

DIAMANT INFRASTRUCTURE LIMITED

Gotmare Complex, Block-B, 1st Floor, North Bazaar Road, Dharampeth Ext., Nagpur- 440 010
www.diamantinfa.com Email Id: diamant123@gmail.com CIN: L26994MH2003PLC143264

NOTICE OF POSTAL BALLOT (Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

Notice is hereby given that, pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014 (the "Rules"), Diamant Infrastructure Limited (the "Company") is seeking consent of its Members for the Special Businesses to be transacted through Postal Ballot, which includes voting by electronic means for the following items:

1. Approval for enhancement of borrowing limits of the Company up to Rs. 150 Crores.
2. Approval for Mortgage or charge on Assets of the Company .
3. Providing Loan, Investment and guarantee by the Company u/s 186 of the Companies Act, 2013.

The Board of Directors of your Company has appointed Manoj Agrawal & Associates, Practicing Company Secretaries has been appointed by the Company as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to read carefully the instructions printed on the Postal Ballot Form and the Notice and return the said Form, completed and signed, in the enclosed self-addressed postage Pre-paid envelope so as to reach the Scrutinizer on or before 5.00 p.m. on November 16th, 2015. You also have the option to vote through e-Voting, the detailed procedure of which is set out in the Notice.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the Scrutiny of the Postal Ballots received in electronic and physical mode. The result of the voting will be announced by the Chairman of the Company or by such other person as may be authorized by him on November 16th, 2015 at the registered office of the Company. The result of the Postal Ballot and the scrutinizer's report will be displayed at the said address and posted on the Company's website www.diamantinfa.com and will be communicated to the Stock Exchange.

SPECIAL BUSINESS:

1. Approval for enhancement of borrowing limits of the Company up to Rs. 150 Crores

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

RESOLVED THAT in pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and the Rules made there under (including any statutory modifications or re-enactments thereof) and all other applicable provisions, if any, the consent of the members of the Company be and is hereby accorded to the Board of Directors ("Board") of the Company to borrow, from time to time, any sum or sums of money, in any currency, as may be required for the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporate, whether in India or abroad, with or without security, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at anytime exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs.150 Crores (Rupees One Hundred Fifty Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and are hereby authorized to finalize, settle and execute such documents/ deeds/writings/papers/ agreements as may be required and do all such acts, deeds, matters and things,

as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to borrowing as aforesaid."

2. Approval for Mortgage or charge on Assets of the Company

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

"RESOLVED THAT pursuant to section 180 (1) (a) and other applicable provisions, if any, of the Company's Act 2013 and Company's Act, 1956 consent of the company be and is hereby accorded to mortgage and charge all the immovable and movable properties of the company by the Board of Directors of the Company, wheresoever situate, present and future to or in favor of financial institutions/ banks (hereinafter 'Lenders') of the company to secure the financial assistance granted / to be granted by the Lenders, together with all interest thereon, commitment charge, costs, charges, expenses, and all other moneys payable by the Company to the Lenders in terms of respective facility agreements entered into by the Company in respect of the aforesaid assistance

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and are hereby authorized to finalize, settle and execute such documents/ deeds/writings/papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to borrowing as aforesaid."

3. Providing Loan, Investment and guarantee by the Company u/s 186 of the Companies Act, 2013.

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

RESOLVED THAT pursuant to provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to make investments in the securities of other bodies corporate including subsidiary/group companies as it may in its absolute discretion deem beneficial and in the interest of the Company; to grant loans to any body corporate including subsidiary/group companies on such terms and conditions as to repayment thereof and interest thereon; and to give guarantees or provide securities in connection with loans made by any bank/ financial institutions / other entities to any body corporate including subsidiary/group companies on such terms and conditions as the Board may think fit, provided the aggregate of the investments and loans made and the amounts for which guarantee or security provided to or in all bodies corporate including subsidiary/group companies and outstanding at any time does not exceed Rs.150 Crores (Rupees One hundred fifty Crores only) .

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and are hereby authorized to finalize, settle and execute such documents/ deeds/writings/papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to borrowing as aforesaid."

By order of the Board of Directors
For **Diamant Infrastructure Limited**
Sd/-

Date: 10/10/2015

Place: Nagpur

Naresh Saboo
Managing Director
DIN : 00297916

NOTES:

1. An Explanatory statement pursuant to Section 102 and other applicable provisions is annexed hereto.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") /Central Depository Services (India) Limited ("CDSL") as on Thursday, 8th September, 2015 which is the cut-off date.
3. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post/courier. Members who have received Postal Ballot Notice by email and who wish to vote through physical Form may download the Form from the link www.evoting.nsdl.com or from the Investors' section on the Company's website www.diamantinfra.com.
5. Member(s) desiring to exercise vote by Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form. After completing the enclosed Postal Ballot Form, send the self-addressed Business Reply Envelope to the Scrutinizer. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent other than by regular post at the expenses of the registered member will also be accepted. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on Monday, 16th November, 2015. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received. Also no other Form or Photocopy thereof is permitted.
6. In case a member desires to exercise vote by using e-voting facility, then he has to carefully follow the instructions given under the heading "Instructions" of Postal Ballot Form. He can use the facility and log in and vote on the resolutions on or before the end of the voting period i.e Monday, 16th November, 2015 whichever is earlier.
7. The Scrutinizer's decision on the validity of a Postal Ballot form shall be final.
8. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Scrutinizer, Diamant Infrastructure Limited, Gotmare Complex, Block-B, 1st Floor, North Bazaar Road, Dharampeth Ext., Nagpur- 440 010.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies act, 2013)

In respect of Item no. 1

Currently the Company has plan for growth in infrastructure sector by expansion of business by acquire big tenders and projects in various part of India. To exercise better financial control which will makes confidence to invest in projects and plans by reduce overheads, eliminate confusion of funds and enable the Company to rationalize and streamline its operations as well as management of affairs of its business, the Board of Directors of the Company in its meeting held on 8th October, 2015 has proposed to increase total barrowing limit up to Rs 150 Crores. This will enable the Company to handle its business activities more efficiently and run its business more economically and conveniently.

The Directors recommend the resolution at item no. 1 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution.

In respect of Item no. 2

After Implementation of Companies Act, 2013 all companies required to approval of members for Mortgage or charge of any assets of the company to any lender(s) for avail credit facilities for business purpose member's prior approval by way of special resolution. Currently the Company has plan for growth in infrastructure sector by expansion of business by acquire big tenders and projects in various part of India. To exercise better financial control the company has barrow loan from financial institutions or banks for business purpose by way of Mortgage of assets. The Board of Directors of the Company in its meeting held on 8th October, 2015 has proposed to increase total barrowing limit up to Rs 150 Crores. This will enable the Company to handle its business activities more efficiently and run its business more economically and conveniently.

The Directors recommend the resolution at item no. 1 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution.

In respect of Item no.3

As per the provisions of Section 186 of the Companies Act, 2013, a company cannot make investment, give loan and guarantee or provide any security in connection with any loan or acquire by way of subscription, purchase or otherwise securities of any other body corporate in excess of 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, unless it is previously authorized by a special resolution.

Currently the Company has planned to make projects for subsidiary company Ginger Infrastructure Pvt Ltd at Nagpur via BOT Basis. To avail goals smoothly company may give corporate guarantee to lenders of Ginger Infrastructure Pvt Ltd for business purpose by way of Mortgage of assets.

The Directors recommend the resolution at item no. 1 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and / or their relatives except Shri Naresh Saboo being Director in Subsidiary of the Company and Mr Mohd Arshad Sheikh , Director of Subsidiary Company is Relative of Mohd Israil Haji Mohd Hanif Sheikh, Director of the Company, are deemed to be concerned or interested, financial or otherwise in the said resolution except to the extent of their shareholding, if any, in the Company or any of their interest as Director or Shareholder or otherwise mentioned herein above, in the Company.

By order of the Board of Directors
For Diamant Infrastructure Limited
Sd/-

Date: 10/10/2015

Place: Nagpur

DIN : 00297916

Naresh Saboo
Managing Director

DIAMANT INFRASTRUCTURE LIMITED

Gotmare Complex, Block-B, 1st Floor, North Bazaar Road, Dharampeth Ext., Nagpur- 440 010
www.diamantinfa.com Email Id: diamant123@gmail.com CIN: L26994MH2003PLC143264

POSTAL BALLOT FORM

(Please read the notes to the Postal Ballot Notice)

1. Name and Registered address :
of the Sole/First named
Member (in block letters)
2. Name (s) of Joint Member(s) :
if any
3. Folio No. / DP ID No.* / Client Id No.*
(Applicable to Members holding shares in :
Dematerialized form)
4. No. of Shares held :

I/We hereby exercise my /our vote in respect of Resolution(s) to be passed through Postal Ballot for the business stated in notice of the Company by sending my / our assent or dissent to the said Resolution (s) by placing the tick mark at the appropriate box below:

Description	No. of Shares	I/We assent to the Resolution (For)	I/We assent to the Resolution (Against)
Approval for enhancement of borrowing limits of the Company up to Rs. 150 Crores			
Approval for Mortgage or charge on Assets of the Company .			
Providing Loan, Investment and guarantee by the Company u/s 186 of the Companies Act, 2013.			

Place:

Date:

(Signature of Member)

EVEN (E-Voting Event Number)	User ID	Password

Note: Please read the instruction printed overleaf carefully before exercising your vote.

INSTRUCTIONS:

1. A member desiring to exercise his/her vote by postal ballot may complete this Postal Ballot Form (hereinafter called the 'Form') and send it to the Scrutinizer at the address in the attached self-addressed Business Reply Envelope. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited with the Company in person or if sent by courier at the expenses of the shareholder, shall also be accepted by the Company.
2. There shall be one Postal Ballot for every Folio/Client ID irrespective of the number of the joint holder. A proxy shall not exercise the postal ballot.
3. The Form should be completed and signed by the registered member. In case of joint share holding, the Form should be completed and signed by the first named member and in his/her absence, by the next named member.
4. The signature of the member in the Form should be exactly similar to the specimen signature available on the records of our Registrar and Share Transfer Agent or the concerned Depository, as the case may be.
5. In case of minors, the Form should be signed by the natural guardian of the minor as per the records of our Registrar and Share Transfer Agent or the concerned Depository, as the case may be.
6. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
7. Unsigned Forms will be rejected. The scrutinizer's decision on the validity of the Form shall be final and binding.
8. A Member may request for duplicate Postal Ballot Forms, if so required. However, duly completed Forms should reach the Company/Scrutinizer not later than by the close of working hours of November 16th, 2015. Forms received after this date will be strictly treated as if the reply from such member has not been received.
9. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members by the close of working hours of Thursday, 8th October, 2015.
10. Members are requested not to send any other paper along with the Form in the enclosed self-addressed postage prepaid envelope, as such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. The Scrutinizer will finalize his report on the scrutiny of the Forms received and submit his report to the Chairman of the Company. The decision of the Chairman on the basis of the said report shall be final, conclusive and binding. The result of the postal ballot finalized as above will be placed on the Notice Board of the Company at its Registered Office on Wednesday, November 18th, 2015 at 5.00 p.m. and will also be posted on the Company's website www.diamantinfra.com
12. The date of declaration of postal ballot result will be taken as the date of passing of resolutions.

13) E-VOTING

(A) In case of Members receiving the Postal Ballot Form by E-mail:

- i. Open e-mail and open PDF file viz; "DIL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- iii. Click on "Shareholder – Login".
- iv. Insert user ID and password as initial password noted in step 13 (A) (i) above. Click "Login".
- v. "Password change" menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of "e-Voting" opens. Click on "e-Voting: Active E-voting Cycles"
- vii. Select "EVEN" (Electronic Voting Event Number) of Rajasthan gases limited.
- viii. Now you are ready for e-Voting as "Cast Vote" page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.

(B) In case of Members receiving Postal Ballot Form by Post:

- i. User ID and initial password is provided at the bottom of the Postal Ballot Form.
- ii. Please follow all steps from Sr. No. 13 (A) (ii) to (xi) above, to cast your vote.

(C) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.

(D) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of NSDL's E-Voting website: www.evoting.nsdl.com

(E) The period for e-voting starts from 10:00 a.m. on Monday 19th October, 2015 and shall end at 5:00 p.m. on Monday, November 16th, 2015. E-voting shall be disabled by NSDL at 5:00 p.m. on Monday, November 16th, 2015.

Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot Notice by e-mail and who wish to vote through Ballot Form can obtain the Ballot Form from Secretarial Dept. of the Company at its Registered Office and fill in the details and send the same to the Scrutinizer by Post.