



DIAMANT INFRASTRUCTURE LIMITED

37th Annual Report 2016-17

REGISTERED OFFICE

Gotmare Complex, Block-B, 1st Floor, North Bazar Road,
Dharmpeth Ext., NAGPUR-440010.

Tel.: +91 712 6610222 Fax : +91 712 6641261

BOARD OF DIRECTORS

Shri Naresh Saboo
(DIN 00297916)

Mohd Israil Haji Mohd Hanif Sheikh
(DIN 01686777)

Shri Kamlesh Prasad
(DIN 00216195)

Miss Reenal Jigar Kamdar
(DIN 07143495)

Shri Balkishan Bang
(DIN 07531679)

- Chairman cum Managing Director

- Director

- Whole Time Director

- Independent Director

- Independent Director

BANKERS

Union Bank of India

AUDITORS

Pilla Mathur Manuja & Co

Chartered Accountants, Nagpur

SECURETARIAL AUDITORS

Manoj Agrawal & Associates

Company Secretaries, Nagpur

REGISTERED OFFICE

Gotmare Complex, Block - B,
1st Floor, North Bazar Road,
Dharampeth Extension,
Nagpur- 440 010

CIN No. : L26994MH2003PLC143264

Tel No.:(0712) 6610222

Fax No.:(0712) 6641261

Email : diamant123@gmail.com

Web : www.diamantintra.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.

Tele : (022) 23016761

Email : busicomp@vsnl.com

Web : www.purvashare.com

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DIAMANT INFRASTRUCTURE LIMITED

NOTICE

Notice is hereby given that the 37th Annual General Meeting of the Members of Diamant Infrastructure Limited will be held at "Gotmare Complex, Block-B, 1st Floor, North Bazaar Road, Dharampeth Extension, Nagpur- 440 010" on, Saturday, September, 30, 2017 at 10.00 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Standalone and Consolidated Financial Statements of the Company for the financial year ended as at March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon for the said year.
2. To appoint a director in place of Ms. Reenal Jigar Kamdar, Non Executive & Independent Director (DIN: 07143495), who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution :
"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of Pilla Mathur Manuja & Co, Chartered Accountants, (Registration No.:103523W/W00048) as Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the till the Conclusion of 38th Annual General Meeting to be held during calendar year 2019 (F.Y 2018-19) at such remuneration as applicable and reimbursement of out-of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf."

SPECIAL BUSINESS :

4. To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution.
"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules made thereunder, read with Schedule V to the Act including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to such other approval(s), permission(s) and / or sanction (s) as may be necessary, the consent and approval of the Company be and is hereby accorded to the reappointment of and remuneration payable to Mr. Naresh S Saboo (DIN:00297916), the Managing Director of the Company and Chief Financial Officer (CFO) for a period of further Three (3) years with effect from September 30, 2017, as set out below

Overall remuneration

The aggregate of salary, perquisites and other allowances in any financial year shall be governed by the provisions of Part II of Schedule V to the Companies Act, 2013.

Minimum remuneration

In the event of loss or inadequacy of profits, in any financial year, during the currency of tenure of service of Managing Director cum Chief Financial Officer (CFO), the payment of remuneration shall be governed by the limits prescribed under Schedule V to the Companies Act, 2013.

5. To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution.
"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules made thereunder, read with Schedule V to the Act including any statutory modification(s) or re-enactment(s) thereof for the time being in force and subject to such other approval(s), permission(s) and / or sanction (s) as may be necessary, the consent and approval of the Company be and is hereby accorded to the reappointment of and remuneration payable to Mr. Kamlesh Prasad (DIN:02608184), the Whole-time Director of the Company for a period of further Three (3) years with effect from September 30, 2017, as set out below

Overall remuneration

The aggregate of salary, perquisites and other allowances in any financial year shall be governed by the provisions of Part II of Schedule V to the Companies Act, 2013.

Minimum remuneration

In the event of loss or inadequacy of profits, in any financial year, during the currency of tenure of service of Whole-time Director, the payment of remuneration shall be governed by the limits prescribed under Schedule V to the Companies Act, 2013.

6. To consider and if thought fit, to pass the following resolution with or without modification as an Special Resolution.

"RESOLVED THAT pursuant to section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded for selling, leasing, mortgaging and/or charging or otherwise disposing of movable and/or immovable properties of the company, both present and future, including the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings by the Board and/or duly authorised committee thereof (hereinafter referred as 'Board') in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the company or any other entity availed/to be availed by way of loan(s) in foreign currency and/or rupee currency or other debt instrument, issued/to be issued by the company or any other entity from time to time, subject to the limits approved under section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s), trustees, premium, (if any), on redemption all other costs, charges and expenses including any increase as a result of devaluation/revaluation/in the rates of exchange and all other monies payable by the company in terms of loan agreement(s), heads of agreement(s) debenture trust deed or any other document entered into/to be entered into between the company and the lender(s)/agent(s)/trustees, in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of directors or committee thereof and the lender(s) agent(s)/trustees;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of Directors or Committee or persons authorized by the Board be and are hereby authorized to finalize and execute any and all agreements and documents, necessary for creating mortgage and / or charges as aforesaid and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to resolve any question, difficulty or doubt relating thereto, or otherwise considered to be in the best interest of the Company

7. To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below:



DIAMANT INFRASTRUCTURE LIMITED

No.	Nature of Transactions as per section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party	Amount	
				Receipts	Payment
1	Sale of Investment under section 180 in FY 2017-18	Mr Naresh Saboo, Managing Director, is a common director and promoters carry shareholding interest	Saboo Capital & Securiteis Pvt Ltd.	600.00 Lacs (Maximum limit F.Y. 2017-18)	
2	Rent		Naresh Saboo and Madhu Saboo	-----	1.80 Lacs
3	Director Remuneration		Naresh Saboo	-----	3.00 Lacs
4	Unsecured Loan		Saboo Capital & Securites Pvt. Ltd.	111.80 Lacs	105.90 Lacs
5	Unsecured Loan		Naresh Saboo	217.00 Lacs	217.00 Lacs

No.	Nature of Transactions as per section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party	Amount	
				Receipts	Payment
1	Remuneration to Relative	Mr Kamlesh Prasad Whole Time Director,	Rakesh Prasad	-----	1.80 Lacs

No.	Nature of Transactions as per section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party	Amount	
				Receipts	Payment
1	Rent	Mr Israil Sheikh, Director		-----	.60 Lacs

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

Registered Office:

Gotmare Complex,
Block-B, 1st Floor, North Bazaar Road,
Dharampeth Extension,
Nagpur- 440 010
Dated: 26th August, 2017

By Order of the Board

Sd/-
Naresh Saboo
Managing Director
DIN : 00297916

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 GOTMARE COMPLEX, BLOCK-B, 1ST FLOOR, NORTH BAZAAR ROAD, DHARAMPETH EXTENTION, NAGPUR - 440 010 NOT LESS THAN FORTY EIGHT HOURS BEFORE THE MEETING.

1. A statement of material facts pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business if any, set out in the notice and the relevant details pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed hereto.
2. Corporate members intending to send their authorised representatives to attend the Annual General Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of the directors seeking appointment / reappointment and other details as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards are annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2017 to 25th September, 2017 (both days inclusive) for annual closing.
5. Members who are holding shares in physical form are requested to intimate immediately their change of address / change of bank account, if any, to Registrar & Share Transfer Agent (RTA) quoting reference of the Registered Folio Number. Members who are holding shares in dematerialized form are requested to intimate immediately their change of address / change of bank account, if any, to their respective Depository Participant.
6. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN Card to the Company or its RTA in the following cases viz. Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares held in Physical form. Shareholders are requested to furnish copy of PAN card for all above mentioned transactions.
7. Electronic copy of the Annual Report for 2017 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017 is sent in the permitted mode.
8. The members who have not yet registered their email address are requested to register / update their email address in respect of equity shares held by them in demat form with their respective DP's and in the case of physical form with the RTA.
9. Members are advised to submit their National Electronic Clearing Service/Electronic Clearing Service (NECS/ECS) mandate in the form (given elsewhere in the Annual Report) duly filled in and signed, to enable the Company to make remittance by means of NECS/ECS.
10. Members are requested to notify immediately any change in their address to the share transfer agent M/S Purva Share registry (India) Pvt. Ltd., 9, Shiv Shakti Industrial Estate, Sitaram Mills Compound, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel (East) Mumbai-400 011.
11. 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.
12. 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.
13. 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.



DIAMANT INFRASTRUCTURE LIMITED

14. VOTING THROUGH ELECTRONIC MEANS :

- a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the members with the facility to exercise their right to vote on the AGM subjects, by electronic means and the business may be transacted through the e-voting services provided by National Securities Depository Limited (NSDL).
- b. The facility for voting, either through electronic voting system or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- c. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. If a member voted in both modes, the voting by remote e-voting is only valid.
- d. The facility for remote e-voting commences on 26th September 2017 (9.00 a.m.) and ends on 28th September 2017 (5.00 p.m.) the date preceding the date of the AGM. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2017 may opt for remote e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.
- e. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares on the cut-off date i.e. 23rd September, 2017 may obtain the login ID and password by sending a request to "e-voting@nsdl.co.in".
- f. Mr. Manoj Agrawal, of M/s. Manoj Agrawal & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting by electronic means or ballot or polling paper, in a fair and transparent manner.
- g. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him who shall countersign the same.
- h. The Chairman or a person authorised by him shall declare the result of the voting forthwith. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.diamantinfra.com after the result is declared by the Chairman or person authorised by him, shall be simultaneously communicated to the Stock Exchanges and Depositories.
- i. **Members are requested to read the instructions given below :**
- A. **For members who receive notice of Annual General Meeting through E-mail :**
Open E-Mail and open PDF file viz: "Diamant E-Voting. pdf" with your Client ID or Folio Number as password. The said PDF file contains your user ID and password for E-Voting. Please note that the password is an initial password.

Open your web browser during the voting period and log on to the e-voting website <https://www.evoting.nsdl.com>.

Click on "Shareholders" tab to cast your vote.

Enter your user ID and password as initial password noted above. Click LOGIN.

Password change menu appears. Change the initial password with new password of your choice. The new password has to be minimum eight digits / characters or combination thereof. Kindly note that this password is to be used by the holders for voting for resolution of any other Company on which they are eligible to vote, provided that such Company opts for E-Voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Home-page of "E-Voting" opens. Click on "E-Voting" Active Voting Cycles.

Select "EVEN" of Diamant Infrastructure Limited.

Now you are ready for "E-Voting" as "Cast Vote" page opens.

Then cast your vote by selecting appropriate options and click on "SUBMIT" and also "CONFIRM" when prompted. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at diamant123@gmail.com or manojcs03@gmail.com with a copy marked to evoting@nsdl.co.in

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com

If you are holding shares and had logged on to www.evoting.nsdl.com and casted your vote earlier for EVEN of any other company, then your earlier login id and password are to be used.

For members who receive the notice of Annual General Meeting in Physical form

- i. Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (E Voting Event Number), USER ID, PASSWORD / PIN.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the downloads section of www.evoting.nsdl.com OR contact NSDL at the following Telephone No: 022 24994600.
- iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password / PIN for casting your vote.
- v. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

In case of members acquiring shares after the dispatch of the notice:

Any person who acquires shares of the Company and becomes a member of the Company as on the cut-off date shall follow the above instructions to cast their vote through e-voting process.

15. VOTING AT THE VENUE OF THE AGM

In terms of Companies (Management and Administration) Amendment Rules, 2015 with respect to the voting through electronic means, the Company is pleased to offer the facility for voting by way of polling at the venue of the AGM. Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by '**Remote e-voting**' may vote at the AGM through polling for all businesses specified in the Notice. Members who have exercised their right to vote by Remote e-voting may attend AGM but shall not vote at the AGM.

STATEMENT OF MATERIAL FACTS CONCERNING ITEMS OF SPECIAL BUSINESS

(Annexed to notice pursuant to Section 102 of the Companies Act, 2013)

Item No. 4

Mr. Naresh Saboo is a Managing Director of our Company. He has been associated with our Company since 2007 as joined as a Director. He was appointed as a Managing director of the Company in 2009. He has 25 years of experience in the industry as well as he is also Chartered Accountant. In view of this the Board of Directors is requesting your approval for the revise in the remuneration and designation of Mr. Naresh Saboo, Managing Director cum Chief Financial Officer.

None of the Directors are interested or concerned in this resolution.



DIAMANT INFRASTRUCTURE LIMITED

Item No. 5

Mr. Kamlesh Prasad is a Whole Time Director of our Company. He has been associated with our Company since 2007, having joined as a senior manager. He was appointed as a director of the Company in 2010. He has 15 years of experience in the industry. In view of this the Board of Directors is requesting your approval for the revise in the remuneration of Mr. Kamlesh Prasad, Whole-Time Director.

None of the Directors are interested or concerned in this resolution.

Item No. 6

The Company had earlier passed the Resolutions under the Companies Act, 2013 for borrowing money in excess of the aggregate of paid-up share capital of the Company and its free reserves and for creation of mortgage, charge, hypothecation, lien or sell of fixed assets and other encumbrances, if any, by the Company, as the Board may deem fit, on the assets of the Company, both present and future. The Company need to add this approval of members for sell of unused assets or investments for reduce debt of company and recover better return on unused assets or disposal of assets of the Company in any manner by the Company, approval of the shareholders need to be obtained by way of Special Resolution. None of the Directors are interested or concerned in this resolution.

Item No. 7

Approval for entering into Related Party Transactions by the Company The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and, prior approval of the shareholders by way of a Special Resolution must be obtained:

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of, or buying, property of any kind;
3. Leasing of property of any kind;
4. Availing or rendering of any services;
5. Appointment of any agent for purchases or sale of goods, materials, services or property;
6. Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company and
7. Underwriting the subscription of any securities or derivatives thereof, of the Company.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013)

As per section 188(1) (f) and 180 of the Companies Act, 2013, your Directors recommends the resolutions for your approval.

By Order of Board
For Diamant infrastructure Limited
Sd/-
Naresh Saboo
Managing Director
DIN : 00297916

Place : Nagpur
Date : 26th August, 2017

INFORMATION PURSUANT TO SS-2 OF SECRETARIAL STANDARDS ON GENERAL MEETING AND REGULATION 36(3) OF THE LISTING REGULATION REGARDING APPOINTMENT OR REAPPOINTMENT OF THE DIRECTORS AT THE FORTHCOMING ANNUAL GENERAL MEETING

Name of Director	Naresh Saboo
Category	Executive, Managing Director & Chief Financial Officers
Date of Birth	29.04.1964
Date of re-appointment	30.09.2017
Qualifications	Chartered Accountants
Brief Profile and Expertise in Specific functional Area	He is working with company as Managing Director last 9 years. He is looking after the all business of the company.
Chairman/ Member of committees of the Board of Companies of which he is a director	1
Directorship in Other Companies	6
Shareholding as on 31.03.2017	Nil
Last Remuneration Drawn	Rs.3.00 Lacs
Relationship with other Directors/KMP etc	He is father of CFO Ms. Riddhi Saboo (wef 30.05.2016 to 14.02.2017) and Mr. Yash Saboo(wef 14.02.2017 to 14.08.2017) .
Number of Meeting of Board attended during the year and other directorship etc	Please refer "Report on Corporate Governance" forming part of this Annual Report

Name of Director	Kamlesh Prasad
Category	Executive, whole Time Director
Date of Birth	09.02.1979
Date of re-appointment	30.09.2017
Qualifications	B. COM
Brief Profile and Expertise in Specific functional Area	He is Whole Time Director of the Company. He is looking after the Finance, Administration and procurement. He has been associated with the Company since 10 Years.
Chairman/ Member of committees of the Board of Companies of which he is a director	Nil
Directorship in Other Companies	Nil
Shareholding as on 31.03.2017	Nil
Last Remuneration Drawn	Rs. 1.20 Lac p.a.
Relationship with other Directors/KMP etc	Nil
Number of Meeting of Board attended during the year and other directorship etc	Please refer "Report on Corporate Governance" forming part of this Annual Report