



DIAMANT INFRASTRUCTURE LIMITED

**31ST ANNUAL REPORT
2010 - 2011**

REGISTERED OFFICE:-

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



DIAMANT INFRASTRUCTURE LIMITED

BOARD OF DIRECTORS

CA Naresh Saboo	- Chairman cum Managing Director
Mr. Kamlesh Prasad	- Whole Time Director
Mr. Devendra Balsaria	- Director
CA Anil Rath	- Independent Director
Mr. Prakash Zalke	- Independent Director

BANKERS

Union Bank of India

AUDITORS

Tushar Parekh & Associates
Chartered Accountants, Mumbai

REGISTERED OFFICE

9, Beaumoon Chambers,
27/33, Nagindas Master Road,
Fort, Mumbai- 400 023
Tel No.:(022) 6615 6604/6
Email ID - support@diamantinfra.com
Web: www.diamantinfra.com

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.
Tel. No.: (022) 23016761
Email ID - busicomp@vsnl.com
Web: www.purvashare.com

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DIAMANT INFRASTRUCTURE LIMITED

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the members of Diamant Infrastructure Limited will be held as under:

DAY : Saturday

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

DATE : 24th September, 2011

TIME : 11.00 A.M.

To transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 2011, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anil Rathi, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting, to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s) if any, the following ORDINARY RESOLUTION:

RESOLVED THAT Mr. Praksh Zalke who was appointed as an additional Director of the Company and in respect of whom a notice under section 257 of the Companies Act, 1956 have been received from a member signifying his intention to propose, Mr. Prakash Zalke, as a candidate for the office of the Director be and is hereby elected and appointed as a Director of the Company and shall be liable to retire by rotation.

5. To consider and if thought fit, to pass with or without modification(s) if any, the following ORDINARY RESOLUTION:

RESOLVED THAT Shri Devendra Balasaria who was appointed as an additional Director of the Company and in respect of whom a notice under section 257 of the Companies Act, 1956 have been received from a member signifying his intention to propose, Shri Devendra Balasaria, as a candidate for the office of the Director be and is hereby elected and appointed as a Director of the Company and shall be liable to retire by rotation.

By Order of the Board

Sd/-

Naresh Saboo
Managing Director

Registered Office:

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

Dated: 20th August, 2011

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, BEAUMON 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 & 5 to the notice is annexed
2. The Register of Members and Share Transfer Books of the Company will remain close on 20th September, 2011
3. In compliance with SEBI Circular No. D&CC/FITT/CIR-15/2002 dated December 27, 2002 read with circular No. D&CC/FITT/CIR-18/2003 dated February 12, 2003, mandating a Common Agency for Share Registry Work (Physical & Electronic), the company has already Purva Shareregistry(l) Pvt. Ltd. 9, Shiv Shakti Industrial Estate, Sitaram Mill Compound, Mumbai-400 011
4. 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.
5. Members Can now inform the Company their e mail ID to facilitate instantaneous and quick communication from the Company. The Ministry of Corporate Affairs ("MCA"), Government of India has announced a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) and Ministry of Corporate Affairs has now recognised e-mail communication to shareholders as effective and efficient means of communication from the Company and to the Company by the shareholders. Members may register their Email Id with The Company and also keep the Company informed of any changes in their E mailed from time to time. Notice of the Meetings, Annual Report and similar communication meant for the Shareholders could be sent by E mail to each and every individual shareholder, which will ensure speedy reach of the Reports and notices meant for the Shareholders. Hence all the members of the Company are requested to register their E MAIL ID with the Company at Following Email ID **support@diamantintra.com, busicomp@vsnl.com**
6. 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.
7. 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 .
8. 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.
9. 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	Other Director-Ships, if any
Mr. Anil Rath	23/09/1963	Chartered Accountants	Audit, Internal Control, Company Law & Tax Matters and Infrastructures Matters	29/05/2010	- Tarangan Developers Pvt Ltd - Jagdamba Infrastructure Development Pvt Ltd - Mile Stone Mining Pvt Ltd - Nitin Thermal Power Pvt Ltd
Mr. Devendra Balasaria	28/03/1960	BE	Civil Engineering matters steel wire	10.12.2010	N.A
Mr. Prakash Zalke	08/03/1949	BE	He is having experience of more than 40 years in the field of Civil Construction etc. He is also having significant experience in transactions related to irrigation projects. He was retired from Government service on 31.03.2007.	01.05.2011	N.A.



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 GENERAL MEETING.

ITEM NO. 2

Mr. Anil Rathi was appointed on 29.05.2010 as an independent Director as required under the Clause 49 of the Listing Agreement. The above said appointment was in order to board of Directors and to utilize their expert knowledge and advises. The Board of Directors commends respective re-appointment.

ITEM NO 4 & 5.

Mr. Prakash Zalke was appointed as an executive Independent Additional Director of the Company on May 1st, 2011. in terms of Section 260 of the Companies Act, 1956, Mr. Prakash Zalke holds the office upto the Date of the ensuing Annual General Meeting. Accordingly the resolution at item No 4 of the notice being proposed for his appointment as Director of the Company.

Mr. Devendra Balasaria was appointed as executive Additional Director of the Company on December 10th, 2010 in terms of Section 260 of the Companies Act, 1956, Mr. Devendra Balasaria holds the office upto the Date of the ensuing Annual General Meeting. Accordingly the resolution at item No 5 of the notice being proposed for his appointment as Director of the Company.

31ST ANNUAL REPORT 2010-2011

DIRECTORS' REPORT

Your Directors are pleased to present the 31st Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2011.

SUMMARISED FINANCIAL RESULTS:

	(Rs. in LACS)	
	Year ended 31.3.2011	Year ended 31.3.2009
Income	7803.95	3630.39
Profit before interest, depreciation and tax	685.08	425.32
Less:		
Depreciation	139.51	105.25
Tax including Adjustment	124.71	39.18
Interest	151.96	94.68
Prior Period Adjustments	0.06	0.13
Net profits after Tax	268.96	186.07
Dividend	0	0
Balance brought forward from previous year	268.96	186.07

THE YEAR UNDER REVIEW

Your Company's infrastructure businesses have reported an encouraging performance for the year ended 31st March 2011.

FUTURE OUTLOOK

The Board feels that the economic & developing situation 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 75 crores to be completed by March 2011. 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 EXCHANGE:

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) FOREIGN EXCHANGE EARNINGS & OUTGO:

	2010-2011 (Rs. Lacs)	2009-2010 (Rs. Lacs)
a. Foreign Exchange Used	Nil	Nil
b. Foreign Exchange Earned	Nil	Nil

FIXED DEPOSITS

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

DIRECTORS:

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



DIAMANT INFRASTRUCTURE LIMITED

Mr. Devendra Balasaria was appointed as additional Director with effect from 10th Dec., 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. Prakash Zalke was appointed as additional Director with effect from 1st May, 2011 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. Ramesh Mishra has resigned from Directorship of the company with effect from 2nd May, 2011. Mr. Naresh Jain has resigned from Directorship of the company with effect from 13th August, 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.

SHARE WARRANT ISSUE

The shareholders in the EGM held on 24th December, 2010 agreed to the allotment of Warrant on Preferential basis to persons other than promoters.

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:

- (i) That in the preparation of the accounts for the financial year ended 31st March, 2011, 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 2011 on a 'going concern' basis.

AUDITORS' REPORT

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

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 re-appointment, 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

On behalf of the Board of Directors.

Place: Mumbai
Dated: 30th May, 2011

Mr. Naresh Saboo
Managing Director

Mr. Kamlesh Prasad
Director

CORPORATE GOVERNANCE REPORT

1	<p>Company philosophy on Code of Governance:</p> <p>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.</p> <p>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 accountability and integrity.</p> <p>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.</p>
2	<p>Board of Directors:</p> <p>Composition of the Board</p> <p>The Company's Board consists of 5 members, out of which 2 are Independent Directors namely Mr. Anil Rathi and Mr. Prakash Zalke, Mr. Naresh Saboo, Managing Director is the Chairman of the Board. and Mr. Kamlesh Prasad is the Whole time Director of the company and Mr. Devendra Balasaria is an Executive Director of the company</p> <p>Director's Brief</p> <ol style="list-style-type: none"> 1. 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 were appointed as Director of the company under Section 257 of the Companies Act, 1956 and appointed as a Managing Director with effect from 1st April, 2009. Mr. Naresh Saboo controls the management of the company through Saboo Capital & Securities Pvt. Ltd. and holds 54,13,960 equity of the company. He is a qualified Chartered Accountant and has vast knowledge in the infrastructure business. 2. Mr. Kamlesh Prasad - Appointed as Whole Time Director on 29/05/2010 3. Mr. Anil Rathi - Independent Director appointed in 29th May 2010 and holds Warrants through in his name. He is a senior member of the institute of Chartered Accountants of India and had adequate experience in both accounts and corporate laws. 4. Mr. Prakash Zalke - Independent Director appointed in 1st May 2011 and holds Nil Shares in the Company. He is a senior engineer in project management and infrastructure development. He has well knowledge in infrastructure Development. 5. Mr. Devendra Balasaria - Executive Director appointed in 10th December 2010 and holds Nil Shares in the Company He is an engineer and engage in wire and cement products. He also has vast experience in implementation of various projects in many area <p>Number of Board Meetings</p> <p>The Board of Directors met 6 times during the year on 31st May, 2010, 10th August, 2010, 14th November, 2010, 22nd November, 2010, 18th January, 2011, 12th February, 2011.</p> <p>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.</p>
	<p>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, 2011:</p>



DIAMANT INFRASTRUCTURE LIMITED

Name of the Director	Category of Directorship	No of Board Meetings during the Year 2010-11		Last A.G.M.	No. of other Directorship & Committee Membership / Chairmanship held #		
		Held	Attended		Other Directorship	Other Committee Membership	Other Committee Chairmanship
Mr. Naresh Saboo	Chairman cum Managing Director	5	5	Yes	1) MD in Saboo Capital & Securities Pvt Ltd. 2) Diamant Securities Private Limited 3) Diamant Infrastructure Developers Private Limited 4) Diamant Realty Private Limited	5	2
Mr. Ramesh Mishra	Non Executive & Independent Director	5	5	Yes	1) India Home Loan Ltd. 2) S.V. Electricals Ltd. 3) Clarus Infrastructure Realty Ltd. 4) Sumita Management Consultancy Pvt Ltd. 5) Procentris India Pvt. Ltd. 6) Ira Aarna Online Paintings Pvt. Ltd. 7) Ira Aarna Securites Services Pvt Ltd 8) Ira Aarna Realty Pvt. Ltd. 9) Red Twigs Consultancy Pvt. Ltd. 10) Govindji Trikamdas Exports Ltd.	15	5
Mr. Kamlesh Prasad	Whole Time Director	5	5	Yes	NIL	3	NIL
Mr. Anil Rathi	Non Executive & Independent Director	5	5	Yes	1) Tarangan Developers Pvt. Ltd. 2) Jagdamba Infrastructure Development Pvt. Ltd. 3) Mile Stone Mining Pvt. Ltd. 4) Nitin Thermal Power Pvt. Ltd.	3	2
Mr. Devendra Balasaria	Executive Director	5	2	-	NIL	2	NIL
Mr. Prakash Zalke	Non Executive & Independent Director	-	-	-	NIL	NIL	NIL

4.	<p>COMMITTEES OF THE BOARD</p> <p>The Company has three committees viz: 1. Audit Committee, 2. Remuneration Committee and 3. Shareholders/Investors Grievance Committee. The decisions relating to the constitution of committees, appointment of members and fixing of terms of service for committee members are taken by the Board of Directors. Composition of the said committees, number of meetings held and attendance during the financial year is as follows:</p> <p>1) Audit Committee</p> <p>The Audit Committee comprises of 3 members under the Chairmanship of an Independent Director. The Current constitution of the Committee is of two independent director that is Mr. Ramesh Mishra (Chairman of the committee) and Mr. Anil Rathi and Managing director that is Mr. Naresh Saboo, are the members of the committee. The scope of this committee, is to oversee the Company's financial reporting process and ensure correct, adequate and credible disclosure of financial information; recommending appointment and removal of external auditors and fixing their fees, reviewing with management the annual financial statements with special emphasis on accounting standards and other legal requirements concerning financial statements, reviewing the adequacy of the audit and compliance functioning including their policies, procedures, techniques and other regulatory requirements and reviewing the adequacy of internal control system and significant audit findings.</p> <p>The Audit Committee met six times during the year 29th May, 2010, 31st August, 2010, 30th October, 2010, 30th December, 2010, 10th February, 2011, 25th March, 2011.</p> <p>Name and designation of the Compliance Officer : Mr. Kamlesh Prasad</p>
	<p>2. Remuneration Committee :</p> <p>The Remuneration Committee comprised of two independent Directors that is Mr. Ramesh Mishra (Chairman of the committee) and Mr. Anil Rathi and one Director that is Mr. Devendra Balasaria. There were no remuneration committee meeting held during the year under review as no further or new remuneration was paid to any Director.</p> <p>Name and designation of the Compliance Officer : Mr. Kamlesh Prasad</p>
	<p>3) Shareholder/Investor Grievances Committee</p> <p>The Shareholder/Investor Grievances committee comprises of two independent Director Mr. Anil Rathi (Chairman) and Mr. Ramesh Mishra and one promoter managing director of the company Mr. Naresh Saboo.</p> <p>The Shareholder/Investor Grievances committee looks into redressing investor's grievances like non-receipt of shares, non-receipt of dividends, non-receipt of annual report, etc.</p> <p>The power of approving share transfer has been delegated to share transfer agent of the company. The committee held their meetings on 30th June 2010, 21st August, 2010, 28th October, 2010, 30th December, 2010, 5th February, 2011, 13th March, 2011.</p> <p>Name and designation of the compliance officer: Mr. Kamlesh Prasad</p>