



DIAMANT INFRASTRUCTURE LIMITED

**38th Annual Report
2017-18**

REGISTERED OFFICE

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

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DIAMANT INFRASTRUCTURE LIMITED

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BOARD OF DIRECTORS

Shri Naresh Saboo (DIN 00297916)	- Chairman & Managing Director & CFO
Mohd Israil Haji Mohd Hanif Sheikh (DIN 01686777)	- Director
Shri Kamlesh Prasad (DIN 00216195)	- Whole Time Director
Miss Reenal Jigar Kamdar (DIN 07143495)	- Independent Director
Shri Balkishan Bang (DIN 07531679)	- Independent Director

BOARD COMMITTEES

Audit Committee

Shri Balkishan Bang	- Chairman
Shri Naresh Saboo	- Member
Miss Reenal Jigar Kamdar	- Member

Nomination & Remuneration Committee

Shri Balkishan Bang	- Chairman
Shri Naresh Saboo	- Member
Miss Reenal Jigar Kamdar	- Member

Stakeholders Relationship Committee

Shri Balkishan Bang	- Chairman
Shri Naresh Saboo	- Member
Miss Reenal Jigar Kamdar	- Member

AUDITORS

Pilla Mathur Manuja & Co

Chartered Accountants, Nagpur

BANKERS

Union Bank of India

SECRETARIAL 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.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.
Tele: (022) 23016761
Email: busicomp@vsnl.com
Web: www.purvashare.com



DIAMANT INFRASTRUCTURE LIMITED

NOTICE

Notice is hereby given that the **38TH** 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, 29, 2018 at 10.00 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended as at March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon for the said year.
2. To appoint a director in place of Mohd. Israil Haji Mohd Hanif Sheikh, Director (DIN: 01686777), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass the following resolution with or without modification(s) as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 139, 140(4), 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (herein referred to as the 'Act') and Rules thereunder and based on the recommendation of Audit Committee and Board of Directors of the Company, approval of Shareholders of the Company be and is hereby accorded for appointment M/s Vidhani Vaswani & Co, Chartered Accountants bearing Firm Registration No. 125493W with and in respect of whom the Company has received a Special Notice under Section 140(4) of the Act, proposing their appointment in place of the retiring Auditors for a term of Five (5) years commencing from the Financial year 2018-19 and to hold office from the conclusion of the 38th Annual General Meeting till the conclusion of 43rd Annual General Meeting of the Company at such remuneration as may be mutually decided between M/s Vidhani Vaswani & Co, Chartered Accountants and Board of Directors of the Company."

"RESOLVED FURTHER that Directors of the Company be and are hereby jointly or severally authorised to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

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 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Harshal Ashok Madan, who will be appointed as a Director (Independent) of the Company we from 30th September 2018 and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an "Independent Director" of the Company to hold office for a term of 5 (five) consecutive years commencing from 30th September 2018 to 29th September 2023."

By Order of the Board

Naresh Saboo
Managing Director
DIN : 00297916

Registered Office:

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

Dated: 26th August, 2018

NOTES:

1. **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.**
2. 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.
3. Corporate members intending to send their authorized 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.
4. 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.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2018 to 24th September, 2018 (both days inclusive) for annual closing.
6. 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.
7. 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.
8. Electronic copy of the Annual Report for 2018 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 2018 is sent in the permitted mode.
9. 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.
10. 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.
11. 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.
12. 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.



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13. 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.
14. 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.

15. 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 votes in both modes, the voting by remote e-voting is only valid.
- d. The facility for remote e-voting commences on 25th September 2018 (9.00 a.m.) and ends on 28th September 2018 (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 22nd September, 2018 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. 22nd September, 2018 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 favor 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 for e-voting:

- Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
Step 2 : Cast your vote electronically on NSDL e-Voting system.

Step 1:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.



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- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to manojcs03@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

16. 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

M/s Pilla Mathur Manuja & Co. , (Firm Registration No. 124471W) was reappointed as the Statutory Auditors of the Company at the Annual General Meeting (AGM) of the Company for a term of one (1) year i.e from the conclusion of 37th AGM up to the conclusion of this 38th AGM and thereby will retire at the ensuing AGM.

The Company has received a Special Notice under Section 140(4) of the Companies Act, 2013 dated 10th August 2018, as a matter of abundant caution from M/s. Saboo Capital and Securities Pvt. Ltd., a member of the Company holding 6449878 Equity Shares constituting 18.32% of the total paid-up Share Capital of the Company, proposing appointment of M/s Vidhani Vaswani & Co., Chartered Accountants (Firm Registration No. 125493W) in place of retiring auditors M/s Pilla Mathur Manuja & Co.

In view of the said facts, resolution has been proposed for the appointment of M/s Vidhani Vaswani & Co, Chartered Accountants (Firm Registration No. 125493W), as Statutory Auditor of the Company in place of retiring Auditors in terms of Section 139 of the Companies Act, 2013 along with the Rules framed there under for a period of Five (5) years commencing from Financial year 2018-19 and to hold office from the conclusion of 38th Annual General Meeting till the conclusion of 43rd Annual General Meeting of the Company, at a remuneration plus reimbursement of out of pocket expenses as may be mutually agreed upon by the Board of Directors and the Statutory Auditors.

The Audit Committee in their meeting held on 14th August, 2018 has also recommended appointment of M/s Vidhani Vaswani & Co. Chartered Accountants and the Board of Directors at their meeting held on 14th August, 2018 has proposed the said appointment.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Your Board recommends the Resolution at Item no.4 for approval of Shareholders as a Special Resolution.

Item No. 5

Mr. Harshal Ashok Madan has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. Mr. Harshal Ashok Madan, aged 22, holds a degree in Bachelor of Commerce and is appearing for Company Secretary Final Examinations. In view of Mr. Harshal Ashok Madan's qualification and experience it is in the interest of the Company to avail his services as a Member of the Board. As required under the section 160 of the Companies Act, 2013, a Notice has been received from a member signifying his intention to propose him as a candidate for the office of Director.

Mr. Harshal Ashok Madan does not hold any Equity Shares in the Company. No Directors or Key Managerial Personnel or relatives of Directors or Key Managerial Personnel are interested or concerned in the said resolution.

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



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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	Mohd Israil Haji Mohd Hanif Sheikh
Category	Director
Date of Birth	25.12.1953
Date of re-appointment	30.09.2018
Qualifications	B Com
Brief Profile and Expertise in Specific functional Area	He has approximately 40 years of experience in construction and real estate and has been with the company since 3 years.
Chairman/ Member of committees of the Board of Companies of which he is a director	Managing Director Vibrant Energy Limited
Directorship in Other Companies	Vibrant Energy Limited Dolly Infraventures Private Limited R K Chavan Infrastructure Private Limited Borele Build-Con Private Limited Sangamner- Loni Infrastructure Private Limited Skyland Realty Developers Pvt. Ltd.
Shareholding as on 31.03.2018	Nil
Last Remuneration Drawn	Nil
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

Name of Director	Harshal Ashok Madan
Category	Independent Director
Date of Birth	03.03.1996
Date of appointment	30.09.2018
Qualifications	B Com
Brief Profile and Expertise in Specific functional Area	A Commerce graduate and appearing for CS final examination has good knowledge of accounts and corporate law.
Chairman/ Member of committees of the Board of Companies of which he is a director	Nil
Directorship in Other Companies	Nil
Shareholding as on 31.03.2018	Nil
Last Remuneration Drawn	Nil
Relationship with other Directors/KMP etc	Nil
Number of Meeting of Board attended during the year and other directorship etc	Nil