



# DIAMANT INFRASTRUCTURE LIMITED

GOTMARE COMPLEX, BLOCK-B, 1ST FLOOR, NORTH BAZAR ROAD,  
DHARMPETH EXT., NAGPUR-440010. CIN NO.: L26994MH2003PLC143264  
Tel.: +91 712 6610222 Fax: +91 712 6641261  
E-mail : diamant123@gmail.com Website : www.diamantinfra.com

## FORM A

Format of covering letter of the Annual Report to be filled with the Stock Exchange

1	Name of Company	Diamant Infrastructure Limited BSE Code - 508860
2	Annual Financial Statements for the Year Ended	31 <sup>st</sup> March, 2014
3	Type of Audit observation	Un-Qualified
4	Frequency of observation	Not Applicable
5	To be signed by CEO/Managing Director Director	For, Diamant Infrastructure Limited  Managing Director
6	Auditor of the Company	For, Pilla Mathur Manuja & Co Chartered Accountants (FRN 124471W)  (Thakur Manuja) Proprietor (Membership No 113940) 
7	Audit Committee Chairman	For, Diamant Infrastructure Limited  Chairman, Audit Committee



# DIAMANT INFRASTRUCTURE LIMITED

## 34th Annual Report 2013-14

### REGISTERED OFFICE

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

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

**BOARD OF DIRECTORS**

Shri Naresh Saboo	-	Chairman cum Managing Director
Shri Kamlesh Prasad	-	Whole Time Director
Shri Anil Rathi	-	Independent Director
Shri Prakash Zalke	-	Independent Director

**BANKERS**

Union Bank of India

**AUDITORS**

Pilla Mathur Manuja & Co  
Chartered Accountants, Nagpur

**REGISTERED OFFICE**

Gotmare Complex,  
Block B, 1st Floor,  
North Bazar Road,  
Dharampeth Extension,  
Nagpur- 440 010  
Tel No.:(0712) 6610222  
Fax No.:(0712) 6641261  
Email : [diamant123@gmail.com](mailto:diamant123@gmail.com)  
Web : [www.diamantinfra.com](http://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](mailto:busicomp@vsnl.com)  
Web : [www.purvashare.com](http://www.purvashare.com)

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# DIAMANT INFRASTRUCTURE LIMITED

## NOTICE

NOTICE is hereby given that the 34<sup>th</sup> Annual General Meeting of the members of Diamant Infrastructure Limited will be held as under:

DAY : Tuesday  
VENUE : Gotmare Complex, Block-B, 1<sup>st</sup> Floor,  
North Bazaar Road,  
Dharampeth Extension, Nagpur- 440010  
DATE : 30<sup>th</sup> September, 2014  
TIME : 10.00 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, 2014, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Naresh Saboo, 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.

“RESOLVED THAT M/s Pilla Mathur Manuja & Co, Chartered Accountants, be and hereby reappointed as Statutory Auditors of the Company to hold office until the Conclusion of the next Annual General Meeting at remuneration to be fixed by the Board of Directors of the Company .”

### SPECIAL BUSINESS:

#### 4. To consider and if thought fit, to pass with or without modification(s), if any, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and disclosure requirements) Regulations, 2009 (“ICDR Regulations”) as in force, Securities and Exchange Board of India (Substantial Acquisition of shares and Takeover) Regulations, 2011, (SAST Regulations), the regulations/guidelines, if any, issued by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India and any other applicable laws, rules and regulations (including any amendment(s) thereto or re-enactment(s) thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company to the extent applicable and Listing Agreement entered into by the Company with the stock exchanges where shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, the Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges, Lenders of the Company and any other relevant statutory, government authorities or departments, institutions or bodies (“Concerned Authorities”) in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, sanctions and permissions as may be necessary (“Approvals”) and any such conditions and/or modifications as may be prescribed, stipulated or imposed by any such Approvals and/or which may be agreed to or considered necessary by the Board of directors of the Company (hereinafter referred to as “the Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), the consent, permission and approval of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot on a preferential basis upto 57,50,000 equity shares of the face value of 2/-each (hereinafter referred to as “Preferential Equity Shares”) constituting 14.4% of the emerging voting capital of the Company at a price of 2.5/- each per share aggregating 1,43,75,000/- to the following promoter & other company.

S.No.	Name of the Companies	No. of Shares
1	Saboo Capital & Securities Private Limited	37,50,000
2	Jaju Foods Private Limited	20,00,000
	Total	57,50,000

on such terms and conditions and in such manner as may be decided by the Board at a price calculated in accordance with regulation 76(1) of chapter VII of ICDR Regulations which shall be the higher of the following :

1. The average of the weekly high and low of the closing prices of the related equity shares quoted on the stock exchanges during the twenty six weeks preceding the relevant date;
- OR
2. The average of the weekly high and low of the closing prices of the related equity shares quoted on the stock exchange during the two weeks preceding the relevant date. which shall be at the issue price of 2.50/- each per equity share.

**RESOLVED FURTHER THAT** the preferential issue of the equity shares shall be *inter alia* on the following terms and conditions:

- a) The equity shares shall be allotted to Promoter & others persons at a price of 2.5/- (Rupees Two & Fifty Paise only) per equity share which is calculated as per Regulation 76 of the CDR Regulations.
- b) Preferential Equity Shares shall rank pari-passu in all respects, with the existing Equity Shares of the Company in accordance with Memorandum and Articles of Association of the Company.
- c) Preferential Equity shares shall be subject to such lock-in requirements as may be prescribed under the ICDR Regulations
- d) The equity shares shall be allotted within a period of 15 days from the date on which the last of the statutory approval (s) required for the preferential issue is duly obtained or such extended time as may be approved by SEBI.
- e) the relevant date for the determination of applicable price for the issue of the Equity Shares in terms of the provisions of the SEBI Regulations is 28<sup>TH</sup> August, 2014, i.e. the date of thirty days prior to the date on which the meeting of the shareholders is to be held, in terms of Section 62 of the Companies Act, 2013, to consider the proposed issue.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to issue or allotment of the aforesaid equity shares to the share holders upon exercise of right to subscribe the shares and listing thereof with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or any other Director(s) or officer(s) of the Company to give effect to the resolution”.

**5. To consider and if thought fit, to pass with or without modification(s), if any, the following Resolution as an Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. Naresh Saboo as Managing Director of the Company for a period of three years with effect from September 01, 2014.

FURTHER RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, approval of the Company be and is hereby accorded to pay a remuneration of 1,00,000/- (Rupees One Lacs only) per Month to Mr. Naresh Saboo, Managing Director of the Company, the details of which are given in the Explanatory Statement annexed hereto.



## DIAMANT INFRASTRUCTURE LIMITED

FURTHER RESOLVED THAT the consent of the shareholders of the Company be and is hereby also accorded that where in any financial year the Company has no profits or inadequate profits then remuneration as decided above be paid with the prior approval of the Central Government. FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.

By Order of the Board  
Sd/-  
Naresh Saboo  
Managing Director

**Registered Office:**

Gotmare Complex,  
Block-B, 1<sup>st</sup> Floor North Bazaar Road,  
Dharampeth Extension,  
Nagpur- 440 010  
Dated: 28th August, 2014

**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 EXTENSION, NAGPUR-440 010 NOT LESS THAN FORTY EIGHT HOURS BEFORE THE MEETING.**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business, as set out above is annexed hereto.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 22<sup>nd</sup> September, 2014 to 24<sup>th</sup> September, 2014 (both days inclusive).  
In compliance with SEBI Circular No. D&CC/FITT/CIR-15/2002 dated December 27, 2002 read with circular No. D&CC/FITTC/CIR-18/2003 dated February 12, 2003, mandating a Common Agency for Share Registry Work (Physical & Electronic), the company has already Purva Shareregistry (I) Pvt. Ltd. 9, Shiv Shakti Industrial Estate, Sitaram Mill Compound, Mumbai-400 011.
3. 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.
4. 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 400011.
5. 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.
6. 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.
7. 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.
8. 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 reappointed is given below:

Name of Appointee	Date of Birth	Qualifications	Expertise/Experience	Date of Appointment	Other Directorship, If Any
Naresh Saboo	29.04.1964	CA	He is having experience of more than 30 years in the field of Construction and Infra Development etc. He is also having significant experience in transactions related to irrigation projects.	16.06.2007	1) MD in Saboo Capital & Securities Pvt. Ltd. 2) Diamant Securities Pvt. Ltd. 3) Diamant Infrastructure Developers Pvt. Ltd. 4) Diamant Realty Pvt. Ltd. 5) INS Projects Pvt. Ltd. 6) Astute Diamant Construction Pvt. Ltd. 7) Ginger Infrastructure Pvt. Ltd. 8) Orange City Club Pvt. Ltd. 9) Ginger Banquets Pvt. Ltd.

9. In terms of Clause 35B of the Listing Agreement, the Company is pleased to provide the facility to members to exercise their right to vote by electronic means through M/s Purva Shareregistry Private Limited. The members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, August 28, 2014, i.e. the cut-off date taken by the Company for dispatch of Annual Report and the Notice (including notice for e-voting) calling the Annual General Meeting will be eligible to vote for the purpose of E-voting / AGM. The e-voting period will commence from Saturday, September 27, 2014 at 9.00 a.m. and will end at 6.00 p.m. on Monday, September 22, 2014. The e-voting module will be disabled on September 27, 2014, at 6.00 p.m. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting sent separately along with necessary user id and password. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. 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, August 28, 2014. The Company has appointed Shri Manoj Agrawal of M/s Manoj Agrawal & Associates, Practicing Company Secretary, to act as a scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the Annual General Meeting of the Company and will accordingly be communicated to the stock exchanges.



## DIAMANT INFRASTRUCTURE LIMITED

The Contact details of the person responsible to address to grievances connected with the electronic voting are as under :

**Kamlesh Prasad**  
Whole Time Director,  
Diamant Infrastructure Ltd  
Gotmare Complex,  
Block-B, 1st Floor North Bazaar Road,  
Dharampeth Extension,  
Nagpur- 440 010 Phone Number 0712-6641263

**The Company also offers E-Voting facility. Please see the instructions below for details.**

In Compliance with the Provisions of Section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 the company pleased to offers e voting option to all the shareholders. For this purpose, the company will be making necessary arrangement with National Securities Depository Limited (NSDL) FOR FAILITING E-Voting and pleased to offer e voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

### **1. INSTRUCTIONS FOR E-VOTING**

A. In case of Members' receiving E-Mail from NSDL

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: [dimant123@gmail.com](mailto:dimant123@gmail.com) or [manojcs03@gmail.com](mailto:manojcs03@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com)

If you are holding shares and had logged on to [www.evoting.nsdl.com](http://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.



10. Members are requested to:-

- i. bring their Attendance Slip duly completed and signed at the venue of the meeting.
- ii. quote their Folio/DP & Client ID Nos. in all correspondence.
- iii. note that no briefcase or bag will be allowed to be taken inside the Office for security reasons.
- iv. note that no gifts will be distributed at the AGM.

Members are requested to register their email-ids at the earliest to support the Company's Green Initiative.

In case of shareholders holding shares in electronic form, details may be sent to their respective DP. Shareholders holding shares in physical form are requested to send email details to our RTA, M/s Purva Shareregistry (I) Private Limited.

#### **ANNEXURE TO NOTICE**

#### **EXPLANATORY STATEMENT PURSUANT TO SUB SECTION (2) OF SECTION 173 OF THE COMPANIES ACT, 1956 INRESPECT OF THE SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE ANNUAL GENERAL MEETING.**

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

Shri Naresh Saboo was appointed on 16.06.2007 as a Managing 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**

The Company had availed loans / credit facilities for the various purposes from time to time from Banks / Financial Institutions.

As part of the terms and conditions of the said loans / facilities, it was required by the Company to provide collateral security to secure the said loans / facilities. The Company in turn had pledged the shareholding in the Company held by its promoters and promoter companies in favour of the lenders to the Company. Due to various reasons & poor capital conditions at the relevant time, debts raised at a higher interest cost, delay in the release of assessed working capital limits for the year 2013-14, and delay in collections from the tender order due to the market conditions resulted in mismatch in the cash flow of the Company and resulted in severe liquidity crunch. As a result of this, the loans / facilities which were due for repayment could not be repaid by the company and therefore the respective banks, financial institutions invoked the shares pledged to them and realized the amount to clear their overdues.

The equity shares will be issued at a price calculated in accordance with Regulation 76(1) of ICDR Regulations, 2009 as follows.

If the equity shares of the issuer have been listed on recognized stock exchange for a period of twenty six weeks or more as on the relevant date, the equity shares shall be allotted at a price not less than the higher of the following:

- a) The average of the weekly high and low of the closing prices of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date
- b) The average of the weekly high and low of the closing prices of the related equity shares quoted on recognized stock exchange during the two weeks preceding the relevant date.

(Relevant date means, in case of preferential issue of equity shares, 30 (thirty) days prior to the date on which the meeting of the shareholders is held to consider the proposed preferential issue)

The price of Equity Shares calculated as per SEBI formula is 4.46 however the shares are proposed to be allotted at ₹ 2.50/- per share, issue price of the equity share.

##### **Objects of the Issue**

i. With an objective of increasing the Promoter's holding, the Company proposes to issue equity shares upto 37,50,000 Shares on preferential basis to the promoters / promoter group companies in accordance with the provisions of ICDR Regulations, 2009 and SAST Regulations, 2011 (as amended).

##### **ii. Intention of promoters / directors / key management persons to subscribe to the offer**

Promoter Company intend to increase their share holding in the Company.

##### **iii. Shareholding pattern before and after the offer**

The shareholding pattern of the Company, before and after the preferential issue assuming allotment of equity shares shall be as under:



## DIAMANT INFRASTRUCTURE LIMITED

Category	Pre-Issue Shareholding Pattern*		Shareholding Pattern post issue of equity shares *	
	No. of Shares	Shareholding (%)	No. of Shares	Shareholding (%)
A. Promoters, Promoters Group, Directors and Director's Relatives Shareholding	6449878	18.32	10199878	24.91
B. Public Shareholding				
Foreign Institutional Investors	93474	0.27	93474	0.23
Private Corporate Bodies	4635217	13.17	6635217	16.20
Foreign Companies/ Non Resident Individuals	50061	0.14	50061	0.12
Shares in transit	1000	0.00	1000	0.00
Other Public	23974370	68.10	23974370	58.54
<b>Total</b>	<b>35204000</b>	<b>100</b>	<b>40954000</b>	<b>100</b>

Based on the beneficiary positions in the shares of the Company as of 30.06.2014 as provided by the Depositories. Post-Issue Shareholding Pattern may change due to change in the beneficiary position.

**Proposed time within which the allotment shall be completed**

As required under the SEBI Regulations, the allotment of equity shares shall be completed within 15 days of the date of passing of the above resolution. Provided that where the allotment is pending on account of pendency of any approval from any regulatory authority or Central Government, the allotment would be completed within 15 days from the date of such approval

**Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them**

Name of the Proposed Allottees	Pre-Issue Shareholding Pattern*		Shareholding Pattern post issue of equity shares *	
	No. of Shares	Shareholding (%)	No. of Shares	Shareholding (%)
Saboo Capital & Securities Pvt. Ltd.	6449878	18.32	10199878	24.91
Jaju Foods Private Limited	-	-	2000000	4.88

**vi. Lock-in**

In terms of the SEBI Regulations for Preferential Issues, the equity shares proposed to be allotted to Promoter and promoter Companies shall be locked-in for a period of three years from the date of their allotment or such other period as prescribed in the SEBI Regulations, provided that in any case, not more than 25% of the total capital of the Company, including capital brought in by way of preferential issue, shall be subject to lock-in of three years from the date of allotment.

Further, the entire pre-preferential allotment shareholding of Promoter and Promoter Group Companies, if any, shall also be under lock-in from the relevant date upto a period of six months from the date of preferential allotment.

In view of the above, it is proposed to issue upto 57,50,000 Equity Shares to promoter and other companies, on a preferential basis, at a price in accordance with the criteria given under the SEBI Regulations.

The consent of the Shareholders is being sought pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013, if any, and in terms of the provisions of the Listing Agreements executed by the Company with the Stock Exchanges in India where the Company's shares are listed.

Your Directors recommend the resolution for your approval.

None of the Directors of the Company, is in any way, concerned or interested in the said resolution except Shri Naresh Saboo, as a Director of promoter shareholder Company, to the extent of allotment of equity shares to the promoters/promoter group companies.

**ITEM NO. 5**

Mr. Naresh Saboo, aged 51 years, is a Managing Director of the Company and having over 30 years of industry experience in the field of Infrastructure Projects. He has a degree in Chartered Accountants from Institute of Chartered Accountants of India. His current term of appointment as a Managing Director of the Company will expire on August 31, 2014. He has excellent grasp and thorough knowledge and experience of not only Infrastructure and technology but also of general management. His knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, the services of Mr. Naresh Saboo should be available to the Company for a further period of three years with effect from September 01, 2014. In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meeting held on May 14, 2014, re-appointed him as Managing Director of the Company for a further period of three years with effect from September 01, 2014 on the current remuneration of ₹ 1,00,000/- (Rupees One Lacs only) per Month. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him with the prior approval of the Central Government or in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

Following are the details of the annual remuneration (payable monthly) proposed to be paid to Mr. Naresh Saboo, Managing Director: -

Consolidated remuneration Rs.12,00,000/- (Rupees Twelve Lacs only).

By Order of the Board  
Sd/-  
Naresh Saboo  
Managing Director



# DIAMANT INFRASTRUCTURE LIMITED

## DIRECTORS' REPORT

Your Directors are pleased to present the 34<sup>th</sup> Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2014.

### SUMMARISED FINANCIAL RESULTS:

	(Rs. in LACS)	
	Year ended 31.3.2014	Year ended 31.3.2013
Income	5706.18	9132.45
Profit before interest, depreciation and tax	726.79	991.67
Less:		
Depreciation	401.23	390.51
Tax including Adjustment	1.15	59.88
Interest	324.40	416.82
Prior Period Adjustment	0.00	0.00
Net profits after Tax	0.10	124.46
Dividend	0	0
Balance brought forward from previous year	124.146	144.81

### THE YEAR UNDER REVIEW

Your Company's infrastructure businesses have reported an encouraging performance for the year ended 31st March 2014.

### FUTURE OUTLOOK

The Board feels that the economic & developing situation of India will bring lot of capital for development in 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 bagged and completed some large contracts from big players in Infrastructure business. The company is in process of completing the order book of rupees 57 crores by March 2014. 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.
- D) FOREIGN EXCHANGE EARNINGS & OUTGO:

	2013-2014 (Rs. Lacs)	2012-2013 (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. Naresh Saboo is liable to retire by rotation at the forthcoming Annual General meeting, and being eligible offers himself for re - appointment.

**DIVIDEND**

The Board has decided to preserve the fiscal strength of the company, thus the board has decided against dividend for the current year.

**DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956, with respect to Director's Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the accounts for the financial year ended 31st March, 2014, 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 2014 on a 'going concern' basis.

**AUDITORS**

M/s Pilla Mathur Manuja & Co Chartered Accountants, Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The Company has received letter from the statutory to the effect that their reappointment, if made, would be within the prescribed limits under Section 224 (1B) of the Companies Act, 1956 and that are not disqualified from reappointment within the meaning of Section 226 of the Said Act.

**AUDITOR'S 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.

**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.

Place: Nagpur  
Dated: 28th August, 2014

On behalf of the Board of Directors

Naresh Saboo  
Managing Director

Kamlesh Parsad  
Director



## CORPORATE GOVERNANCE REPORT

### 1 Company philosophy on Code of Governance :

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.

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.

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](http://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.

The Company is compliant with the latest provisions of Clause 49 of the Listing Agreement, which have been amended from time to time.

### 2 Board of Directors:

Composition of the Board

The Company's Board consists of 4 members, out of which 2 are Independent Directors namely Mr. Anil Rathi and Mr. Prakash Zalke . Mr. Naresh Saboo, Executive Managing Director is the Chairman of the Board., Mr. Kamlesh Prasad is the Whole time Director of the company.

#### Director's Brief :

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 where 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 6,449,878 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 29<sup>th</sup> May 2010. 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 1<sup>st</sup> 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.

#### Number of Board Meetings

The Board of Directors met 5 times during the year on 08.05.2013, 30.05.2013; 13.08.2013; 14.11.2013 and 13.02.2014.

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.

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, 2014:

Name of the Director	Category of Directorship	No. of Board Meetings during the Year 2010-12		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	Chariman cum Managing Director	5	5	<b>Yes</b>	1) MD in Saboo Capital & Securities Pvt. Ltd. 2) Diamant Securities Pvt. Ltd. 3) Diamant Infrastructure Developers Pvt. Ltd. 4) Diamant Realty Pvt. Ltd. 5) INS Projects Pvt. Ltd. 6) Astute Diamant Construction Pvt. Ltd. 7) Ginger Infrastructure Pvt. Ltd. 8) Orange City Club Pvt. Ltd. 9) Ginger Banquets Pvt. Ltd.	5	2
Mr. Kamlesh Prasad	Whole Time Director	5	5	<b>Yes</b>	NIL	5	NIL
Mr. Anil Rathi	Non Executive & Independent Director	5	5	<b>Yes</b>	1) Tarangan Developers Pvt. Ltd. 2) Jagdamba Infrastructure Pvt. Ltd. 3) Mile Stone Mining Pvt. Ltd. 4) Kothari Foundation Pvt. Ltd. 5) Bharat Industries & Agencies Pvt. Ltd.	3	2
Mr. Prakash Zalke	Non Executive & Independent Director	4	4	<b>Yes</b>	NIL	NIL	NIL
Mr. Ashok kumar Shukla	Executive Director	4	2	<b>Yes</b>	NIL	NIL	NIL

#### 4. COMMITTEES OF THE BOARD

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:

##### 1) Audit Committee

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 Anil Rathi (Chairman of the committee) and Mr. Prakash Zalke 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.



## DIAMANT INFRASTRUCTURE LIMITED

The Audit Committee met Five times during the year 28<sup>th</sup> May, 2013, 13<sup>th</sup> August, 2013, 13<sup>th</sup> November 2013, 10<sup>th</sup> February, 2014, 28<sup>th</sup> March, 2014.

Name and designation of the Compliance Officer : Mr. Kamlesh Parsad

2. Remuneration Committee :

The Remuneration Committee comprised of two independent Directors that is Mr. Anil Rathi (Chairman of the committee) and Mr. Prakash Zalke and Managing director that is Mr. Naresh Saboo, There were one remuneration committee meeting held during the year under review as one time further or new remuneration was paid to any Director.

The remuneration committee meet one time during the year 28<sup>th</sup> March 2014.

Name and designation of the Compliance Officer : Mr. Kamlesh Parsad

3. Shareholder/Investor Grievances Committee :

The Shareholder/Investor Grievances committee comprises of two independent director Mr. Anil Rathi (Chairman) and Mr. Prakash Zalke and one promoter managing director of the company Mr. Naresh Saboo.

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.

The power of approving share transfer has been delegated to share transfer agent of the company.

The committee held their meetings on 30<sup>th</sup> June 2013, 21<sup>st</sup> August, 2013, 30<sup>th</sup> December, 2013, 13<sup>th</sup> March, 2014.

Name and designation of the compliance officer: Mr. Kamlesh Prasad

7. General Body Meetings :

Year	Date	Venue
2010-11	29 <sup>th</sup> September 2011	9, Beau Moon Chambers, 27/33, N. M. Road, Fort, Mumbai-400023.
2011-12	29 <sup>th</sup> September 2012	9, Beau Moon Chambers, 27/33, N. M. Road, Fort, Mumbai-400023.
2012-13	30 <sup>th</sup> September 2013	9, Beau Moon Chambers, 27/33, N. M. Road, Fort, Mumbai-400023.

8. **Postal Ballot :**

One special resolution were put through postal ballot last year for change in Registered Office Sifting from Mumbai to Nagpur.

9. **Disclosures :**

None of the transactions with related parties were in conflict with the interest of the Company. Disclosures of transactions with related parties are set out in Schedule 15 to Annual Accounts, forming part of the Annual Report.

10. **Means of Communication :**

Diamant Infrastructure Limited has its own web-site [www.diamantinfra.com](http://www.diamantinfra.com). and all important information relating to the Company, including results, press releases, etc. are posted on web-site. The results of the Company are published in leading newspapers.

11. **Management Discussion and Analysis of financial condition and results of operations as reflected in financial statements**

The Directors confirm that there have been no events or circumstances since the date of the last financial statements, which materially and adversely affect or are likely to affect the profitability of our company or the value of its assets or its ability to pay its liabilities within the next twelve months.

**Overview**

DIAMANT INFRASTRUCTURE LIMITED (DIL ) is a public limited company. Engaged into Road Construction & Infrastructure development. Our company was incorporated on 1980, as Diamant Carbon & Graphate Products Limited. The name of our company was subsequently changed to Diamant Investment & Finance Ltd. w.e.f. 01.02.2005. Again the name of the Company has changed to Diamant Infrastructure Ltd. w.e.f. 24.03.2011 The promoters of our company are M/s. Saboo Capital & Securities Pvt. Ltd. w.e.f. July, 2005.



After takeover the company started Investment & Trading in Stocks for the year 2005-06, then subsequently company diverted into road construction business for doing projects for JMC India Ltd., Sadbhav Eng. Ltd. in 2007 after having experience the company started long term contract with Ashoka Buildcon Ltd, IRB Infrastructure Ltd & IVRCL Ltd.

The company has run successful SFRC (Steel Fiber Reinforce Concrete) Precast Division and the production of SFRC Rain Water drains & SFRC Compound Walls. The Company is also engaged in providing Precast drain for drainage work of Jindal Power Ltd. in the State of Chhatisgarh.

There are several factors which may affect our results of operations, financial condition and cash flows. These factors may include:

- Economic conditions, business cycles
- Ability to control cost and attain high productivity
- Pricing Pressure due to competition / competitive bidding.
- Ability to hire, train and retain people
- Our relationship with clients - companies, banks, institutions, individuals, etc.
- Capital expansion and capital expenditure

We have briefly elaborated the above factors below :

#### **Economic conditions, business cycles,**

The business of any company apart from internal factors will also depend on the macro economic conditions. The demand conditions in the market in the areas in which we operate are affected by various factors outside our control, including prevailing local economic, income and demographic conditions, interest rates available to purchasers requiring financing, the availability of comparable properties completed or under development, changes in governmental policies. As a consequence, our results of operations are significantly affected by factors influencing the Indian economy in general. Any slowdown or perceived slowdown in the Indian economy, government spending in specific sectors of the Indian economy, could adversely impact our business and financial performance. For example, our management believes that other infrastructure projects contribute substantial part of our client list and any events affecting these sectors will have direct impact on demand for our products. If growth is sustained in these sectors, our management believes that such growth may bring in additional demand for our business module.

#### **Ability to control cost and attain high productivity**

The prices of our services are determined principally by market forces of supply and demand. The market conditions and demand for our services at time of signing the contract will determine the price of our services. Diesel and man power (Skilled and unskilled) form major portion of our cost & our ability to execute the contracts at timely basis. Maintaining the cost competitiveness will determine the profitability of our Company.

#### **Pricing Pressure due to competition/competitive bidding**

The prices of our services, real estate are determined principally by market forces of supply and demand. We feel that over a period of time there might be increase in competition and it might effect the profitability of our Company. Our Company has been concentrating on receiving the orders from the Government Registered Companies. These Companies generally follow the system of tenders, wherein the contracts will be granted to lowest bidder. This may affect the profit margins of our Company in percentage terms.

#### **Capital Expansion and Capital Expenditures**

Capital Expansion involves huge capital expenditure and determines future earnings of our company. The timing of our expansion program, projects we have taken up, general economic conditions-all these factors will determine future growth of our Company.

Our relationship with clients-companies, banks, financial institutions, individuals etc.



## DIAMANT INFRASTRUCTURE LIMITED

The operations and revenues of our company for any period will depend on orders in hand. Our ability to get new and also repeated orders will determine the growth of our company. As in any business our ability to maintain good relations with market intermediaries like banks and financial institutions will determine our growth.

### **Ability to hire, train and retain people**

Human Resources are important asset of any business. Skilled and technical staff is required by us for our project. We take up various projects based on availability of right mix of man power. Thus our growth is likely to be affected by our ability to attract and retain skill and technical manpower. Our Ability to hire, train and retain people will determine the ability of our company to achieve desired objectives.

These factors and a number of future developments may have impact on our results of operations, financial condition and cash flow in future periods.

### **Industry Structure and Development :**

The Indian economy will grow at a blistering pace in the coming years. The Real Estate Industry will be ranked as one of the fastest growing sectors. This sector has to grow at an exponential rate -a growth made possible due to favorable demographics, vibrant services sectors, rising purchasing power, changes in shopping habits, growing number of retail malls, availability of finance and reforms initiated by the Government viz., relaxation of FDI norms and tax concessional facilities. This has to stimulate the demand for houses, modern offices, warehouses, hotels and shopping centers.

### **Financial and Operating Performance:**

The total income of the Company for the year 2013-14 was Rs. 5706.18 lakhs compared to Rs. 9132.45 lakhs during the previous year. The operating profit (PBDIT) for the Company decreased from Rs. 726.79 lakhs during the year as against Rs. 991.67 lakhs for the previous year. The Company expects to earn increased revenues in the near future.

### **Risk, Internal Control System and Adequacy :**

The Company has adequate internal control procedure commensurate with its size and nature of the business. The internal control system is supplemented by extensive internal audits, regular reviews by management and well-documented policies and guidelines to ensure reliability of financial and all other records to prepare financial statements. The Company continuously upgrades these systems in line with best accounting practices.

### **Details of non-compliance by the Company**

No instance of non-compliance by the Company on any matter related to capital markets during the last three years has been reported and therefore no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority.

### **Code for prevention of insider trading practices**

The Company has instituted a code of conduct for its management and staff. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of Diamant Infrastructure Limited, and cautioning them of the consequences of violations.

### **CEO/CFO certification**

The Managing Directors certification of the financial statements and the cash flow statement for the year is enclosed at the end of the report.

### **SHAREHOLDERS**

#### **Reappointment/Appointment of Directors**

According to the Articles of Association of the Company, one-third of its Directors retire every year, and if eligible, offer themselves for re-election at the Annual General Meeting.

**Risk Management**

The Company has established risk assessment and minimization procedures, which are reviewed by the Board periodically.

**12. General Shareholders' Information :****a) Annual General Meeting**

Date and time	:	30th September, 2014, 10:00 A.M
Venue	:	Gotmare Complex, Block-B, 1 <sup>st</sup> Floor, North Bazaar Road, Dharampeth Extension, Nagpur-440 010

**b) Financial Calendar (tentative) :** 1st April to 31st March

For the financial year 2014-2015  
(1st April, 2014 to 31st March, 2015)

First Quarter	:	End of July, 2014.
Second Quarter	:	End of October, 2014.
Third Quarter	:	End of January, 2015.
Fourth Quarter/Annual	:	End of June, 2015.

**c) Dates of Book Closure :** 22<sup>nd</sup> September, 2014 to 24<sup>th</sup> September, 2014**Investor Grievances**

The Company has constituted a Shareholders/Investors Grievances Committee for redressing shareholders' complaints, as mentioned earlier in this report. Grievance redressed division/compliance officer's e-mail ID as per clause 47(f) of Listing Agreement, exclusively for the purpose of registering complaints by investors:

Email ID:- diamant123@gmail.com

**Compliance Officer :**

Mr. Kamlesh Prasad is appointed as compliance Officer of the Company.

**Promoter of the Company:**

M/s. Saboo Capital and Securities Pvt. Ltd. holds 6449878 equity shares of Rs 2/- each.

**d) Stock Exchange where listed :**

1) The Stock Exchange, Mumbai Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 023	:	Scrip Code : 508860.
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**e) ISIN No. :** INE206I01018**f) Share Transfer Agent :**

M/s. Purva Shareregistry(India) Pvt. Limited  
9, Shiv Shakti Industrial Estate  
Sitaram Mills Compound,  
J.R. Boricha Marg,  
Opp Kasturba Hospital,  
Lower Parel(East) Mumbai-400011  
E-Mail: busicomp@vsnl.com



## DIAMANT INFRASTRUCTURE LIMITED

The price of the Company's Equity Shares-High, Low during each month in the last financial year:

Month	Open Price	High Price	Low Price	Close Price	No. of Shares
Apr-13	3.08	3.65	2.34	2.34	13,47,806
May-13	2.23	3.65	2.04	3.60	16,11,116
Jun-13	3.55	3.55	1.94	1.95	61,085
Jul-13	1.86	2.53	1.77	2.45	60,088
Aug-13	2.57	2.74	2.05	2.19	27,519
Sep-13	2.19	2.29	1.82	2.29	1,00,300
Oct-13	2.18	2.60	1.98	2.60	17,732
Nov-13	2.65	2.65	1.89	1.89	30,550
Dec-13	1.80	1.8	1.56	1.63	4,240
Jan-14	1.65	1.75	1.53	1.53	50,143
Feb-14	1.53	1.60	1.46	1.48	4,82,914
Mar-14	1.54	1.63	1.44	1.62	12,83,980

**g) Distribution of Shareholding as on 31st March, 2014**

CATEGORY	NO. OF SHARES	% OF SHARE HOLDING
<b>A. Promoter's Holding</b>		
1. Promoters		
- Indian Promoters	6,449,878	18.32
- Foreign Promoters		
2. Persons acting in Concert	Nil	Nil
Sub Total	6,449,878	18.32
<b>B. Non-Promoters Holding</b>		
3. Institutional Investor		
a. Mutual Funds and UTI	Nil	Nil
b. Banks, Financial Institutions, Insurance Companies (Central / State Government Institutions/ Non- Government Institutions)		
Sub Total	Nil	Nil
4. Others		
a. Private Corporate Bodies	55,44,144	15.75
b. Indian Public	23,03,43,325	65.43
c. NRIs / OCBs	1,40,688	0.40
d. Any Other (Clearing Member & Trust)	34,965	0.10
Sub Total	2,87,54,122	81.68
<b>GRAND TOTAL</b>	<b>3,52,04,000</b>	<b>100.00</b>

Shareholding pattern as on 31st March, 2014

Shares From	To	No. of Shareholders	% to Total	Total Shares Amount Rs.	% to Total
1	5,000	2052	69.28	4,037,176	5.73
5,001	10,000	393	13.27	3,006,304	4.27
10,001	20,000	193	6.52	3,153,436	4.48
20,001	30,000	71	2.40	1,758,904	2.50
30,001	40,000	64	2.16	2,410,504	3.42
40,001	50,000	18	0.61	809,720	1.15
50,001	100,000	88	2.97	6,682,316	9.49
100,001	And Above	83	2.80	48,549,640	68.95
<b>Total</b>		<b>2962</b>	<b>100.00</b>	<b>70,408,000</b>	<b>100.00</b>

## i) Office Location:

**Company's Registered Office Address** : **Diamant Infrastructure Limited**  
 Gotmare Complex, Block-B, 1<sup>st</sup> Floor  
 North Bazaar Road,  
 Dharampeth Extension, Nagpur- 440010  
**Phone : 0712-6610222 Fax : 0712-6641261**  
 Web. : www.diamantinfra.com

**Investor's Service Cell** : **Diamant Infrastructure Limited**  
 Gotmare Complex, Block-B, 1<sup>st</sup> Floor  
 North Bazaar Road,  
 Dharampeth Extension, Nagpur- 440010  
 Phone: 0712-6610222 Fax : 0712-6641261  
 Web:- www.diamantinfra.com  
 E-mail: diamant123@gmail.com

**Dematerialisation of Shares and Liquidity**

90% of the Company's shares are in Dematerialized form rest of the shares are held in physical form as on 31st March, 2014. The Equity Shares of the Company are frequently traded at Bombay Stock Exchange (BSE).

**CODE OF CONDUCT DECLARATION**

Pursuant to Clause 49(D) of the Listing Agreement entered into with the Stock Exchange, I hereby declare that all the Board Members and senior management personal of the Company have affirmed compliances with the Code of Conduct for the Year Ended 31<sup>st</sup> March, 2014.

Place : Nagpur  
 Date : 28<sup>th</sup> August, 2014

**Sd/-**  
**Naresh Saboo**  
**Managing Director**



## **DIAMANT INFRASTRUCTURE LIMITED**

### **Practicing Company Secretary's Certificate Regarding Corporate Governance**

To,

**The Members of**

**Diamant Infrastructure Limited**

We have examined the Compliance of conditions of Corporate Governance by Diamant Industries Limited (The Company) for the financial year ended on march 31, 2014 as stipulated in Clause 49 fo the Listing Agreement of the said Company with Stock Exchanges in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and on the best of our information and according to explanations given to us, we certify that the Company has complied with the Conditions of Corporate Governance as stipulated in clause 49 of the above mentioned listing agreement.

We further state that such compliance is neither an assurance as to the further viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Manoj Agrawal & Associates  
Company Secretaries**

**Manoj Kumar Agrawal  
Proprietor  
CP No. 5368**

Nagpur, 28th August, 2014

### Independent Auditor's Report

**To The Members,  
M/s Diamant Infrastructure Limited,**

We have audited the attached Balance Sheet of **M/s. Diamant Infrastructure Limited** as at 31st March, 2014 and also the Profit and loss Account and the Cash Flow Statement of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Auditing Standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

2. As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956 we enclose in the Annexure a statement on the matters specified in paragraph 4 and 5 of the said Order.
3. Further to our comments in the Annexure referred to in paragraph 2 above, we report that:
  - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion, proper books of account, as required by law, have been kept by the Company, so far as appears from our examination of those books;
  - c) The Balance Sheet, Profit Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - d) In our opinion the Balance Sheet, Profit and Loss Account and Cash Flow Statements dealt with by this report comply with the mandatory Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 **except for Accounting Standard 15 "Accounting for Employee Benefits" in respect of Gratuity liability not provided as explained in note 23.16 ;**
  - e) On the basis of written representations received from the directors, and taken on record by the Board of Directors, in our opinion none of the directors is disqualified as on 31st March, 2014 from being appointed as directors in terms of clause (g) of sub-section (1) of section 274 of the Companies Act 1956 as on that date.
  - f) In our opinion and to the best of our information and according to the explanations given to us, *subject to our comments in para 3(d) and (e) above and para 9(a), 9(b) and 11 below*, the said accounts read together with the Significant Accounting Policies and other notes thereon give the information required by the Companies Act, 1956, in the manner so required, and present a true and fair view, in conformity with the accounting principles generally accepted in India:
    - i. in so far as it relates to Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
    - ii. in so far as it relates to the Profit and Loss Account, of the Profit for the year ended on that date;
    - iii. in case of Cash Flow Statement of the cash flows for the year ended on that date.

**For Pilla Mathur Manuja & Co.**  
**Chartered Accountants**  
(FRN: 124471W)

Place: Nagpur  
Date: 30<sup>th</sup> May, 2014

CA Thakur J. Manuja  
**Proprietor**  
Membership No: 113940



## Annexure to the Independent Auditors' Report

(Referred to in Paragraph 3 of our report of even date)

Based upon the information and explanations furnished to us, and the books and records examined by us in the normal course of our audit, we report that to the best of our knowledge and belief:

1. In respect of its fixed assets:
  - a) As explained to us, the company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
  - b) According to the information and explanations given to us, the fixed assets of the company have been physically verified at the year-end, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. As per the management representation, no material discrepancies have been reported on such verification as compared to book records.
  - c) In our opinion and according to the information and explanations given to us, the Company has not disposed of substantial part of fixed assets during the year and the going concern status of the Company is not affected.
2. In respect of its inventories:
  - a) As explained to us, inventories of stores, spares and consumable have been physically verified at regular intervals during the year.
  - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed are reasonable and adequate in relation to the size of the company and nature of its business.
  - c) In our opinion and according to the information and explanation given to us, the Company has maintained proper records of inventories and there were no material discrepancies noticed on physical verification of inventory as compared to the book records.
3. In respect of loans, secured or unsecured, granted or taken by the Company to/from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956:
  - a) The Company has not granted any unsecured loans to any companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
  - b) In our opinion and according to the information and explanations given to us, the terms and conditions on which such loans have been taken are not, prima facie prejudicial to the interest of the Company.
  - c) In respect of above loans taken by the Company, this has been repaid during the year and therefore the question of overdue amounts as such does not arise, but no interest has been charged for the unsecured loan borrowed by the company.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and with regard for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
5. To the best of our knowledge and belief and according to the information and explanations given to us, the particulars of contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered. According to the information and explanations given to us, there are no transactions in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956, aggregating during the year to 5,00,000/- (Rupees five lacs) or more in respect of any party.
6. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of section 58A and section 58AA or other relevant provisions of the Companies Act, 1956 and Companies (Acceptance of Deposits) Rules, 1975 with regard to acceptance of deposits from the public.
7. In our opinion, the Company has no internal audit system commensurating with the size of the company and nature of its business.
8. According to information and explanations give to us, Central Government has not prescribed maintenance of Cost Records under Section 209(1)(d) of the Companies Act, 1956 in respect of business activities of the Company.



9. In respect of statutory dues:

- a) According to the records of the Company, and according to the information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including Income-Tax, Sales-tax, Service tax and other material statutory dues applicable to the company with the appropriate authorities during the year, Except the payment of TDS which is not done by the company on timely basis and with the proper amount deducted.
- b) According to the records of the Company, and as per information and explanations given to us there are no disputed statutory dues outstanding during the year, except the following:

Nature of Statute	Nature of Dues	₹	Period to which it relates	Forum where the dispute is pending
Chhattisgarh Sales Tax	Penalty for short payment of sales tax on purchase of fixed asset	11,50,000/-	F.Y. : 2008-2009	Assistant commissioner of Sales tax, Durg, Chhatisgarh
Income Tax Department, Mumbai	Assessment Order U/S 143 (3)	28,70,971/-	F.Y. : 2009-2010	Office of Commissioner of Income Tax Appeals -37 Mumbai

10. The Company does not have any accumulated losses as at the end of the financial year. The company has not incurred cash losses during the current and the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to banks and financial institutions. However the company has deliberately not made the payment of dues to Srei Equipment Finance Pvt. Ltd. for the month of March 2014, because of a dispute between the company and the Srei Equipment Finance Pvt. Ltd. and the negotiation is still going on between both the parties, also the company has issued a legal notice to Srei Equipment Finance Pvt. Ltd. for resolving the matter. And the company has not obtained any borrowings by issue of debentures.
12. In our opinion, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society.
14. According to the information and explanations given to us, the company is not dealing or trading in shares, securities, debentures and other investments.
15. According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
16. According to the information and explanations given to us, and on the basis of examination of the books of account, we are of the opinion that the term loans obtained by the company have been applied for the purpose for which such loans were obtained.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, funds raised on short-term basis during the year have not been used for long-term investments.
18. According to the information and explanations given to us, during the year, the Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money by way of public issue during the year covered by our audit report.
21. To the best of our knowledge and according to the information and explanations given to us by the management, no fraud on or by the Company has been noticed or reported during the year that causes the financial statements to be materially misstated.

**For Pilla Mathur Manuja & Co.**  
**Chartered Accountants**  
 (FRN: 124471W)

Place : Nagpur  
 Date : 30th May 2014

CA Thakur J. Manuja  
**Proprietor**  
 Membership No: 113940



# DIAMANT INFRASTRUCTURE LIMITED

## Balance Sheet as at 31 st March, 2014

Particulars	Note No.	As at 31 March 2014 (₹)	As at 31 March 2013 (₹)
<b>Equity and liabilities</b>			
<b>Shareholder's funds</b>			
Share capital	2	70,408,000	70,408,000
Reserves and surplus	3	169,814,222	169,813,211
Money received against share warrants			
<b>Non-current liabilities</b>			
Long term borrowings	4	108,385,703	146,619,729
Deferred tax liabilities (Net)	23.7		
<b>Current liabilities</b>			
Short-term borrowings	5	93,373,306	94,301,763
Trade payables	6	68,973,047	63,752,462
Other current liabilities	7	26,410,029	54,096,947
	<b>Total</b>	<b>537,364,307</b>	<b>598,992,113</b>
<b>Assets</b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible assets	8.1	161,296,608	214,374,424
Intangible assets	8.2	24,366	41,764
Capital work in progress			
Non-current investments	9	52,725	625
Deffered Tax Assets ( Net)	23.7	3,842,564	438,965
<b>Current assets</b>			
Inventories	10	111,760,358	33,588,192
Trade receivables	11	168,338,990	240,421,403
Cash and cash equivalents	12	16,740,004	7,499,611
Other current assets	13	75,308,693	102,627,129
	<b>Total</b>	<b>537,364,307</b>	<b>598,992,113</b>
<b>Notes forming part of the financial statements</b>	1 - 23		

As per our report of even date  
**For Pilla Mathur Manuja & Co.**  
**Chartered Accountants**  
(FRN: 124471W)

CA Thakur J. Manuja  
Proprietor  
Membership No: 113940

Place : Nagpur  
Date : 30th May, 2014

**For and on behalf of the Board of Directors of  
Diamant Infrastructure Limited**

Naresh Saboo  
Managing Director

Kamlesh Prasad  
Director

**Statement of Profit and loss account for the year ended 31st March, 2014**

Particulars	Note No.	2014 (₹)	2013 (₹)
<b>Income</b>			
Revenue from operations	14	570,617,830	913,244,962
Other Income	15	3,002,556	1,332,014
Total revenue		<b>573,620,386</b>	<b>914,576,976</b>
<b>Expenditure</b>			
Cost of material consumed	16.1	6,527,164	2,632,446
Purchases and direct expenses	16.2	541,554,619	792,934,215
Changes in inventories	17	(80,162,963)	(14,827,221)
Employee benefit expenses	18	22,622,477	27,856,337
Finance cost	19	32,439,950	41,682,047
Depreciation and amortisation expense	8.1 & 8.2	40,123,350	39,050,911
Other expenses	20	10,400,179	6,814,064
Total expenditure		<b>573,504,775</b>	<b>896,142,799</b>
Profit/(Loss) before tax		115,611	18,434,177
<b>Tax expenses</b>			
Current Tax		3,518,200	6,528,827
Deferred Tax	23.7	(3,403,599)	(540,296)
Current Tax expense relating to prior years			
		<b>114,601</b>	<b>5,988,531</b>
Profit/(Loss) for the year from continuing operations		1,010	12,445,646
<b>Earnings per share:</b>			
Basic and Diluted			
Computed on the basis of total profit from continuing operations	23.6	0.00003	0.35
Notes forming part of the financial statements	1 - 23		

As per our report of even date  
**For Pilla Mathur Manuja & Co.**  
**Chartered Accountants**  
(FRN: 124471W)

CA Thakur J. Manuja  
Proprietor  
Membership No: 113940

Place : Nagpur  
Date : 30th May, 2014

**For and on behalf of the Board of Directors of  
Diamant Infrastructure Limited**

Naresh Saboo  
Managing Director

Kamlesh Prasad  
Director



## Note - 1

### Significant Accounting Policies

#### a. Basis of Preparation of Financial Statements

The financial statements have been prepared with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply in all material respects with the accounting standards notified by Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis. The accountings policies have been consistently applied by the Company and are consistent with those used in the previous period.

#### b. Use of Estimates

The preparation of the financial statements requires the management to take reasonable estimates and assumption that affect the reported amount of assets, liabilities and disclosure of contingent liabilities as at the date of the financial statements. Management believes that these estimates are reasonable and prudent. However, actual results may differ from estimates.

#### c. Cash Flow Statements

Cash flow statement of the company reports cash flows during the period classified by operating, investing and financial activities.

#### d. Revenue Recognition

Incomes/Revenues are accounted for on accrual basis except for dividend and interest on income-tax and sales-tax refund. Revenue is recognised to the extent that it is probable that the economic benefit will flow to the company and the revenue can be reliably measured.

Revenue on account of contracts including back to back contracts is recognised on the basis of the certification of work done by the principal contractor.

#### e. Fixed Assets

Fixed Assets are stated at cost including all incidental expenses incurred for bringing the asset to its current position, less depreciation at rates prescribed in Schedule XIV to the Companies Act, 1956, subject to provisions of Accounting Standard 26 "Intangible Assets" issued by Institute of Chartered Accountants of India.

#### f. Depreciation

Depreciation has been provided on Straight Line Method in accordance with section 205(2) of the Companies Act, 1956 at the rates specified in schedule XIV to the Companies Act, 1956, on pro-rata basis with reference to the period of use of such assets. Assets costing less than ₹ 5,000/- per item are depreciated at 100% in the year of purchase.

#### g. Amortisation of Intangible Assets

Intangible Assets as defined in Accounting Standard 26-"Intangible Assets" are valued at cost and amortised as per its useful life and value in use.

#### h. Inventories

Value of work uncertified by the principal contractor, in relation to contract is determined and valued by the management at the year-end and is carried at cost in the balance sheet as Uncertified Contract Revenues.

Property for re-development is valued at cost.

Stock of raw materials, trading goods, stores, spares and consumables is valued at cost.

#### i. Impairment of Assets

The carrying amounts of Cash Generating Units/Assets are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount is estimated at the higher of net realisable value and value in use. Impairment loss is recognised wherever carrying amount exceeds the recoverable amount.

j. **Investments**

Investments are done in the name of company and valued at its cost, including the amount directly incurred for the purchase of the same, i.e. brokerage, commission etc.

k. **Retirement Benefits**

All short-term employee benefits are recognised at their undiscounted amount in the accounting period in which they are incurred.

Retirement Benefits in the form of gratuity and leave salary is accounted on payment basis in the year of payment.

l. **Borrowing cost**

Borrowing cost attributable to the acquisition of fixed assets is capitalised as the part of the cost of that fixed assets, till the date it is put to use. Other borrowing cost is recognised as expenditure in the period in which they are accrued.

m. **Segmental reporting**

Operations of the company have been bifurcated into two primary segments i.e. Infrastructure and Trading Segments.

Segment Revenue, Results and Assets and Liabilities figures include the respective amounts identifiable to each of the Primary Segments. Other unallocable expenditure, assets and liabilities relates to corporate as a whole.

n. **Leases**

Lease arrangements where the risks and rewards incident to ownership of an asset substantially vest with the lessor, are recognised as operating leases. Lease rentals under operating leases are recognised in the revenue account on a straight line basis.

o. **Earnings Per Share**

Earnings per Share has been computed in accordance with Accounting Standard 20 - "Earning Per Share" by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The earnings considered for ascertaining the company's Earnings per Share is the net profit after tax.

p. **Income Tax**

Provision for current tax is made for the tax liability payable on taxable income after considering the allowances, deductions and exemptions and disallowances if any determined in accordance with the prevailing tax laws.

The differences between the taxable income and the net profit or loss before tax for the period as per the financial statements are identified and the tax effect on the "timing differences" is recognised as deferred tax asset or deferred tax liability. The tax effect is calculated on the accumulated timing differences at the end of the accounting period based on the tax rates and laws, enacted or substantively enacted as of the balance sheet date.

q. **Provisions, Contingent Liabilities and Contingent Assets**

The Company creates a provision when there is a present obligation as a result of an obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the outflow.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not within the control of the company.

Contingent Assets are neither recognised nor disclosed in the Financial Statements as a matter of prudence.



# DIAMANT INFRASTRUCTURE LIMITED

## Note 2 Share Capital

Particulars	31 March 2014 (₹)	31 March 2013 (₹)
<b>(a) Authorised</b>		
5,00,00,000 equity shares of ₹ 2/- each with voting rights	100,000,000	100,000,000
	<b>100,000,000</b>	<b>100,000,000</b>
<b>(b) Issued , subscribed and fully paid up</b>		
3,52,09,250 equity shares of ₹ 2/- each fully paid up with voting rights	70,418,500	70,418,500
Less : Shares forfeited (1,050 Equity Shares of ₹ 10/- each) (Refer Note (iii) below)	(10,500)	(10,500)
3,52,04,000 Equity Shares of ₹ 2/- each fully paid up with voting rights	70,408,000	70,408,000
Of the Above :		
a) 1,79,84,250 equity shares of ₹ 2/- each have been allotted as fully paid up bonus shares by capitalising free reserves		
b) 1,12,25,000 Equity shares of ₹ 2/- each have been allotted as fully paid by preferential allotment		
	<b>70,408,000</b>	<b>70,408,000</b>
	<b>70,408,000</b>	<b>70,408,000</b>

### Notes:

#### (i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period :

Issued, subscribed and fully paid up

Particulars	Opening Balance	Fresh Issue	Bonus	ESOP	Conversion	Buy Back	Other Changes	Closing Balance
Equity shares with voting rights								
Year ended 31 March, 2013								
- Number of shares-	35,204,000	-	-	-	-	-	-	35,204,000
- Amount (₹)	70,408,000	-	-	-	-	-	-	70,408,000
Year ended 31 March, 2012								
- Number of shares	35,204,000	-	-	-	-	-	-	35,204,000
- Amount (₹)	70,408,000	-	-	-	-	-	-	70,408,000

**Note 2 Share capital (Contd)**

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares/Name of shareholder	31st March 2014		31st March 2013	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights Saboo Capital & Securities Pvt Ltd	6,449,878	18.32%	5,413,960	15.38%

Particulars	2014 (₹)	2013 (₹)
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**Note - 3 Reserves and Surplus****Capital Reserve**

Balance as per last financial statement	37,005,250	5,250
Add: Transfer from Share Warrant forfeiture	NIL	37,000,000
Closing balance	37,005,250	37,005,250

**Securities Premium**

Balance as per last financial statement	67,350,000	67,350,000
Less: Utilised during the year	-	-
Closing balance	67,350,000	67,350,000

**Surplus/(Deficit) in statement of profit and loss**

Balance as per last financial statement	65,457,961	53,012,315
Add: Profit/(loss) for the year	1,010	12,445,646
Net surplus/(Deficit) in statement of profit and loss	65,458,971	65,457,961
	<u>169,814,221</u>	<u>169,813,211</u>



# DIAMANT INFRASTRUCTURE LIMITED

Particulars	2014 (₹)	2013 (₹)
<b>Note - 4 Long-term borrowings</b>		
<b>Secured</b>		
From Banks (Refer Note no. 23.2(a))	21,210,219	35,893,709
From Financial Institutions (Refer Note no. 23.2(b))	87,175,484	110,726,020
	<u>108,385,703</u>	<u>146,619,729</u>
<b>Note - 5 Short-term borrowings</b>		
<b>Secured</b>		
From Banks (Refer Note no. 23.3(a))	1,177,184	3,024,411
From Financial Institutions (Refer Note no. 23.3(b))	2,196,221	1,203,236
Cash Credit with Union Bank of India (Refer Note no. 23.4)	89,999,900	90,074,116
	<u>93,373,306</u>	<u>94,301,763</u>
<b>Note - 6 Trade payables</b>		
Sundry Creditors	68,973,047	63,752,462
	<u>68,973,047</u>	<u>63,752,462</u>
<b>Note - 7 Other current liabilities</b>		
Unpaid dividend		
(Not yet become due for transfer to Investor and Protection Fund)	85,823	85,823
Other payables	22,499,356	12,151,417
Statutory remittances	3,761,583	10,778,294
Provision for Tax	-	28,253,827
Security deposits from sub-contractors	63,268	753,089
Advances from principal contractors	-	2,074,497
	<u>26,410,029</u>	<u>54,096,947</u>

## Note - 8.1 Fixed assets

### A. Tangible Assets

### Gross Block

	Balance as at 1 April 2013	Additions	Disposals	Acquisitions through business combinations	Reclassified as held for sale	Revaluation increase	Effect of foreign currency exchange	Borrowing cost capitalised	Other adjustments	Balance as at 31 March, 2014
	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)
Plant & Equipments	286,690,638	320,317	29,353,064	-	-	-	-	-	-	257,657,891
Furniture & Fixtures	3,559,858	-	-	-	-	-	-	-	-	3,559,858
Vehicles	10,579,519	154,135	-	-	-	-	-	-	-	10,733,654
Office Equipments	609,891	49,940	-	-	-	-	-	-	-	659,831
Total	301,439,906	524,392	29,353,064	-	-	-	-	-	-	272,611,234
Previous year	(283,286,690)	(18,484,697)	(331,480)	-	-	-	-	-	-	(301,439,906)



**Note - 8.1 Fixed assets (contd.)**

A. Tangible Assets	Accumulated depreciation and impairment									
	Balance as at 1 April 2013	Depreciation/amortisation expenses for the year	Eliminated on disposal of assets	Eliminated on reclassification as held for sale	Impairment losses recognised in statement of profit and loss	Reversal of impairment losses recognised in statement of profit & Loss	Other adjustments	Balance as at 31 March 2014	Balance as at 31 March 2014	Balance as at 31 March 2013
	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)
Plant & Equipments	83,251,875	38,885,270	15,856,807	-	-	-	-	106,280,338	151,377,553	203,438,763
Furniture & Fixtures	1,288,524	172,891	-	-	-	-	-	1,461,415	2,098,443	2,271,334
Vehicles	2,477,413	1,016,552	-	-	-	-	-	3,493,965	7,239,689	8,102,106
Office Equipments	47,670	31,239	-	-	-	-	-	78,909	580,922	562,221
<b>Total</b>	<b>87,065,482</b>	<b>40,105,952</b>	<b>15,856,807</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>111,314,627</b>	<b>161,296,607</b>	<b>214,374,424</b>
<b>Previous year</b>	<b>(48,052,719)</b>	<b>(39,012,763)</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(87,065,482)</b>	<b>(214,374,424)</b>	<b>(235,233,971)</b>

**Note - 8.2 Fixed assets**

B. Intangible Assets	Gross block								
	Balance as at 1 April 2013	Additions	Disposals	Acquisitions through business combinations	Reclassified as held for sale	Effect of foreign currency exchange differences	Borrowing cost capitalised	Other adjustments	Balance as at 1 April 2014
	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)
Computer Software	142,200	-	-	-	-	-	-	-	142,200
<b>Total</b>	<b>142,200</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>142,200</b>
<b>Previous year</b>	<b>(142,200)</b>	<b>(52,200)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(142,200)</b>

**Note - 8.2 Fixed assets (Contd.)**

B. Intangible Assets	Accumulated depreciation and impairment								
	Balance as at 1 April 2013	Depreciation/amortisation expense for the year	Eliminated on disposal of assets	Eliminated on reclassification as held for sale	Impairment losses recognised (reversed) in Statement of Profit & Loss	Other adjustments	Balance as at 31 March, 2014	Balance as at 31 March, 2014	Balance as at 31 March, 2013
	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)
Computer Software	100,436	17,398	-	-	-	-	117,834	24,366	41,764
<b>Total</b>	<b>100,436</b>	<b>17,398</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>117,834</b>	<b>24,366</b>	<b>41,764</b>
<b>Previous year</b>	<b>(62,288)</b>	<b>(38,148)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(100,436)</b>	<b>(41,764)</b>	<b>(27,712)</b>

Particulars	2014 (₹)	2013 (₹)
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**Note - 9 Non-current investments (at cost)**

<b>Shares of Shamrao Vithal Co-op Bank (Unquoted)</b>	625	625
(25 shares of ₹ 25/- each fully paid up)	-	-
Shri Kanya Nagri Sahakari Bank Ltd.	2,100	-
Astute Diamant Construction Pvt. Ltd.	50,000	-
	<b>52,725</b>	<b>625</b>



# DIAMANT INFRASTRUCTURE LIMITED

Particulars	2014 (₹)	2013 (₹)
<b>Note - 10 Inventories</b>		
(As taken, valued and certified by management)		
Uncertified contract revenues (At cost)	63,478,398	8,013,023
Raw Material (At lower of cost and realisable value)	209,697	222,106
Stock of stores and spares (At lower of cost and realisable value)	926,519	1,585,143
Property at Beltarodi/Dabha (At cost)	47,145,744	23,767,920
	<u>111,760,358</u>	<u>33,588,192</u>
<b>Note - 11 Trade receivables</b>		
(Unsecured, Considered good)		
Trade receivables outstanding for a period exceeding six months	11,790,160	-
Other Trade receivables	156,548,830	240,421,403
	<u>168,338,990</u>	<u>240,421,403</u>
<b>Note - 12 Cash and cash equivalents</b>		
Cash and its equivalents	8,834,610	208,534
Balance with banks		
- In current accounts	6,722,785	1,580,499
- In earmarked deposit account (Refer Note 23.1(i)(C))	1,096,786	5,624,755
- In unpaid dividend account	85,823	85,823
	<u>16,740,004</u>	<u>7,499,611</u>
<b>Note - 13 Short Term loans &amp; advances</b>		
(Unsecured, Considered Good)		
Security deposits with clients	30,014,532	30,184,553
Taxes paid	-	55,734,541
Prepaid expenses	673,498	1,777,987
Balance with Government authorities	31,121,557	2,500
Advance recoverable in cash or in kind or for value to be received	13,499,106	14,927,548
Other loans and advances		
	<u>75,308,693</u>	<u>102,627,129</u>
<b>Note - 14 Revenue from operations</b>		
Contract and sub-contract receipts	362,487,709	739,091,219
Sales	208,130,121	174,153,743
	<u>570,617,830</u>	<u>913,244,962</u>
<b>Note - 15 Other income</b>		
Interest income	353,262	808,619
Balance written off	648,891	(56,328)
Claims received	378,312	280,430
Discount & Difference	1,608,106	-
Scrap sales	-	241,950
Other Income	13,985	57,343
	<u>3,002,556</u>	<u>1,332,014</u>

Particulars	2014 (₹)	2013 (₹)
<b>Note - 16.1 Cost of raw material consumed</b>		
Opening Stock	2,200,494	1,108,786
Add: Purchases	4,536,367	3,724,154
	6,736,861	4,832,940
Less: Closing Stock	209,697	2,200,494
	6,527,164	2,632,446
<b>Note - 16.2 Purchases and direct expenses</b>		
Purchases of trading goods	229,262,942	134,159,488
Contract work payment	174,956,962	484,900,863
Fuel expenses	77,863,555	115,457,448
Repairs & maintenance		
-Vehicles	7,850,931	17,393,546
-Machinery & Plant	9,748,214	16,257,166
Insurance expenses	2,149,444	2,043,866
Transport charges	945,186	628,831
Labour charges	659,200	1,569,351
Hire charges	1,852,726	15,614,209
Stores & Consumables	200,713	274,958
Miscellaneous expenses	36,064,746	4,634,489
	541,554,619	792,934,215
<b>Note - 17 Changes in inventories</b>		
Stock as at 31st March		
Uncertified contract revenues	63,478,398	6,034,635
Stock of trading goods, stores, spares and property	48,072,263	25,353,063
	111,550,661	31,387,698
Less : Stock as at 1st April		
Uncertified contract revenues	6,034,635	2,107,009
Stock of trading goods, stores, spares and property	25,353,063	14,453,468
	31,387,698	16,560,477
	(80,162,963)	(14,827,221)
<b>Note - 18 Employee benefit expenses</b>		
Salaries and bonus	18,700,672	23,543,310
Staff welfare expenses	3,692,697	4,043,548
Other employee benefits	229,109	269,479
	22,622,478	27,856,337
<b>Note - 19 Finance cost</b>		
Bank charges	905,544	2,316,613
Interest on secured loans	31,299,771	38,936,057
Loan processing charges	234,635	429,378
	32,439,950	41,682,047



## DIAMANT INFRASTRUCTURE LIMITED

Particulars	2014 (₹)	2013 (₹)
<b>Note - 20 Other Expenses</b>		
Advertisement	105,816	80,577
Electricity charges	438,618	383,955
Telephone expenses	502,592	651,170
Directors Remuneration	1,650,000	1,560,000
Postage & telegram	55,965	30,462
Printing & stationery	134,068	133,000
Rent, rates and taxes	1,215,060	1,201,742
Travelling & conveyance	754,104	785,469
Office and general expenses	869,100	1,290,995
Legal and Professional Charges	1,126,578	684,805
Payment to auditor (Refer note below)	210,000	190,000
Royalty Expense	1,514,529	-
Computer Expense	110,425	-
Donation Expense	105,000	-
Membership & Subscription	290,417	-
Loss on disposal of fixed assets	882,368	-
Miscellaneous Expenses	435,539	(178,111)
	<u>10,400,179</u>	<u>6,814,064</u>
<b>Payment to auditor :</b>		
As auditor :		
Audit fee	120,000	110,000
Tax audit fee	40,000	30,000
Limited review	40,000	40,000
<b>In other capacity :</b>		
Other services (certification fees)	10,000	10,000
	<u>210,000</u>	<u>190,000</u>

**Note - 21 Segment information**

The Company has identified business segments as its primary segment. Business segments are primarily Infrastructure and Trading. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable.

Particulars	For the year ended 31 March, 2014				Total
	Business Segments				
	Infrastructure	Trading	Realty	Unallocable	
	(₹)	(₹)	(₹)	(₹)	
Revenue	364,787,709 <i>739,091,219</i>	205,830,121 <i>49,153,743</i>	- <i>125,000,000</i>	- -	570,617,830 <i>913,244,962</i>
Segment result	32,323,735 <i>8,785,497</i>	231,825 <i>455,073</i>	- <i>50,874,654</i>	- -	32,555,560 <i>60,115,224</i>
Operating income	102,416,630 <i>131,921,987</i>	282,379 <i>455,075</i>	- <i>128,461</i>	- -	102,699,010 <i>132,505,523</i>
Other income (net)	3,002,556 <i>1,388,342</i>	- -	- -	- -	3,002,556 <i>1,388,342</i>
Profit before taxes	1,693,231 <i>(17,784,464)</i>	282,379 <i>455,074</i>	- <i>37,512,588</i>	(1,860,000) <i>(1,749,021)</i>	115,610 <i>18,434,177</i>
Tax expense	- -	- -	- -	114,600 <i>5,988,351</i>	114,600 <i>5,988,351</i>
Net profit for the year	1,693,231 <i>(17,784,464)</i>	282,379 <i>455,074</i>	- <i>37,512,588</i>	(1,974,600) <i>(7,737,372)</i>	1,010 <i>12,445,826</i>
Particulars	For the year ended 31 March, 2014				Total
	Business Segments				
	Infrastructure	Trading	Realty	Unallocable	
	(₹)	(₹)	(₹)	(₹)	
Segment assets	476,285,442 <i>493,996,263</i>	74,773,378 -	- <i>103,132,856</i>	577,513 <i>526,413</i>	551,636,333 <i>597,655,532</i>
Segment liabilities	246,265,050 <i>349,273,001</i>	62,988,743 -	- <i>6,000,000</i>	2,160,320 <i>2,160,320</i>	311,414,113 <i>357,433,321</i>
Desreciation and amortisation (allocable)	40,123,350 <i>39,050,911</i>	- -	- -	- -	- -

Note: Figures in *Italics* indicates previous years figures



# DIAMANT INFRASTRUCTURE LIMITED

Note - 22 Related party transactions

**Description of relationship**

Key Management Personnel (KMP)

Relatives of KMP

Company in which KMP/Relatives of KMP exercise significant influence

Note: Related parties have been identified by the Management.

**Names of related parties**

Naresh Saboo (Managing Director)

Kamlesh Prasad (Executive Director)

Ashok Kumar Shukla (Executive Director)

Prakash Zalke (Independent Director)

Ms. Madhu Saboo (Wife of the Managing Director Mr Naresh Saboo)

Mr Santosh Saboo (Brother of the Managing Director Mr Naresh Saboo)

Mr Rakesh Prasad (Brother of the Executive Director Mr Kamlesh Prasad)

Mr Ajay Kumar Shukla (Nephew of the Executive Director Mr Ashok Shukla)

Mr. Yash Saboo (Son of the Managing Director Mr Naresh Saboo)

Pradeep Zalke (Brother of Independent Director Mr. Prakash Zalke)

M/s. Saboo Capital and Securities Pvt Ltd

(Company in which the Managing Director Mr Naresh Saboo is a Director)

**Details of related party transactions during the year ended 31 March, 2014 and balances outstanding as at 31 March, 2014:**

(₹)

Particulars	KMP	Relatives of KMP	Entities in which KMP/relatives of KMP have significant influence	Total
Directors Remuneration	1,650,000 (1,560,000)	- (-)	- (-)	1,650,000 (1,560,000)
Salaries paid	- (-)	558,935 (791,221)	- (-)	558,935 (791,221)
Rent paid	- (60,000)	197,000 (252,000)	- (-)	197,000 (312,000)
Loans taken	64,535,000 (-)	- (-)	- (3,000,000)	64,535,000 (3,000,000)
Repayment of Loans taken	64,535,000 (-)	- (-)	- (3,000,000)	64,535,000 (3,000,000)
Purchases	- (-)	- (-)	- (-)	- (-)
Interest paid	- (-)	- (-)	- (-)	- (-)
<b>Balances outstanding at the end of the year</b>				
Trade Payables	115,363 (-)	30,021 (-)	- (-)	145,384 (-)

Note: Figures in bracket relates to the previous year

**Note - 23 Additional information to the financial statements**

<b>Note</b>	<b>Particulars</b>	<b>31st March 2014 (₹)</b>	<b>31st March 2013 (₹)</b>
<b>23.1</b>	<b>Contingent liabilities and commitments (to the extent not provided for)</b>		
(i)	Contingent liabilities		
	<b>(a) Claims against the Company not acknowledged as debt</b>		
	Demand Notice from Sales tax (Refer Note 23.18 below)	22,00,000/-	22,00,000/-
	Penalty – Sales tax - on the above demand notice	Not Determinable	Not Determinable
	<b>(b) Guarantees</b>		
	Mobilisation Bank Guarantee issued by Union Bank of India During the Year bank guarantee worth of Rs. 1,50,00,000/- had been wrongly revoked by Ashoka Buildcon Ltd. And because of that the Company had issued a Legal Notice to Ashoka Buildcon Ltd. for the recovery of the same and which has been repaid by Ashoka Buildcon Ltd. during the same financial year.	-	2,00,00,000/-
	<b>(c) Performance bank Guarantee</b>	38,50,000/-	-
	(Against this 25% margin money of ₹ 9,62,500/- in the form Fixed deposit with Union Bank of India has been earmarked) and the same has been Included in Note. 12		
	<b>(d) Defect Liability period in respect of contracts executed</b>	Not Determinable	Not Determinable

**23.2 Details of Long term borrowings (Secured)****a) From Banks:**

<b>Name of the Bank</b>	<b>No of o/s installments</b>	<b>Amount o/s</b>	<b>Secured by way of Hypothecation of</b>
HDFC Bank Ltd.	26 (38)	476,766 (658,446)	Innova
HDFC Bank Ltd.	19 (31)	797,642 (1,243,570)	BMW
HDFC Bank Ltd.	24 (32)	202,595 (308,192)	Bolero SLE
HDFC Bank Ltd	24 (36)	238,035 (336,485)	Bolero
HDFC Bank Ltd.	19 (31)	142,273 (216,395)	Tata Indica Vista
Kotak Mahindra Bank	22 (34)	18,331,290 (27,004,290)	Fifteen Tata Tipper
Union Bank of India	60 (72)	1,021,618 (1,129,620)	Innova



## DIAMANT INFRASTRUCTURE LIMITED

### b) From Financial Institutions:

Name of the Financial Institutions	No of o/s installments	Amount o/s	Secured by way of Hypothecation of
Srei Equipment Finance Ltd	30	13,573,675	Vogle Paver
	(-)	(-)	
Srei Equipment Finance Ltd	30	1,310,591	Tandum Roller
	(-)	(-)	
Srei Equipment Finance Ltd	30	30,141,770	Hot Mix Plant
	(-)	(-)	
Srei Equipment Finance Ltd	30	1,123,273	Roller
	(-)	(-)	
Srei Equipment Finance Ltd	30	23,872,452	Crusher & 500 Kva DG
	(-)	(-)	
Srei Equipment Finance Ltd	30	1,310,594	Loader
	(-)	(-)	
Srei Equipment Finance Ltd	30	3,276,334	Grader
	(-)	(-)	
Srei Equipment Finance Ltd	30	3,276,334	Grader
	(-)	(-)	
Srei Equipment Finance Ltd	30	1,123,273	Roller
	(-)	(-)	
Srei Equipment Finance Ltd	30	1,685,015	Appolo Paver
	(-)	(-)	
Srei Equipment Finance Ltd	30	1,404,135	Truck & Crain
	(-)	(-)	
Srei Equipment Finance Ltd	30	561,636	2 Kurb Machines
	(-)	(-)	
Srei Equipment Finance Ltd	30	2,433,806	Volvo
	(-)	(-)	
Srei Equipment Finance Ltd	30	1,310,594	Tandum Roller
	(-)	(-)	
Srei Equipment Finance Ltd	-	772,000	WMM Plant
	(-)	(-)	
Srei Equipment Finance Ltd	-	-	Wheel Loaders & Motor Graders
	(26)	(15285445)	
Srei Equipment Finance Ltd	-	-	
	(26)	(9285474)	WMM Plant, Paver Finishers, Kerb Laying
Srei Equipment Finance Ltd	-	-	Machine , Soil Compactores & Crane
	(26)	(19505711)	Paver, DG Sets, Truck, Soil Compacters & Excavtor
Srei Equipment Finance Ltd	-	-	Crusher Plant & DG Set
	(26)	(25579838)	
Srei Equipment Finance Ltd	-	-	Hot Mix Plant & DG Set
	(26)	(32336536)	

Further all the above borrowings are also secured by way of personal guarantee of Mr. Naresh S. Saboo, Managing Director. Further, the secured borrowings are repayable over a period of 3 to 5 years.



**23.3 Details of Short term borrowings (Secured)**

<b>a) From Banks:</b>			
<b>Name of the Bank</b>	<b>No of o/s installments</b>	<b>Amount o/s</b>	<b>Secured by way of Hypothecation of</b>
HDFC Bank Ltd.	-	-	
	(6)	(100,309)	Volkswagen Polo
HDFC Bank Ltd.	10	130,964	Mahindra Bolero
	(22)	(270,528)	
Indusind Bank Ltd	-	-	
	(8)	(1,456,890)	9 Tipper
Indusind Bank Ltd	7	677,968	2 Tipper
	(19)	(2,465,261)	
Kotak Mahindra Bank Ltd.	-	-	
	(4)	(1,467,212)	3 Tata LPK 2518, 2 Mixer, 1 Excavator
Kotak Mahindra Bank Ltd.	11	144,041	Concrete Mixer
	(23)	(287,907)	
Kotak Mahindra Bank Ltd.	2	47,255	Concrete Mixer
	(14)	(249,146)	
Kotak Mahindra Bank Ltd.	2	176,956	Excavator
	(14)	(952,798)	
<b>b) From Financial Institutions :</b>			
<b>Name of the Financial Institutions</b>	<b>No of o/s installments</b>	<b>Amount o/s</b>	<b>Secured by way of Hypothecation of</b>
L & T Finance Ltd.	10	1,158,084	3 Roller
	(22)	(3,885,808)	
Tata Capital Ltd.	-	-	
	(10)	(507,332)	Backho Loader
Tata Capital Ltd.	-	-	
	(8)	(395,881)	Backho Loader
Tata Capital Ltd.	3	133,017	Roller
	(15)	(510,897)	
L & T Finance Ltd.	-	-	
	(1)	(85,622)	ReFin. PC 200
L & T Finance Ltd.	-	-	
	(1)	(214,400)	ReFin. 6 Tipper
L & T Finance Ltd.	2	25,585	Rock Breaker
	(14)	(306,522)	
L & T Finance Ltd.	11	602,184	Crain
	(23)	(1,195,217)	
L & T Finance Ltd.	11	277,352	Truck
	(23)	(635,573)	

**Note: Figures in bracket indicates previous years figures**

Further all the above borrowings are also secured by way of personal guarantee of Mr. Naresh S. Saboo, Managing Director. Further, the secured borrowings are repayable over a period of 3 to 5 years.

- 23.4 Fund based Cash credit facility (sanctioned amount Rs. 800 lacs), and Ad Hoc Fund Based Cash Credit of Rs 100 Lacs, non fund based Bank Guarantee Facility (sanctioned limit of Rs. 320 lacs) from Union Bank of India is secured primarily by way of hypothecation of movable current assets of the company including stock of materials, work in progress, finished goods and whole of the company's bills outstanding, receivables, book debts and collaterally by mortgage of Flat at Mumbai and Nagpur and office premises at Nagpur in the name of the Managing Director, Mr. Naresh Saboo jointly with his wife Mrs. Madhu Saboo and pledge of 50,00,000 equity shares of Rs. 2/- each of the company held by the promoter company M/s Saboo Capital and Securities Pvt Ltd and also by personal guarantee of Mr. Naresh S. Saboo, Managing Director and Madhu Saboo, wife of Managing Director and corporate guarantee by the promoter company M/s. Saboo Capital and Securities Pvt Ltd.



## DIAMANT INFRASTRUCTURE LIMITED

**23.5 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**  
Micro, Small and Medium Enterprises in terms of section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 have been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by the auditors. The Company has not received any instruction from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence, disclosures if any, relating to amounts unpaid as at the yearend together with interest payable as required under the said Act have not been given.

**23.6 Earnings per share (EPS)**

The following reflects the profit and share data used in the basic and diluted EPS computations:

	31 March, 2014	31 March, 2013
	(₹)	(₹)
<b>Total (continuing) operations for the year</b>		
Profit/(loss) after tax	1,010	12,445,646
Less : Dividends on convertible preference share & tax thereon	-	-
<b>Net profit/(loss) for calculation of basic/diluted EPS</b>	<b>(A) 1,010</b>	<b>12,445,646</b>
Weighted average number of equity shares in calculating basic EPS	(B) 35,204,000	35,204,000
<b>Earnings per share (EPS) (basic/diluted) (*)</b>	<b>(A/B) 0.00003</b>	<b>0.35</b>

**23.7 Deferred Tax Asset/Liability (Net)**

	31 March, 2014	31 March, 2013
	(₹)	(₹)
<b>Deferred Tax Liability</b>		
Balance as per last B/sheet	-	101,331
On difference between book balance and tax balance of fixed assets	-	-
Gross deferred tax liability	(A) -	101,331
Deferred tax assets	438,965	-
On difference between book balance and tax balance of fixed assets	3,403,600	540,296
Gross deferred tax assets	(B) 3,842,565	540,296
Deferred tax Asset/(Liability) (Net)	(B-A) 3,842,565	438,965

**23.8** Value of imports calculated on CIF basis

Nil Nil

**23.9** Expenditure in foreign currency

Nil Nil

**23.10** Earnings in foreign exchange

Nil Nil

**23.11** The balances appearing under unsecured loans, sundry creditors, sundry debtors, loans and advances, and certain banks are subject to confirmation and reconciliation and consequential adjustment, if any, will be accounted for in the year of confirmation and/or reconciliation

**23.12** In the opinion of the Board, assets other than fixed assets do have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

**23.13** Since the Company recognises gratuity and leave salary expense on payment basis no liability for the same has been ascertained and provided in the accounts. Hence, the company has not complied with the provisions of AS-15 "Accounting for Retirement Benefit".

**23.14** The sales tax department in the financial year 2011-12, raised a demand on the company for Rs. 22,00,000/-, against which the Company has preferred an appeal against the department with the Assistant Commissioner of Sales Tax (Appeals). The company has already deposited Rs. 10,50,000/- of the demand raised under protest. Based on the prevalent decisions of the appellate authorities and the interpretations of the other relevant provisions, the company has been legally advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision for the balance demand has been done.

- 23.15** The Income Tax Department, Mumbai has raised a Demand of Rs. 28,70,971/- U/s 143(3) for the Year 2009-10, for which the Company has preferred an Appeal which is Pending with Commissioner of Income Tax, Appeals-37, Mumbai. However, there is no Provision is made by the Company to discharge the liability. Based on the prevalent decisions of the appellate authorities and the interpretations of the other relevant provisions, the company has been legally advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision for the balance demand has been done.
- 23.16** The Revised Schedule VI has become effective from 1 April, 2011 for the preparation of financial statements for the period beginning from 1st April 2011 by virtue of the Notification No.653 (E) dated March 30, 2011. This has significantly impacted the disclosure and presentation made in the financial statements. The management has prepared the financial statements providing appropriate disclosures as required by the said revised Schedule VI and based on the various guidance notes issued in this regard. Accordingly previous year's figures have been regrouped/reclassified and re-instated wherever necessary to correspond with the current year's classification/disclosure as per the revised Schedule VI.



# DIAMANT INFRASTRUCTURE LIMITED

## Cash flow statement for the ended 31st March, 2014

Particulars	Note No.	As at 31st March 2014 (₹)	As at 31st March 2013 (₹)
<b>Cash flows from operating activities</b>			
Net profit before tax		115,610	18,434,177
Adjustments for			
Add : Non Cash Item/Items required to be disclosed separately			
Depreciation and amortisation expense		40,123,350	39,050,911
Finance cost		31,299,771	38,936,057
Impairment of Assets		-	-
Loss on sale / discard/ write off of assets		882,368	-
Interest income		(353,262)	-
Excess Depreciation w/back		-	-
Operating profit before working capital changes		72,067,837	96,421,145
Changes in Working Capital:			
Inventories		(78,172,166)	(15,918,929)
Trade Receivables		72,082,413	107,023,100
Other current assets		16,425,814	26,176,323
Adjustments for increase / (decrease) in operating liabilities:			
Trade payables		5,220,585	(175,685,314)
Other current liabilities		(27,686,918)	20,218,737
Profit generated from operations		59,937,566	58,235,061
Taxes paid (net of refunds)		7,374,422	27,480,714
<b>Net Cash generated from operating activities</b>	(i)	67,311,988	85,715,775
<b>Cash flows from investing activities</b>			
Purchase of Investment		(52,100)	-
Capital expenditure on fixed assets, including capital advances		(524,392)	(18,536,897)
Proceeds from sale of fixed assets		12,613,889	331,480
<b>Net cash generated from investing activities</b>	(ii)	12,037,397	(18,205,417)
<b>Cash flows from financing activities</b>			
Proceeds from short-term borrowings		(928,458)	7,493,241
Proceeds from long-term borrowings		(38,234,026)	(35,441,768)
Interest Income		353,262	-
Finance cost		(31,299,771)	(38,936,057)
<b>Net cash generated from financial activities</b>	(iii)	(70,108,993)	(66,884,583)
Net changes in cash and cash equivalents	(i+ii+iii)	9,240,392	625,775
Cash and cash equivalents at the beginning of the year		7,499,611	6,873,835
<b>Cash and cash equivalents at the end of the year</b>		<b>16,740,003</b>	<b>7,499,611</b>

As per our report of even date  
**For Pilla Mathur Manuja & Co.**  
**Chartered Accountants**  
(FRN: 124471W)

CA Thakur J. Manuja  
Proprietor  
Membership No: 113940

Place : Nagpur  
Date : 30th May, 2014

**For and on behalf of the Board of Directors of  
Diamant Infrastructure Limited**

Naresh Saboo  
Managing Director

Kamlesh Prasad  
Director

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# DIAMANT INFRASTRUCTURE LIMITED

## ATTENDANCE SLIP

34<sup>th</sup> Annual General Meeting to be held on Tuesday, 30<sup>th</sup> day of September, 2014 at 10.00 AM at Gotmare Complex, Block-B, 1<sup>st</sup> Floor, North Bazar Road, Dharampeth Extension, Nagpur- 440 010

NAME OF THE ATTENDING MEMBER (IN BLOCK LETTERS)	
Folio. / DP ID- CLIENT ID No.	
of shares held	
Name of PROXY (IN BLOCK LETTERS, TO BE FILLED IN IF THE PROXY ATTENDS INSTEAD OF THE MEMBER)	

I hereby record my presence at the 34<sup>th</sup> Annual General Meeting on 30 September, 2014.

**Signature of Member / Proxy**

THIS ATTENDANCE SLIP DULY FILLED IS TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

## PROXY FORM

Name of the Member(s):	
Registered Address:	
Folio No./ DP ID Client Id:	
E MAIL ID	
No. of Shares held:	

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1	Name		Signature	
	Address			
	E mail Id			

Or Failing Him

1	Name		Signature	
	Address			
	E mail Id			

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, 30<sup>th</sup> September, 2014 at 10.00 a.m. at Gotmare Complex, Block-B, 1st Floor, North Bazar Road, Dharampeth Extension, Nagpur- 440 010 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.	RESOLUTIONS	Optional*	
		For	Against
<b>Ordinary Business</b>			
1.	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2014		
2.	Appoint a Director in place of Mr. Naresh Saboo, who retires by rotation and being eligible offers himself for re-appointment.		
3.	Re-appointment of Auditors and fixation of their remuneration		
<b>Special Business</b>			
4.	Allotment of 57,50,000 on Preferential Basis to two Persons		
5.	Appointment of Mr. Naresh Saboo as Managing Director and fixation of his remuneration for a period of three years w.e.f. 1 <sup>st</sup> September 01, 2014		

Signed this ..... day of ..... 2014.

Signature of the member

Signature of the Proxy Holder(s)

Note : The proxy Form must be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the Meeting. The Proxy need not be a member of the Company.

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**BOOK-POST**  
(Printed Matter)

To,

If undelivered please return to :

**DIAMANT INFRASTRUCTURE LIMITED**

(CIN: L26994MH2003PLC143264)

**REGD. OFFICE** :- Gotmare Complex, Block-B, 1<sup>st</sup> Floor,  
North Bazar Road, Dharampeth Extension, Nagpur- 440 010

**Phone: 0712-6641222 Fax: 0712-6641261**

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