

(Formerly Known as Diamant Investment & Finance Ltd)

BOARD OF DIRECTORS

- Shri Naresh Saboo Shri Kamlesh Prasad Shri Ramesh Mishra Shri Naresh Jain Shri Anil Rathi
- Chairman cum Managing Director
- Wholetime Director
- Director
- Director
- Director

BANKERS

Union Bank of India Syndicate Bank Axis Bank Ltd ICICI Bank Ltd

AUDITORS Tushar Parekh & Asssociates Chartered Accountants, Mumbai

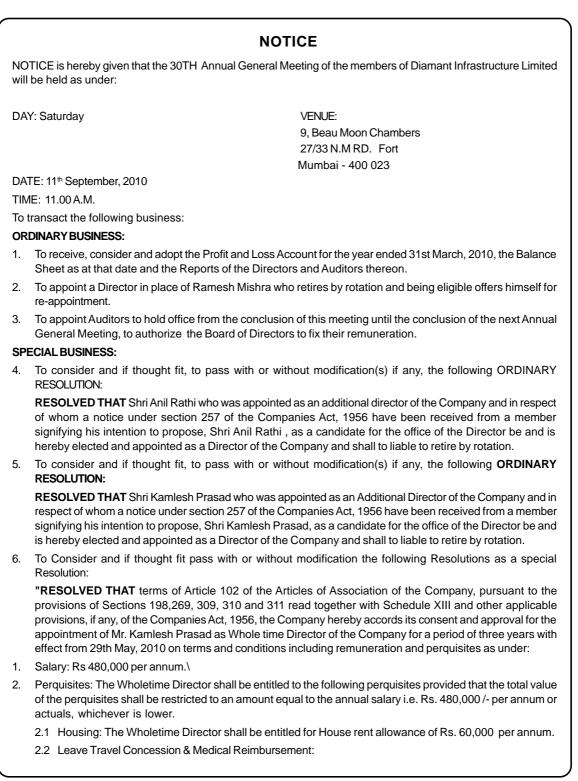
REGISTERED OFFICE

9, Beaumoon Chambers, 27/33, Nagindas Master Road, Fort, Mumbai- 400 023 Tel No.:(022) 6615 6604/6

REGISTRAR & TRANSFER AGENT

Purva Sharegistry (I) Pvt. Ltd. 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel (E), Mumbai- 400 011

	INDEX				
DI	DISCRIPTION PAGE NO.				
1.	Notice 1 - 5				
2.	Director's Report 6- 7				
3.	Corporate Governance 8 - 16				
4.	Auditor's Report17 - 19				
5.	Balance Sheet 20				
6.	Profit and Loss Account 21				
7.	Schedule22 - 26				
8.	Notes to Accounts				
9.	Cash Flow Statement 33				
10.	Abstract 34				
11.	Proxy / Attendance Slip 35				





(Formerly Known as Diamant Investment & Finance Ltd)

(A) Leave Travel Expenses:

Expenses incurred for the appointee and his family subject to a ceiling of Rs. 20,000 in a year.

Explanation: For the purposes of a "family", family means the spouse, dependent children and dependent parents of the appointee.

- 2.3 Special Allowances: Rs.15,000 per annum
- 2.4 Provision of Car for use in Company's business and telephone at residence will not be considered as Perquisites. Telephone at residence reimbursed for rental and business calls
- 2.6 Reimbursement of actual expenses for books and periodicals purchased for purposes of carrying-on his duties and reimbursement of entertainment expenses actually and properly incurred in the course of the Company's business.
- 2.7 The Director shall not be paid any sitting fees for attending the meetings of the Board or any committee thereof.
- 3. Encashment of leave: As per company's rules. Encashment of leave, if any, in accordance with the rules of the Company shall be allowed only at the time of retirement or at the end of tenure as the case may be and it will not be included in the computation of ceiling for perquisites.
- 4 Gratuity & Provident Fund: Payable in accordance with as per applicable law

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the period of Mr.Kamlesh Prasad appointment, he will be paid or provided the salary, the allowances, and the perquisites as set out in the foregoing part of this resolution as the 'minimum remuneration' notwithstanding the fact that such remuneration is in excess of the limits set-out in Sections 198 and 309 of the Companies Act, 1956 or in Section II of Part II of Schedule XIII to the Companies Act, 1956 and necessary approvals will be sought from Central Government."

RESOLVED FURTHER THAT an agreement, covering the above terms, be executed with Mr. Kamlesh Prasad under the Common Seal of the Company to be affixed thereto in accordance with the Articles of Association of the Company.

RESOLVED FURTHER THAT Mr.Kamlesh Prasad (hereinafter called Director) shall carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company (hereinafter called "The Board") shall from time to time determine and entrust to her. Subject to the superintendence, control and direction of the Board, the Director shall have the general control and be responsible for the day to day business of the Company with powers to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts and things which in the ordinary course of such business she may consider necessary or proper in the best interests of the Company."

- 5. The Director shall report to the Board and shall be responsible for all her actions to the Board. It is hereby expressly agreed and declared that nothing herein contained shall vest or shall be deemed to be intended to vest in the Director, the management of the whole or substantially the whole of the affairs of the Company. AND RESOLVED FURTHER THAT Mr. Naresh Saboo Managing Director and Mr. Ramesh Mishra be and are hereby authorized severally as required under section 192 of the Companies Act, 1956 file the necessary returns with the Registrar of Companies and other authorities, if any, and take further steps as may be necessary and proper regarding the appointment of Mr. Kamlesh Prasad as aforesaid and ratify this resolution at the next Board Meeting."
- 7. To Consider and if thought fit pass with or without modification the following Resolutions as a Special Resolution:

"**RESOLVED THAT** each of the equity shares of the nominal value of Rs. 10/- each in the Capital of the Company fully paid up be divided into 5(five) equity shares of Rs.2/- each fully paid up.

30TH ANNUAL REPORT 2009-2010

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to give effect the changes and take appropriate steps to intimate the CDSL / NSDL, BSE and other statutory authorities and call back the existing share certificates from the share holders or give effect the changes in the shares and shares held with the custodial(CDSL/NSDL ETC) in the aforesaid proportion subject to the rules as laid down in the Companies (Issue of share Certificates) Rules , 1960 and the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to give effect the changes and take appropriate steps to intimate the CDSL / NSDL, BSE and other statutory authorities and call back the existing share certificates from the share holders or issue fresh new set of certificates as deem fit and proper or to give effect the changes in the physical shares , issue new share certificates with a new set of distinctive numbers and certificate numbers in the aforesaid proportion under intimation to CDSL / NSDL, BSE and other statutory authorities, and subject to the rules as laid down in the Companies (Issue of share Certificates) Rules , 1960 and the Articles of Association of the Company.

RESOLVED FURTHER THAT the Register of Members of the Company at the Close of Business on 9th October, 2010 (herein after referred to as " the Record Date ") or such other dates as approved by the Stock Exchange be taken as the record date for the purpose of sub-division of shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and it is hereby authorised to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary".

8. To Consider and if thought fit pass with or without modification the following Resolutions as an Ordinary Resolution - reorganization of the Authorised Capital of the Company :-

"**RESOLVED THAT** pursuant to the provisions of Section 16 and all other applicable provisions, if any, of the Companies Act, 1956 the existing clause V of the Memorandum of Association of the company as to share capital be and is hereby modified and Clause V be read as :

V. The Authorised Share Capital of the Company is Rs.100,000,000/- (Rupees Ten Crore Only) divided into 100,000,000 (Ten Crore) Equity Shares of Rs. 1/- each with rights, privileges and conditions attaching thereto as are provided by the regulation of the Company for the time being, with power to increase or reduce its capital from time to time and to divide the share capital for the time being into several classes (being those specified in the Companies Act, 1956 or in any amendment or modification or re-enactment thereof) and to attach thereto respectively such preferential, qualified or other special rights, privileges, condition, restrictions, as may be determined by or in accordance with the said Companies Act, or the Articles of Association of the Company and to vary, modify, enlarge or abrogate any such rights, privileges, conditions or restrictions in such manner as may be permitted by the said Companies Act or by the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and it is hereby authorised to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary".

By Order of the Board

Naresh Saboo Managing Director

Registered Office: 9, Beau Moon Chambers 27/33 N.M Road Fort Mumbai - 400 023

Dated: 10th August, 2010



(Formerly Known as Diamant Investment & Finance Ltd)

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HER SELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE AT 9, BEAUMOON CHAMBERS,27/33 NAGINDAS MASTER RD, FORT, MUMBAI 400 001. NOT LESS THAN FORTY EIGHT HOURS BEFORE THE MEETING.

- 1. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business under Item No. 4 to 7 to the notice is annexed
- The Register of Members and Share Transfer Books of the Company will remain closed from 4th September, 2010 to 8th September, 2010 (both days inclusive).
 In compliance with SEBI Circular No. D&CC/FITT/CIR-15/2002 dated December 27, 2002 read with circular No.

D&CC/FITTC/CIR-18/2003 dated February 12, 2003, mandating a Common Agency for Share Registry Work (Physical & Electronic), the company has already Purva Shareregistry(I) Pvt. Ltd. 9, Shiv Shakti Indusrial Estate, Sitaram Mill Compound, Mumbai-400 011

- 3. Members are requested to notify immediately any change in their address to the share transfer agent M/S Purva Shareregistry (India)Pvt Ltd, 9, Shiv Shakti Industrial Estate, Sitaram Mills Compound, J.R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel (East) Mumbai 011.
- 4. Members who have multiple accounts in identical names or joint accounts in the same order are requested to send all the Share Certificate(s) to the Company's registered office for consolidation of all such shareholdings into one account to facilitate better service.
- 5. Members may please bring the Admission Slip duly filled in and may hand over the same at the entrance to the Meeting Hall and is/are requested to bring the copy of the Annual Report sent to them .
- 6. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Board of Directors of the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
- Information required to be furnished under the Listing Agreement. As required under the listing Agreement with the Stock Exchanges, the particulars of Directors who are proposed to be appointed/reappointed is given below:

Name of Appointee	Date of Birth	Qualifications	Expertise/ Experience Date of Appointment	Date of Appointment	Other Director- Ships, if any
Mr. Anil Rathi	23/09/1963	Chartered Accountant	Audit, Internel Control, Company Law & Tax related Matters 25 year of Experience	29/05/2010	-Tarangan Developers Pvt. Ltd. -Jagdamba Infrastructure Pvt. Ltd. -Tarangan Infrastructure Pvt. Ltd. -Mil Stone Mining Pvt. Ltd. -Nitin Thermal Power Pvt. Ltd.
Mr. Kamlesh Prasad	09/02/1979	Graduate	Financial Matters	29/05/2010	NA
Mr. Ramesh Chandra Mishra	15/10/1968	Company Secretary & Law Graduate	Law, Finance and Corporate Affairs 20 year of Experience	31/01/2006	-India Home Loans Ltd. -S. V. Electricals Ltd. -Clarus Infrastructure Realty Ltd. -Sumita Management Constancy Pvt. Ltd. -Procentris India Pvt. Ltd. -Ira Arna Online Paintings Pvt. Ltd -Ira Aarns Securities Services Pvt. Ltd. -Ira Aarna Reality Pvt. Ltd.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SUB SECTION (2) OF SECTION 173 OF THE COMPANIES ACT, 1956 IN RESPECT OF THE SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE ANNUAL GENRAL MEETING.

ITEM NO.4

Shri Anil Rathi was appointed by the Board as additional directors of the Company w.e.f. 29.05.2010. Shri Anil Rathi was appointed as an independent director as required under the Clause 49 of the Listing Agreement. The above said appointment was made in order to broad base the Board of directors and to utilize their expert knowledge and advises.

The Company has received a notice u/s 257 of the Companies Act, 1956 from a member proposing his appointment for the office of the directors of the Company in respect of the above said additional directors. Looking into their experience and qualification, your Board recommends the appointment of them as directors and proposes to pass the respective resolution as set out in item No. 4 of the notice for approval as Ordinary Resolutions.

None other directors are interested or concerned in the resolution.

ITEM NO. 5 & 6

Shri Kamlesh Prasad was appointed by the Board as additional directors of the Company w.e.f. 29.05.2010 . The Company has received a notice u/s 257 of the Companies Act, 1956 from a member proposing his appointment for the office of the directors of the Company in respect of the above said additional directors. Looking into their experience and qualification, your Board recommends the appointment of them as directors and proposes to pass the respective resolution as set out in item No. 5 of the notice for approval as Ordinary Resolutions.

The Board at its meeting held on 29th May, 2010 and the Remuneration committee at their meeting held on 29th May, 2010 appointed him as the Wholetime Director of the Company. His appointment and remuneration are as per Section 269 read with Schedule XIII of the Companies Act, 1956.

The Agreement referred to in the relevant resolution of this notice will be open for inspection by shareholders at the Registered office of the company between 11 A.M to 1 P.M on any working day except Saturday.

The above may be treated as an extract as required under Section 302 of the Companies Act, 1956.

None of the Directors are interested in the matter.

ITEM NO.7 and 8

The management of your company has always believed that anybody whether big or small, all of them should partake of the value process at Diamant Infrastructure Limited. High value denomination of the share may deter small shareholders from acquiring the piece of wealth - shares of your company. It is in this context that we feel splitting of face value of shares into smaller denomination, would enhance its access to small investors by way of creation of better liquidity. In view of this, your Board has proposed that face value of equity shares of the Company be fixed at Rs. 2/- per share.

The Board of Directors recommends the resolution for approval of the members.

The Directors are interested to the extent of their shareholding.

By order of the Board

Naresh Saboo Managing Director

Registered Office: 9, Beau Moon Chambers 27/33 N.M Road, Fort, Mumbai - 400 023

Mumbai, Dated: 10th August, 2010.



(Formerly Known as Diamant Investment & Finance Ltd)

DIRECTORS' REPORT

Your Directors are pleased to present the 30th Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2010.

SUMMARISED FINANCIAL RESULTS:	(Rs. in LACS)			
	Year ended 31.3.2010	Year ended 31.3.2009		
Income	3630.39	12224.68		
Profit before interest, depreciation and tax	425.32	103.20		
Less:				
Depreciation	105.25	47.24		
Tax	39.18	11.69		
Interest	94.68	38.65		
Prior Period Adjustments	0.13	(0.64)		
Net profits after Tax	186.07	6.27		
Dividends	0	0		
Balance brought forward from previous year	270.81	264.54		

THE YEAR UNDER REVIEW

Your Company's infrastructure businesses have reported an encouraging performance for the year ended 31st March 2010.

FUTURE OUTLOOK

The Board feels that the mandate for political stability by the people of India will bring lot of capital for developing infrastructure of the country and future of India lies with the Infrastructure Development of the country. Considering the Growth of the Company in infrastructure business and taking into account the available opportunities in the Infrastructure Business, the Board has decided to focus only on infrastructure/real estate projects.

Company has successfully completed and bagged some large contracts from big players in Infrastructure business, and the company is also in process of completing the order book of rupees 40 crores to be completed by March 2010. The company is negotiating some big orders for BOT projects.

The Board Strongly feels that by venturing into the infrastructure and realty business, in the days to come, the wealth of the shareholders will enhance.

ENERGY, TECHNOLOGY AND FOREIGN EXCHAGNE:

As required by the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 the relevant information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

- A) CONSERVATION OF ENERGY: The Company continues its policy of encouraging energy conservation measures. The regular review of energy consumption and the systems installed to control utilization of energy is undertaken.
- B) RESEARCH DEVELOPMENT ACTIVITIES: Continuous efforts are being made to improve reliability and quality through in-house R&D efforts.
- C) TECHNOLOGY ABSORPTION: The Company is equipped with technologies from world's leaders like
- D) FOREIGH EXCHANGE EARNINGS & OUTGO:

	2009-2010 (Rs. Lacs)	2008-2009 (Rs. Lacs)
Foreign Exchange Used	Nil	Nil
Foreign Exchange Earned	Nil	Nil

FIXED DEPOSITS

a. b.

The Company neither has accepted nor renewed any fixed deposit during the year under review. **DIRECTORS:**

Mr. Rameshchandra Mishra is liable to retire by rotation at the forthcoming Annual General meeting, and being eligible offers himself for re - appointment.

Mr. Anil Rathi was appointed as additional director with effect from 29th May, 2010 and the company has received a notice u/s 257 from a member of the company for proposing his appointment as a director at the forthcoming Annual General meeting.

Mr. Kamlesh Prasad has been appointed as Whole - Time director of the company with effect from 29th May, 2010

Mr. Puneet Srivastava has resigned from directorship of the company with effect from 29th May, 2010.

DIVIDEND

The Board has decided to preserve the fiscal strength of the company, thus the board has decided against dividend for the current year.

AUDITORS' REPORT

Relevant notes on accounts are self-explanatory and are as per Annexure to the Auditors' Report.

SPILT OF SHARES

Taking into account the market capitalization of company and trading data and current trading price, the Board Feels that it would be beneficial in the interest of the shareholders to spilt the shares of paid up value Rs.10/-each to paid up value of Rs.2 per share.

PERSONNEL

The Company has not paid any remuneration attracting the provisions (Particulars of Employees) Rules, 1975 read along with section 217(2A) of the Companies Act, 1956. Hence no information is required to be appended to this report in this regard.

AUDITORS

The retiring Auditors M/s. Tushar Parekh & Associates., Chartered Accountants, Mumbai, hold office till the conclusion of this Annual General Meeting. They have furnished a certificate to the effect that the proposed reappointment, if made, will be in accordance with the limits specified U/s. 224(1B) of the Companies Act, 1956.

HUMAN RESOURCES

Your Directors would like to place on record their deep appreciation of all employees for rendering quality services to every constituent of the company.

ACKNOWLEDGEMENTS

Your Directors convey their sincere thanks to the Government, Banks, Shareholders and customers for their continued support extended to the company at all times.

The Directors further express their deep appreciation to all employees for commendable teamwork, high degree of professionalism and enthusiastic effort displayed by them during the year

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- That in the preparation of the accounts for the financial year ended 31st March, 2010, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year under review;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the accounts for the financial year ended 31st March 2010 on a 'going concern' basis.

On behalf of the Board of Directors.

Place : Mumbai	Naresh Saboo	Kamlesh Prasad
Dated : 10 th August, 2010	Managing director	Director



DIAMANT INFRASTRUCTURE LIMITED (Formerly Known as Diamant Investment & Finance Ltd)

Company philosophy on Code of Governance: The Company's philosophy on Corporate Governance is based on preserving core values, ethical business conduct, and maximization of shareholders value and welfare of stakeholders. For, Diamant Infrastructure Limited, corporate governance is a continuous process that seeks to provide an enabling environment to achieve the objectives of maximizing values coupled with
business conduct, and maximization of shareholders value and welfare of stakeholders. For, Diamant Infrastructure Limited, corporate governance is a continuous process that seeks to provide an enabling environment to achieve the objectives of maximizing values coupled with
provide an enabling environment to achieve the objectives of maximizing values coupled with
accountability and integrity.
A code of conduct for all Board members and senior management of the Company has been laid and adopted by the Board. The code of conduct is available on the website of the Company www.diamantinfra.com All Board members and senior management personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Managing Director to this effect is enclosed at the end of this report.
Board of Directors:
Composition of the Board
The Company's Board consists of 5 members, out of which 2 are Independent Directors namely Mr. Ramesh Mishra and Mr. Anil Rathi.
Mr. Naresh Saboo- is the Chairman cum Managing Director is the Chairman of the Company.
Director's Brief
 Mr. Naresh Saboo Promoter Chairman of the company appointed on 16th June,2007 as additional director of the company. At the annual General Meeting held on 27th July, 2007 there where appointed as director of the company under Section 257 of the Companies Act, 1956. and appointed as a Managing Director with effct from 1st April, 2009. Mr. Naresh Saboo controls the management of the company through Saboo Capital & Securities Pvt. Ltd. and holds 1,082,792 equity of the company. He is a qualified Chartered Accountant and has vast knowledge in the infrastructure business.
2. Mr. Naresh Jain - resigned from position of Managing Director as on 05/06/2009 and appointed as a director
3. Mr. Ramesh Chandra Mishra - Independent Director appointed in January 2006 and holds 1 % equity shares through his company Sumita Management Consultancy Pvt. Ltd. He is a senior member of the institute of Company secretaries of India and had adequate experience in bothaccounts and corporate laws.
4. Puneet Kumar Srivastava - appointed as Independent Director of the company on 05/06/2009
5. Mr. Kamlesh Prasad - appointed as Director and Whole-time Director of the Company from 5th June 2010.
Number of Board Meetings
The Board of Directors met 9 times during the year on 23rd April, 2009, 5th June, 2009, 22nd June, 2009, 30th July, 2009, 31st August, 2009, 27th October, 2009, 24th December, 2009, 30th Jan, 2010, 9th February, 2010, 12th March, 2010.
None of the Directors are members of more than ten Board level committees nor are they Chairman of more than five committees in which they are members.
The following table gives the details of designation, category of Directors, number of Board Meetings attended, attendance at last Annual General Meeting (AGM) and the number of other Directorships and Committee Memberships as at March 31, 2010:

30TH ANNUAL REPORT 2009-2010

Name of the Director	Category of Directorship	No. of Board Meetings during the year 2009-10		Last A.G.M.	Chairmanship held #		
		Held	Attended		Other Directorship	Other Committee Membership	Other Committee Chairmanship
Mr. Naresh Saboo	Chairman Cum Managing Director	9	9	Yes	 MD in Saboo Capital & Securities Pvt. Ltd. Diamant Securieties Private Limited Diamant Infrastructure Developers Private Limited Diamant Realty Private Limited 	5	2
Mr. Naresh Jain	Director	9	9	Yes	 Diamant Securities Private Limited Diamant Infrastructure Developers Private Limited Diamant Realty Private Limited Pranjali (India) Private Limited. Pranjali Infrastructure Private Limited. Pranjali Services Private Limited. S.V. Electrivcals Ltd. 	5	3
Mr Ramesh Mishra	Non Executive Director & Independent Director	9	9	Yes	 India Home Loans Ltd. S. V. Electricals Ltd. Clarus Infrastructure Realty Ltd. Sumita Management Constancy Pvt. Ltd. Procentris India Pvt. Ltd. Ira Arna Online Paintings Pvt. Ltd. Ira Aarns Securities Services Pvt. Ltd. Ira Aarna Reality Pvt. Ltd. 	15	5
Puneet Kumar Srivastava	Non Executive Director & Independent Director	-	-	Yes	Nil	Nil	Nil
Mr. Kamlesh Prasad	Whole Time Director	-	-	-	Nil	3	Nil