



# DIAMANT INFRASTRUCTURE LIMITED

## **39<sup>th</sup> Annual Report 2018-19**

### **REGISTERED OFFICE**

Gotmare Complex, Block-B, 1st Floor, North Bazar Road,  
Dharampeth Ext., Nagpur-440010.

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

## BOARD OF DIRECTORS

SR. NO	NAME	DIN	DESIGNATION
1.	Shri Naresh Saboo	00297916	Chairman & Managing Director & CFO
2.	Shri Kamlesh Prasad	00216195	Whole Time Director
3.	Mohd Israil Haji Mohd Hanif Sheikh	01686777	Director
4.	Shri Harshal Ashok Madan	08227283	Independent Director
5.	Miss Reenal Jigar Kamdar	07143495	Independent Director
6.	Shri Balkishan Bang	07531679	Independent Director

## BOARD COMMITTEES

AUDIT COMMITTEE		
SR. NO	NAME	DESIGNATION
1.	Shri Balkishan Bang	Chairman
2.	Shri Naresh Saboo	Member
3.	Miss Reenal Jigar Kamdar	Member
NOMINATION & REMUNERATION COMMITTEE		
SR. NO	NAME	DESIGNATION
1.	Shri Balkishan Bang	Chairman
2.	Shri Naresh Saboo	Member
3.	Miss Reenal Jigar Kamdar	Member
STAKEHOLDERS RELATIONSHIP COMMITTEE		
SR. NO	NAME	DESIGNATION
1.	Shri Balkishan Bang	Chairman
2.	Shri Naresh Saboo	Member

<b>3.</b>	Miss Reenal Jigar Kamdar	Member
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<b>STATUTORY AUDITORS</b>	
Vidhani Vaswani & Co	Chartered Accountants, Nagpur
<b>SECRETARIAL AUDITORS</b>	
Manoj Agrawal & Associates	Company Secretaries, Nagpur
<b>REGISTRAR &amp; TRANSFER AGENT</b>	
Purva Shareregistry (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
<b>BANKERS</b>	
Union Bank of India	

## **NOTICE**

### **DIAMANT INFRASTRUCTURE LIMITED**

Reg. Office: Gotmare Complex, Block-B, 1<sup>st</sup> Floor, North Bazaar Road, Dharampeth Ext Nagpur – 440 010 [CIN: L26994MH2003PLC143264]

Web: [www.diamantinfra.com](http://www.diamantinfra.com), email: [diamant123@gmail.com](mailto:diamant123@gmail.com)

## **NOTICE OF THE 38<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 38<sup>th</sup> Annual General Meeting of DIAMANT INFRASTRUCTURE LIMITED will be held on 30<sup>th</sup> September, 2019 at 11:00 a.m. at Flat no 302, Mangalam Khare Town, Dharampeth, Nagpur - 440 010, Maharashtra to transact the following business:

### **ORDINARY BUSINESS**

#### **ITEM NO. 1**

#### **ADOPTION OF AUDITED FINANCIAL STATEMENT:**

To receive, consider and adopt the Audited Financial Statement (including Audited Consolidated Financial Statement) of the Company for the Financial Year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon.

#### **ITEM NO. 2**

#### **APPOINTMENT OF DIRECTOR IN PLACE OF RETIRING DIRECTOR:**

To appoint a director in place of Shri Naresh Saboo, Managing Director (DIN: 00297916), who retires by rotation and being eligible, offers himself for re-appointment

**Place:** Nagpur

**Date:** 06<sup>th</sup> September, 2019

**By the order of the Board of Directors for  
DIAMANT INFRASTRUCTURE LIMITED**

**Naresh Saboo**  
(Managing Director)  
(DIN: 00297916)

## **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/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT FLAT NO 302, MANGALAM KHARE TOWN, DHARAMPETH, NAGPUR - 440 010 NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.
2. 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 authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 21<sup>st</sup> September, 2019 to 26<sup>th</sup> September, 2019 (both days inclusive) for annual closing.
4. 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.
5. 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.
6. Electronic copy of the Annual Report for 2019 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 2019 is sent in the permitted mode.
7. 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.
8. 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.

9. 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.
10. 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.
11. 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.
12. 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.
13. 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 27th September 2019 (9.00 a.m.) and ends on 29th September 2019 (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, 2019 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, 2019 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](http://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 :

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

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) 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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](mailto:manojcs03@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **14.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.