



DIAMANT INFRASTRUCTURE LIMITED

**41st Annual Report
2020-21**

REGISTERED OFFICE

PI No. 3, Hindustan Colony, Wardha Road, Nagpur – 440015, Maharashtra
Tel.: +91 712 6610222 Fax: +91 712 6641261



DIAMANT INFRASTRUCTURE LIMITED

BOARD OF DIRECTORS

SR. NO	NAME	DIN	DESIGNATION
1.	Shri Naresh Saboo	00297916	Managing Director & CFO
2.	Shri Kamlesh Prasad	00216195	Whole Time Director (Resigned w.e.f. 06-03-2021)
3.	Smt. Madhu Saboo	00395363	Whole Time Director (w.e.f. 29 th March, 2021)
4.	Shri Harshal Ashok Madan	08227283	Independent Director
5.	Miss Reenal Jigar Kamdar	07143495	Independent Director

BOARD COMMITTEES

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

SR. NO	NAME	DESIGNATION
1.	Shri Harshal Ashok Madan	Chairman
2.	Shri Naresh Saboo	Member
3.	Miss Reenal Jigar Kamdar	Member

STATUTORY AUDITORS	
Vidhani Vaswani & Co	Chartered Accountants, Nagpur

SECRETARIAL AUDITORS	
Manoj Agrawal & Associates	Company Secretaries, Nagpur

REGISTRAR & TRANSFER AGENT	
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: support@purvashare.com Web: www.purvashare.com

BANKERS	
Union Bank of India	



DIAMANT INFRASTRUCTURE LIMITED

NOTICE

DIAMANT INFRASTRUCTURE LIMITED

Reg. Office: Pl No. 3, Hindustan Colon, Wardha Road, Nagpur-440015

[CIN: L26994MH2003PLC143264]

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

Web: www.diamantinfra.com, Email: diamant123@gmail.com

NOTICE OF THE 41ST ANNUAL GENERAL MEETING

Notice is hereby given that the 41st Annual General Meeting of DIAMANT INFRASTRUCTURE LIMITED will be held on Thursday, 30th September, 2021 at 10:00 a.m. at the registered office of the company i.e., Pl No. 3, Hindustan Colony, Wardha Road, Nagpur-440015, Maharashtra to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2021 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Shri Naresh Saboo, Director (DIN: 00297916), who retires by rotation and being eligible, offers himself for re- appointment

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution with or without modification as a **Special Resolution**

3. APPOINTMENT OF M/s. R A GUPTA & ASSOCIATES AS STATUTORY AUDITOR OF THE COMPANY:

"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 R A Gupta & Associates, Chartered Accountants bearing Firm Registration No. 128210W in place of the M/s. Vidhani Vaswani & Co., Chartered Accountants who resigned from their office on 16-08-2021, as Auditors for a term of Five (5) years commencing from the Financial year 2021-22 and to hold office from the conclusion of the 41st Annual General Meeting till the conclusion of 46th Annual General Meeting of the Company at such remuneration as may be mutually decided between M/s R A Gupta & Associates, 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."

To consider and if thought fit, to pass the following resolution with or without modification as a **Special Resolution**

4. APPOINTMENT OF MRS. MADHU SABOO AS WHOLE-TIME DIRECTOR:

"RESOLVED THAT pursuant to the provision of Section 196,197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Rules made there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mrs. Madhu Saboo (DIN: 00216195) be and is hereby re-appointed as Whole-Time Director for the period of five years w.e.f 29-03-2021 upon the terms and conditions mentioned as under:

1. Period of appointment: Five years w.e.f. 29-03-2021
2. Nature of duties:
 - a) The Whole-Time Director shall devote his time and attention to the Technical, Finance department of the Company and carry out such duties, as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and direction of the Board in connection with and in the best interests of the business of the Company.
 - b) The Whole-time Director shall not exceed the powers so delegated by the Board pursuant to clause 2(a) above.
 - c) The Whole-Time Director undertakes to employ the best of the skill and ability to make her utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with orders and directions as may be given to her from time to time by the Board.
3. **a) Remuneration:** Nil

b) Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay to the Whole-time Director remuneration by way of Salary & Benefits specified above.
4. The personnel policies of the Company and the related Rules which are applicable to other employees of the Company will also be applicable to the Whole-time Director, unless specifically provided otherwise.
5. The Whole-time Director, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
6. The terms and conditions of the appointment of the Whole-time Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Whole time Director, subject to such approvals as may be required.



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7. This appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months remuneration in lieu of such notice.
8. The employment of the Whole-time Director may be terminated by the Company without notice or payment in lieu of notice:
 - a) If the Whole-time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services: or
 - b) In the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Executive Director of any of the stipulations contained in the Agreement: or
 - c) In the event the Board expresses its loss of confidence in the Executive Director.
9. In the event the Whole-time Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
10. Upon the termination by whatever means of his employment under the Agreement. The Whole-time Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries and associated companies.
11. If and when the Agreement expires or is terminated for any reason whatsoever, Mr. Kamlesh Prasad will cease to be the Whole-time Director, and also cease to be a Director. If at any time, the Whole-time Director ceases to be Director of the Company for any reason whatsoever, he/she shall cease to be the whole-time Director, and this Agreement shall forthwith terminate. If at any time, the Whole-time Director ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Whole-time Director of the Company.
12. The terms and conditions of the appointment of the Whole-time Director also include clauses pertaining to intellectual property, non-competition, conflict of interest with the Company and maintenance of confidentiality.
13. The date of joining will be 29-03-2021.

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Directors and Mrs. Madhu Saboo.

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take all such steps as may be necessary, proper and expedient give effect to this Resolution."

A brief profile of Mrs. Madhu Saboo along with her consent are enclosed herewith.

By order of the Board of Directors

Sd/-
Naresh Saboo
Managing Director
(DIN: 00297916)

Registered Office:

Pl No. 3, Hindustan Colony
Wardha Road, Nagpur-440015

06-09-2021

Place: Nagpur



DIAMANT INFRASTRUCTURE LIMITED

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 PL No. 3, HINDUSTAN COLONY, WARDHA ROAD, NAGPUR - 440 015 NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING**
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.
3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.diamantinrfa.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
4. Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), in respect of the Special Business under Item No. 3-4 to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
5. 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.
6. Corporate members intending to attend the 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.
7. 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. 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.

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 and on the website of NSDL www.evoting.nsdl.com. The company shall simultaneously communicate the results to BSE Limited, where the shares of the company are listed.

8. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2021 to 27th September, 2021 (both days inclusive) for annual closing.
9. 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.
10. Members are requested to note that in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (amended from time to time), with effect from 1 April 2019, shares of the Company can be transferred only in dematerialised form. In view of the above, Members are advised to dematerialise the shares held by them in physical form. This will also eliminate all risks associated with holding securities in physical form and provide ease in portfolio management.
11. 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 Transposition of shares held in Physical form etc. Shareholders are requested to furnish copy of PAN card for all above mentioned transactions.
12. All correspondence regarding shares of the Company should be addressed to the company's Registrar and 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. The members are requested to notify immediately any change in their address to the RTA.
13. As per the provisions of the Companies Act, 2013, facility for making nomination is available to individuals holding shares in the Company. The prescribed nomination form can be obtained from the Registrar and Share Transfer Agent (RTA)/Depository Participant (DP).
14. The members who have not yet registered their email address are requested to register/ update of physical form with the RTA.
15. Members who have multiple accounts in identical names or joint accounts in the same order are requested to their email address in respect of equity shares held by them in demat form with their respective DP's and in the case send all the Share Certificate(s) to the Company's RTA for consolidation of all such shareholdings into one account to facilitate better service.



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16. In view of the prevailing COVID-19 pandemic situation, the Ministry of Corporate Affairs vide its circular dated 5th May 2020 has exempted companies from sending Annual Reports in physical mode. Accordingly, an electronic copy of the Annual Report is being sent to all the Members holding shares in dematerialised mode and whose e-mail addresses are available with the Depository Participant(s) as well as to all the Members holding shares in physical mode whose e-mail addresses are registered with the Company/RTA for communication purposes. Procedure for obtaining the Annual Report, AGM notice as well as electronic voting (e-voting) instructions for Members whose e-mail addresses are not registered with the depositories or with RTA is provided herein and also available on the website of the Company. The report is also available on the Company's website, website of the Stock Exchange i.e. BSE Limited.

In view of the exemptions provided, no physical or hard copies of the Notice and the Annual Report will be sent to the shareholders who have not registered their e-mail addresses with the Company/RTA as well as to those specifically requesting for physical copy of the documents.

Members may please bring the Admission Slip duly filled in and may hand over the same at the entrance to the Meeting Hall.

17. 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.
18. Electronic copy of relevant documents referred to in the Notice and Explanatory Statement will be made available through email for inspection by the Members. A Member is requested to send an email to diamant123@gmail.com for the same
19. The route map to the venue of AGM is annexed with this notice.

20. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 27-09-2021 at 09:00 A.M. and ends on 29-09-2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 24-09-2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 24-09-2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are