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DIATRON™

3rd August, 2015

To,

BSE Limited
Phiroze Jeejeebhoy
Towers,
Dalal Street,
Mumbai-400 001
Scrip Code-522163

National Stock Exchange of India Limited
“Exchange Plaza”,
Bandra- Kurla complex, Bandra(E),
Mumbai-400051
Scrip Code-DIAPOWER

Dear Sir/madam,

Sub.: Result of Postal Ballot pursuant to Clause 35A

This has reference to our letter dated 12th June, 2015 enclosing the postal ballot notice along with the explanatory statement seeking the consent of members by way of ordinary/special resolution vide postal ballot/electronic voting with respect to the following items of business:

1. Adoption of newly substituted set of articles of association as containing regulations in line with Companies Act, 2013.
2. To consider to issue equity warrants on preferential basis to the promoters of the company as per follow:

| Identity of Proposed allottees | Category | No. of Equity Shares to be allotted | Beneficial owner |
|--------------------------------------|----------------|-------------------------------------|--|
| Diamond Power Transmission Pvt. Ltd. | Promoter Group | 60,12,727 | Shri Amit Bhatnagar Shri Sumit Bhatnagar |
| Diamond Projects Ltd. | Promoter Group | 60,12,727 | Shri Suresh Bhatnagar Shri Amit Bhatnagar Shri Sumit Bhatnagar |

CIN : L31300GJ1992PLCO18198

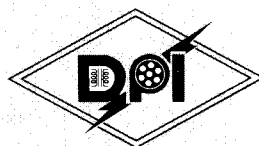
DIAMOND POWER INFRASTRUCTURE LTD.

Corporate Office : Essen House, 5/9-10, B.I.D.C., Gorwa, Vadodara-390016, (Gujarat) India.

Ph. : 0265-2284328, 2283969, Fax : 0265-2280528

EMAIL : marketing@dicabs.com WEBSITE : www.diatron.in

Factory : Village Vadadala, Tal. Savli, Dist. Vadodara, India. Ph. : 02667-251516, 251354 Fax : 02667-251202





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3. To provide option to lenders to convert loans into equity shares.

In connection with the above and pursuant to Clause 35A of the Listing Agreement, we would like to inform you that Resolutions 1,2 and 3 mentioned in the aforesaid notice have been passed by the Members of the Company by requisite majority. The approval is deemed to have been received today i.e. 3rd August, 2015.

Please find enclosed the voting result and scrutinizer's report.

This is for your information and records.

Thanking you.

Your Sincerely,

For Diamond Power Infrastructure Limited

Authorized Signatory



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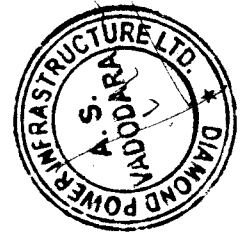
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Diamond Power Infrastructure Limited

Voting Result as per Clause 35A of the Listing Agreement

| Resolution | Promoter/Public | No. of Shares Held | No. of Shares Polled | % of Votes polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on Votes polled | % of Vote against on votes polled |
|---|--------------------------------|--------------------|----------------------|---|--------------------------|------------------------|--------------------------------------|-----------------------------------|
| 1. Adoption of newly substituted set of articles of association as containing regulations in line with Companies Act, 2013. | Promoter & Promoter Group | 9314481 | 9314481 | 17.25 | 9314481 | 0 | 100 | 0 |
| | Public – Institutional Holders | 8704498 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Public – Others | 35981513 | 12452221 | 23.06 | 12449599 | 2622 | 99.98 | 0.02 |
| | Total | 54000492 | 21766702 | 40.31 | 21764080 | 2622 | 99.99 | 0.01 |
| 2. To consider to issue equity warrants on preferential basis to the promoters of the company. | Promoter & Promoter Group | 9314481 | 9314481 | 17.25 | 9314481 | 0 | 100 | 0 |
| | Public – Institutional Holders | 8704498 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Public – Others | 35981513 | 12452044 | 23.06 | 12447920 | 4124 | 99.97 | 0.03 |
| | Total | 54000492 | 21766525 | 40.31 | 21762401 | 4124 | 99.98 | 0.02 |
| 3. To provide option to lenders to convert loans into equity shares. | Promoter & Promoter Group | 9314481 | 9314481 | 17.25 | 9314481 | 0 | 100 | 0 |
| | Public – Institutional Holders | 8704498 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Public – Others | 35981513 | 12452044 | 23.06 | 12447920 | 4124 | 99.97 | 0.03 |
| | Total | 54000492 | 21766525 | 40.31 | 21762401 | 4124 | 99.98 | 0.02 |



CIN : L31300GJ1992PLCO18198

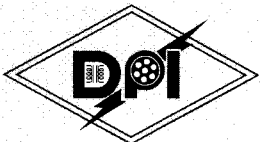
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CS Devesh A. Pathak

B.Com., LL.B., F.C.S.

CS Vimal Betai

B.Com., A.C.S.

DEVESH VIMAL & CO

PRACTISING COMPANY SECRETARIES

PHONE : 0265-2362962 TEL/FAX : 0265-2362718

E-mail : maildeveshpathak@rediffmail.com

maildpathak@yahoo.co.in

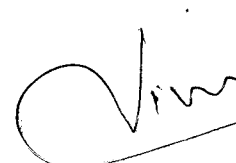

204/5, GARDEN VIEW, NEAR KAMATI BAUG CIRCLE,
SAYAJIGUNJ, VADODARA-390 005.

REGD. TRADEMARK AGENT

To
Chairman,
DIAMOND POWER INFRASTRUCTURE LIMITED
PHASE-II, VILLAGE-VADAVALA, TA. SAVLI
BARODA, GUJARAT

Dear Sir,

1. The Board of Directors of **DIAMOND POWER INFRASTRUCTURE LIMITED** at its Meeting held on May 30, 2015 has appointed me as a Scrutinizer for conducting the Postal Ballot voting process (including e-voting) for **seeking approval of Shareholders** for:
 - i. Adoption of newly substituted set of Articles of Association as containing regulations in line with Companies Act, 2013.
 - ii. To consider to issue equity warrants on preferential basis to the promoters of the Company.
 - iii. To provide option to lenders to convert loans into Equity Shares.
2. In this Backdrop, I submit my report as under.
 - a) The Company completed on 26th June, 2015 the dispatch of notice in respect of Postal Ballot Forms along with postage prepaid business reply envelope to its members pursuant to Section 110 of the Companies Act, 2013.
 - b) The notice of dispatch was published in two newspapers i.e. 'Financial Express' edition of Gujarati language and 'Indian Express' edition of English language on 27th June, 2015. The Company also provided e-voting facility to its shareholders.
 - c) Particulars of all the physical Postal Ballot Forms received from the shareholders as also e-voting by the shareholders have been entered in a Register as per Annexure - A & B respectively separately maintained for the purpose.
 - d) The Postal Ballot Forms were kept under my safe custody before commencing the scrutiny of such Postal Ballot Forms.



e) All Postal Ballot Forms (physical & electronic both) received up to the close of working hours on the last date and time fixed by the Company were considered for my scrutiny.

f) The Postal Ballot Forms were duly opened on 28th July, 2015 in my presence and scrutinized and the shareholding was matched/confirmed with the Company's record including the list of beneficiaries received from the Depositories.

g) I did not find any defaced or mutilated Postal Ballot Forms.

2. A summary of the Postal Ballot Forms (including e-voting) from public shareholders received is given below:

Resolution: 1

Adoption of newly substituted set of Articles of Association as containing regulations in line with Companies Act, 2013

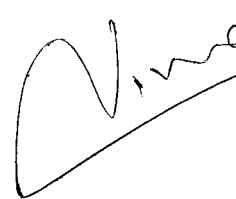

| Sr. No. | Particulars Ballots/E-Votes | Resolution-1 (Special Resolution) | | | | | | |
|---------|--------------------------------|---|----------------|-------|--------------|------------|----------|-------|
| | | No. of Ballots in poll /Electronic Votes (including ballot) | | | No. of Votes | | | % |
| | | No. of Ballots in poll | No. of E-Votes | Total | Physical | Electronic | Total | Total |
| 1 | BALLOTS RECEIVED | 159 | 31 | 190 | 21757811 | 9295 | 21767106 | |
| 2 | LESS: INVALID BALLOTS | 03 | 01 | 04 | 354 | 50 | 404 | |
| 3 | VALID BALLOTS | 156 | 30 | 186 | 21757457 | 9245 | 21766702 | 100 |
| 4 | BALLOTS IN FAVOUR | 146 | 30 | 176 | 21754905 | 9175 | 21764080 | 99.91 |
| 5 | BALLOTS AGAINST | 10 | 00 | 10 | 2552 | 70 | 2622 | 0.01 |
| | TOTAL VALID BALLOTS | 156 | 30 | 186 | 21757457 | 9245 | 21766702 | 100 |



Resolution: 2

To consider to issue equity warrants on preferential basis to the promoters of the Company.

| Sr. No. | Particulars | Resolution-2 (Special Resolution) | | | | | | |
|---------|----------------------------|---|----------------|-------|--------------|------------|----------|-------|
| | | No. of Ballots in poll /Electronic Votes (including ballot) | | | No. of Votes | | | % |
| | | No. of Ballots in poll | No. of E-Votes | Total | Physical | Electronic | Total | |
| 1 | BALLOTS RECEIVED | 159 | 32 | 191 | 21757811 | 9295 | 21767106 | |
| 2 | LESS: INVALID BALLOTS | 4 | 1 | 5 | 531 | 50 | 581 | |
| 3 | VALID BALLOTS | 155 | 31 | 186 | 21757280 | 9245 | 21766525 | 100 |
| 4 | BALLOTS IN FAVOUR | 145 | 22 | 167 | 21755946 | 6455 | 21762401 | 99.98 |
| 5 | BALLOTS AGAINST | 10 | 9 | 19 | 1334 | 2790 | 4124 | 0.02 |
| | TOTAL VALID BALLOTS | 155 | 31 | 186 | 21757280 | 9245 | 21766525 | 100 |



Resolution: 3

To provide option to lenders to convert loans into Equity Shares.

| Sr. No. | Particulars | Resolution-3 (Special Resolution) | | | | | | % |
|---------|----------------------------|---|----------------|-------|--------------|------------|-------------|-------|
| | | No. of Ballots in poll /Electronic Votes (including ballot) | | | No. of Votes | | | |
| | | No. of Ballots in poll | No. of E-Votes | Total | Physical | Electronic | Total | |
| 1 | BALLOTS RECEIVED | 159 | 32 | 191 | 2,17,57,811 | 9,295 | 2,17,67,106 | |
| 2 | LESS: INVALID BALLOTS | 4 | 1 | 05 | 531 | 50 | 581 | |
| 3 | VALID BALLOTS | 155 | 31 | 186 | 2,17,57,280 | 9,245 | 2,17,66,525 | 100 |
| 4 | BALLOTS IN FAVOUR | 143 | 22 | 165 | 2,17,55,946 | 6,455 | 2,17,62,401 | 99.98 |
| 5 | BALLOTS AGAINST | 12 | 9 | 21 | 1,334 | 2,790 | 4,124 | 0.02 |
| | TOTAL VALID BALLOTS | 155 | 31 | 186 | 2,17,57,280 | 9,245 | 2,17,66,525 | 100 |

3. I have handed over the physical Postal Ballot Forms and other related papers/registers and records for safe custody to. Mr. Nishant Javlekar, Company Secretary of the Company authorized by the Board to supervise the Postal ballot process.

4. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

CS DEVESH VIMAL & CO. PATHAK
FCS 4559
Scrutinizer



At Vadodara, 3rd August, 2015