

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF DIAMOND POWER INFRASTRUCTURE LIMITED HELD ON 25<sup>TH</sup> MARCH, 2015 AT 10.00 AM AT REGISTERED OFFICE OF THE COMPANY.**

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**Directors Present:**

1. Shri S N Bhatnagar - Chairman
2. Shri Sumit Bhatnagar - Jt. Managing Director

**Attendance:**

Shri Nishant Javlekar - Company Secretary

**Chairman of the Meeting:**

Miss Mahasaweta Sinha proposed that Shri S N Bhatnagar will chair the Meeting, which was Seconded by Shri P Kothari. The proposal was unanimously approved by show of hands, by the members present where upon Shri S N Bhatnagar assumed the Chair.

**Quorum:**

Requisite Quorum being present, the Chairman then declared the meeting open. Shri S N Bhatnagar, Chairman welcomed all the members, Nominees and Directors.

**Notice:**

With the permission of the Members present, the Notice of the Extra-Ordinary General Meeting of the Company (EOGM) was taken as read.

The Chairman briefed the basis of purpose of convening of the Meeting that recently the Ministry of Corporate Affairs, Govt. of India, had notified new Companies Act, 2013 along with the Rules framed thereunder. In terms of these new provisions, shareholders' approval was required for certain matters, which had been mentioned in detail in the Notice dated 14<sup>th</sup> February, 2015.

The Chairman stated that electronic voting facility was provided to the Members, in the manner as prescribed under the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, to exercise and cast their vote between 16<sup>th</sup> March, 2015 (9 a.m.) and ends on 17<sup>th</sup> March, 2015 (5 p.m.), in the proportion to their shareholding as on the cut-off date i.e. 6<sup>th</sup> March, 2015, and that the members who were present in the EOGM and eligible to vote were also given an opportunity to vote in proportion to their shareholding, through voting by poll. He also requested the members that the shareholders, who had already cast their votes through e-voting, and were present in this meeting, either personally or through proxies, should not participate in the poll. In case of such

  
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**CHAIRMAN'S INITIALS**

HELD AT \_\_\_\_\_

ON \_\_\_\_\_

TIME \_\_\_\_\_

shareholders, again cast their vote, in this matter, the voting done through e-voting shall prevail and their ballots will be treated as invalid.

He then informed the Members that the Scrutinizer for the electronic voting Shri Devesh Pathak, Partner of M/s. Devesh Vimal & Co., Practicing Company Secretaries, appointed for independently carrying out the electronic voting in a fair and transparent manner, had submitted his report on the electronic voting to him before the EGM.

Thereafter, the Chairman ordered the poll on all resolution as set out in items 1 to 3 of the Notice of the EOGM and requested all the Members and Proxy holders present and entitled to vote to participate in the poll.

The Chairman stated that the results of voting on each resolution shall be determined by adding the votes on the poll in favour or against a resolution, with the electronic votes in favour or against the same resolution.

Upon closure of Poll, Scrutinizers took the custody of polling boxes, after ensuring that all members and proxies participating in the Poll and cast their votes.

The Meeting was then concluded with unanimous vote of thanks to the Chair.

**Results of the Electronic Voting and Poll on the Business at the EGM of the Company held on Wednesday, 25<sup>th</sup> March, 2015.**

On the basis of the Scrutinizer's Report dated 25<sup>th</sup> March, 2015 for the electronic voting, and the Scrutinizers' Report dated 25<sup>th</sup> March, 2015, for the Poll at the EGM, the Chairman announced the results of voting on 25<sup>th</sup> March, 2015, that all the Resolutions as set out in Item No. 1 to 3 in the Notice of the EGM of the Company have been duly passed by the requisite Majority.

The Summary of Scrutinizer' Report for the electronic voting and Scrutinizers Report for the Poll is mentioned hereunder:

S r. N o.	Resolution No. as given in the Notice of EGM	Vote Cast	Particulars of Votes Cast						Result Declared
			Electronic Voting		Poll		Voting Results		
			Nos.( A)	%	Nos. (B)	%	Nos. (A+B)	%	
1	Appointment of Shri Ranvir Singh Shekhawat	Favour	855	0.004	21681393	99.9 96	21682 248	100	Approved by Requisite Majority
		Against	180	100	0	0	180	100	
2	Appointment of Shri Aswini Kumar Sahoo	Favour	824	0.004	21681393	99.9 96	21682 217	100	Approved by Requisite Majority
		Against	180	100	0	0	180	100	
3	Ratification of remuneration of Cost Auditor	Favour	855	0.004	21681393	99.9 96	21682 248	100	Approved by Requisite Majority
		Against	180	100	0	0	180	100	

CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

The Resolution as set out in Item No. 1 to 3 in the Notice of the EGM, duly approved by the members with requisite majority, are recorded hereunder as part of the proceeding of EGM held on 25<sup>th</sup> March, 2015.

1. **Appointment of Shri Ranvir Singh Shekhawat**

**To Consider and if thought with our without modification(s) the following resolution as an ordinary resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Clause 49 of the Listing Agreement and in pursuance of General Circular No. 14/2014 dated June 9, 2014, Shri Ranvir Singh Shekhawat, having DIN: 00206547 who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment and 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 Shekhawat for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years with effect from February 14<sup>th</sup>, 2015.”

2. **Appointment of Shri Aswini Kumar Sahoo**

**To Consider and if thought with our without modification(s) the following resolution as an ordinary resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Clause 49 of the Listing Agreement and in pursuance of General Circular No. 14/2014 dated June 9, 2014, Shri Aswini Kumar Sahoo, having DIN: 01931805 who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment and 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 Sahoo for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years with effect from February 14<sup>th</sup>, 2015.”

  
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CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**3. Ratification of the remuneration of Cost Auditors**

**To Consider and if thought with our 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 Mr. S S Puranik, Practicing Cost Accountant (Membership No. 7113) appointed by the Board to conduct Audit of the cost records of the Company for the Financial Year 2014-15, as set out in the Statement annexed to the notice convening this meeting, be and is hereby ratified.”

**“RESOLVED FURTHER THAT** the Board 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.”

Date: 31.03.2015

Place: VADADALA

  
Chairman