transmission Tower	MT	28	44750.00	728

20. Expenditure in Foreign Currency

(Rs. In Millions)		
Particular	2014-15	2013-14
Import on CIF Basis	13.56	747.85
Travelling Expenses	3.78	3.13
Others (Including Marketing expense at Dubai)	22.26	2.16

21. Income in Foreign currency

(Rs. In Millions)		
Particular	FOB Value of Export 2014-15	FOB Value of Export 2013-14
Exports	35.74	151.42
Foreign exchange fluctuation	-	20.22

22. Gratuity

The company operates one defined plans viz, gratuity for its employees. Under the gratuity plan every employee who has completed at least 5 years of services gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service.

The following tables summarize the components of net benefit expenses recognized in the statement of Profit & Loss and the liability as per report shown in Balance sheet

Expense Recognized In The Income Statement

(Rs. In Millions)		
Particular	2014-15	2013-14
current service cost	1.82	0.29
interest cost	0.74	0.56
actural (gain)/losses	1.21	0.28
Expenses Recognized In P & L	3.77	1.13

Balance Sheet-Benefit Asset/Liability

(Rs. In Millions)		
Particular	2014-15	2013-14
present value of defined benefit obligation	(11.56)	(7.92)
fair value of plant asset	-	-
Plan Asset Liability	(11.56)	(7.92)

Changes In The Present Value of Defined Benefit Obligations Are As Follows

(Rs. In Millions)		
Particular	2014-15	2013-14
opening defined benefit obligations	7.92	6.96
interest cost	0.73	0.56
current service cost	1.82	0.29
benefit paid	(0.13)	(0.16)
actuarial (gain)/losses	1.21	0.28
Closing Defined Benefit Obligations	11.56	7.93

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

25. SIGNIFICANT ACCOUNTING POLICIES, CONTINGENT LIABILITIES AND NOTES (Contd.)

23. Bank interest and cost includes the amounts provided towards currency fluctuation towards entire year to calculate the quarter profits such amounts of yearend adjustments are to be excluded.

24. Detail Calculation of Deferred Tax Assets / Liabilities are as under

(Rs. In lacs)				
Particulars	Amount In Rs.	DTL	DTA	Net DTA/(DTL)
A				
WDV of Depreciable Assets				
As per IT act 1961	27,596.12	-	-	-
As per Companies Act, 1956	42,909.25	-	-	-
Cumulative Diff in Depreciation	15,313.13	-	-	-
Effective Tax rate	0	-	-	-
Deferred Tax liability	-	5,204.93	-	5,204.93
B				
Loss for the F.Y 2014-15	(11,012.28)	-	-	-
Effective Tax rate	34%	-	-	-
Deferred Tax Assets	-	-	(37,430.73)	(37,430.73)
Net Deferred Tax Assets /Liability	-	52,049.31	37,430.73	14,618.58
Carry forward net deferred Tax Liability as on april 2014	-	-	-	90,000.00
Net Deferred Tax Assets for the year	-	-	-	56,185.80

25. Annual Provision and provisions of expenses related to the commencement of the production from the new facilities resulted in increase in the cost of Q-4 2014-2015, the benefits of which are expected over the next year.

Previous year figures are regrouped /reclassified where ever necessary to make them comparable with the current year.

SIGNATURES TO THE Notes from 1 TO 25 FORMING PART OF THE ACCOUNTS

For **Vijay. N. Tewar & Co.**

(Chartered Accountants)

Vijay N. Tewar

Proprietor

FRN:111422W

Membership No. 040676

Date : 30th May, 2015

Place : Vadodara

For & on behalf of the Board of Directors

Amit Bhatnagar

Managing Director

Sumit Bhatnagar

Joint Managing Director

Nishant Javlekar

Company Secretary

Tough times
never last...

Diamond Power Transformers Limited

Independent Auditor's Report

To the Members of
Diamond Power Transformers Limited
Vadodara

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of Diamond Power Transformers Limited ('the Company'), which comprise the balance sheet as at 31st March 2015, the statement of profit and loss and the cash flow statement for the year ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2015 and its loss and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we have given in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the balance sheet, the statement of profit & loss account and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) on the basis of the written representations received from the directors as on 31st March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015 from being appointed as a director in terms of Section 164 (2) of the Act;
 - and
 - (f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements; and
 - ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts

For **R.A. AMIN & CO.**

(Chartered Accountants)

Firm's Registration Number: 100334W

CA. Hiren Ravikant Amin

Proprietor

Membership number: 111009

Date : 29th May, 2015

Place : Vadodara

Annexure to the Independent Auditor's Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2015, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (ii) As informed to us the stock of finished goods, stores and spare parts and raw material of the Company have been physically verified by the management at reasonable intervals. In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and nature of its business. In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material having regard to the size of the operations of the Company.
- (iii) (a) The Company has granted loans to 4 bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- (b) In the case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the interest as stipulated. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount.
- (c) There are no overdue amounts of more than rupees one lakh in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and sale of goods and services. We have not observed any major weakness in the internal control system during the course of the audit.
- (v) The Company has not accepted any deposits from the public.
- (vi) Based on the information and explanations furnished to us, the maintenance of cost records under Section 148(1) of the Act is applicable to the Company. Cost Accountant has been appointed and preparation of Compliance Certificate is ongoing as on the date of this Audit Report.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31st March 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.

Annexure to the Independent Auditor's Report (contd.)

- (c) According to the information and explanations given to us, the Company is not required to maintain Investors Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
- (viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the immediately preceding financial year. The Company has incurred cash losses during the financial year. The Net Worth of the Company is positive as at the end of the financial year.
- (ix) In our opinion and according to the information and explanations given to us, there are no continuing defaults in repayment of dues to financial institutions or banks.
- (x) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) In our opinion and according to the information and explanations given to us, the term loans have been applied for the purpose for which they were raised other than amounts temporarily invested pending utilization of the funds for the intended use.
- (xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For **R.A. AMIN & CO.**
(Chartered Accountants)
Firm's Registration Number: 100334W
CA. Hiren Ravikant Amin
Proprietor
Membership number: 111009

Date : 29th May, 2015
Place : Vadodara

Balance Sheet as at 31st March, 2015

		Rs. in Lacs	
	Sch. No.	31/03/2015	31/03/2014
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	1,000.00	1,000.00
(b) Reserves and Surplus	2	82.41	5,686.93
(c) Money received against share warrants		-	-
(2) Share Application money pending allotment		-	-
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	3	6,806.58	4,041.62
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
(4) Current Liabilities			
(a) Short-Term Borrowings	4	3,576.12	4,028.29
(b) Trade Payables	5	569.57	2,741.57
(c) Other Current Liabilities	6	690.15	3,510.95
(d) Short-Term Provisions	7	82.28	337.26
Total Equity & Liabilities		12,807.12	21,346.62
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	8		
(i) Gross Block		2,401.22	2,366.88
(ii) Depreciation		616.59	496.67
(iii) Net Block		1,784.63	1,870.21
(b) Non-current investments	9	1,040.00	1,040.00
(c) Deferred tax assets (net)	9A	12.25	-
(d) Long term loans and advances	10	1,453.88	1,481.83
(e) Other non-current assets	11	0.16	0.16
(2) Current Assets			
(a) Current investments	12	118.19	118.19
(b) Inventories	13	3,708.11	6,056.92
(c) Trade receivables	14	3,145.15	8,698.96
(d) Cash and cash equivalents	15	467.05	943.27
(e) Short-term loans and advances	16	1,077.71	1,137.09
(f) Other current assets		-	-
Total Assets		12,807.12	21,346.62
Note to Accounts	25		

Notes attached thereto form an integral part of financial statement. This is the financial statement referred to in our report of even date.

For R.A. Amin & Co.
(Chartered Accountants)
FRN: 100334W
(Hiren R. Amin)
Proprietor
M.N. 111009
Date : 29th May, 2015
Place : Vadodara

For & on behalf of the Board of Directors

Amit Bhatnagar
Director

Sumit Bhatnagar
Director

Profit & Loss Account for the year ended on 31st March, 2015

		Rs. in Lacs		
		Sch. No.	31/03/2015	31/03/2014
I	Revenue from operations	17	32,885.36	50,329.14
II	Other Income	18	450.84	116.96
III	Total Revenue (I +II)		33,336.21	50,446.10
IV	Expenses:			
	Cost of materials consumed/ Purchase of Stock-in-Trade	19	33,470.26	46,233.17
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	2,334.19	(1,539.66)
	Employee Benefit Expense	21	597.85	914.30
	Financial Costs	22	1,256.54	1,083.55
	Depreciation and Amortization Expense	23	119.92	104.09
	Other Administrative Expenses	24	1,175.97	2,744.39
	Total Expenses (IV)		38,954.72	49,539.84
V	Profit before exceptional and extraordinary items and tax	(III - IV)	(5,618.52)	906.27
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (V - VI)		(5,618.52)	906.27
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII - VIII)		(5,618.52)	906.27
X	Tax expense:			
	(1) Current tax		-	300.00
	(2) Deferred tax (Asset)		14.00	-
XI	Profit(Loss) from the period from continuing operations	(IX-X)	(5,604.52)	606.27
XII	Profit/(Loss) from discontinuing operations		-	-
XIII	Tax expense of discounting operations		-	-
XIV	Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		(5,604.52)	606.27
XVI	Earning per equity share:			
	(1) Basic		-	-
	(2) Diluted		-	-

Notes attached thereto form an integral part of financial statement. This is the financial statement referred to in our report of even date.

For **R.A. Amin & Co.**
(Chartered Accountants)
FRN: 100334W
(**Hiren R. Amin**)
Proprietor
M.N. 111009
Date : 29th May, 2015
Place : Vadodara

For & on behalf of the Board of Directors

Amit Bhatnagar
Director

Sumit Bhatnagar
Director

Cash Flow Statement for the Year ended 31st March, 2015

	Rs. in Lacs			
	AS AT 31/03/2015		AS AT 31/03/2014	
CASH FLOW FROM OPERATING ACTIVITIES				
Net profit before tax and extra ordinary item		(5,618.52)		906.27
Adjustment for:				
Depreciation	119.92		104.09	
Deferred Expenses /Adjustment	1.75		-	
Income Tax	-		(513.86)	
Interest expenses	1256.54		1083.55	
Loss on sale of Assets	-		-	
Extra Ordinary items	-		-	
Interest Received	(220.78)		(112.22)	
Interest \ Other income Received/ Excess Provision Reverse	(230.04)	927.39	(4.75)	556.81
Operating profit before working capital changes		(4,691.13)		1,463.08
Change in inventories	2,348.81		(1,598.55)	
Change in receivables	5,553.81		(2,026.23)	
Changes in Loans and Advances	-		(229.87)	
Change in other current Assets	15.70		-	
Change in current liabilities	(5,699.94)		3,668.23	
Net change in working capital	2,218.38	2,218.38	(186.42)	(186.42)
CASH GENERATED FROM OPERATIONS				
Cash Flow from Investment Activities		(2,472.76)		1,276.66
Direct Taxes Paid	(50.24)	(50.24)		-
Cash flow before Extra Ordinary / prior period items	-		-	
Interst Recived	220.78		112.22	
Prior Period items (Restructuring)/ Excess Provision Reverse	231.98		-	
Net cash flow from operating activity	-		-	
Increase of fixed assets	85.59		(215.05)	
Decrease in Fixed Assets	-		-	
Increase(Decrease) of investment	-		262.18	
Loss on Sale of Assets	-		-	
Net cash flow used in investing activities	488.11	488.11	159.35	159.35

Cash Flow Statement for the Year ended 31st March, 2015 (Contd.)

	Rs. in Lacs			
	AS AT 31/03/2015		AS AT 31/03/2014	
CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from issue of share capital(net)	-		-	
Proceeds from Debt Re-structuring	-		-	
Proceeds from Premium	-		-	
(Decrease)Increase in Secured loans	2,764.96		(329.30)	
Decrease in Others			(3.67)	
Interest paid	(1,256.54)		(1,083.55)	
Increase in long term & other borrowing (net)				
Increase in unsecured loans				
Net cash flow from financing activities	1,508.43	1,508.43	(1,416.52)	(1,416.52)
Net increase in cash & cash equivalents		(476.22)		19.49
Add: Cash & cash equivalents opening	943.27		923.78	
Cash & cash equivalents closing	467.05	(476.22)	943.27	19.49

For **R.A. Amin & Co.**

(Chartered Accountants)

FRN: 100334W

(Hiren R. Amin)

Proprietor

M.N. 111009

Date : 29th May, 2015

Place : Vadodara

For & on behalf of the Board of Directors

Amit Bhatnagar
Director

Sumit Bhatnagar
Director

Auditor's Certificate

We have examined the above cash flow statement of Diamond Power Transformers Limited (the 'Company') for the year ended 31 March 2015. The statement has been prepared by the company in accordance with the requirements of listing agreements with the stock Exchanges and is based on and inagreements with the corresponding profit and loss account and balance sheet of the Company covered by our report of even date.

For **R.A. Amin & Co.**

(Chartered Accountants)

FRN: 100334W

(Hiren R. Amin)

Proprietor

M.N. 111009

Date : 29th May, 2015

Place : Vadodara

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015

		Rs. in Lacs	
		31/03/2015	31/03/2014
1	SHARE CAPITAL		
1	Authorized Capital		
	1,00,00,000 Equity Shares of Rs. 10 each	1,000.00	1,000.00
2	Issued & Subscribed Capital		
	1,00,00,000 Equity Shares of Rs. 10 each	1,000.00	1,000.00
3	Paid Up Capital		
	1,00,00,000 Equity Shares of Rs. 10 each fully paid up	1,000.00	1,000.00
	Total	1,000.00	1,000.00

1.1 Reconciliation of number of Equity Shares and amount outstanding at the beginning and at the end of the year

	2014 - 15		2013 - 14	
	No of Shares	Rs in Lacs	No of Shares	Rs in Lacs
Equity Shares				
Outstanding at the Beginning of the Year (Face Value Rs 10 each)	1,00,00,000	1,000.00	1,00,00,000	1,000.00
Outstanding at the End of the Year	1,00,00,000	1,000.00	1,00,00,000	1,000.00

1.2 Shareholders holding more than 5% Equity Shares in the Company as at the end of the year

Name of Shareholder	2014 - 15		2013 - 14	
	No of Shares	% of Holding as on 31/03/2015	No of Shares	% of Holding as on 31/03/2014
Diamond Power Infrastructure Ltd	99,60,000	99.60	99,60,000	99.60

1.3 For the period of 5 years immediately preceding the date as at which the balance Sheet is prepared

- Aggregate Number and Class of Shares allocated as fully paid up pursuant to contract(s) without payment have being received In cash NA
- Aggregate Number and Class of Equity Shares allocated as fully paid up by way of Bonus Shares NA
- Aggregate Number and Class of Shares bought Back NA

1.4 The Company has one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share.

		Rs. in Lacs	
		31/03/2015	31/03/2014
2	RESERVE & SURPLUS		
1	Capital Reserve	-	-
2	Capital Redemption Reserve	-	-
3	Securities Premium Reserve	-	-
4	Debenture Redemption Reserve	-	-
5	Revaluation Reserve	-	-
6	Shares Option Outstanding Account	-	-
7	Other Reserve	-	-
8	Surplus (Profit & Loss Account)	82.41	5,686.93
9	Balance brought forward from previous year	5,686.93	5,080.66
	Less: Tax on Regular Assessment Paid	-	-
	Add: Profit/(Loss) for the period	(5,604.52)	606.27
	Total Rupees	82.41	5,686.93

		Rs. in Lacs	
		31/03/2015	31/03/2014
3	LONG TERM BORROWINGS		
1	Bonds / Debentures	-	-
2	Term Loan		
	- From Bank (Repayable within the One Year)	3,016.46	250.00
	- From Other Parties	-	-
3	Deferred Payment Liabilities	-	1.75
4	Deposit	-	-
5	Loans & Advances From Related Parties	688.76	685.47
6	Long Term Maturities of Finance lease obligation	-	-
7	Unsecured Loans From Lender	3,100.00	3,100.00
8	Other Loans & Advances (Car Loan)	1.36	4.40
	Total	6,806.58	4,041.62

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

Notes for Subsidiary

- Rs. 61.45 lacs (Previous year Rs.250 lacs) these loans taken from Indian Overseas Bank and are secured by First Pari Passau Charge on Entire Fixed Assets of the company and repayment of the said loan has started from 30/06/2013 to 31/03/2015.
- Rs. 1355.00 lacs (Previous year Rs.0) these loan taken from UCO Bank as WCTL and are secured by First Pari Passau Charge on Stock, Book Debts and other current assets of the Company, present and future with Indian Overseas Bank and repayable said loan in 26 structured quarterly installments (at the end of each quarter) Commencing from 31-05-2016 and last installment on 31-08-2022.

	16-17	17-18	18-19	19-20	20-21	21-22	22-23	Total
Amt.	1.08	2.03	2.17	2.17	2.44	2.44	1.22	13.55
%age	8%	15%	16%	16%	18%	18%	9%	100%

- Rs. 1600.00 lacs (Previous year Rs.0) these loan taken from Indian Overseas Bank as WCTL and are secured by First Pari Passau Charge on Entire Fixed Assets & movable assets excluding current assets (both Present and future) including specifically plot no 101/B/7, Road No.2, Village Ranoli, Vadodara. And repayment of the said loan shall be in 26 structured quarterly installments. The repayment is proposed at the end of each quarter. Repayment shall begin from the quarter ending 31st May, 2016 and end on 31st August, 2022. The Annual repayment schedule is given below.

Name of the Lender	FY 17	FY18	FY19	FY20	FY21	FY22	FY23	Total
IOB	1.28	2.40	2.56	2.56	2.88	2.88	1.44	16.00
Repayment %	8%	15%	16%	16%	18%	18%	9%	100%
No. Quarters	4	4	4	4	4	4	2	26

Unsecured Loan

- Rs. 688.76 Lacs (Previous year Rs. 685.47 lacs) these loans taken from Diamond Power Infrastructure Ltd and the said loan is repayable on demand.
- Rs. 3100 Lacs (Previous year Rs.3100 Lacs) these loan taken from NBFC and are secured by First Pari Passau Charge On Fixed Assets of the Company both present and Future repayment to be paid on 28/03/2015

		Rs. in Lacs	
		31/03/2015	31/03/2014
4	SHORT TERM BORROWINGS		
1	Loan Repayable on Demand		
	- From Bank	3,576.12	4,028.29
	- From other parties	-	-
2	Loans & Advances From Related Parties	-	-
3	Deposits	-	-
4	Others	-	-
	Total	3,576.12	4,028.29
		Rs. in Lacs	
		31/03/2015	31/03/2014
5	TRADE PAYABLE		
	Trade Payables:		
1	Creditor for Goods (Includes Capital goods)	497.74	2,667.61
2	Creditor for Expenses	71.84	73.96
3	Creditor Under Letter of Credit	-	-
	Total	569.57	2,741.57
		Rs. in Lacs	
		31/03/2015	31/03/2014
6	OTHER CURRENT LIABILITIES		
1	Duties & Taxes Payable	75.58	6.01
2	Statutory Liability Payable	21.14	18.45
3	Other Liabilities Payable	593.43	3,486.49
	Total	690.15	3,510.95
		Rs. in Lacs	
		31/03/2015	31/03/2014
7	SHORT-TERM PROVISIONS		
1	Provision For Employees Benefit		
	Employee Dues Payable	31.70	30.45
2	Others		
	Provision for Taxation	-	301.07
	Provision for Dividend	-	-
	Provision for Expenses	50.59	5.74
	Total	82.28	337.26

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

	Gross Block		Depreciation		Net Block	
	01.04.2014	31/03/2015	01.04.2014	31.03.2015	01.04.2014	31.03.2015
	Additions / (Disposals)		Depreciation charged for the period		Rs. in Lacs	
8 FIXED ASSETS						
Land & Site Development	580.94	580.94	-	-	580.94	580.94
Building	371.65	381.19	141.03	22.50	230.61	217.65
Plant & Machinery	491.37	506.64	221.26	49.37	270.11	236.01
Office Equipment	5.29	6.64	2.22	1.80	3.07	2.62
Electrical Installation	28.06	31.71	8.56	5.74	19.50	17.41
Furniture & Fixture/ Equipment	15.86	15.86	8.26	1.97	7.60	5.64
Vehicles	0.38	0.38	0.33	0.01	0.05	0.04
Computers	59.88	63.79	34.75	17.68	25.12	11.36
Testing Equipment	84.60	84.60	35.05	12.83	49.54	36.72
Air Conditioners	3.19	3.81	1.06	0.66	2.13	2.09
Car	67.62	67.62	44.09	7.35	23.53	16.18
Refrigerator	0.09	0.09	0.04	0.01	0.05	0.04
Total A	1,708.94	1,743.27	496.67	119.92	1,212.27	1,126.68
Capital Work in Progress	657.95	657.95	-	-	657.95	657.95
Total B	657.95	657.95	-	-	657.95	657.95
Grand Total (A+B)	2,366.88	2,401.22	496.67	119.92	1,870.21	1,784.63
Previous Year (Full year)	2,048.73	2,366.88	393.57	103.10	1,655.16	1,870.21

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

		Rs. in Lacs	
		31/03/2015	31/03/2014
9	NON CURRENT INVESTMENT		
1	Investment in Property	-	-
2	Investment in Equity Instrument (Unquoted Shares)	1,040.00	1,040.00
3	Investment in Preference shares	-	-
4	Investment in Government or Trust Securities	-	-
5	Investment in Debentures & Bonds	-	-
6	Investment in Mutual Fund	-	-
	Baroda Pioneer Equity Fund	-	-
7	Investment in Partnership Firm	-	-
8	Other	-	-
	Total	1,040.00	1,040.00
		Rs. in Lacs	
		31/03/2015	31/03/2014
9A	DEFERRED TAX ASSETS (NET)		
	Fixed Assets Impact of Difference between tax Depreciation and Depreciation/amortization charged for the financial reporting.	1.75	1.75
	Total	1.75	1.75
	Deferred Tax Assets		
	Fixed Assets Impact of Difference between tax Depreciation and Depreciation/amortization	14.00	-
	Charged for the financial reporting.	-	-
	Provision for Bonus shares	-	-
	Provision for Gratuity	-	-
	Total	12.25	
		Rs. in Lacs	
		31/03/2015	31/03/2014
10	LONG TERM LOANS AND ADVANCES		
I)	Capital Assets		
a)	Secured, Considered Good :	-	-
b)	Unsecured, Considered Good :	-	-
c)	Doubtful	-	-
II)	Security Deposit		
a)	Secured, Considered Good :		
	Government Deposits	2.14	0.01
	Security Deposit	-	-
	Earnest Money Deposit	31.91	62.41
	Lease Rent	138.26	138.26
	Other Deposit	1.85	1.85
b)	Unsecured, Considered Good :	-	-
c)	Doubtful	-	-
III)	Loans & Advances to related parties		
	Apex Power Equipment Pvt Ltd	0.52	0.52
	Diamond E.H.V. Conductors	-	-
	Apex Electricals Ltd	25.01	25.01
	Madhuri Finserve Pvt Ltd	3.75	3.75
IV)	Other Loans & Advances		
	Other Advances	1,250.44	1,250.03
	Total	1,453.88	1,481.83

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

		Rs. in Lacs	
		31/03/2015	31/03/2014
11	OTHER NON CURRENT ASSETS		
1	Long Term Trade Receivables	-	-
a)	Secured, Considered Good	-	-
b)	Unsecured, Considered Good	-	-
c)	Doubtful	-	-
2	Others	0.16	0.16
	Total	0.16	0.16

		Rs. in Lacs	
		31/03/2015	31/03/2014
12	CURRENT INVESTMENT		
1	Investment in Equity	-	-
2	Investment in Preference Shares	-	-
3	Investment in Govt Securities	-	-
4	Investment in debentures & Bonds	-	-
5	Investment in Mutual Fund	-	-
6	Investment in Partnership Firm	-	-
7	In Short term Fixed Deposits	118.19	118.19
	Total	118.19	118.19

		Rs. in Lacs	
		31/03/2015	31/03/2014
13	INVENTORIES		
1	Raw Material	232.84	247.46
2	Work-in-Progress	3,473.11	5,805.82
3	Finished Goods	2.16	3.64
4	Stock-in-Trade	-	-
	Packaging Material	-	-
	Consumable Stores	-	-
	Fuel & Gases	-	-
	Goods in Transit	-	-
	Total	3,708.11	6,056.92

		Rs. in Lacs	
		31/03/2015	31/03/2014
14	TRADE RECEIVABLES		
1	Outstanding for less than six months		
a)	Secured, Considered Good	3,145.15	8,698.96
b)	Unsecured, Considered Good	-	-
c)	Doubtful	-	-
2	Others	-	-
a)	Secured, Considered Good	-	-
b)	Unsecured, Considered Good	-	-
c)	Doubtful	-	-
	Total	3,145.15	8,698.96

		Rs. in Lacs	
		31/03/2015	31/03/2014
15	CASH & CASH EQUIVALENT		
1	Cash-in-Hand		
	Cash Balance	1.04	0.40
	Petty Cash Balance	-	-
	Sub Total (A)	1.04	0.40
2	Bank Balance	156.11	269.68
3	Margin Money	309.90	673.19
	Sub Total (B)	466.01	942.87
4	Cheques on Hand	(C)	-
	Total [A + B + C]	467.05	943.27

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

		Rs. in Lacs	
		31/03/2015	31/03/2014
16	SHORT TERMS LOANS AND ADVANCES		
1	Loans & Advances from related parties		
a)	Secured, Considered Good :		
	Advance to Associate Concerns		
	Diamond Power Global Holding Ltd	-	-
b)	Unsecured, Considered Good :		
	Staff	18.43	17.19
	Other Advances	578.50	558.50
c)	Doubtful	-	-
2	Others		
	Advance Recoverable in cash or in kind or for value to be considered good		
	Advance to Suppliers / Vendors	94.16	150.69
	Advance Income Tax/Refund Due	-	-
	Balance With Revenue Authorities	-	-
	Prepaid Expenses/Preliminary exps.	21.73	21.73
	PLA	0.06	0.07
	Cenvat	5.95	124.08
	Service Tax	26.39	39.00
	Tax Deducted at Source	32.83	32.42
	Income Tax	-	50.00
	VAT	-	-
	Prepaid expenses	1.73	0.70
	Interest	297.93	142.69
	Total	1,077.71	1,137.09
		Rs. in Lacs	
		31/03/2015	31/03/2014
17	REVENUE FROM OPERATIONS		
1	Domestic Sales (Net of Taxes)	32,885.36	50,329.14
2	Export Sale	-	-
3	Others	-	-
	Total	32,885.36	50,329.14
		Rs. in Lacs	
		31/03/2015	31/03/2014
18	OTHER INCOME		
1	Dividend Received	-	-
2	Interest on FDR	11.44	51.14
3	Interest Received	209.34	61.08
4	Notice Pay Recovered	0.68	-
5	Claim Received	-	0.04
6	Other Income	229.38	4.71
	Total	450.84	116.96

Schedules

Forming Part of the Profit & Loss Accounts as at 31st March, 2015 (Contd.)

		Rs. in Lacs	
		31/03/2015	31/03/2014
19	COST OF MATERIAL CONSUMED		
a)	Purchase of Raw Materials & Stores	33,251.56	46,062.53
	Sub-total (a)	33,251.56	46,062.53
b)	Direct/Productions Expenses		
	Loading, unloading, Cartage & Transport	17.98	17.22
	Excise Duty Paid	-	-
	Calibration & Testing Expenses	0.38	0.24
	Consumable Stores	50.53	3.94
	Conversion / Labour charges	-	-
	Repair & Maintenance (Plant & Machinery)	8.43	2.94
	Factory Expenses	20.69	42.19
	Insurance Expenses	3.07	3.95
	Guarantee period expenses	-	-
	Packing Materials	0.54	1.62
	Detention & Demurrage Charges	-	-
	Diesel for Generator	-	-
	Electricity Expenses	84.93	70.25
	Security Charges	32.15	28.30
	Survey Charges -- Infrastructure	-	-
	Customs Clearance Charges	-	-
	Custom & Clearing Charges	-	-
	Interest paid on LC	-	-
	Workman compensation Premium	-	-
	Power & Fuel Expenses	-	-
	Sub-total (b)	218.70	170.65
	Total	33,470.26	46,233.17
		Rs. in Lacs	
		31/03/2015	31/03/2014
20	CHANGE IN INVENTORIES		
1	Opening Stock of WIP & Finished Goods	5,809.46	4,269.80
2	Closing Stock of WIP & Finished Goods	3,475.27	5,809.46
	Total	2,334.19	(1,539.66)
		Rs. in Lacs	
		31/03/2015	31/03/2014
21	EMPLOYMENT BENEFIT EXPENSES		
1	Bonus	6.57	4.48
2	Director's Remuneration (Net)	-	-
3	House Rent Allowance	-	-
4	Leave wages / Salary	1.41	1.01
5	Medical Allowances	-	-
6	Medical Expenses	-	-
7	Provident Fund Expenses (P.F. & F.P.F.)	11.42	8.60
8	Salary & Wages	285.00	558.20
9	Staff & Labour Welfare , Training	4.54	2.65
10	Labour Contract Charges	281.31	334.83
11	Stipend/ Retainer Ship	2.77	0.44
12	Telephone Allowance	4.81	4.08
	Total	597.85	914.30

Schedules

Forming Part of the Profit & Loss Accounts as at 31st March, 2015 (Contd.)

		Rs. in Lacs	
		31/03/2015	31/03/2014
22	FINANCIAL COST		
1	Interest on Cash Credit Facility	684.81	521.41
2	Interest on Term loan	20.48	45.62
3	Interest on Other loans	476.47	477.78
4	Bank Charges (Including LC, Bank Guarantee & Bill Discounting Charges & Others)	67.63	24.46
5	Bank Gurantee Charges	-	-
6	Other Interest Paid	-	-
7	Renewal Charges of Bank CC A/c	7.14	14.28
8	Bank Charges/Processing fees	-	-
	Total	1,256.54	1,083.55
		Rs. in Lacs	
		31/03/2015	31/03/2014
23	DEPRECIATION & AMORTISED COST		
1	Depreciation	119.92	103.10
2	Preliminary Expenses W/O	-	0.99
3	Amortisation Expenses	-	-
	Total	119.92	104.09
		Rs. in Lacs	
		31/03/2015	31/03/2014
24	OTHER ADMINISTRATIVE EXPENSES		
1	Audit Fees	11.51	2.74
2	Consultancy Charges	2.17	4.10
3	Conveyance Expenses	7.29	7.76
4	Donation	0.05	0.05
5	Electricity Expenses	-	-
6	Legal & Professional charges	26.70	30.20
7	Post, Tele. & Courier Charges	0.63	0.64
8	Rent, Rates & Taxes	15.24	21.65
9	Fees, & fess and fines, Interest	7.76	9.31
10	Repairs & Maintenance Others	10.12	8.45
11	Printing & Stationary Expenses	2.10	4.27
12	Tender fees	0.81	2.05
13	Training & recruitment Expenses	0.16	0.31
14	Sundry Expenses	-	2.54
15	Travelling Expenses	28.57	25.16
16	Vehicles Expenses	5.43	4.89
17	Office Expenses	1.43	1.27
18	Software Expenses	15.94	27.39
19	Insurance Exp (Car)	2.69	3.23
20	Mis. Expenses	-	-
21	Service Tax Expenses	1.74	8.37
22	Documentation Charges	-	-
23	Penalty	-	-
24	Hospitality Expense	-	-
25	Loss on Sales of Fixed Asset	-	-
26	Professional Tax	-	-

Schedules

Forming Part of the Profit & Loss Accounts as at 31st March, 2015 (Contd.)

		Rs. in Lacs	
		31/03/2015	31/03/2014
24	OTHER ADMINISTRATIVE EXPENSES (Contd.)		
27	E.P.F PAID	-	-
28	Preliminary Expenses Written off	-	-
29	Sundry Balances Written off	0.05	-
30	Advertising Expenses	-	-
31	Sales Promotion Expenses	5.78	6.29
32	Commission on Sales	14.23	8.28
33	Marketing Expenses	84.19	102.56
34	Deferred Sales Liability	-	-
35	Canteen expenses	-	-
36	Erp Annual contract	-	-
37	Gratuity	-	-
38	Portal Charges	-	-
39	LD Charges	873.31	-
40	VAT / CST paid	21.54	2,460.35
41	Income Tax Paid for prior periods	36.54	2.51
Total		1,175.97	2,744.39

25 SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Preparation

The financial statements have been prepared under the accrual method of accounting on a going concern basis and statements are prepared in accordance with Generally Accepted Accounting Principles (Indian GAAP). Previous years figures have been regrouped / rearranged wherever necessary.

b. Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation.

Capital Work in Progress as on 31.03.2015 amounted to Rs.65794580/-

c. Depreciation

Depreciation on tangible assets is provided on the Written Down Value basis over the useful lives of assets estimated by the Management. Depreciation for assets purchased / sold during a period is proportionately charged. Intangible assets are amortized over their respective individual estimated useful lives on a Written Down Value basis, commencing from the date the asset is available to the Company for its use.

d. Impairment of Assets

Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount.

e. Valuation of Inventories

- Inventories are valued at lower of cost or net realizable value on FIFO basis.
- Raw materials, Stores and spares – includes purchase price and freight
- Work in progress – Material cost plus appropriate share of manufacturing overheads.

- Finished Goods – Absorption cost basis and includes material, labour and appropriate overheads.

f. Investments

Investments are stated at cost. Provision for diminution in value on long-term investments is made only if such decline is other than temporary in nature.

g. Revenue Recognition

Sale of goods is recognized at the point of dispatch to the customers. Gross Sales are accounted inclusive of excise duty and sales tax.

h. Expenses

All expenses booked on accrual basis. Any deduction by customers on account of contractual deductions is worked out in each year and debited to Profit & Loss A/c.

- The Company is executing the following contracts with GEB, under Penalty.

Order No: 3442, 3462, 435, 3403, 18, 1996, 3864, 2473, 407, 405, 406, 417, 420, 421, 422, 596, 597, 703, 2684, 3442, 3428, 3494, 863, 2403, 2275, 3141, 3079, 2327, 3315, 15981, 15973, 9888, 9887, 19287, 12417 Since all the deliveries are beyond the scheduled delivery period. The company has not been able to claim PV aggregating Rs. 35.32 crores in event of order delivery date being extended the company shall have the claim from the customers.

NOTES ON ACCOUNTS

- Corresponding figures of the previous year have been regrouped wherever necessary.
- There are no Contingent liabilities as at the date of the Balance Sheet. Total Amount of unexpired Bank Guarantee (66 numbers) as on 31.03.2015 amounts to Rs. 127603711/-.

Schedules

Forming Part of the Profit & Loss Accounts as at 31st March, 2015 (Contd.)

25 SIGNIFICANT ACCOUNTING POLICIES

3. No Deferred Tax Asset is recognised for the current year in respect of depreciation, considering the Principle of Prudence. However, the position will be reviewed every year.
4. The balance of advances, debtors and creditors are taken on the basis of book figures and are subject to confirmation. However, in the opinion of the Board, Current Assets, Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated. The provision made in the accounts for depreciation and for all other known liabilities is considered adequate and not in excess of the amounts reasonably necessary.
5. Under the Micro, Small and Medium Enterprise Development Act, 2006, which came into effect from October 2, 2006, certain disclosures are required to be made relating to Micro, Medium and Small Enterprises. Based on the information available with the Company, there are no Creditors as on 31st March 2015 registered under the MSMED Act, 2006.
6. Value of Imports on CIF Basis - Rs. NIL
7. Earnings in Foreign Exchange - Rs. NIL
8. Expenditure in Foreign Currency - Rs. NIL
9. Related Party Disclosures

As identified by the company and relied upon, the related parties are as follows:-

Name of the related party Relationship

Key Management Personnel **

Mr. Amit Bhatnagar	Director
Mr. Sumit Bhatnagar	Director
Mr. Jayramrao Marathe	Director

Relatives of Key Management Personnel **

Smt. Madhurilata Bhatnagar, Smt. Mona Bhatnagar, Smt. Richa Bhatnagar

Associate Companies / Firm

Maktel Power Limited and Maktel Control & Systems Pvt Ltd

** No transactions have been entered into with any of the Key Management Personnel's of their relatives during the year.

Generic Names of Principal Products / Services of Company (as per Monetary terms)

Item Code No. (ITC Code)	Product Description
--	Power and Distribution Transformers
--	Cables, Conductors and Allied Electrical Items

* Generic Codes are not allotted to the products manufactured

SIGNATURES to the notes from 1 to 25 forming part of Accounts

As per our report and even date.

For R.A. Amin & Co.

(Chartered Accountants)

FRN: 100334W

(Hiren R. Amin)

Proprietor

M.N. 111009

Date : 29th May, 2015

Place : Vadodara

For & on behalf of the Board of Directors

Amit Bhatnagar
Director

Sumit Bhatnagar
Director

Tough times
never last...

Diamond Power Infrastructure Limited

Consolidated Financial Statements

Independent Auditor's Report

To,
The members of
Diamond Power Infrastructure Ltd.

REPORT ON THE FINANCIAL STATEMENTS

We, M/s. Vijay N Tewar & Co. Chartered Accountants, the statutory auditor of Diamond Power Infrastructure Ltd (the "Company") have examined the attached consolidated Financial Statements of the Company and its subsidiaries - Diamond Power Transformers Ltd & Diamond Power Global Holdings Limited (collectively referred to as "the Group") as at March 31, 2015 and the consolidated statements of profit and loss and cash flows for the year ended on March 31, 2015 and the related financial statements schedules (the "Audited Consolidated Financial Statements") These Audited Consolidated Financial Statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these Audited Consolidated Financial Statements based on our examination.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015 and its profit and its cash flows for the year ended on that date subject to our Report as under:

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2015 (lithe Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the aforesaid Consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

Independent Auditor's Report (Contd.)

- e) on the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
- f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigation on its financial Position - Refer Note 9 of Part A of Notes to accounts;
 - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise; and
 - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For **Vijay. N. Tewar & Co.**
(Chartered Accountants)
Vijay N. Tewar
Proprietor
FRN:111422W
Membership No. 040676

Date : 30th May, 2015
Place : Vadodara

Annexure to Auditor's Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the Consolidated financial statements for the year ended on March 31, 2015, we report that:

- i. a) The Company has maintained proper records showing full particulars, including Quantitative details and situation of fixed assets, however the same has not been updated.
- b) As explained to us, fixed assets have been physically verified by the management at regular intervals although no verification report was provided to us hence we are unable to comment on any material discrepancies noticed on such verification.
- ii. a) As informed to us, physical verification of inventory has been conducted by the management at reasonable intervals during the audit year.
- b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of stock followed by the management were found reasonable and adequate in relation to the size of the Company and the nature of its business on the basis management representation for inventory details received.
- c) In case of maintaining proper records of Inventories, we like to comment that same are maintained properly as per the available records and representation produced before us.
- iii. The Company has not granted any loans to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- iv. In our opinion and according to the information and explanations given to us by the management, there is adequate internal control system commensurate with the size of the company and nature of its business with regard to purchase of stores, raw materials including components, plant and machinery, equipment and other assets and for sales of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal control system.
- v. The Company has not accepted any deposits from the public.
- vi. As informed to us, the Central Government has prescribed the maintenance of cost records under section 148(1) of the Act. However, Cost Accountant has been appointed and preparation of compliance certificate is ongoing as on the date of the Audit Report.
- vii. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of

undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, there are no material dues of wealth tax, income tax, sales tax, service tax, duty of customs and cess and value added tax which have not been deposited with the appropriate authorities on account of any dispute.
- c) According to the information and explanations given to us, there has not been an occasion in case of the Company during the year under report to transfer any sums to the investor Education and Protection Fund.

viii. The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.

ix. The Company has restructured its debts with financial institutions, banks and debenture holders during the year under review and the same was approved by JLF and IEC.

x. According to the information and explanations given to us, the company has given guarantees for loans taken by its subsidiaries from banks and financial institutions, the terms and conditions whereof, in our opinion, are not prima-facie prejudicial to the interest of the company.

xi. Based on the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.

xii. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For **Vijay. N. Tewar & Co.**
(Chartered Accountants)

Vijay N. Tewar
Proprietor

FRN:111422W

Membership No. 040676

Date : 30th May, 2015

Place : Vadodara

Consolidated Balance Sheet as on 31st March 2015

		Rs. in Lacs	
	Sch. No.	31/03/2015	31/03/2014
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	5,814.20	5,814.20
(b) Reserves and Surplus	2	75,589.02	93,234.28
(c) Money received against share warrants		3,407.50	-
(2) Share Application money pending allotment		-	-
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	3	1,13,548.02	71,288.64
(b) Deferred Tax Liabilities (Net)		1,462.00	901.75
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
(4) Current Liabilities			
(a) Short-Term Borrowings	4	87,887.39	64,028.29
(b) Trade Payables	5	9,571.40	14,009.41
(c) Other Current Liabilities	6	16,688.37	43,795.12
(d) Short-Term Provisions	7	2,158.80	2,527.10
Total Equity & Liabilities		3,16,126.70	2,95,598.78
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	8		
(i) Gross Block		1,33,862.09	1,09,386.26
(ii) Depreciation		18,580.11	13,500.52
(iii) Net Block		1,15,281.98	95,885.74
(b) Non-current investments	9	1,223.46	1,760.69
(c) Deferred tax assets (net)		15.81	-
(d) Long term loans and advances	10	13,854.05	25,700.24
(e) Other non-current assets	11	0.16	0.16
(2) Current Assets			
(a) Current investments	12	119.79	118.79
(b) Inventories	13	1,13,056.91	1,21,010.62
(c) Trade receivables	14	56,559.36	32,400.39
(d) Cash and cash equivalents	15	7,192.10	10,099.41
(e) Short-term loans and advances	16	8,823.09	8,622.75
(f) Other current assets		-	-
Total Assets		3,16,126.70	2,95,598.78
Note to Accounts	25		

Notes attached thereto form an integral part of financial statement. This is the financial statement referred to in our report of even date.

For **Vijay. N. Tewar & Co.**
(Chartered Accountants)
Vijay N. Tewar
Proprietor
FRN:111422W
Membership No. 040676
Date : 30th May, 2015
Place : Vadodara

For & on behalf of the Board of Directors

Amit Bhatnagar
Managing Director

Sumit Bhatnagar
Joint Managing Director

Nishant Javlekar
Company Secretary

Consolidated Profit & Loss Account for the year ended 31st March 2015

		Sch. No.	31/03/2015	Rs. in Lacs 31/03/2014
I	Revenue from operations	17	2,83,444.39	3,17,758.41
II	Other Income	18	1565.10	775.71
III	Total Revenue (I +II)		2,85,009.49	3,18,534.11
IV	Expenses:			
	Cost of materials consumed	19	2,59,468.05	3,16,793.92
	Purchase of Stock-in-Trade			
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	12,243.68	(37,200.03)
	Employee Benefit Expense	21	4,229.41	3,904.34
	Financial Costs	22	14,558.26	12,263.34
	Depreciation and Amortization Expense	23	5,593.05	3,613.42
	Other Administrative Expenses	24	3,810.43	6,055.98
Total Expenses (IV)			2,99,902.88	3,05,430.97
V	Profit before exceptional and extraordinary items and tax	(III - IV)	(14,893.39)	13,103.14
VI	Exceptional Items		3,001.34	-
VII	Profit before extraordinary items and tax (V - VI)		(17,894.73)	13,103.14
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII - VIII)		(17,894.73)	13,103.14
X	Tax expense:			
	(1) Current tax		-	1,110.00
	(2) Deferred tax		548.00	900.00
XI	Profit(Loss) from the period from continuing operations	(IX-X)	(18,442.73)	11,093.14
XII	Profit/(Loss) from discontinuing operations		-	-
XIII	Tax expense of discounting operations		-	-
XIV	Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		(18,442.73)	11,093.14
XVI	Proposed Dividend		-	496.08
XVII	Tax on Proposed Dividend		-	80.48
XVIII	Proposed Dividend (Including Tax)		-	576.56
XIX	Preference share Dividend		0.41	-
XX	Tax on Preference share Dividend		0.08	-
XXI	Preference Share Dividend (Including Tax)		0.49	-
XXII	Surplus Transferred to Balance Sheet		(18,443.22)	10,516.58

Notes attached thereto form an integral part of financial statement. This is the financial statement referred to in our report of even date.

For **Vijay. N. Tewar & Co.**

(Chartered Accountants)

Vijay N. Tewar

Proprietor

FRN:111422W

Membership No. 040676

Date : 30th May, 2015

Place : Vadodara

For & on behalf of the Board of Directors

Amit Bhatnagar
Managing Director

Sumit Bhatnagar
Joint Managing Director

Nishant Javlekar
Company Secretary

Consolidated Cash Flow Statement for the Year ended 31st March 2015

	Rs. in Lacs	
	AS AT 31/03/2015	AS AT 31/03/2014
CASH FLOW FROM OPERATING ACTIVITIES		
Net profit as per Profit & Loss Account	(17,193.29)	11,303.14
Adjustment for:		
Depreciation	5,422.77	3,613.43
Deffered Expenses	1.75	-
Income Tax	562.00	1,286.14
Interest expenses	14,036.10	12,263.09
Preference dividend/ DDT	0.48	-
Extra Ordinary items	3,001.34	-
Interest \ Other income Received	(1,478.72)	21,545.72
Operating profit before working capital changes	4,352.43	27,690.99
Change in inventories	9,663.10	(31,639.07)
Change in receivables	(21,492.54)	14,203.36
Changes in Loans and Advances	11,810.74	(3,871.74)
Change in other current Assets	15.70	-
Change in current liabilities	(35,055.12)	7,208.79
Net change in working capital	(35,058.12)	(14,098.66)
Cash generated from operations	(30,705.70)	13,591.43
Direct Taxes Paid	(1,196.48)	(1,706.20)
Flood Loss	(3,001.34)	-
Net Cash flow from operating Activities	(4,197.82)	(1,706.20)
Cash Flow from Investment Activities	(34,903.52)	11,885.23
Interest Received	1,248.68	651.70
Prior Period items (Restructuring)	231.98	-
Increase of fixed assets	(23,029.84)	(26,675.91)
Decrease in Fixed Assets	-	-
Increase of investment	-	262.18
Loss on Sale of Assets	-	-
Net cash flow used in investing activities	(21,549.18)	(25,762.03)

Consolidated Cash Flow Statement for the Year ended 31st March 2015 (Contd.)

	Rs. in Lacs	
	AS AT 31/03/2015	AS AT 31/03/2014
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from money received against share warrant	3,407.50	-
Proceeds from issue of share capital	-	2,093.56
Proceeds from Debt Re-structuring	-	-
Proceeds from Premium	-	11,913.16
Increase in Long term loans	41,165.81	27,350.62
Increase in Short term loan	22,476.40	(13,549.04)
Decrease in reserve	-	(1,240.21)
Interest paid	(14,036.10)	(12,263.09)
Increase in long term & other borrowing (net)	-	-
Dividend Paid	-	(496.08)
Decrease in others	-	(3.67)
Net cash flow from financing activities	53,013.61	13,805.25
Net increase in cash & cash equivalents	(3,439.09)	(71.55)
Add: Cash & cash equivalents opening	10,099.41	10,170.96
Cash & cash equivalents closing	6,660.33	10,099.41
	(3,439.08)	(71.55)

For **Vijay. N. Tewar & Co.**

(Chartered Accountants)

Vijay N. Tewar

Proprietor

FRN:111422W

Membership No. 040676

Date : 30th May, 2015

Place : Vadodara

For & on behalf of the Board of Directors

Amit Bhatnagar

Managing Director

Sumit Bhatnagar

Joint Managing Director

Nishant Javlekar

Company Secretary

Auditor's Certificate

We have examined the above Consolidated Cash Flow Statement of Diamond Power Infrastructure Ltd (The Company) for the year ended on March 31st 2015. The statement has been prepared by the company in accordance with the requirements of listing agreements with the stock Exchanges and is based on and in agreements with the corresponding profit and loss account and balance sheet of the Company covered by our report of even date.

For **Vijay. N. Tewar & Co.**

(Chartered Accountants)

Vijay N. Tewar

Proprietor

FRN:111422W

Membership No. 040676

Date : 30th May, 2015

Place : Vadodara

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015

		Rs. in Lacs	
		31/03/2015	31/03/2014
1	SHARE CAPITAL		
1	Authorized Capital		
	80000000 Shares (60000000 Shares) of Rs. 10 Each	8,000.00	6,000.00
2	Issued & Subscribed Capital		
	54680245 (54680245) Equity Shares of Rs. 10 Each	5,468.02	5,468.02
	4141500 (nil) Preference Shares of Rs 10 each @premium	414.15	414.15
3	Paid Up Capital		
	54000495 (54000495) Equity Shares of Rs. 10 Each Fully Paid - Up	5,400.05	5,400.05
	4141500 (nil) Preference Shares of Rs 10 each @premium	414.15	414.15
Total In		5,814.20	5,814.20

1.2 Shareholders holding more than 5% Equity Shares in the Company as at the end of the year

Name of Shareholder	2014-15		2013-14	
	No of Shares	% of Holding as on 31/03/2015	No of Shares	% of Holding as on 31/03/2014
Madhuri Finserv Pvt Ltd	6224550	11.52	8224550	15.23
Diamond Infosystems Ltd	3704732	6.86	3704732	6.86
Diamond Projects Ltd	1868673	3.46	2942464	5.45
Clearwater Capital Partners Cyprus Ltd	1302248	2.41	4330881	8.02
Macquarie Bank Ltd	3868606	7.16	3868606	7.16
Kotak Mahindra	2944066	5.45	2944066	5.45
Trusteeship Services Limited-A/C Ko				

1.3 For the period of 5 years immediately preceding the date as at which the balance Sheet is prepared

- Aggregate Number and Class of Shares allocated as fully paid up pursuant to contract(s) without payment have being received In cash NA
- Aggregate Number and Class of 1,24,02,124 Equity Shares allocated as fully paid up by way of Bonus Shares in FY 2013-14 and 70,15,690 Equity shares allocated as fully paid up by way of bonus share in FY 2009-10
- Aggregate Number and Class of Shares bought Back NA

1.4 The Company has one class of equity shares having a par value of Rs 10 per share & Preference Shares having per value of Rs10 per share. Each holder of equity shares is entitled to one vote per share.

1.5 Forfeited Shares

The Company had Forfeited 6,79,750 Equity Shares on 29.04.2000 out of Issued Capital of 1,82,50,000 Equity Shares the forfeited Shares where due to Unpaid Shares calls of Rs. 7 Per.

		Rs. in Lacs	
		31/03/2015	31/03/2014
2	RESERVE & SURPLUS		
1	Capital Reserve	1,784.94	1,784.94
2	Capital Redemption Reserve	-	-
3	Securities Premium reserve	30,060.33	30,060.33
4	Debenture Redemption Reserve	69,40.00	6,940.00
5	Preference Shares Premium	7,081.97	7,081.97
5	Revaluation Reserve	-	-
6	Shares Option Outstanding Account	-	-
7	Other Reserve	0.00	0.00
8	Surplus (Profit & Loss Account)	29,721.79	47,367.05
	Balance brought forward from previous year	48,165.11	42,004.12
	Less: Tax on Regular Assessment Paid	-	-
	Add : Profit for the period	(18,443.32)	11,003.14
	Less : Bonus Shares	-	1,240.21
	Less : Debenture Redemption Reserves	-	4,400.00
	Proposed Dividend (Including Tax)	-	-
	Surplus Transfer to Balance Sheet	(18,443.32)	5,362.93
Total of Reserves and Surplus		75,589.02	93,234.28

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

		Rs. in Lacs	
		31/03/2015	31/03/2014
3	LONG TERM BORROWINGS		
1	Bonds / Debentures	9,440.00	10,000.00
2	Term Loan	-	-
	- From Bank (repayable within the One Year)	92,157.97	51,414.50
	- From Other Parties	-	-
3	Deposit	-	-
4	Loans & Advances From Related Parties	8,392.47	3,718.65
5	Long Term Maturities of Finance lease obligation	44.75	33.05
6	Unsecured Loans From Lender	3,286.64	6,118.04
7	Other Loans & Advances	226.18	4.40
	Total in	1,13,548.02	71,288.64
		Rs. in Lacs	
		31/03/2015	31/03/2014
4	SHORT TERM BORROWINGS		
1	Loan Repayable on Demand		
	- From Bank	87,887.39	64,028.29
	Deposits/Installments of Term Loan/DPG	-	-
2	Loans & Advances From Related Parties	-	-
3	Deposits	-	-
4	Others	-	-
	Total in	87,887.39	64,028.29
		Rs. in Lacs	
		31/03/2015	31/03/2014
5	TRADES PAYABLE		
	Trade Payables:		
1	Creditor for Goods (Includes Capital goods)	6,657.52	10,573.83
2	Creditor for Expenses	2,913.89	3,435.58
3	Creditor Under Letter of Credit	-	-
	Total Trade Payables	9,571.40	14,009.41
		Rs. in Lacs	
		31/03/2015	31/03/2014
6	OTHER CURRENT LIABILITIES		
1	Duties & Taxes Payable	184.54	541.63
2	Statutory Liability Payable	387.97	340.90
3	Bills Payable	13,896.01	32,783.20
4	Advance from Customer	488.52	8,406.08
5	Other Liabilities Payable	1,731.33	1,723.31
	Total	16,688.37	43,795.12
		Rs. in Lacs	
		31/03/2015	31/03/2014
7	SHORT TERM PROVISIONS		
1	Provision For Employees Benefit		
	Employee Dues Payable	192.48	149.44
2	Others		
	Provision for Taxation	1,833.11	2,308.69
	Deferred Tax Liability		
	Provision for Preference Shares Dividend	0.41	-
	Provision for Preference Share Dividend Tax	0.07	-
	Provision for Expenses	132.73	68.97
	Total	2,158.80	2,527.10

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

	Gross Block			Depreciation			Net Block		Rs. in Laos	
	01.04.2014	Addition	Dedu.	31/03/2015	01.04.2014	Dedu.	For the year	31.03.2015		01.04.2014
8	FIXED ASSETS									
Gross Block										
Land & Site Development	1,399.83	-	-	1,399.83	-	-	-	-	1,399.83	1,399.83
Building	7,331.46	18.34	-	7,349.80	999.02	-	273.47	1,272.50	6,332.44	6,077.31
Plant & Machinery	52,398.90	50.05	-	52,448.96	11,456.14	-	4,394.55	15,922.63	40,942.76	36,526.33
Electrical Installation	1,999.03	3.92	-	2,002.95	371.28	-	217.65	588.93	1,627.75	1,414.02
Furniture & Fixture/ Equipments	401.92	3.20	-	405.12	190.36	-	66.49	256.85	211.56	148.27
Computers	284.22	6.55	-	290.77	244.96	-	27.89	272.86	39.26	17.91
Vehicles	587.37	73.37	80.31	580.42	232.40	78.97	105.83	259.26	354.97	321.16
Other Assets	11.60	-	-	11.60	6.35	-	0.73	7.08	5.25	4.52
Pre-Project	508.33	-	229.07	279.26	-	-	-	-	508.33	279.26
Total	64,922.66	155.43	309.38	64,768.70	13,500.52	78.97	5,086.62	18,580.11	51,422.14	46,188.60
Capital Work in Progress	44,463.60	24,629.78	-	69,093.39	-	-	-	-	44,463.60	69,093.39
Grand Total	1,09,386.26	24,785.21	309.38	1,33,862.09	13,500.52	78.97	5,086.62	18,580.11	95,885.74	1,15,281.98

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

		Rs. in Lacs	
		31/03/2015	31/03/2014
9	NON CURRENT INVESTMENT		
1	Investment in Property		
2	Investment in Equity Instrument (Unquoted Shares)	1,173.46	1,710.69
3	Investment in Preference shares	-	-
4	Investment in Government or Trust Securities	-	-
5	Investment in Debentures & Bonds	-	-
6	Investment in Mutual Fund	-	-
	Baroda Pioneer Equity Fund	50.00	50.00
7	Investment in Partnership Firm	-	-
8	Other	-	-
	Total in	1,223.46	1,760.69

		Rs. in Lacs	
		31/03/2015	31/03/2014
10	LONG TERM LOANS AND ADVANCES		
I)	Capital Assets		
a)	Secured, Considered Good :	8,337.96	19,114.08
b)	Unsecured, Considered Good :	-	-
c)	Doubtful	-	-
II)	Security Deposit		
a)	Secured, Considered Good :		
	Government Deposits	3.59	1.46
	Security Deposit	1,346.86	1,346.49
	Earnest Money Deposit	365.74	391.25
	Lease Rent	894.34	890.14
	Other Deposit	237.62	253.37
b)	Unsecured, Considered Good :	-	-
c)	Doubtful	-	-
III)	Loans & Advances to related parties		
	Apex Power Equipment Pvt Ltd	1,231.10	2,307.18
	Diamond E.H.V. Conductors	0.04	0.04
	Apex Electricals Ltd	25.01	25.01
	Diamond Tel Cab Pvt Ltd	3.75	3.75
	Maktel Power	55.13	55.13
IV)	Other Loans & Advances		
	Other Advances	1,352.92	1,312.35
	Total in	13,854.05	25,700.24

		Rs. in Lacs	
		31/03/2015	31/03/2014
11	OTHER NON CURRENT ASSETS		
1	Long Term Trade Receivables		
a)	Secured, Considered Good	-	-
b)	Unsecured, Considered Good	-	-
c)	Doubtful	-	-
2	Others	0.16	0.16
	Total in	0.16	0.16

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

		Rs. in Lacs	
		31/03/2015	31/03/2014
12	CURRENT INVESTMENT		
1	Investment in Equity	-	-
2	Investment in Preference Shares	-	-
3	Investment in Govt Securities	-	-
4	Investment in debentures & Bonds	-	-
5	Investment in Mutual Fund	-	-
6	Investment in Partnership Firm	-	-
7	In Short term Fixed Deposits	119.79	118.79
	Total in	119.79	118.79
		Rs. in Lacs	
		31/03/2015	31/03/2014
13	INVENTORIES		
1	Raw Material	4,970.33	3,167.71
2	Work-in-Progress	76,175.72	1,04,605.98
3	Finished Goods	17,537.16	508.97
4	Stock-in-Trade	9,747.99	4,250.32
5	Packaging Material	11.41	9.08
6	Consumable Stores	761.53	478.33
7	Fuel & Gases	19.09	180.57
8	Goods in Transit	234.89	7,751.75
9	Finished Goods- (RM-Bought Out)	3,598.78	57.90
	Total in	1,13,056.91	1,21,010.62
		Rs. in Lacs	
		31/03/2015	31/03/2014
14	TRADE RECEIVABLES		
1	Outstanding for less than six months		
a)	Secured, Considered Good :	4,572.26	32,400.39
	Less Than 180 days	41,653.82	-
	More than 180 days	9,093.96	-
b)	Unsecured, Considered Good	838.23	-
c)	Doubtful	-	-
2	Others		
a)	Secured, Considered Good	401.09	-
b)	Unsecured, Considered Good	-	-
c)	Doubtful	-	-
	Total in	56,559.36	32,400.39

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

		Rs. in Lacs	
		31/03/2015	31/03/2014
15	CASH & CASH EQUIVALENT		
1	Cash-in-Hand		
	Cash Balance	10.95	1.41
	Petty Cash Balance	-	0.47
	Sub Total (A)	10.95	1.88
2	Bank Balance	786.46	806.02
3	Margin Money	6,394.69	9,291.50
	Sub Total (B)	7,181.15	10,097.53
4	Cheques on Hand	-	-
	Total in	7,192.10	10,099.41
		Rs. in Lacs	
		31/03/2015	31/03/2014
16	SHORT TERMS LOANS AND ADVANCES		
1	Loans & Advances from related parties	-	-
a)	Secured, Considered Good :	-	-
	Advance to Associate Concerns	-	-
	Diamond Power Transformer	688.77	685.47
	Diamond Global Holding Pvt Ltd	341.25	152.21
b)	Unsecured, Considered Good :	-	-
	Staff	32.77	23.19
	Other Advances	830.36	691.91
c)	Doubtful	-	-
2	Others	-	-
	Advance Recoverable in cash or in kind or for value to be considered good	-	-
	Advance to Suppliers	94.16	150.69
	Advance Income Tax/Refund Due	-	-
	Prepaid Expenses	204.12	466.76
	PLA	0.20	0.21
	Cenvat	4,489.88	3,605.62
	Service Tax	1,347.52	2,131.73
	Tax Deducted at Source	95.12	75.33
	Income Tax	374.74	337.11
	Electricity Duty Refund	-	2.30
	Sales Tax Advance	-	157.52
	VAT	24.38	-
	Interest	299.82	142.69
	Total in	8,823.09	8,622.75

Schedules

Forming Part of the Profit & Loss Accounts as at 31st March , 2015 (Contd.)

		Rs. in Lacs	
		31/03/2015	31/03/2014
17	REVENUE FROM OPERATIONS		
1	Domestic Sales (Exclusive of Excise Duty)	2,82,678.93	3,03,684.88
2	Trading of Goods	120.94	13522.60
3	Rent Income	644.52	550.92
Total in		2,83,444.39	3,17,758.41

		Rs. in Lacs	
		31/03/2015	31/03/2014
18	OTHER INCOME		
1	Dividend Received	-	51.14
2	Interest on FDR	933.76	628.35
3	Interest Received	215.05	4.17
4	Notice Pay Recovered	39.67	0.04
5	Claim Received	376.61	92.00
6	Other Income	376.61	92.00
Total in		1,565.10	775.71

		Rs. in Lacs	
		31/03/2015	31/03/2014
19	COST OF MATERIAL CONSUMED		
a)	Purchases of Raw Materials and Stores	2,54,450.83	3,12,764.87
Sub-total (a)		2,54,450.83	3,12,764.87
b)	Direct/Productions Expenses		
	Cartage & Transport	117.41	210.96
	Excise Duty Paid	2,193.19	71.27
	Calibration Expenses	115.91	3.64
	Consumable Stores	352.05	475.17
	conversion/labour charges	259.38	-
	Repair & Maintenance (Plant & Machinery)	17.07	7.60
	Factory Expenses	78.37	100.21
	Insurance Expenses	165.29	79.19
	Guarantee period expenses	-	-
	Packing Material	442.79	1606.50
	Detention & Demurrage Charges	28.26	57.53
	Diesel for Generator	-	-
	Electricity Expenses	112.44	70.25
	Security Charges	53.20	28.30
	Survey Charges -- Infrastructure	3.39	4.70
	Air Time Charges	1.12	-
	Transmission Charges (Wind Power)	0.11	-
	Job Work Charges	74.89	81.96
	Workman compensation Premium	13.37	39.00
	Power & Fuel Expenses	980.67	1,192.79
	Input Dissallowed As July Rule .2% & 1% FORM	8.30	-
Sub-total (b)		5,017.21	4,029.05
Total in		2,59,468.05	3,16,793.92

Schedules

Forming Part of the Profit & Loss Accounts as at 31st March , 2015 (Contd.)

		Rs. in Lacs	
		31/03/2015	31/03/2014
20	CHANGE IN INVENTORIES		
1	Opening Stock of WIP & Finished Goods	1,05,995.05	67,914.93
2	Closing Stock of WIP & Finished Goods	93,751.37	1,05,114.95
3	WIP Increase / Decrease Division wise	-	-
	Total in	12,243.68	(37,200.03)

		Rs. in Lacs	
		31/03/2015	31/03/2014
21	EMPLOYMENT BENEFIT EXPENSES		
1	Bonus	66.92	19.67
2	Director's Remuneration (Net)	319.60	195.97
3	House Rent Allowance	126.74	86.20
4	Leave wages / Salary	17.36	1.01
6	Medical Allowances	87.36	61.49
	Medical Expenses	1.88	0.57
7	Provident Fund Expenses (P.F. & F.P.F)	83.79	57.38
8	Salary & Wages	2,223.67	1,740.44
9	Staff & Labour Welfare	87.36	36.89
10	Labour Contract Charges	1,158.74	1,663.75
11	Stipend	7.24	1.59
12	Telephone Allowance	46.69	39.39
13	Gratuity Expense	2.07	-
	Total in	4,229.41	3,904.34

		Rs. in Lacs	
		31/03/2015	31/03/2014
22	FINANCIAL COST		
1	Interest on Banking	11,814.08	11,253.25
2	Interest on Other loans	636.36	498.88
3	Bank Charges (Including LC, Bank Guarantee & Bill Discounting Charges & Others)	958.39	496.93
4	Bank Guarantee Charges	1,142.29	-
5	Gain / Loss Exchange Rate Fluctuation	-	-
6	Other Interest Paid	-	-
7	Renewal Charges of Bank CC A/c	7.14	14.28
	Total in	14,558.26	12,263.34

		Rs. in Lacs	
		31/03/2015	31/03/2014
23	DEPRECIATION & AMORTISED COST		
1	Depreciation	5,086.62	3,106.00
2	Preliminary Expenses W/O	-	-
3	Amortisation Expenses	506.44	507.42
	Total in	5,593.05	3,613.42

Schedules

Forming Part of the Profit & Loss Accounts as at 31st March , 2015 (Contd.)

		Rs. in Lacs	
		31/03/2015	31/03/2014
24	OTHER ADMINISTRATIVE EXPENSES		
1	Audit Fees	31.58	21.04
2	Consultancy Charges	39.15	25.73
3	Conveyance Expenses	32.50	21.48
4	CSR Activities- Donation	5.30	7.09
5	Electricity Expenses	21.16	44.59
6	Legal & Professional charges	394.45	271.36
7	Post, Tele. & Courier Charges	29.58	7.98
8	Exchange Fluctuation	-	-
9	Rent, Rates & Taxes	236.45	242.87
10	Application Fees	8.46	9.81
11	Repairs & Maintenance Others	131.39	80.46
12	Printing & Stationary Expenses	21.99	18.46
13	Tender fees	2.85	2.05
14	Training Expenses	0.16	0.31
15	Sundry Expenses	48.48	46.28
16	Travelling Expenses	189.07	171.02
17	Vehicles Expenses	219.19	110.28
18	Office Expenses	49.06	192.16
19	Software Expenses	20.33	39.51
20	Insurance Exp (Car)	6.96	3.23
21	Mis .Expenses	13.17	0.58
22	Service Tax Expenses	42.28	29.94
23	Documentation Charges	-	-
24	Penalty	-	-
25	Hospitality Expense	23.43	12.72
26	Loss on Sales of Fixed Asset	-	0.76
27	Professional Tax	-	-
28	Preliminary Exp. Written off	-	-
29	Foreign Travel (Others)	29.06	16.03
30	House Keeping Expenses	81.29	56.34
31	Sundry Balances Written of	(0.07)	2.08
32	Bad Debts	0.35	126.00
33	Advertising Expenses	105.75	72.44
34	Sales Promotion Expenses	100.07	368.53
35	Commission on Sales	149.64	1,489.44
36	Marketing Expenses	793.30	102.56
37	Deferred Sales Liability	-	-
38	Income Tax for Prior Period	-	2.51
39	Vat /CST	21.54	2,460.35
40	LD Charges	883.29	-
41	Income Tax Paid for prior periods	39.03	-
42	Project Expense	7.13	-
43	Membership & Subscription	0.24	-
44	Freight Outward	28.86	-
45	Inspection Expenses	4.00	-
Total in		3,810.43	6,055.98

Schedules

Forming Part of the Profit & Loss Accounts as at 31st March , 2015 (Contd.)

25 SIGNIFICANT ACCOUNTING POLICIES, CONTINGENT LIABILITIES AND NOTES

1 COMPANY OVERVIEW

Diamond Power Infrastructure Limited (the Company) is a public limited company domiciled and headquartered in India and incorporated under the provision of Companies Act, 1956. Its shares are listed on two stock exchanges in India. The Company is engaged in the manufacturing and selling of Conductor, Cables, Transmission Tower, Transformer. The Company caters mainly to the domestic market.

2 SIGNIFICANT ACCOUNTING POLICIES

(i) Basis of preparation

- a) The Consolidated Financial Statements are prepared in accordance with Accounting Standard (AS) 21 on Consolidated Financial Statements notified pursuant to the Companies (Accounting Standards) Rules, 2006 (as amended). The Consolidated Financial Statements comprise the financial statements of Diamond Power Infrastructure Limited (the Company), its subsidiaries. The Company, its subsidiaries constitute the Group. Reference in these notes to the 'Company' or 'DPIL' shall mean to include Diamond Power Infrastructure Limited and/ or any of its subsidiaries, consolidated in these financial statements unless otherwise stated.
- b) The list of Companies which are included in consolidation and the Parent Company's holdings therein are as under:

Name of the Company	Percentage Holding	
Subsidiary	2015	2014
Diamond Power Transformer Ltd	99.60%	99.60%
Diamond Power Global Holdings Ltd	100%	100%

- c) The Consolidated Financial Statements have been prepared and presented in accordance with the generally accepted accounting principles in India (Indian GAAP) under the historical cost convention on an accrual basis. The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956 read with General Circular 15/ 2013 dated 13 September 2013, issued by the Ministry of Corporate Affairs, in respect of Section 133 of the Companies Act, 2013.
- d) The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.
- e) The Consolidated Financial Statements of the Company and its Subsidiary Companies have been consolidated on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and

expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized Profits/ Losses.

- f) The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's separate financial statements.
- g) Investment in associates where the Company directly or indirectly through subsidiaries holds more than 20% of equity, are accounted for using equity method as per Accounting Standard 23 – "Accounting for Investments in Associates in Consolidated financial Statements" notified by Companies (Accounting Standards) Rules, 2006 (as amended).

(ii) Use of estimates :

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and reported amounts of revenues and expenses for the year. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes different from the estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in the current and future periods.

(iii) Tangible Fixed assets :

Fixed Assets are stated at cost less accumulated depreciation up to the year. Expenditure incurred on improvement or replacement, which in the opinion of the management is likely to substantially increase the life of the assets and future benefits from it, is capitalized. Capital expenditure includes advances for assets under erection/installation are being grouped under capital work in progress. Fixed Assets are stated at cost less accumulated depreciation.

- a) The company has maintained proper records showing full particulars including quantitative details and situations of fixed assets of the company.
- b) As explained to us, the Company has a programme for physical verification of fixed assets in accordance with which the fixed assets have been physically verified during the year by the Management. In our opinion, the frequency of physical verification is reasonable. Having regard to the size of the operations of the Company and on the basis of explanations received, in our opinion, the net discrepancies found on physical verification were not material.

Schedules

Forming Part of the Profit & Loss Accounts as at 31st March , 2015 (Contd.)

25 SIGNIFICANT ACCOUNTING POLICIES, CONTINGENT LIABILITIES AND NOTES (Contd.)

(iv) Depreciation on tangible fixed assets :

Depreciation was charged on Straight Line basis at rates specified in Schedule XIV the Companies Act.1956. from the year 2014-15 after the amendment of the company's Act 2013 the Depreciation on the assets are being calculated based on the useful life of the asset. The impact of Such change is to the tune of Rs.17.93 Crs. Additional depreciation debited to P&L account as per the new companies Act 2013.

In the Block of asset of the company, the original asset Block was Put to use in the year 1993, as per the Amended company's act the useful life of the P&M are over as to the affliction of time, however, regarding the useful ness of the P&M into the production and the present performance of the P&M are yet to be decided by the project Director of the company.

Assets	Deprecation Rates (SLM)
Factory buildings	3.17%
Plant and machinery	6.33%
Office equipment	19.00%
Furniture and fixtures	9.50%
Vehicles	11.88%
Computers	31.67%
Electrical instrument	9.50%

Depreciation on tangible assets is provided on the Written Down Value basis over the useful lives of assets estimated by the Management. Depreciation for assets purchased / sold during a period is proportionately charged. Intangible assets are amortized over their respective individual estimated useful lives on a Written Down Value basis, commencing from the date the asset is available to the Company for its use

(v) Borrowing Costs:

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue. In our opinion and according to the information and explanation given to us, and on an overall examination of the Balance Sheet of the Company, we report that generally no funds raised on short term basis have been used for long term investment by the Company

(vi) Investments :

Long-term investments are valued at cost. however the investments in the Non -Quoted Shares of the other companies are considered at their original cost, further being the Non -quoted investments the Market prices are not readily available and due to non-intention of sales Of the shares, and based on the tests and assumptions of the management as to the No diminution In the current value of the same, they are shown in

the accounts at their original cost. Investments in Subsidiary are stated at cost. Provision for diminution in value on long-term investments is made only if such decline is other than temporary in nature

(vii) Inventories:

Inventories of finished goods are valued at lower of costs or net realizable value inclusive of excise duty. Work in process (including finished stock pending QC inspection) is valued at cost representing material, labour and apportioned overheads as certified by the management. Other inventories are valued at cost. Materials related to Projects under implementation are valued at standard cost.

- Inventories are valued at lower of cost or net realizable value on FIFO basis.
- Raw materials, Stores and spares — includes purchase price and freight
- Work in progress — Material cost plus appropriate share of manufacturing overheads.
- Finished Goods — Absorption cost basis and includes material, labour and appropriate overheads.

(viii) Cash and Cash equivalents

Cash and cash equivalents for the purpose of cash flow statement comprise cash in hand, demand deposits with banks and other short-term highly liquid investments / deposits with an original maturity of three months or less.

(ix) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Sale of goods

Revenue is recognised when the significant risks and rewards of ownership of the goods have been passed to the buyer. Sales are disclosed net of sales tax / VAT, trade discounts and returns, as applicable. Excise duties deducted from turnover (gross) are the amounts that are included in the amount of turnover (gross) and not the entire amount of liability that arose during the year.

Income from services

Revenue from services is recognised pro-rata over the period of the contract as and when services are rendered.

Interest and Dividend Income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognised when the Company's right to receive dividend is established by the Balance Sheet date.

(x) Foreign currency transactions

The Company has no Branch offices outside India. The Foreign currency transaction are recorded on initial recognition in the reporting currency

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

25 SIGNIFICANT ACCOUNTING POLICIES, CONTINGENT LIABILITIES AND NOTES (Contd.)

by applying the exchange rate prevailing at the date of transaction. Any Income or Expense on account of exchange rate difference is recognized in the Income and Expenditure Account. The company has an ECB Exposure of USD 17.62 MN the interest on which has been hedged till March 2015; subsequently the Axis Bank has transferred the exposure of USD 8 MN to Bank of India. Further foreign exchange Gain/Loss on the re-statement of the current Assets and Liabilities are calculated based on the RBI exchange rate as of 31/3/2015.

(xi) Income taxes :

Provision for Current Income Tax is made after considering Company's claims under the Income Tax Act, 1961. This Liability is calculated at the applicable tax rate or Minimum Alternate Rate under Section 115JB of the Income Tax Act 1961 as the case may be. Provision for Current Income tax is made on the assessable income at the tax rate applicable to the relevant assessment year.

Deferred Tax is Calculated at the tax rates and Laws that have been enacted or substantially enacted as of Balance Sheet date and is recognized on timing differences that originated in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets, subject to consideration of prudence are recognized and carried forward only to the extent that they can be released.

(xii) Provisions and contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

(xiii) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(xiv) Impairment of Assets :

The Company has examined carrying cost of its identified Cash Generating Units (CGU) by comparing present value of estimated future cash flows from such CGUs, in terms of Accounting Standard-28 on impairment of

Assets, and in absence of any indication of being potential impairment of Assets, no provision for impairment is required as assets of none of CGUs are impaired during the financial year under consideration. Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount. Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount.

(xv) Derivative Contracts :

Company as such in the current financial year has not entered into any such Derivative Contracts except the interest on the ECB Loan exposure has been covered by the Interest Rate SWAP contract.

(xvi) Operating Cycle :

Assets and liabilities other than those relating to long-term contracts (i.e. supply or turnkey contracts) are classified as current if it is expected to realise or settle within 12 months after the balance sheet date. In case of long-term contracts, the time between acquisition of assets for processing and realisation of the entire proceeds under the contracts in cash or cash equivalent exceeds one year. Accordingly for classification of assets and liabilities related to such contracts as current, duration of each contract is considered as its operating cycle.

(xvii) Financial Restructuring and Rephasement of Debt:

The Company has re-negotiated its entire Debt @ 11 % instead of the existing average cost of borrowings at 13.50%, the lenders have funded all interests cost up to June 2016. The Terms loans & NCD Payments have also been rephrased for payment from June 2016, lenders have provided adequate working capital limits for the current years and have fully funded the expansion project of the company.

(xviii) Legal cases:

The Company has outstanding legal cases wherein there are claim of Rs 1.77 crores against the company, however on same parties the company has claims of Rs 3 crores, in our opinion the companies matters are on strong ground & no financial repercussions on the company.

(xvi) Corporate Guarantee:

The Company has extended a Corporate Guarantees aggregating Rs 1200 Million to the lenders of companies wholly owned subsidiary Diamond Power Transformer Ltd.

(xv) Penalty /Price Variation :

The Company is executing the following contracts with GEB, under Penalty.

Order No: 3442, 3462, 435, 3403, 18, 1996, 3864, 2473, 407, 405, 406, 417, 420, 421, 422, 596, 597, 703, 2684, 3442, 3428, 3494, 863, 2403, 2275, 3141, 3079, 2327, 3315, 15981, 15973, 9888, 9887, 19287, 12417 Since all the deliveries are beyond the scheduled delivery period. The company has not been able to claim PV aggregating

Schedules

Forming Part of the Profit & Loss Accounts as at 31st March , 2015 (Contd.)

25 SIGNIFICANT ACCOUNTING POLICIES, CONTINGENT LIABILITIES AND NOTES (Contd.)

Rs. 35.32 crores in event of order delivery date being extended the company shall have the claim from the customers.

(xx) Segment Reporting

Identification of segments :

The Company's operating businesses are organized and managed separately according to the nature of products and services provided with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

Segment Policies :

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

Part B Notes to Accounts

1. Contingent Liabilities

- (a) Letter of Credit opened as on March 31st 2015 is Rs 864.29 Million (Previous Year Rs. 1933.09 Million); materials under all letters of credit have been received and accounted for as Creditors. Buyer's credit opened Rs. Nil Million (Previous Year Rs. 74.76 Million) materials under all Buyers' credit have been received and accounted for as Creditors.
- (b) Outstanding Inland Bank Guarantees as of March 31st, 2015 is Rs. 1525.58 Million (Previous Year Rs.1516.05 Million) and outstanding Foreign

Bank Guarantees as of March 31stst, 2015 is \$ 3.48 Million (Previous Year \$5.51 Million).

- (c) Pending Liabilities of the company which are not acknowledge as Debt: Income tax demands: Rs. NIL (previous year Rs Nil);the company was in settlement commission till the A.Y. 2012-13 for which demand has been quantified and paid, for the A.Y. 2013-14 the regular assessment is to start.

Sales Tax/CST Demands: 2007-08 Rs. 4.36 MN (Appeal Pending in tribunal), 2009-10 Rs. 10.83 MN (Appeals pending at Commissioner level).

Excise and Service Tax Demands: 5.44 MN show Cause Notice for service tax, pending at Commissioner level

- (d) There are no outstanding Claims against the Company except of Rs. 1.77 MN of Sardar Sarovar Narmada Nigam Ltd., in our opinion the companies matters are on strong ground & no financial repercussions on the company.

- (e) In case of DPTL No Deferred Tax Asset is recognised for the current year in respect of depreciation, considering the Principle of Prudence. However, the position will be reviewed every year.

2. The company has been sanctioned following limits after Restructing for

Sl. No.	Name of the Lenders	Sanction Limit after Restructing (Rs in Crores)								Total
		Working Capital	Term Lender	ECB Lon	Corporate Loan	WCTL	FITLI (WC)	FITL (TL)	FITL II	
1	Allahabad Bank	231.50				49.46	7.25			288.21
2	Axis Bank	135.99	39.41	59.70	13.56	31.82	4.67		3.27	288.42
3	Bank of Baroda	290.83	-	-	-	79.80	11.70			382.34
4	Bank of India	409.59	114.76	49.60	11.27	61.02	8.95		6.29	661.48
5	Corporation Bank	-	114.26	-					6.27	120.53
6	Dena Bank	113.45	71.69	-	-	-	-		3.93	189.07
7	ICICI Bank Limited	131.87	85.23	-		70.11	10.28	12.53		310.02
8	Indian Overseas Bank	74.81								74.81
9	State Bank of Hyderabad	115.94				16.79	2.46			135.19
10	State Bank of Mysore	62.02	72.71						3.99	138.72
11	IFCI Limited		50.00					7.35		57.35
12	EXIM Bank of India (EXIM)		101.25						5.55	106.80
		1,566.00	649.31	109.30	24.83	309.00	45.32	19.88	29.30	2,752.93

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

25 SIGNIFICANT ACCOUNTING POLICIES, CONTINGENT LIABILITIES AND NOTES (Contd.)

All the above lender are having the security as mentioned below :

Lenders	Security Details
All Term Loan, ECBs, WCTL, FITL, NCD and Corporate Loan	<ul style="list-style-type: none"> ● 1st Pari-passu charge in favour of term lenders by way of mortgage / Hypothecation on all movable/ immovable properties of the company both present & future ● 2nd Pari-passu charge on the all Current Assets
Working Capital Facilities	<ul style="list-style-type: none"> ● 1stPari-passu charge on entire Current Assets of the company ● 2nd Pari-passu charge in favour of lenders by way of mortgage / Hypothecation on all movable/ immovable properties of the company both present & future ● NFB Limits: Cash Margin @ 5%
Term Lenders & Working Capital Lenders	<p>Personal Guarantee:</p> <ul style="list-style-type: none"> ● Personal Guarantee of Mr. Amit Bhatnagar and Mr.Sumit Bhatnagar, jointly & severally. (Existing and Proposed) <p>Corporate Guarantee:</p> <ul style="list-style-type: none"> ● Corporate Guarantee of Madhuri Finsserve Pvt Ltd and Diamond Projects Limited subject to applicable laws. (Existing and Proposed) <p>Pledge:</p> <ul style="list-style-type: none"> ● Unencumbered Equity shares of promoter group (1,87,45,449 share) shall be pledged in favour of all existing lenders. Out of these, power of attorney of 75,55,975 Equity shares is in favour of IFCI which is proposed to be pooled and to be pledged in favour all existing lenders subject to IFCI receiving 1stparipassu charge on fixed assets available with other lenders.
Working Capital Lenders	<p>Pledge:</p> <ul style="list-style-type: none"> ● Unencumbered Redeemable Cumulative Preference Shares of Diamond Power Infrastructure Limited aggregating to Rs. 74.96 Crore (41,41,500 Preference Shares of Rs. 10/ share with premium of Rs.171/ share available with promoters' group companies) to be pledged in favour all existing lenders. <p>Collateral:</p> <ul style="list-style-type: none"> ● 1st Pari-passu charge on by way of EQM of factory land and Industrial shed admeasuring 15,100 Sq Mts. And Construction of 3,000 Sq Mts. valued at Rs. 10.00 Crore owned by Diamond Projects Limited at Village Gardia Ta SavliDist Vadodara. ● 1st Pari-passu charge by way of residential properties of Flat No 102 and 103 owned by Mr. Amit Bhatnagar and Mr.Sumit Bhatnagar respectively valued at Rs. 1.00 Crore each.

For Subsidiary having the Fund based and Non Fund Based Working Capital facilities of Rs 4000 Lacs from Indian Overseas Bank and Rs 4000Lacs from UCO Bank Ltd against the security of first pari passu charge on the entire current assets of the company by way of Hypothecation agreement and the second pari passu charge on the entire fixed assets of the company

- Balance confirmation letters were sent out to various debtors and creditors. The confirmation of most of the Debtors and creditors is received. The balance of advances, debtors and creditors are taken on the basis of book figures and are subject to confirmation. However, in the opinion of the Board, Current Assets, Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated. The provision made in the accounts for depreciation and for all other known liabilities is considered adequate and not in excess of the amounts reasonably necessary.
- The method of valuation of inventories adopted by the company is in accordance with the requirements of Accounting Standard 2 (Valuation of Inventories and as revised from time to time) issued by the Institute of Chartered Accountants of India.
- In the opinion of the Management all the current assets, loans and advances and deposits are realizable at value stated in the ordinary course of the business which are at least equal to the amount at which they are stated in the books unless otherwise explicit.

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

25 SIGNIFICANT ACCOUNTING POLICIES, CONTINGENT LIABILITIES AND NOTES (Contd.)

6. Segmental Reporting :

The company is primarily engaged in the manufacture of conductors, cables and selling out- sourced products and EPC Contracts. As the company's manufacturing facilities are inter woven/ inter- mix due to the nature of its business with the EPC business, it is not possible to directly and specifically attribute or allocate on a reasonable basis, the expenses, assets & liabilities in different Segments. The segmental Sales product wise are as follows:

	(Rs. In Lacs)			
Gross Segment Revenue	2014-15	2013-14	2012-13	2011-12
Conductor	67,178.90	73,890.59	59,425.40	45,018.50
Cables (LT & HT)	135,078.40	148,574.04	118,293.7	102,396.9
Power Infrastructure – Turnkey Project [EPC]	10,383.266	15,787.37	15,978.40	29,234.50
Transmission Tower	34,194.73	38,329.37	27,360.20	8,584.20
Diamond Power Transformer Ltd	46,256.69	52,741.11	37,623.00	28,098.90
Diamond Power Global	0		8,822.00	-
Total Gross Sales	293,091.99	329,322.48	267,502.70	213,333.00
Less: Inter Segment Sales	0	125.1	0	7,619.20
Gross Sales	293,091.99	329,197.38	267,502.70	205,713.80
Less: Excise Duty	9,647.59	11,438.98	9,368.00	3,980.80
Net Sales	283,444.40	317,758.40	258,134.70	201,733.00

7. Share Holding in Various Companies :

The Company holds the following shares

1) Diamond Power Transformers Ltd.

99.60% shares held by DPIL.

2) Diamond Power Global Holdings Ltd.:

100% shares in its Subsidiary are held by DPIL

3) Maktel Power Ltd. and Maktel Control & Systems Pvt Ltd.

40% Shares Held by Diamond Power Transformer Ltd., further out of the Four Directors on board of Maktel, 2 directors are common in DPIL

8. Related Party Disclosures :

(A) Particulars of Associates of the Company:

Name of the Related Party	Nature of Relationship
1 Diamond Project Ltd.	Associate company
2 Diamond Infosystems Ltd.	Associate company
3 Madhuri Finserve Pvt. Ltd. (Earlier known as Diamond Telecab Pvt. Ltd.)	Associate company
4 Maktel Power Ltd.	Associate company
5 Diamond Power Transmission Pvt. Ltd. (Earlier known as Madhuri Power Equipment Pvt. Ltd.)	Associate company
5 Apex Power & Equipments Pvt Ltd.	Associate company
6 Mayfair Spaces Ltd.	Associate company
7 Apex Electricals Ltd.	Associate company

Name of the Related Party	Nature of Relationship
8 Maktel Control & Systems Ltd. (Earlier known as Danke Controls Pvt. Ltd.)	Associate company
9 Ruby Cables Ltd.	Associate company

(B) Subsidiaries Company:

Name of the Related Party
1 Diamond Power Transformers Ltd
2 Diamond Power Global Holdings Ltd

(C) Key Management Personnel and their Relatives

Key Management Personnel and their Relatives	Nature of Relationship
1 Mr. S.N. Bhatnagar*	Chairman
2 Mr. Amit Bhatnagar	Managing Director
3 Mr. Sumit Bhatnagar	Jt. Managing Director

*Resigned

(D) Relatives of Key Management Personnel:

Key Management Relatives
1 Smt Madhurilata Bhatnagar
2 Smt Mona Bhatnagar
3 Smt Richa Bhatnagar

(E) Enterprise under Significant influence of Key Management Personnel:

Key Management Personnel and their Relatives	Nature of Relationship
1 Maktel Power & Maktel Control & Systems Pvt Ltd.,	Associate Company of DPTL

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

25 SIGNIFICANT ACCOUNTING POLICIES, CONTINGENT LIABILITIES AND NOTES (Contd.)

(F) Summary of the Transaction with related Parties and it's Associate Companies:

Particulars	(Rs. In Lacs)				
	Associate	Key Management Personnel	Relative of key Management Personnel	Ent. Under significant Influence of key Mgt. Personnel & their relatives	Total
Purchase/ (sales) of Goods	5,523.15	Nil	Nil	Nil	5,523.15
Receipts/ Rendering of services	33.92	Nil	Nil	Nil	33.92
Rent (Paid)/ Recd.	6.12	31.45	Nil	Nil	37.57
Advances Recd/(Given)	Nil	Nil	Nil	Nil	Nil
Directors Remuneration	Nil	635.25	Nil	Nil	635.25
Outstanding Receivable as on 31.03.2015	Nil	Nil	Nil	Nil	Nil

Note:

The above information has been determined to the extent such parties have been identified on the basis of information provided by the Company and approved by the Board of Directors of the Company, which has been relied upon by the Auditors. Enterprise under the same management include Wholly Owned Subsidiary Diamond Power Transformers Ltd& Diamond Power Global Holding Ltd .As per the observation of subsidiary auditor comments that there is no any associate transaction had taken place during the financial year so we had not taken into the above related party transactions.

9. Earnings Per Share (EPS) :

	March 31, 2015	March 31, 2014
I Profit Computation for both Basic and Diluted Earnings Per Share of Rs.10 each		
Net Loss as per Profit & Loss Account available for Equity Shareholders	(18442.73) (Rs in Lacs)	11003.14 (Rs in Lacs)
II Weighted average number of equity shares for Earnings per share computation		
(A) For Basic Earnings per Share	54,000,495	44,644,093
(B) For Diluted Earnings per Share	54,000,495	44,644,093
No. of shares for Basic EPS as per II A		
Add: Weighted Average outstanding Option / Shares deemed to be issued for no consideration		
No. of shares for Diluted Earnings per share	54,000,495	44,644,093
III Earnings per Share (Weighted Average)		
Basic	(34.15)	24.64
Diluted	(34.15)	24.62

10. Dues to micro, small and medium enterprises

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated.

After filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006' ('the Act'). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31st, 2011 has been made in the financial statements based on information received and available with the Company. Detail of the Small Scale Industries (SSI) units which have supplied the materials to the company and to whom the company owes a sum exceeding RS 1.00 Lacs and which is outstanding for more than 30 days is Nil.

In Book of Subsidiary Under the Micro, Small and Medium Enterprise Development Act, 2006, which came into effect from October 2, 2006, certain disclosures are required to be made relating to Micro, Medium and Small Enterprises. Based on the information available with the Company, there are no Creditors as on 31st March 2014 registered under the MSMED Act, 2006.

Note: The above Information regarding Small Scale Industrial undertaking has been determined to the extent such parties has been identified on the basis of information available with the company. The same has been relied upon by the Auditors. To confirm names/ figures.

11. Sales include an amount of Rs Nil Million (Net of Duty) of inter- unit Transfer (Previous year Rs Nil Million).

12. Aggregate directors' remuneration is Rs. 1959.6 Lacs (previous year Rs. 1712.00Lacs). The remuneration of directors is as per the approval accorded by remuneration Committee, shareholders and Central Government as per the provisions of section 311 read with Schedule XIII of the Companies Act, 1956.

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

25 SIGNIFICANT ACCOUNTING POLICIES, CONTINGENT LIABILITIES AND NOTES (Contd.)

13. Aggregate Auditor's remuneration is fixed at Rs. 16.20 Lacs (previous year Rs 18.40 Lacs). Which includes Rs 15.20 Lacs as Audit Fees (Previous year Rs 15.20 Lacs).
14. As per Accounting Policy (10) on excise duty, the excise duty payable on finished goods in stocks at works amounting to Rs 71.12 Lacs (previous year Rs 1090 Lacs) has been included in the expenditure and in such stocks. However, the same has no impact on the profit for the year.
15. There are no amounts due and outstanding to be credited to investor Education and Protection Fund.
16. **Details of Licensed, Installed Capacities and Production:**

Goods Manufactured	Licensed Capacity	Installed Capacity Current Year	Production Current Year 12 Months	Production Previous Year 12 Months
All Aluminum Alloy Conductors & ACSR Conductor (Excluding Conductors used In Cables)	NA	50500 MTPA.	37,784.45	44,810
LT Electric Power Cables & Control Cables	NA	34,300 Kms	29,245.78	33,320 Kms
HT Cables	NA	5600 Kms	4843.28	5518 Kms
EHV Cables	NA	2000 Kms	1340.29	1,527 Kms
Transmission Towers	NA	48000 MT	45,450 MT	47,374 MT
Transformer	NA	5000 mva	4875 (Nos.)	6272 (Nos.)

Consumption of Assorted Wire / Wire rods is not provided, as they are totally consumed in-house for manufacture of conductors. Installed capacity and capacity utilization are as certified by the management and not verified by the auditors being a technical matter. The quantity in Kms. cannot comparable as the weight per Kms of each conductor varies on the cross section area and current carrying capacity. Hence, the production has been shown in Kms. The Quantity are usually taken as per relevant IS standards.

17. **Details of Raw Materials Consumed (including captive consumption):**

Description of Item	U.O.M	Quantity For the year 2014-15	Quantity For the year 2013-14
Aluminium	M.Ts.	75641.01	1,01,041
Copper	M.Ts.	1245	3,347
Transformer	Nos	4875	6272

18. **Value of Imported and indigenous Raw Material Consumed and Percentage thereof:**

Raw Materials	2014-15	2013-14
Imported		3,346.00
Indigenous	21680.24	267,214.7

19. **Particulars of Sales and Stocks:**

Item	U.O.M	Opening Stock	Sales	Closing Stock
Conductors	Kms.	2763.29	20242.56	1200.45
Cables	Kms.	2415.87	36950.00	895.34
Transmission Tower	MT	28	44750.00	728
Transformer	Nos	13	4803	35

20. **Expenditure in Foreign Currency**

Particular	2014-15	2013-14
Import on CIF Basis	13.56	7478.50
Travelling Expenses	3.78	31.3
Others	22.26	21.6

21. **Income in Foreign currency**

Particular	FOB Value of Export 2014-15	FOB Value of Export 2013-14
Exports	35.74	1514.20
Foreign exchange fluctuation		202.2

Schedules

Forming Integral Part of the Balance Sheet as at 31st March, 2015 (Contd.)

25 SIGNIFICANT ACCOUNTING POLICIES, CONTINGENT LIABILITIES AND NOTES (Contd.)

22. The company operates one defined plans viz, gratuity for its employees. Under the gratuity plan every employee who has completed at least 5 years of services gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service.

The following tables summarize the components of net benefit expenses recognized in the statement of Profit & Loss and the liability as per report shown in Balance sheet.

Expense Recognized In The Income Statement

(Rs. In Millions)		
Particular	2014-15	2013-14
current service cost	1.82	0.29
interest cost	0.74	0.56
actural (gain)/losses	1.21	0.28
Expenses Recognized In P & L	3.77	1.13

Balance Sheet-Benefit Asset/Liability

(Rs. In Millions)		
Particular	2014-15	2013-14
present value of defined benefit obligation	(11.56)	(7.92)
fair value of plant asset	0	0
Plan Asset Liability	(11.56)	(7.92)

Changes In The Present Value of Defined Benefit Obligations Are As Follows

(Rs. In Millions)		
Particular	2014-15	2013-14
opening defined benefit obligations	7.92	6.96
interest cost	0.73	0.56
current service cost	1.82	0.29
benefit paid	(0.13)	(0.16)
actuarial (gain)/losses	1.21	0.28
Closing Defined Benefit Obligations	11.56	7.93

23. Bank interest and cost includes the amounts provided towards currency fluctuation towards entire year to calculate the quarter profits such amounts of yearend adjustments are to be excluded.

24. Detail Calculation of Deferred Tax Assets / Liabilities are as under

(Rs. In lacs)				
Particulars	Amount In Rs.	DTL	DTA	Net DTA/(DTL)
A WDV of Depreciable Assets				
As per IT act 1961	2,759,6.12			
As per Companies Act,1956	4,290,9.25			
Cumulative Diff in Depreciation	15,313.13			
Effective Tax rate	0			
Deferred Tax liability		52,049.31		- 52,049.31
B Loss for the F.Y 2014-15	(11,012.28)			
Effective Tax rate	34%			
Deferred Tax Assets			37,430.73	37,430.73
Net Deferred Tax Assets /Liability		52,049.31	37,430.73	- 14,618.58
Carry forward net deferred Tax Liability as on april 2014				- 90,000.00
Net Deferred Tax Assets for the year				- 56,185.80

25. Annual Provision and provisions of expenses related to the commencement of the production from the new facilities resulted in increase in the cost of Q-4 2014-2015, the benefits of which are expected over the next year.

Previous year figures are regrouped /reclassified where ever necessary to make them comparable with the current year.

SIGNATURES TO THE Notes from 1 TO 25 FORMING PART OF THE ACCOUNTS

For **Vijay. N. Tewar & Co.**
(Chartered Accountants)

Vijay N. Tewar
Proprietor
FRN:111422W
Membership No. 040676
Date : 30th May, 2015
Place : Vadodara

For & on behalf of the Board of Directors

Amit Bhatnagar
Managing Director

Sumit Bhatnagar
Joint Managing Director

Nishant Javlekar
Company Secretary



Diamond Power Infrastructure Limited

CIN: L31300GJ1992PLC018198

Corporate Office: "Essen House", 5/9-10, B.I.D.C., Gorwa, Vadodara-390016, (Gujarat) India, Ph.: 0265-2284328, 2283969, Fax: 0265-2280528

Email: cs@dicabs.com Website: www.diatron.in

Registered Office: Phase II, Village: Vadadala, Tal.Savli, Dist. Vadodara-391520, India. Ph.: 02667-251516, 251354 Fax: 02667-251202

E-Communication Registration Form

Dear Shareholders,

You are aware that the provisions of Companies Act, 2013 have been made effective. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules issued there under, Companies can serve Annual Reports and other communications through electronic mode to those shareholders who have registered their email address either with the Company or with the Depository.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a greener environment. This is a golden opportunity for every shareholder of Diamond Power Infrastructure Limited to contribute to the cause of Green Initiative.

We therefore invite all our shareholders to contribute to the cause by filling up the form given below to receive communication from the Company in electronic mode. You can also download the appended registration form from the website of the Company www.diatron.in

Let's be a part of this 'Green Initiative'!

Please note that as a Member of the Company, you will be entitled to receive all such communication in physical form, upon request

Best Regards,

Shri Amit Bhatnagar
(Managing Director)

E-Communication Registration Form

Folio No. / DP ID and Client ID :

Name of the Registered Holder :

Name of the Joint Holder[s] :

Registered Address :

E-mail ID (to be registered) :

I / We shareholder(s) of Diamond Power Infrastructure Limited agree to receive communication from the Company in electronic mode.

Please register my above e-mail ID in your records for sending communication in electronic form

Date :

Sign :

Corporate Information

BOARD OF DIRECTORS

Shri Amit Bhatnagar	Managing Director
Shri Sumit Bhatnagar	Jt. Managing Director
Shri Ranvir Singh Shekhawat	Independent Director
Shri Ashok Kumar Gautam	Independent Director
Shri Ashok Kumar Singh	Independent Director
Ms. Nivedita Pandya	Woman Director
Shri Jaideep Nigam	Additional Director

AUDIT COMMITTEE

Shri Ranvir Singh Shekhawat	Chairman
Shri Ashok Kumar Singh	Member
Shri Amit Bhatnagar	Member
Shri Sumit Bhatnagar	Member
Ms. Nivedita Pandya	Member

STAKE HOLDERS' RELATIONSHIP & GRIEVANCE COMMITTEE

Shri Ranvir Singh Shekhawat	Chairman
Shri Sumit Bhatnagar	Member
Shri Ashok Kumar Gautam	Member

SHARE TRANSFER COMMITTEE

Shri Amit Bhatnagar	Member
Shri Sumit Bhatnagar	Member

NOMINATION & REMUNERATION COMMITTEE

Shri Ranvir Singh Shekhawat	Chairman
Shri Sumit Bhatnagar	Member
Shri Ashok Kumar Singh	Member
Ms. Nivedita Pandya	Member

CSR COMMITTEE

Ms. Nivedita Pandya	Chairperson
Shri Amit Bhatnagar	Member
Shri Sumit Bhatnagar	Member

AUDITORS

Vijay Tewar & Co.	(Statutory Auditor)*
315-316, Panorama, R.C Dutt Road	
Vadodara – 390 007, Gujarat.	

A Yadav & Associates (Internal Auditor)*

Office No. 202, Tower-A, Iscon Atria, Iscon Heights, Gotri Road
Vadodara – 390 021, Gujarat.

*For 2014-15

AFFAIRS COMPLIANCE AUDIT

SECRETARIAL AUDITORS	Devesh Vimal & Co.
COST AUDITORS	S S Puranik & Associates
LEGAL ADVISORS	Advocate Harshad J Shah
COMPANY SECRETARY	Nishant Javlekar Contact Details: 0265-2284328 Fax Details: 0265-2280528 Mail id : cs@dicabs.com

CORPORATE OFFICE

"Essen House"
5/9-10, BIDC, Gorwa,
Vadodara - 390016
Contact Details : 0265-2284328,
0265-2283969
Fax Details : 0265-2280528
Mail Id : cs@dicabs.com

REGISTERED OFFICE

Phase II, Village : Vadadala,
Taluka : Savli,
District : Vadodara - 391520

CONTACT DETAILS

02667-251354, 02667-251516
Fax Details : 02667-251202
Mail Id :
omprakash.tiwari@dicabs.com

BANKER INFORMATION

Axis Bank	Dena Bank
Bank of India	State Bank of Hyderabad
Bank of Baroda	State Bank of Mysore
ICICI Bank Ltd	Exim Bank of India
Allahabad Bank	Indian Overseas Bank
Corporation Bank	IFCI Limited

NCD HOLDERS INFORMATION

Tata Capital Financial Services Limited	Bank of Maharashtra
CSEB Gratuity & Pension Fund	L&T finance
Dena Bank Employee Gratuity Fund	Syndicate Bank
Dena Bank Employee Pension Fund	Corporation Bank



DIAMOND POWER INFRASTRUCTURE LIMITED
www.diatron.in

Notice

is hereby given that the Twenty Third Annual General Meeting of the Members of M/s Diamond Power Infrastructure Limited (CIN: L31300GJ1992PLC018198) will be held on Wednesday, 30th September, 2015 at 10:00 A.M at the Registered Office of the Company situated at Phase II, Village: Vadadala, Tal: Savli, Dist: Vadodara – 391520 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement including statement of Profit & Loss of the company for the financial year ended on 31st March, 2015 together with the Reports of the Directors' and Auditors' thereon.
2. To Appoint a Director in place of Shri Amit Suresh Bhatnagar (DIN 00775880), who retire by rotation and, being eligible to offer himself for re-appointment.
3. To Appoint a Director in place of Shri Sumit Suresh Bhatnagar (DIN 00776129), who retire by rotation and, being eligible to offer himself for re-appointment.
4. To Consider and Appoint M/s. B S R & Co., LLP as Joint Statutory Auditors of the Company and to fix their remuneration.

Ordinary Resolution Relating To M/S. B S R & Co. LLP:

"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. B S R & Co., LLP, Chartered Accountants (Firm Registration Number 101248W/W-100022) be and are hereby appointed as Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company."

5. To Consider and Appoint M/s. A. Yadav & Associates as Joint Statutory Auditors of the Company and to fix their remuneration.

Ordinary Resolution Relating To M/S. A Yadav & Associates.:

"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. A Yadav & Associates, Chartered Accountants (Firm Registration Number 129725W) be and are hereby appointed as Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

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

"RESOLVED THAT Ms. Nivedita Pandya (DIN 02992638), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 31st March, 2015 under Section 161 (1) of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose the candidature of Ms. Nivedita Pandya for the office of Director be and is hereby appointed as a Director of the Company."

"RESOLVED THAT pursuant to the provisions of Section

149, 152 read with Schedule IV and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), Clause 49 of Listing Agreement Ms. Nivedita Pandya (DIN 02992638), who has submitted a declaration that she meets criteria of independence under Section 149 (6) of the Act and who is eligible for appointment as an Independent Director of the Company to hold the office for a term of Five (5) consecutive years for a term upto 28th Annual General Meeting."

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

"RESOLVED THAT Shri Jaideep Nigam (DIN - 07253279), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 30th May, 2015 under Section 161 (1) of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose the candidature of Shri Jaideep Nigam for the office of Director be and is hereby appointed as a Director of the Company."

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), Clause 49 of Listing Agreement Shri Jaideep Nigam (DIN - 07253279) who has submitted a declaration that he meets criteria of independence under Section 149 (6) of the Act and who is eligible for appointment as an Independent Director of the Company to hold the office for a term of Five (5) consecutive years for a term upto 28th Annual General Meeting."

8. To Consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. S S Puranik & Associates, Cost Accountants (Firm Registration No. 100133) appointed by the Board to conduct Audit of the cost records of the Company for the Financial Year 2015-16, be paid remuneration of Rs. 90,000 (Rupees Ninety Thousand Only) plus service tax and out of pocket expenses."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution."

9. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section

- 196, 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the said Act as amended from time to time and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Shri Amit Bhatnagar as Managing Director of the Company for a period of three years with effect from February 1st, 2016 with a remuneration of Rs. 21,78,723/- (Rupees Twenty One Lacs Seventy Eighty Thousand Seven Hundred Twenty Three Only) per month and on such other terms and conditions as mentioned in the explanatory statement to this notice."
- "RESOLVED FURTHER THAT subject to the approval of the Central Government and notwithstanding anything contain in the provisions of Part II of Schedule V to the Act, if in any financial year during the tenure of Shri Amit Bhatnagar as Managing Director, the Company has no profits or its profits are inadequate, he shall be entitled to receive and be paid the same remuneration in that year as set out in this Resolution."
- "FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government, as may be required in this regard."
10. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:
- "RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the said Act as amended from time to time and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Shri Sumit Bhatnagar as Jt. Managing Director of the Company for a period of three years with effect from February 01, 2016 with a remuneration of Rs. 21,78,723/- (Rupees Twenty One Lacs Seventy Eighty Thousand Seven Hundred Twenty Three Only) per month and on such other terms and conditions as mentioned in the explanatory statement to this notice."
- "RESOLVED FURTHER THAT subject to the approval of the Central Government and notwithstanding anything contain in the provisions of Part II of Schedule V to the Act, if in any financial year during the tenure of Shri Sumit Bhatnagar as Jt. Managing Director, the Company has no profits or its profits are inadequate, he shall be entitled to receive and be paid the same remuneration in that year as set out in this Resolution."
- "FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard."

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 CORPORATE OFFICE OF THE COMPANY SITUATED AT 5/9-10 "ESSEN HOUSE", 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 Corporate office of the company situated at 5/9-10, "Essen House", 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, 25th September, 2015 to Wednesday, 30th September, 2015 (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) 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 Vice President, 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. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants. The address/bank mandate as furnished to the Company by the respective Depositories viz, NSDL and CDSL will be printed on the dividend warrants.
12. 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.
13. Members may also note that the Notice of the 23rd Annual General Meeting along with Annual Report for the year 2014-15 will also be available on the Company's website www.diatron.in
14. 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.
15. 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.
16. In terms of Sections 123 and 124 of the Companies Act, 2013 the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF).
17. 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.
18. **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 M/S Karvy Computershare Pvt. Ltd. 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 Sunday, 27th September, 2015 at 10:00 A.M. to Closure of e-voting, Tuesday, 29th September, 2015 Upto 05:00 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 Power Infrastructure 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 counted 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 maildeveshpathak@rediffmail.com with a copy marked to evoting@karvy.com and cs@dicabs.com. The scanned image of the above mentioned documents should be in the naming format "Diamond Power Infrastructure Limited AGM 30th September, 2015".

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

1. User ID and initial password as provided herein below.
2. Please follow all steps from Sr. No. (1) To Sr. No. (12) Mentioned above under (Instructions for members whose email IDs are registered with the Company/ their respective Depository participant(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 Sunday, 27th September, 2015 at 10:00 A.M Closure of e-voting, Tuesday, 29th September, 2015 Upto 05:00 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, 28th August, 2015 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 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 (record date) being Friday, 28th August, 2015.
- V. The Board of Director has appointed M/s. Devesh Vimal & Co., Practicing Company Secretary 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, forthwith 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 alongwith the Scrutinizer's Report shall be placed on the Company's website www.diatron.in 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 National Stock Exchange of India Limited and BSE Limited.

EVENT (E Voting Event Number)	User ID	Password

19. Information required under Clause 49 (IV)(G) of the Listing Agreement (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	Ms. Nivedita Pandya (DIN 02992638)	
Position	Women Director	
Profile	<p>Ms. Pandya was appointed by the Board of Directors of the Company as an Additional Director w.e.f. 31st March, 2015.</p> <p>Ms. Nivedita Pandya is a Graduate in Mechanical Engineering from S.P University - V.V Nagar, with wide techno- commercial experience in industries majorly in cable industry. She has been Instrumental in the execution of several prestigious Green field projects including setting up of state of art HV- EHV cable plants, Tower manufacturing plant etc, UHV Laboratory & R & D center etc.</p> <p>She is also doing extensive work in the field of Machinery design & its Manufacturing since last over 15 years and travelled extensively to Europe & China for technology selection sourcing etc.</p>	
Date of Joining	31st March, 2015	
No. of Shares held in the Company	Not Applicable	
Directorship in other Companies	Diamond Power Transformers Ltd Ruby Cables Ltd. Apex Electricals Ltd.	Vikas Ferro Pvt. Ltd. Manacles Enterprise Pvt. Ltd. Diamond Infosystems Limited

Name of the Director	Shri Jaideep Nigam (DIN 07253279)
Position	Independent Director
Profile	Shri Jaideep Nigam was appointed by the Board of Directors of the Company as an Additional Director w.e.f. 30th May, 2015. Jaideep Nigam is B.E Mechanical, with M.B.A in International Business, He carries a diverse & varied Industry experience with World top Brands/Big Groups of 23 years based in Dubai with an overall successful track record of 28 years. He holds personal/Business rapport with Eminent Arabs, Top Businessmen / Industry professionals & Government Institutions across Middle East, Africa & India. His strong Networking/P.R Skills coupled with brilliance in Marketing has helped establish Brand Diatron across M.E & Africa in a very short span of time with a long term Dealer relationships & penetrative ongoing sales in Region.
Date of Joining	30th May, 2015
No. of Shares held in the Company	Not Applicable
Directorship in other Companies	Not Applicable

Name of the Director	Shri Amit Bhatnagar (DIN 00775880)												
Position	Managing Director												
Profile	Shri Amit Bhatnagar is the Managing Director of our Company since January 2010. Prior to that, he was the Joint Managing Director of our Company since 1992. He 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 25 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 was also awarded the 'UdyogRatan' award for 2007-08 by the Government of India. He is also one of the founders of Vadodara Marathon' and is an Executive Committee Member of the BalGokulam, a children shelter established by the Government.												
Date of Joining	26th August, 1992												
No. of Shares held in the Company	9,98,483 (Equity)												
Directorship in other Companies	<table border="1"> <tr> <td>Madhuri Finserve Private Limited</td><td>Diamond Power Transmission Private Limited</td></tr> <tr> <td>Diamond Projects Limited</td><td>Maktel Control & Systems Private Limited</td></tr> <tr> <td>Diamond Power Transformers Limited</td><td>Maktel Power Limited</td></tr> <tr> <td>Diamond Infosystems Limited</td><td>Ruby Cables Limited</td></tr> <tr> <td>Apex Power Equipments Private Limited</td><td></td></tr> <tr> <td>Vadodara Marathon</td><td></td></tr> </table>	Madhuri Finserve Private Limited	Diamond Power Transmission Private Limited	Diamond Projects Limited	Maktel Control & Systems Private Limited	Diamond Power Transformers Limited	Maktel Power Limited	Diamond Infosystems Limited	Ruby Cables Limited	Apex Power Equipments Private Limited		Vadodara Marathon	
Madhuri Finserve Private Limited	Diamond Power Transmission Private Limited												
Diamond Projects Limited	Maktel Control & Systems Private Limited												
Diamond Power Transformers Limited	Maktel Power Limited												
Diamond Infosystems Limited	Ruby Cables Limited												
Apex Power Equipments Private Limited													
Vadodara Marathon													

Name of the Director	Dr. Sumit Bhatnagar (DIN 00776129)										
Position	Jt. Managing Director										
Profile	Dr. Sumit Bhatnagar is the Joint Managing Director of our Company since January 2010. He has pursued BE in Electronics from Pune University and also holds an Hon. Doctorate in Business Management, MBA in international finance from Swinburne University, Melbourne, Australia with chancellor's medal and scholarship for obtaining highest grades in his course. He is also a certified ERP Professional for Microsoft, Oracle & SAP. Shri Sumit Bhatnagar has been associated with our Company for over 21 years. He has more than 16 years of experience in Business Process Analysis, re-engineering, System Study like ERP, ISO 9002, developing in-house internal audit system and putting in place the MIS for decision making and control. Shri Bhatnagar is also a Trustee on the Board of BalBhavan Society of Vadodara, Vice President of Savli. Taluka Industries Association, Chairman of Baroda Round Table – 49 and has also been felicitated with the National Business Leadership Award for Industrial Development given by IEDRA.										
Date of Joining	26th August, 1992										
No. of Shares held in the Company	10,39,998 (Equity)										
Directorship in other Companies	<table border="1"> <tr> <td>Diamond Infosystems Limited</td><td>Maktel Control & Systems Private Limited</td></tr> <tr> <td>Madhuri Finserve Private Limited</td><td>Maktel Power Limited</td></tr> <tr> <td>Diamond Projects Limited</td><td>Ruby Cables Limited</td></tr> <tr> <td>Diamond Power Transformers Limited</td><td>Apex Power Equipments Private Limited</td></tr> <tr> <td>Diamond Power Transmission Private Limited</td><td></td></tr> </table>	Diamond Infosystems Limited	Maktel Control & Systems Private Limited	Madhuri Finserve Private Limited	Maktel Power Limited	Diamond Projects Limited	Ruby Cables Limited	Diamond Power Transformers Limited	Apex Power Equipments Private Limited	Diamond Power Transmission Private Limited	
Diamond Infosystems Limited	Maktel Control & Systems Private Limited										
Madhuri Finserve Private Limited	Maktel Power Limited										
Diamond Projects Limited	Ruby Cables Limited										
Diamond Power Transformers Limited	Apex Power Equipments Private Limited										
Diamond Power Transmission Private Limited											

20. 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 A.M to 01:00 P.M on all working days except Holidays and Sunday, up to and including the date of the Annual General Meeting of the Company.

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

ITEM NO. 4 & 5

At the 22nd AGM of your Company, M/s. Vijay N. Tewar & Co., Chartered Accountants (Firm Registration No. 111422W) was appointed as the Auditor to hold office till the conclusion of the 23rd 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. Further, the Act also grants an option to shareholders to further require rotation of the audit partner at such intervals as they may choose. 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 30th May, 2015, on the recommendations of the Audit Committee, in accordance with the provisions of Section 139 (8) of the Companies Act, 2013 appointed M/s. B S R & Co. LLP and M/s. A. Yadav & Associates, Chartered Accountants, to act as the Joint Statutory Auditors of your Company who shall hold such office till the conclusion of the 24th AGM.

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. 4 & 5.

The Board recommends the resolution at Item No. 4 & 5 for approval of the members.

ITEM NO. 6

Ms. Nivedita Pandya (DIN:02992638), is an Independent Director of the Company pursuant to section 149 (6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. She joined the Board of Directors of your Company in the month of March, 2015 as an Additional Director appointed by Board of Directors on recommendation of Nomination and Remuneration committee.

Ms. Pandya is a Graduate in Mechanical Engineering from S.P University - V.V Nagar, with wide techno-commercial experience in industries majorly in cable industry. She played pivot roles in the execution of several prestigious Green field projects including setting up of state of art HV- EHV cable plants, Tower manufacturing plant etc, UHV Laboratory & R & D centre etc.

She is not holding any shares in the Company. The Company has received declaration from her confirming that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors of your Company after reviewing the declaration submitted by Ms Pandya, are of the opinion that she meets the criteria of independence as per the provisions of Section 149(6) of the Companies Act, 2013 and rules made thereunder and also meets with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, for her appointment as an Independent Director of the Company and is independent of the management.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act 2013, proposing Ms. Nivedita Pandya as a candidate for the office of Director of the Company.

The Board recommends the resolution at Item No. 6 for approval of the members.

None of the Directors except Ms. Nivedita Pandya and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out at item No. 6.

ITEM NO. 7

Shri Jaideep Nigam, is an Independent Director of the Company pursuant to section 149 (6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. He joined the Board of Directors of your Company in the month of May, 2015 as an Additional Director appointed by Board of Directors on recommendation of Nomination and Remuneration committee. Shri Jaideep Nigam is B.E Mechanical, with M.B.A in International Business, He carries a diverse & varied Industry experience with World top Brands/Big Groups of 23 years based in Dubai with an overall successful track record of 28 years. He holds personal/ Business rapport with Eminent Arabs, Top Businessmen / Industry professionals & Government Institutions across Middle East, Africa & India.

He is not holding any shares in the Company. The Company has received declaration from him confirming he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors of your Company after reviewing the declaration submitted by Shri Nigam, are of the opinion that he meets the criteria of independence as per the provisions of Section 149(6) of the Companies Act, 2013 and rules made thereunder and also meets with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, for his appointment as an Independent Director of the Company and is independent of the management.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act 2013, proposing Shri Jaideep Nigam as a candidate for the office of Director of the Company.

The Board recommends the resolution at Item No. 7 for approval of the members.

None of the Directors except Shri Jaideep Nigam and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out at item No. 7.

ITEM No. 8

The Board of Directors at their meeting held on 30th May, 2015, on the recommendations of the Audit Committee had approved the appointment of M/s. S S Puranik & Associates, Practicing Cost Accountants(Firm Registration No. 100133) (Membership No. 7113), as the Cost Auditors for audit of the cost accounting records of the Company for the financial year 2015-16, at a remuneration not exceeding Rs. 90,000 (Rupees Ninety Thousand Only) excluding service tax and reimbursement of out of pocket expenses at actuals, if any, in connection with the audit.

In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditor is required to be approved by the members of the Company.

Accordingly, consent of the members is sought for approving the Resolution as set out in Item No. 8 for remuneration payable to the Cost Auditor for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2016. None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed Resolution as set out at Item No. 8 of the Notice. The Board recommends the Ordinary Resolution as set out in Item No. 8 of the Notice for your approval.

ITEM No. 9

The shareholders of the Company in their Annual General Meeting held on 28th September, 2010 approved the appointment of Shri Amit Bhatnagar, as Managing Director of the Company for a

period of 3 years commencing from 1st February, 2010 to 31st January, 2013 on terms and conditions including salary and perquisites payable to him and subsequently Shri Bhatnagar on the same terms and conditions further appointed as Managing Director in the Annual General Meeting held on 28th February, 2012 for further period of 3 years commencing from 1st February, 2013 to 31st January, 2016.

The hardwork, perseverance and efforts injected by Shri Amit Bhatnagar in the Company has put the company in a pre-eminent position, enabling it to achieve new heights of success. Based on the recommendation of the Nomination and Remuneration Committee your directors at their meeting held on 13th August, 2015, subject to the approval of the Company in general meeting and Central Government, if required, has reappointed Shri Amit Bhatnagar as Managing Director of the Company for a period of 3 years starting from 1st February, 2016 to 31st January, 2019 on the terms and conditions as mentioned below :

A SALARY:

Rs. 21,78,723/- (Rupees Twenty One Lacs Seventy Eighty Thousand Seven Hundred Twenty Three Only) per month. The Annual increment in basic salary will be maximum 20% every year.

B PERQUISITES:

- (I) The Managing Director shall be entitled to House Rent Allowance subject to 50% of the aforesaid salary. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962. This shall however, be subject to a ceiling of 10% of the Basic Salary per annum.
- (II) The Managing Director shall be entitled for Medical Reimbursement, Leave Travel Concession, for self and family, club fees - maximum up to 24 % of salary per annum.
- (III) The Managing Director shall be entitled for Special allowance maximum up to 25% of Salary per annum to maintain office at residence, subscription to various books and periodicals etc.

I. GENERAL INFORMATION

1. Nature of Industry: Manufacturer of Power Equipments such as Cables, Conductors, Transformers, EPC Contracts, Transmission Towers
2. Date or expected date of commencement of commercial production: Company incorporated in the year 1992 and already commenced its commercial production from the said date.
3. In case of new companies, expected Date of commencement of activities as per project approved by financial institutions appearing in the prospectus.: Not Applicable
4. Financial performance based on given indicators.

YEAR	Rs. in Lacs		
	2014-15	2013-14	2012-13
	Standalone	Standalone	Standalone
Net Revenue	2,42,276.10	2,67,429.26	2,12,636.53
EBIDTA	(26,093.35)	26,885.99	22,533.60
PBT	(11,012.28)	12,196.87	10,707.76
PAT	(11,574.28)	10,396.87	9,207.76
Net worth	84,364.42	92,531.20	70,198.16

5. Foreign investments or collaborations if any: the Company is having wholly owned subsidiary company with the name Diamond Power Global Holding Limited in U.A.E (JAFZA)

- (IV) Annual Increment: The Managing Director shall be entitled to get annual increment over and above normal increment as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee. However the same in any case shall not be more than 20 % on yearly incremental effect.
- (V) The following perquisites if applicable shall not be included in the computation of the ceiling of remuneration:
 - (A) Contribution to Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - (B) Provision of car for use of Company's business and telephone at residence will not be considered as perquisites. However personal long distance calls and use of the car for private purpose shall be billed by the Company to the Managing Director.
 - (C) The Managing Director will be entitled to one month's leave with pay and allowance for every eleven months of service. Such leave may be accumulated as per Company's rules and practice and encashment of the same shall be allowed at the end of the tenure.
- (VI) The Managing Director shall not be entitled to sitting fees for attending meeting of the Board of Directors or Committees thereof.
- (VII) In absence of or in adequacy of profits in any financial year, the Managing Director will be entitled to said salary, perquisites, etc. as mentioned above as minimum remuneration.
A copy of the draft Agreement to be entered into is available for in section during working hours of the Company on any day except Sunday and other holidays at the Registered office of the company between 11:00 A.M. to 01:00 P.M.
The statement of information as required by second proviso (iv) of Paragraph B of Section II of Part II of Schedule V of the Companies Act, 2013

II. INFORMATION ABOUT THE APPOINTEE**1. Background details**

Shri Amit Bhatnagar is a Managing Director of the Company since January 2010. Prior to that, he was Joint Managing Director of the Company since 1992. He holds a Bachelor's degree in Industrial Engineering (gold medallist) from Saurashtra University and MBA in Finance & MOP with a gold medal from the Asian Institute of Management, Manila.

Shri Bhatnagar has over 25 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.

2. Past remuneration (Per Month)

YEAR	2014-15	2013-14	2012-13
Amount	Rs. 18,15,602	Rs. 15,71,674	Rs. 13,18,278

3. Recognition or awards

Shri Amit Bhatnagar was awarded with the 'Udhyog Ratan' award for 2007-08 by the Government of India.

4. Job profile and his suitability

Shri Amit Bhatnagar is looking after Finance, Accounts, Production, Procurement and Legal, Secretarial, EPC, Transformers Business and Taxation in the organization.

5. Remuneration proposed for the financial years is as under (Per Month):

YEAR	2015-16	2016-17	2017-18
Amount	Rs. 21,78,723	Rs. 26,14,468	Rs. 31,37,361

6. Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of its origin):

Sr. No.	Name of Executive Director	Name of the Company	Amount per Annum
1	Shri Kushal N. Desai	Apar Industries Limited*	Rs. 1,71,93,936
2	Shri P P Chhabria	Finolex Cables Limited*	Rs. 1,51,31,706
3	Shri Pravin Agarwal	Sterlite Technologies Limited*	Rs. 3,99,00,000
4	Shri Anil Gupta	KEI Industries Limited*	Rs. 1,48,51,000

Source: *Annual Report of the Company 2013-14

It means the remuneration recommended by the NRC and as considered by the Board is in line with other industries in the same segment and with similar size and hence the board is of the view that the proposed remuneration is reasonable and appropriate.

7. Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel if any

Shri Amit Bhatnagar is the promoter of the Company and brother of Shri Sumit Bhatnagar, Jt. Managing Director of the Company.

III. OTHER INFORMATION**IV. DISCLOSURES**

- All elements of remuneration package such as salary, benefits, bonus, stock option, pension etc. of all the directors: Shri Bhatnagar is entitled for HRA, Conveyance, Medical, LTA, education allowance PF and ESI.
 - Details of fixed components and performance linked incentives along with the performance criteria: Not Applicable.
 - Service contract, notice period, severance fees: Not Applicable.
 - Stock option details if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable Not Applicable
- The Re-appointment of Shri Amit Bhatnagar is in accordance with the norms laid down in Schedule V of the Companies Act, 2013, and any approval of the Central Government, along with the shareholders of the Company, if required, would be obtained in accordance with the provisions of Schedule V of the Companies Act, 2013.
- This may be treated as an abstract of terms and memorandum of interest pursuant to provisions of the Companies Act, 2013.
- Except Shri Amit Bhatnagar and his relative Shri Sumit Bhatnagar, none of the other Directors and Key Managerial Personnel is interested directly or indirectly financially or under this resolution.
- The Board recommends the Resolution for approval of the Shareholders.

ITEM No. 10

The shareholders of the Company in their Annual General Meeting held on 28th September, 2010 approved appointment of Shri Sumit Bhatnagar, as Jt. Managing Director of the Company for a period of 3 years commencing from 1st February, 2010 to 31st January, 2013 on terms and conditions including salary and perquisites payable to him and subsequently Shri Bhatnagar on the same terms and conditions further re-appointed as Jt. Managing Director in the Annual General Meeting held on 28th February, 2012 for further period of 3 years commencing from 1st February, 2013 to 31st January, 2016.

Taking into consideration the endless efforts and commitment of Shri Sumit Bhatnagar towards the Company and his valuable ideas, contribution and support and based on the recommendation of the nomination and remuneration committee your directors at their meeting held on 13th August, 2015, subject to the approvals of the Company in general meeting and Central Government, if required, is re-appointed Shri Sumit Bhatnagar as Jt. Managing Director of the Company for a period of 3 years starting from 1st February, 2016 to 31st January, 2019 as per following conditions:

A SALARY:

Rs.21,78,723/- (Rupees Twenty One Lacs Seventy Eight Thousand Seven Hundred and Twenty Three Only) per month. The Annual increment in basic salary will be maximum 20% every year.

B PERQUISITES:

- (I) The Jt. Managing Director shall be entitled to House Rent Allowance subject to 50% of the aforesaid salary. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962. This shall however, be subject to a ceiling of 10% of the Basic Salary per annum.
- (II) The Jt. Managing Director shall be entitled for Medical Reimbursement, Leave Travel Concession, for self and family, club fees - maximum up to 24 % of salary per annum.
- (III) The Jt. Managing Director shall be entitled for Special allowance maximum up to 25% of Salary per annum to maintain office at residence, subscription to various books and periodicals etc.
- (IV) Annual Increment: The Jt. Managing Director shall be entitled to get annual increment over and above normal increment as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee. However the same in any case shall not be more than 20 % on yearly incremental effect.
- (V) The following perquisites if applicable shall not be included in the computation of the ceiling of remuneration:

(A) Contribution to Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable to under the Income Tax Act, 1961.

(B) Provision of car for use of Company's business and telephone at residence will not be considered as perquisites. However personal long distance calls and use of the car for private purpose shall be billed by the Company to the Jt. Managing Director.

(C) The Jt. Managing Director will be entitled to one month's leave with pay and allowance for every eleven months of service. Such leave may be accumulated as per Company's rules and practice and encashment of the same shall be allowed at the end of the tenure.

(VI) The Jt. Managing Director shall not be entitled to sitting fees for attending meeting of the Board of Directors or Committees thereof.

(VII) In absence of or in-adequacy of profits in any financial year, the Jt. Managing Director will be entitled to said salary, perquisites, etc. as mentioned above as minimum remuneration.

A copy of the draft Agreement to be entered into is available for in section during working hours of the Company on any day except Sunday and other holidays at the Registered office of the company between 11:00 A.M. to 01:00 P.M.

The statement of information as required by second proviso (iv) of Paragraph B of Section II of Part II of Schedule V of the Companies Act, 2013

I. GENERAL INFORMATION

1. Nature of Industry: Manufacturer of Power Equipment such as Cables, Conductors, Transformers, EPC Contracts, Towers
2. Date or expected date of commencement of commercial production: Company incorporated in the year 1992 and already commenced its commercial production from the said date.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.: Not Applicable
4. Financial performance based on given indicators

YEAR	Rs. in Lacs		
	2014-15	2013-14	2012-13
	Standalone	Standalone	Standalone
Net Revenue	2,42,276.10	267,429.26	2,12,636.53
EBIDTA	(26,093.35)	26,885.99	22,533.60
PBT	(11,012.28)	12,196.87	10,707.76
PAT	(11,574.28)	10,396.87	9,207.76
Net worth	84,364.42	92,531.20	70,198.16

5. Foreign investments or collaborations if any: the Company is having wholly owned subsidiary name Diamond Power Global Holding Limited in U.A.E (JAFZA).

II. INFORMATION ABOUT THE APPOINTEE**1. Background details**

Shri Sumit Bhatnagar is the Jt. Managing Director of our Company since February, 2010.

He has been associated with our company for over 21 years. He holds a Bachelor's degree in Electronics from Pune University and holds an Hon. Doctorate in Business Management, MBA in international finance from Swinburne University, Melbourne, Australia.

Shri Bhatnagar has over 16 years of experience in Business process analysis, re-engineering, System Study like ERP, ISO 9002, developing in-house internal audit system and putting in place the MIS for decision making and control.

2. Past remuneration (Per Month)

YEAR	2014-15	2013-14	2012-13
Amount	Rs. 18,15,602	Rs. 15,71,674	Rs. 13,18,278

3. Recognition or awards

Shri Sumit Bhatnagar was awarded with the National Business Leadership Award for the Industrial Development given by IEDRA.

4. Job profile and his suitability

Shri Sumit Bhatnagar is looking after Information technology, Human Resources, Government Sales, Domestic Sales, Dealer Network and Corporate Sales, Export.

5. Remuneration proposed for the financial years is as under (Per Month):

YEAR	2015-16	2016-17	2017-18
Amount	Rs. 21,78,723	Rs. 26,14,468	Rs. 31,37,361

6. Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of is origin:

Sr. No.	Name of Executive Director	Name of the Company	Amount per Annum
1	Shri Kushal N. Desai	Apar Industries Limited*	Rs. 1,71,93,936
2	Shri P P Chhabria	Finolex Cables Limited*	Rs. 1,51,31,706
3	Shri Pravin Agarwal	Sterlite Technologies Limited*	Rs. 3,99,00,000
4	Shri Anil Gupta	KEI Industries Limited*	Rs. 1,48,51,000

Source: *Annual Report of the Company 2013-14

It means the remuneration recommended by the NRC and as considered by the Board is in line with other industries in the same segment and with similar size and hence the board is of the view that the proposed remuneration is reasonable and appropriate.

7. Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel if any

Shri Sumit Bhatnagar is promoter of the Company and brother of Shri Amit Bhatnagar, Managing Director of the Company.

III. OTHER INFORMATION**IV. DISCLOSURES**

1. All elements of remuneration package such as salary, benefits, bonus, stock option, pension etc. of all the directors: Shri Bhatnagar is entitled for HRA, Conveyance, Medical, LTA, Education allowance PF and ESI.
2. Details of fixed components and performance linked incentives along with the performance criteria: Not Applicable.
3. Service contract, notice period, severance fees: Not Applicable.
4. Stock option details if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable Not Applicable.

The Re-appointment of Shri Sumit Bhatnagar is in accordance with the norms laid down in Schedule V of the Companies Act, 2013, and any approval of the Central Government, along with the shareholders of the Company, if required, would be obtained in accordance with the provisions of Schedule V of the Companies Act, 2013.

This may be treated as an abstract of terms and memorandum of interest pursuant to provisions of the Companies Act, 2013.

Except Shri Sumit Bhatnagar and his relative Shri Amit Bhatnagar, none of the other Directors and Key Managerial Personal may be considered to be concerned or interested in passing of this resolution.

The Board recommends the Resolution for approval of the Shareholders.

By Order of the Board,
Amit Bhatnagar
Managing Director &
Chairman of the Meeting

Date : 13th August, 2015
Place : Vadodara



Diamond Power Infrastructure Limited

CIN: L31300GJ1992PLC018198

Corporate Office: "Essen House", 5/9-10, B.I.D.C., Gorwa, Vadodara-390016, (Gujarat) India,
Ph.: 0265-2284328, 2283969, Fax: 0265-2280528, Email: cs@dicabs.com Website: www.diatron.in

Registered Office: Phase II, Village: Vadadala, Tal.Savli, Dist. Vadodara-391520, India. Ph.: 02667-251516, 251354 Fax: 02667-251202

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

1. Name:
Address:
E-mail Id:
Signature: , or failing him
2. Name:
Address:
E-mail Id:
Signature: , or failing him
3. Name:
Address:
E-mail Id:
Signature: , or failing him

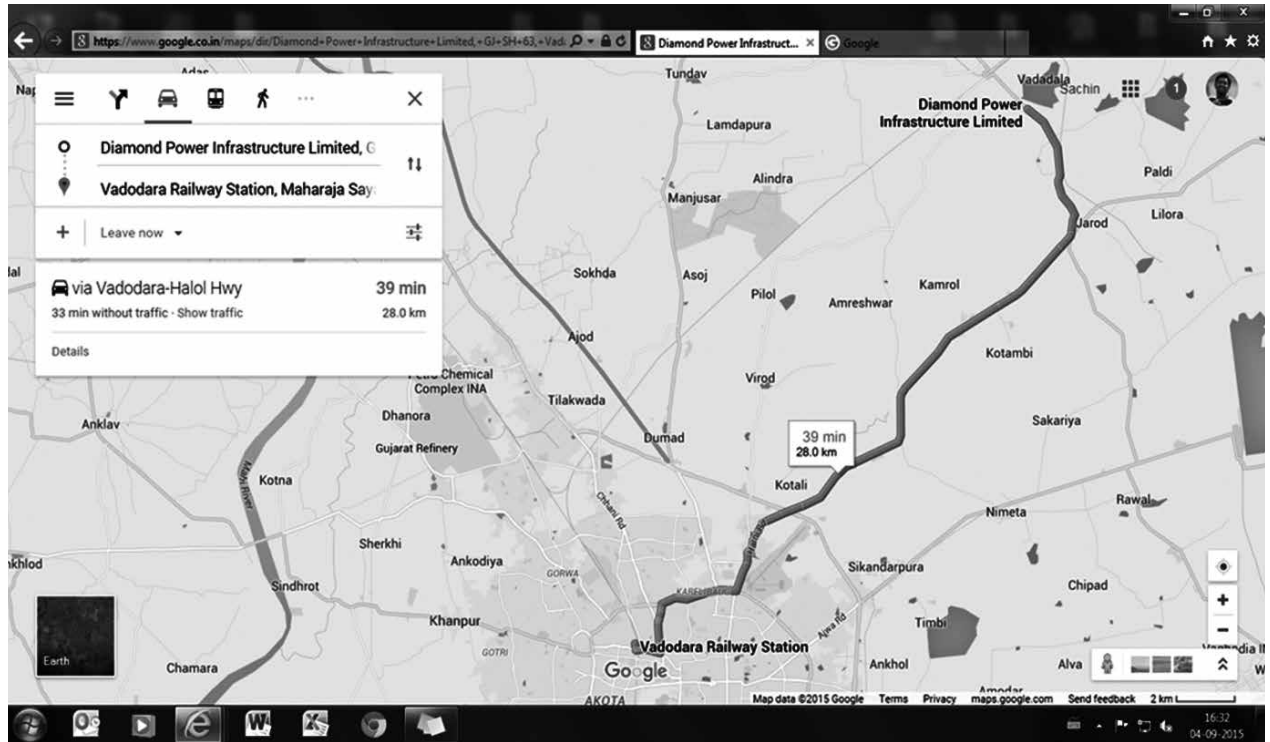
As my/our proxy to attend and vote (on a poll) for me/ s and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Wednesday, 30th September, 2015 at 10:00 A.M. at Vadodara and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No	Description	For*	Against*
01	To receive, consider and adopt the audited financial statement including statement of Profit & Loss of the company for the financial year ended on 31st March, 2015 together with the Reports of the Directors' and Auditors' thereon		
02	To Appoint a Director in place of Shri Amit Suresh Bhatnagar (DIN : 00775880), who retire by rotation and, being eligible to offer himself for re-appointment.		
03	To Appoint a Director in place of Shri Sumit Suresh Bhatnagar (DIN : 00776129), who retire by rotation and, being eligible to offer himself for re-appointment.		
04	To Consider and Appoint M/s. B S R & Co., LLP as Joint Statutory Auditors of the Company and to fix their remuneration.		
05	To Consider and Appoint M/s. A. Yadav & Associates as Joint Statutory Auditors of the Company and to fix their remuneration.		
06	To Appoint Ms. Nivedita Pandya (DIN : 02992638) as woman Director of the Company.		
07	To Appoint Shri Jaideep Nigam (DIN : 07253279) as Independent Director of the Company.		
08	To Appoint and fix remuneration of M/s. S S Puranik & Associates, Cost Accountants for the purpose of conducting Cost Audit.		
09	To Re-Appoint and Fix remuneration of Shri Amit Bhatnagar as Managing Director of the Company		
10	To Re-Appoint and Fix remuneration of Shri Sumit Bhatnagar as Jt. Managing Director of the Company		

Signed this day of September, 2015

Signature of Shareholder

Affix
Revenue
Stamp



* Source from Google Map

FORM A

01	Name Of The Company	M/S Diamond Power Infrastructure Limited
02	Annual Financial Statements for the ended	31 st March, 2015
03	Type of Qualification	Un- Qualified
04	Frequency of Qualification	Not Applicable

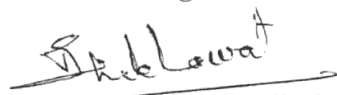
Managing Director


Amit Bhatnagar

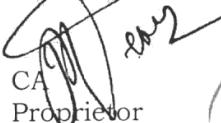
Managing Director


Dr. Sumit Bhatnagar

Ranvirsingh Sekhawat


Chairman of Audit Committee

For Vijay N Tewar & Co


CA
Proprietor
M. No. 040676
F.R. No. 111422W

