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DIAMOND POWER INFRASTRUCTURE LTD.
"Essen House", 5/9-10, B.I.D.C., Gorwa,
Vadodara-390 016, Gujarat, INDIA.
T : +91-265-2284328, 2283969, 2280973
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w : www.dicabs.com

25th December, 2017

To,
Deputy General Manager,
Dept. of Corporate Services,
BSE Limited,
P J Towers, Dalal Street,
Mumbai - 400 021

To,
Deputy General Manager,
Dept. of Corporate Services,
National Stock Exchange of India Limited,
Exchange plaza, Bandra, Kurla Complex,
Bandra (East) Mumbai-400 051

Scrip Code-530801(BSE), DIAPOWER (NSE)

Sub.: Proceedings of 25th Annual General Meeting of the Company

Dear Sir,

With reference to above cited subject, please find attached herewith the Proceedings of the 25th Annual General Meeting of the members of the Company which was re-scheduled on Thursday, 21st December, 2017, at 10.00 a.m. and concluded at 01.00 p.m.

We request you to take the above on your note.

Thanking you,

For Diamond Power Infrastructure Limited


Nishant Javlekar
Company Secretary





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PROCEEDINGS OF THE 25TH ANNUAL GENERAL MEETING OF THE MEMBERS OF DIAMOND POWER INFRASTRUCTURE LIMITED HELD ON FRIDAY 29TH SEPTEMBER, 2017 AND ADJOURNED MEETING HELD ON THURSDAY, 21ST DECEMBER, 2017 AT 10.00 AM AND CONCLUDED AT 01.00 PM AT THE REGISTERED OFFICE OF THE COMPANY.

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The 25th Annual General Meeting of Diamond Power Infrastructure Limited was held on Friday 29th September, 2017 and Adjourned Meeting held on 21st December, 2017 at 10.00 A. M at Phase II, Village Vadadala, Taluka Savli, Dist. Vadodara Gujarat 391520.

Dignities Present:

1. Shri S N Bhatnagar - Founder & Mentor
2. Shri Amit Bhatnagar - Managing Director
3. Shri Sumit Bhatnagar - Jt. Managing Director
4. Shri Ranvir Singh Shekhawat - Independent Director
5. Ms. Nivedita Pandya - Woman Director

Members:

35 Members were present in person.

Attendance:

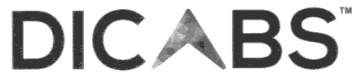
Shri Devesh Pathak - Partner, Devesh Vimal & Co., Secretarial Auditor
Shri Arvind Yadav, M/s A. Yadav & Associates., Chartered Accountants
Shri Divyesh Patel - Scrutinizer and Practicing Company Secretary
Shri Naba Mukherjee - Director* (Commercial)
Shri Nishant Javlekar - Company Secretary

*not a part of Board

Chairman of the Meeting:

Smt. Richa Bhatnagar (Client ID: 17209277) proposed that Shri Amit Bhatnagar will chair the Meeting, which was Seconded by Shri Sumit Bhatnagar (Client Id: 17235133). The proposal was unanimously approved by show of hands, by the members present whereupon Shri Amit Bhatnagar assumed the Chair.





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Quorum:

Due to want of quorum the meeting was adjourned sine die by the Chairman of the Meeting and was re-scheduled on 21st December, 2017 with requisite quorum after giving appropriate notice to the stakeholders of the Company.

The Chairman then declared the meeting open on 21st December, 2017. Chairman welcomed all the members, nominees and directors.

Notice:

The Chairman then took up the formal proceedings of the meeting and the Notice convening the meeting together with financial statements, Directors Report and Auditor's Report were taken as read as with the unanimous consent of the members present

Thereafter, the Chairman delivered a brief speech on Company's Scenario and stated that the proceedings of the AGM shall be carried out as per the requirements of Companies Act, 2013. He also appraised the e-voting facility provided to encourage more members to vote.

He then briefly described agenda of the Meeting which were set out in the Notice of the AGM and informed Members that all the requisite papers, registers, documents, Auditor's Report and Secretarial Audit Report is available for the inspection of the Members.

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.

He then informed the Members that the Scrutinizer for the electronic voting Shri Divyesh Patel, Practicing Company Secretary from Vadodara, 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 AGM.

Thereafter, the Chairman ordered the poll on all resolution as set out in items 1 to 4 of the Notice of the AGM and requested all the Members and Proxy holders present and entitled to vote to participate in the poll.



CIN:L31300GJ1992PLCO18198

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To facilitate the process of polling, Shri Divyesh Patel, Practicing Company Secretary was appointed as scrutinizier.

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.

He also stated that on receipt of Scrutinizer's Report on the poll, the result of voting shall be declared latest by around 6.00 P.M. on 25th December, 2017. The result to be declared for each resolution shall indicate separately the votes on the poll and electronic voting and would be immediately intimated to the NSE and BSE. He further stated that the results shall also be uploaded on the Company's website www.dicabs.com along with report of Scrutinizers for Electronic Voting and the poll and shall be available at the Registered Office of the Company.

He then invited Shri Divyesh Patel, Scrutinizer appointed for the Poll, to take over the Poll proceeding and requested them to submit their poll report to him not later than 5.00 P.M. on 22nd December, 2017.

Conduct of Poll

Shri Divyesh Patel Scrutinizer appointed for the Poll, conducted the Poll. He ensured all requirements of Poll.

Upon closure of Poll, Scrutinizer 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 AGM of the Company.

On the basis of the Scrutinizer's Report dated 22nd December, 2017 for the electronic voting, and the Scrutinizers' Report dated 22nd December, 2017, for the Poll at the AGM, the Chairman announced the results of voting on 25th December, 2017, that all the Resolutions as set out in Item No. 1 to 4 in the Notice of the AGM of the Company have been duly passed by the requisite Majority.

The details of voting result of the Poll at 25th AGM and electronic voting by the shareholders on all the resolutions, as set out at item No.1 to 4 of the AGM notice dated 10th August, 2017 as stated below:



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Sr. No.	Resolution No. as given in the Notice of AGM	Particulars of Votes Cast				Voting Results		Result Declared	
		Vote Cast	Electronic Voting		Poll	Nos. (A+B)	%		
			Nos.(A)	%					Nos. (B)
1	To Adopt Annual Accounts and Reports thereon for the financial year ended 31st March, 2017	Favour	0	0	34768995	100	34768995	100	Approved by Requisite Majority
		Against	0	0	0	0	0	0	
2	Appointed director in place of Shri Amit Suresh Bhatnagar (DIN 00775880), who retire by rotation and, being eligible to offer himself for re-appointment	Favour	0	0	34768995	100	34768995	100	Approved by Requisite Majority
		Against	0	0	0	0	0	0	
3	Ratified the appointment of statutory auditors of the company and to fix their remuneration.	Favour	0	0	34768995	100	34768995	100	Approved by Requisite Majority
		Against	0	0	0	0	0	0	
4	Appointed cost auditor and fixation of remuneration	Favour	0	0	34768995	100	34768995	100	Approved by Requisite Majority
		Against	0	0	0	0	0	0	



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The Resolution as set out in Item No. 1 to 4 in the Notice of the AGM, duly approved by the members with requisite majority, are recorded hereunder as part of the proceeding of AGM held on 21st December, 2017.

1. APPROVAL OF ANNUAL ACCOUNTS

"RESOLVED THAT the Balance Sheet as at March 31st, 2017 and Profit & Loss Account of the Company for the year ended on March 31st, 2017 along with the Directors' Report & Auditors' Report thereon and consolidated accounts with Auditors' Report thereon as placed before the meeting be and are hereby received, considered and adopted."

2. APPOINTED DIRECTOR IN PLACE OF SHRI AMIT SURESH BHATNAGAR (DIN 00775880), WHO RETIRE BY ROTATION AND, BEING ELIGIBLE TO OFFER HIMSELF FOR RE-APPOINTMENT

"RESOLVED THAT pursuant to the provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the re-appointment of Shri Amit Suresh Bhatnagar (DIN: 00775880) as a whole-time director, to the extent that he is required to retire by rotation."

3. RATIFIED THE APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION.

"RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 30th September, 2015, the appointment of M/s. A Yadav & Associates, Chartered Accountants (Firm Registration Number 129725W) as the auditors of the Company to hold office till the conclusion of tenure for which they are appointed be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2018, as may be determined by the audit committee in consultation with the auditors."





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4. APPOINTED COST AUDITOR AND FIXATION OF REMUNERATION

"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 2017-18, be paid remuneration of Rs. 90,000 (Rupees Ninety Thousand Only) plus Good and 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."

VOTE OF THANKS

There was being no other business to transact in the meeting, meeting was terminated with vote of thanks to the Chairman.

Date: 25th December, 2017

Place: Vadadala


CHAIRMAN
