

BOARD OF DIRECTORS

- 1. Mr. Lalit Kumar Samdaria
- 2. Mr. Rikhab Chand Samdaria
- 3. Mr. Sharad Parekh
- 4. Mr. S. Goutham

BANKERS

1. The Royal Bank of Scotland, No.1, Harrington Road, Chetpet, Chennai-600 031.

AUDITOR

M/s Bharat Kumar N. Jain Chartered Accountants 376, Mint Street, 2nd Floor Chennai - 600 079.

REGISTERED OFFICE

No. 41, Veerappan Street, Ground Floor, Sowcarpet, Chennai - 600 079.

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CONTENTS	Page
Notice of Shareholders	2
Director's Report	3
Auditor's Report	14
Balance Sheet	17
Profit and Loss Account	18
Annexures	19
Cash Flow Statement	21
Notes on Accounts	22
Balance Sheet Abstract and Company's General Business Profile	24

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 17th Annual General Meeting of the Company will be held on Thursday the 29th day of September 2011 at 10:30 AM at "RAGAAS" No:47, 1st Avenue, Shastri Nagar, Chennai – 600020 for transacting the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Profit and Loss account of the Company for the financial year ended 31.03.2011 and the balance sheet as at 31.03.2011 together with the director's report and auditor's report thereon.
- 2. To appoint Director in place of Mr. S. Gowtham who retires by rotation being eligible offer himself for reappointment.
- 3. To appoint Auditors of the Company to hold office from conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the company at a remuneration to be decided by the Board of Directors.

Date : 25.08.2011 Place : Chennai By Order of the Board for Laser Diamonds Limited RIKHABCHAND SAMDARIA Sd/-Director

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.
- 2. Shareholders / proxy holders are requested to bring their copy of the annual report with them at meeting and to produce at the entrance the attached admission slip duly completed and signed, for admission to the meeting hall.
- 3. Members desirous of getting any information about the accounts and operation of the Company are requested to address their query to the Company at the registered office of the Company well in advance so that the same may reach at least seven days before the date of meeting to enable the management to keep the required information readily available at the meeting.
- 4. The Register of Members of the Company will remain closed from 22.09.2011 to 29.09.2011. (Both days inclusive)
- 5. The Members are requested to intimate to the Registrar and Transfer Agents, Cameo Corporate Services Limited, Subramanian Building, No.1 Club House road, Mount Road, 5th Floor, Chennai-600 002, change of address if any at the earliest quoting their registered folio number.

Date : 25.08.2011 Place : Chennai By Order of the Board for Laser Diamonds Limited RIKHABCHAND SAMDARIA Sd/-Director

DIRECTORS' REPORT

Dear Shareholders,

We have pleasure in presenting the 17th Annual Report and Audited Statements of Accounts of the Company for the year ended 31st March, 2011.

FINANCIAL RESULTS

	(Rs.in '000)	(Rs.in '000)
	Year ended	Year ended
	31.03.2011	31.03.2010
	(Audited)	(Audited)
Income	13461.74	28871.10
Total Expenditure	18525.68	25115.43
Nett Profit/(Loss)	(5063.94)	3755.66

DIVIDEND:

Your directors have not recommended any dividend during the year.

Operation and Business performance:

Kindly refer to Management Discussion & Analysis covered under corporate governance and forms part of this Annual Report.

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Business Operations:

The operations of the company is satisfied. During the year, the sales volume has increased when compared with the previous year. Your directors are hopeful that the market will improve in the coming years also. The company is continuing its Export activities.

There is no manufacturing activities carried out during the financial year 2010-11. Hence no depreciation is being provided on Machinery.

Trading of Diamonds are good at present and hence the management has decided to concentrate on this.

As required under Corporate Governance, the Management's Discussion and Analysis Report which is forming a part of this report, is a reflection of the current state of business. It also deals with the opportunities and challenges faced by your Company and the outlook in future.

STATUTORY DISCLOSURES:

The company had no employee covered by the provisions of section 217(2A) of the Companies Act, 1956. The company has no activity relating to Conservation of Energy, or Technology Absorption. There was no foreign exchange outflow but had a foreign exchange inflow of Rs.128.71 lacs (P.Y. Rs.210.61 lacs) during the year.

DEPOSITS :

The Company has not accepted any deposit from the public.

DIRECTORS :

Mr. S. Gowtham retires by rotation and offer himself for reappointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to provisions of Section 217(2AA) of the Companies Act, 1956, it is hereby confirmed:

- 1. That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures to the extent possible ;
- 2. That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2011 and of the profit or loss of the Company for the year ended 31st March, 2011;
- 3. That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- 4. That the Director had prepared the annual accounts on a going concern basis.

Auditors

Mr. BHARAT KUMAR N. JAIN, Chartered Accountant, Chennai, Company's Auditors, retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

Secretarial Compliance Certificate

A certificate from M/s Chezhian & Associates, Company Secretaries, Chennai has been obtained as per the provision of section 383A(I) of the Companies Act, 1956 and Companies Amendment Act 2000 is enclosed and form part of the report.

Corporate Governance

Your company has always followed the philosophy of conducting the business with due compliance of law, regulations and sound internal control systems and procedures.

The company has complied with all the mandatory requirements of corporate Governance norms as enumerated in the Listing Agreement with the Stock Exchange to the extent possible by it. A report of compliance of Corporate Governance is annexed together with a Certificate from the auditors and CEO of the company on compliance.

General

Your Board of Directors is grateful to the Bankers, Suppliers, Customers and the shareholders for the support extended from time to time. Your Board of Directors also wish to place on record the whole hearted cooperation given by employees, at all levels, during the year.

Date : 25.08.2011	for Laser Diamonds Ltd.		
Place : Chennai	ce : Chennai Sharad Parekh Rikh		
	Sd./-	Sd./-	
	Director	Chairman	

MANAGEMENT'S DISCUSSION AND ANALYSIS (Annexure-A)

1. OVERALL REVIEW

The Bombay Stock Exchange has allowed our request for Revocation of suspension of Trading activities. Now our Companys Share are traded.

2. INDUSTRY OUTLOOK

We do not foresee any major change in the year 2011-12 as the industry faced the same kind of pressure. This trend is expected to continue.

3. OPPORTUNITIES

The Trading activities in these business are more profitable and presently the company is concentrating on trading and exporting of Diamonds.

4. CHALLENGES

Pending Legal Suits, Tight Financial Conditions, margins under pressure and financial condition of the company to be improved, these are the few challenges before the company.

5. COMPANY OUTLOOK

The Company is though financially weak but is certainly it can improve the pending issue are resolved.

6. RISK AND CONCERNS

Prices of raw stones, legal issues, Processing cost etc. are few concerns which has to be addressed from time to time.

7. INTERNAL CONTROL SYSTEMS AND ADEQUACY

The company have adequate internal control mechanism commensurating with the size of operations of the company. The management continuously reviews the internal control system and procedures. Critical review is also done to reduce non value added paper work.

8. CAUTIONARY STATEMENT

Certain statements in this report on "Management's Discussion and Analysis" are forward looking statements and which have been issued as required by applicable Securities Laws and Regulations. There are several factors which would be beyond the control of Management and as such, may affect the actual results which could be different from that envisaged

STATEMENT AND REPORTS ON CORPORATE GOVERNANCE:

A MANDATORY REPORTS ON CORPORATE GOVERNANCE:

I. Company's Philosophy on Corporate Governance:

The Company's philosophy is almed at exhibiting maximum transparency to the investors by providing them with more information. This is done not only with the information that are to be revealed under mandatory provisions but also with those information which according to the Management and the Board are relevant to the investors and other Statutory Authorities to whom these Reports are addressed to:

II. BOARD OF DIRECTORS:

Name	Designation	Category	No of Board Meetings attended during 2010-11	Whether attended the Last AGM	No of Directorships in public companies	No of other Board committees in which he/she is Member or Chairperson
Mr. Lalit Kumar Samdaria	Director	Executive	6	Yes	Nil	1 Chairman
Mr. Rikhabchand Samdari	a Director	Executive	6	Yes	Nil	2 Members
Mr. S. Goutham	Director	Non-Executive	6	Yes	Nil	{1 Chairman 2 Members }
Mr. Sharad Parekh	Director	Non-Executive	6	Yes	Nil	{1 Chairman {2 Members}

BOARD MEETINGS:

Six Board Meeting were held on the following dates:

30.4.2010, 26.7.2010, 16.8.2010, 18.8.2010, 29.10.2010 and 28.1.2011.

None of the Directors is member in more than 10 committees or acting as Chairman of more than Five Committees.

III.AUDIT COMMITTEE:

Constitution:

The Committee consists of 3 Directors.

- 1. Mr. S. Goutham Chairman
- 2. Mr. Sharad Parekh Director
- 3. Mr. Rikhab Chand Samdaria Director
- The Committee is chaired by Mr. S. Goutham

TERMS OF REFERENCE:

The charter of the committee is as prescribed under clause 49 of the Listing Agreement viz.,

- 1. Oversight of Company's Financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- 2 Recommending the appointment and removal of external auditors, fixation of audit fee and also approval of any other services.
- 3. Reviewing with the management the annual financial statements before submission to the Board focusing primarily on:
 - i) Any charges in accounting policies and practices.
 - ii) Major accounting entries based on exercise of judgment by Management.
 - iii) Qualification in draft audit report.
 - iv) Significant adjustments arising out of audit.
 - v) The 'Going Concern' assumption.
 - vi) Compliance with Accounting Standards.
 - vi) Any related party transaction ie., transaction of the company of material nature with promoters of the management and their subsidiaries or relatives etc., that may have potential conflict with the interest of the company at large.
- 4. Reviewing with management, external and Internal audit function including the structure of internal control system.
- 5. Reviewing the adequacy of internal audit function including the structure of Internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- 6. Discussing with internal auditors any significant findings and follow up thereon.
- 7. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud and irregularity or a failure of internal control systems of a material nature and reporting the matter of the Board.
- 8. Discussing with the external auditors before the audit commences, nature and scope of audit, as well as post-audit discussion to ascertain any area of concern.
- 9. Reviewing the company's financial and risk management policies.
- 10. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividend) and creditors.

Meetings and attendance:

The Audit committee met 4 (four) times during the year i.e, on 30.4.2010, 26.7.2010, 29.10.2010 and 28.1.2011 and all the director have attended the meetings.

IV.REMUNERATION COMMITTEE:-

Constitution:

The Committee consists of 3(Three) directors.

- 1. Mr. S. Goutham Director
- 2. Mr. Sharad Parekh Director
- 3. Mr. Rikhab Chand Samdaria Director

The committee is headed by Mr. Sharad Parekh.

TERMS OF REFERENCE:

The Remuneration committee has been constituted to recommend and review the remuneration packages of the Directors and to formulate a broad policy for management remuneration .

Remuneration Policy:

The Remuneration Policy as outlined by the committee aims at recognizing and rewarding performances and achievements, while fixing the remuneration of Directors, their contribution by way of their professional. This policy is in tune with current national and international practices. The Directors have waived their remuneration for the betterment of the companies performance during the financial year.

Meetings and Attendances:

During the year 2010-11, the committee met twice i.e on 30.4.2010 and 29.10.2010.

Details of Remuneration of Directors: No remuneration has been paid to any Director.

V. SHARE HOLDERS COMMITTEE:

Constitution:

The Committee consists of 3 (Three) Directors.

- 1. Mr. Lalit Kumar Samdaria Director
- 2. Mr. S. Goutham Director
- 3. Mr. Sharad Parekh Director

The Committee is headed by Mr. Lalit Kumar Samdaria

Name and designation of the Compliance Officer: Mr. Lalit Kumar Samdaria

Pending Share Transfers: There are no pending transfers.

Details of the last three AGMs held are given below:

Date of Meeting	Time of Meeting	Venue of the Meeting	Special Resolutions passed at AGM
28.09.2010 16th AGM	10.30 a.m.	"RAGAAS" No.47,1 st Avenue, Shastri Nagar, Chennai-600 020	🛔 Nii
29.09.2009 15th AGM	10.30 a.m.	"RAGAAS" No.47,1 ^{sr} Avenue, Shastri Nagar, Chennai-600 020	Nil
29.09.2008 14th AGM	10.30 a.m.	"RAGAAS" No.47,1 st Avenue, Shastri Nagar, Chennai-600 020	Nil

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No special resolution has been passed by way of postal ballot.

VII. DISCLOSURES:

There are no materially significant transaction made by the company with its promoters, the directors or the Management, their subsidiaries or relatives etc., which require separate disclosure. No penalties / strictures have been imposed on the company by any regulatory authority for non - compliance of any law.

VIII. MEANS OF COMMUNICATIONS:

Quarterly Results:

The Company has published its quarterly Financial Results regularly

Company e.mail ID : laserdiamonds@yahoo.co.in / info@laserdiamondsltd.co.in

Company Website : www.laserdiamondsltd.co.in

Management Discussion and Analysis Report:

The Management Discussion and Analysis Report is included in the Director's Report and Forms part of the annual Report. (Annexure – A to the Directors Report).

IX.GENERAL SHAREHOLDER INFORMATION:

Number of AGM	:	17 th AGM
Date	:	29 th September 2011
Day	:	Thursday
Time	:	10.30AM
Venue	:	"RAGAAS" No.47,1# Avenue, Shastri Nagar, Chennai-600 020

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Financial year	:	1* April 2010 to 31* March 2011.
Book Closure date	:	22.09.2011 to 29.09.2011 (Both days Inclusive).
Dividend Payment date	:	Not Applicable.
Listing of Stock Exchange	:	Madras, Bombay and Ahmedabad
Listing Fee	:	Listing Fee paid upto : 2011-12 (Madras, Bombay and Ahmedabad)
Stock Code	:	531164
ISIN allotted to Equity Shares	:	INE995E01015
Registrar & Transfer Agents	:	M/s. Cameo Corporate Services Ltd, "Subramaian Building" No"1, Club House Road, 5th Floor, Chennal – 600 002.

SHARE TRANSFER SYSTEM:

The share transfers are processed and the share certificates returned within a period of 10 to 15 days from the date of receipt, so long as the documents have been clear in all respects. The Company has, as per SEBI Guidelines offers the facility of transfer cum demat.

SHARE HOLDING PATTERN as on 31" March 2011:

		Category	Shares	%
Α.	Pro	moters Holding:		
	11	Promoters		
ł		Indian Promoters		
		Mr. Lalit Kumar Samdaria	1330193	32.84
•		Mrs. Hemlatha Samdaria	437551	10.80
		Mr. Rikhab Chand Samdaria	233552	5.77
		Foreign Promoters	Nil	Nii
	2.	Persons Acting in concert	18403	0.46
		Sub- Total	2019699	49.87
B .	Noi	n Promoters Holding:		
	3.	Instutional Investors		
	a)	Mutual Funds and UTI	Nil	Nil
	b)	Banks,Financial Institution, Insurance Companies (Central/State Govt/ Institutions/ Non-Govt Institutions) City Union Bank	Ni	Nil
	c}	Fu's	Nii	Nii
		Sub — Total	NI	Nil
	4.	Others :		
	a)	Private Bodies Corporate	42100	1.04
	b)	Pan Link Consultants	Nil	Nil
	c)	Indian Public	1 988 201	49.09

d)	NRI/ OCB's	Nil	Nil
e)	Any Other (Please Specify)		
	Shares in Transit	Nil	Nil
	Forfeited Shares	Nil	Nil
•	Foreign National	Nil	Nil
	Sub- Total	2030301	50.13
	Grand Total	<u>4050000</u>	<u>100.00</u>

	Share	holders	Share I	oldings
Shares	Number	% of total	Shares	% of total
Upto 500	2581	73.8061	704702	17.4000
501 - 1000	654	18.7017	447600	11.0518
1001 – 2000	129	3.6888	196200	4.8444
2001 - 3000	48	1.3726	126300	3.1185
3001 - 4000	27	0.7720	97400	2.4049
4001 – 5000	21	0.6005	98500	2.4320
5001 10000	16	0.4575	107402	2.6519
10001 - and above	21	0.6005	2271896	56.0961

Categories of Shareholding as on 31st March, 2011

Promotors/Directors and Relatives	2019699		49.87
Private Corporate Bodies	42100		1.04
Indian Public	1988201		49.09
TOTAL	40,50,000		100.00
Dematerialisation of Shares & Liquidity :	Shares in Demat Shares in Physical	:	12,13,800 28,36,200
	TOTAL	:	40,50,000

Outstanding GDR's/ADRs./Warrants - Nil

Address for Correspondence : No.41, Veerappan Street, Ground Floor, Sowcarpet, Chennai - 600 079.

Factory Location : Nil

By order of the Board For LASER DIAMONDS LIMITED RIKHABCHAND SAMDARIA Director

AUDITOR CERTIFICATE REGARDING COMPLIANCE WITH CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 of the Listing Agreement:-

Registration No of the Company:29777Nominal Capital:5,00,00,000/-

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The members of the Laser Diamonds Ltd., Chennai

We have examined all the relevant records of M/s. Laser Diamonds Ltd, Chennai for the purpose of certifying compliance of the conditions of Corporate Governance under clause 49 of the Listing Agreement with Bombay, Madras and Ahmedabad Stock Exchanges for the financial year ended 31.3.2011. I have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The Compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedure and implementation thereof. This certificate is neither as assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

On the basis of our examination of the records produced, explanation and information furnished, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above listing Agreement.

Date : 25.08.2011 Place : Chennai Sd/-(BHARAT KUMAR N. JAIN) Chartered Accountant Membership No.027891

Certification by CEO and CFO s issued pursuant to revised Clause 49 of the Listing Agreement:

I, Rikhabchand Samdaria Director of M/s Laser Diamonds Limited, Chennai certify that:

- (a) I have reviewed the financial statements including the cash flow statement of M/s.Laser Diamonds Limited, chennai for the year ended 31* March 2011
- I. To the best of my knowledge and belief, the financial statements including cash flow statements do not contain any materially untrue statement or omit any material fact or contains statements that might be mis-leading :
- II. To the best of my knowledge and belief, the financial statements including cash flow statements presents a true and fair view of company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) To the best of my knowledge and belief, there are no transactions entered into by the company during the year, which are fraudulent, illegal or violative to the company's code of conduct.
- (c) Based on my observance and on the basis of submission received through sub-certification process, I certify that internal controls for financial reporting are established, maintained and are effective considering the nature and size of the business. Further no deficiencies have observed in design or operation of such internal controls for the period covered by this report.
- (d) During the period under review, no significant changes were observed in the internal controls over financial reporting and accounting policies of the company. Furthermore, no instance of fraud found by management or employees having a significant role on the company's internal control system over financial reporting.

Date : 25.08.2011 Place : Chennai RIKHABCHAND SAMDARIA (Signature of the Certifying Authority) Director

CHEZHIAN & ASSOCIATES

Company Secretaries, Flat A, Kailash Apartments, (Old No:45), New No98, Sadayappar Street, Saidapet, Chennnai – 600 015. E.Mail: gnchezhian@gmail.com

Compliance Certificate

NOMINAL CAPITAL RS.500.00 Lacs CIN::L52599TN1995PLC029777

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To,

THE MEMBERS M/S.LASER DIAMONDS LIMITED NO:41, VEERAPPAN STREET, GROUND FLOOR, SOWCARPET, CHENNAI ~ 600 079

I have examined the registers, records, books and papers of M/S.LASER DIAMONDS LIMITED, (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2011. In my opinion and to the best of my Information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year:

- 1. The Company has kept and maintained all Registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
- 2. The Company has duly filed the documents as stated in Annexure B to this certificate, with the Registrar of Companies, Tamilnadu, Chennai.
- 3. The Company being a Public Limited Company and hence the comments are not required.
- 4. The Board of Directors duly met Six (6) times ie., on 30-04-2010, 26-07-2010, 16-08-2010, 18-08-2010, 29-10-2010 and 28-01-2011 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
- 5. The Company has closed its Register of Members from 21^{sr} September 2010 to 28^{nr} September 2010(both days Inclusive)during the Financial year.
- 6. The Last Annual General Meeting for the Financial year ended on 31st March 2010 was held on 28[™] Day of September 2010 after giving due notice to the Members of the company and the Resolution passed thereat were duly recorded in Minute Book maintained for the Purpose.
- 7. No Extra ordinary General Meetings was held during the Financial year.
- 8. The Company has Not advanced any Loan to its Directors and /or persons or Firms or Companies referred to in Section 295 of the Act, during the Financial year.
- 9. As explained, there were No Transactions within the provisions of section 297 of the Act during the Financial year.

- 10. The Company has made necessary entries in the Register maintained under section 301 of the Act to the extent applicable.
- 11. As there were no instances falling within the purview of section 314 of the Act, the Company was not required to obtain approvals from the Board of Directors, Members or Central Government, as the case may be under this said section.
- 12. The Company has not issued any duplicate share Certificate during the financial year.
- 13. The Company has
 - (i) Not Allotted any Shares / Securities and there were Transfer/ Transmission of Share during the Financial year.
 - (ii) The Company has not deposited any amount in a separate Bank account as no dividend was declared during the Financial year.
 - (iii) The company was not required to post warrants to any Members of the company as No dividend was declared during the Financial year.
 - (iv) The Company was not required to transfer any amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
 - (v) The Company has generally complied with the requirements of Section of 217 of the Act.
- 14. The Board of Directors of the Company is duly constituted. There were no appointment of Directors and Resignation of Directors during the Financial year.
- 15. During the year the Company has not appointed any Managing Director and hence the Provision of Section 269 of the Act with regard to appointment of Managing Director / Whole time Director / Manager does not arise.
- 16. The Company has not appointed any sole selling agents during the financial year.
- 17. The company was not required to obtain any approvals of the Central Government, company Law Board, Regional Director, Registrar and / or such authorities prescribed under any of the provisions of the Act during the Financial year.
- 18. All the Directors have disclosed their interest in other companies or firms pursuant to the provisions of the Act and the Rules made there under.
- 19. The Company has not issued any Shares/debentures/other Securities during the Financial year.
- 20. The Company has not bought back any shares during the Financial year.
- 21. There was no redemption of preference shares or debentures during the Financial year.
- 22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend and bonus shares pending registration of transfer of shares.
- 23. The Company has not accepted any deposits from the public as per the Provisions of Section 58A and 58AA of the Companies Act, 1956 during the financial year.
- 24. The Company has not availed any Secured loan from any Banks/Financial Institutions and hence the provisions of Section 293(1) (d) of the Act, does not arise.
- 25. There were No Transactions with regard to making of any loans or advance or giving of guarantees or providing of securities to other bodies corporate in the Company within the purview of section 372A of the Act, during the Financial year.

- 26. The Company has not altered the provisions of the Memorandum with respect to Situation of the Company's Registered Office from one State to another during the year under scrutiny.
- 27. The Company has not altered the provisions of the Memorandum with respect to the Objects of the Company during the Financial year.
- 28. The Company has not Altered the provisions of the Memorandum with respect to Change in Name of the Company during the Financial year.
- 29. The Company has not altered the provisions of the Memorandum with respect to Share Capital of the Company during the Financial year.
- 30. The Company has not altered its Articles of Association during the Financial year.
- 31. As Informed by the Management, there were no prosecution initiated against or show cause notice received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
- 32. The Company has not received any money or security from its employees during the Financial year.
- 33. As Explained, the provisions of Provident Fund and Miscellaneous Provisions Act pursuant to section 418 of the Act is not applicable to this company during the Financial year.

Place: Chennai	Signature:
Date: 01-06-2011	Name of Company Secretary: G.Nedunchezhian
	C.P.No:3902::FCSNo:2037

ANNEXURE A

Registers as maintained by the Company

- 1. Register of Member's u/s 150 & 151.
- 2. Register of Share Transfer .
- 3. Copies of Annual Return U/S.159.
- 4. Minutes Book of Board Meetings& General Meeting U/s 193.
- 5. Books of accounts u/s.209.
- 6. Register of Disclosure.
- 7. Register of Contracts u/s.301.
- 8. Register of Directors, Managing Director, Manager and Secretary u/s.303.
- 9. Register of Directors shareholdings u/s.307.
- 10. Register of charges.

Annexure B

Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31[#] March, 2011.

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FORMS AND RETURNS FILED WITH THE REGISTRAR OF COMPANIES:

Details of forms filed Form 23AC,ACA u/s,220 of the Act.	Details of SRN P55890511/23-10-2010 filed for the year ended 31-03-2010 with Normal Filing fee
U/s.220 of the Act. Form 66 U/s 383A of the Act.	P55814537/23-10-2010 filed for the year ended 31-03-2010with Normal Filing fee
Form 20B	P60600251/22-11-2010 filed with Normal Filing Fee u/s.159 of the Act.

B.FORMS FILED WITH CENTRAL GOVERNMENT, REGIONAL DIRECTOR OR OTHER AUTHORITIES

NIL

Place: Chennai Date: 01-06-2011 Signature: Name of Company Secretary: G.Nedunchezhian C.RNo:3902::FCSNo:2037

13

AUDITOR'S REPORT

The Members of LASER DIAMONDS LTD

I have audited the attached balance sheet of LASER DIAMONDS LTD as at 31st March 2011, the profit and loss account and also the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I have conducted my audit in accordance with the 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 the 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. I believe that my audit provides a reasonable basis for my opinion.

As required by the Companies (Auditor's report) order 2003, issued by the Central Government of India in terms of subsection (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.

Further to my comments in the Annexure referred to above, I report that:

I have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of my audit.

In my opinion, proper books of account as required by law have been kept by the company so far as appears from my examination of those books.

The balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of account.

In my opinion, the balance sheet, profit and loss account and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.

On the basis of written representation received from the directors, as on 31st March 2011 and taken on record by the Board of Directors, I report that none of the directors are disqualified as on 31st March 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of Companies Act, 1956;

In my opinion and to the best of my information and according to the explanations given to me, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

in the case of the balance sheet, of the state of affairs of the company as at 31" March 2011;

in the case of profit and loss account, of the loss for the year ended on that date; and

in the case of the Cash Flow Statement of the Cash Flows for the year ended on that date.

Date : 25.08.2011 Place : Chennai (BHARAT KUMAR N. JAIN) Chartered Accountant 376, Mint Street, 2nd Floor, Chennai-600 079, [M. No.027891]

Referred to in paragraph 3 of our report of even date.

- 1) (a) On the basis of examination of the records of the company, I report that the company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) On the basis of examination of the records of the company, I report that all the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in my opinion, is reasonable, having regard to the size of the company and the nature of the assets. No material discrepancies were noticed on such verification.
 - c) During the year, the company sold its plant and machinery. The company has taken maximum efforts to sold the assets at better prices. In this connection the company has given advertisements two times. Even then company could not fetch better prices. Since the value of the machinery is going down, the company has been forced to sold the machinery at loss only. The loss incurred from this sale of machinery is Rs.57,17,065
- 2) a) Inventory as on 31.03.2011 is Rs.55,99,205.00 [P.Y. 27,92,611.00], Physical verification of Inventories has taken during the year by management.
 - b) In my opinion and according to the information and explanation given to me, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of business.
 - c) On the basis of examination of the records ot the inventory and according to information and explanations given to me, the company is maintaining proper records of inventory.
- 3) The company has not entered into any contracts or arrangements attracting the provision of section 297 & 301 of the Companies Act 1956 and hence the Clause (V) of the said Order is not applicable.
- 4) In my opinion and according to the information and explanations given to me, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of inventory and with regard to the sale of goods. During the course of our audit, I have not observed any continuing failure to correct major weaknesses in internal controls.
- 5) In my opinion and according to the information and explanations given to me, there are no transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956.
- 6) In my opinion and according to the information and explanations given to me, the company has not accepted any deposit from Public.
- 7) In my opinion, the company has an internal audit system commensurate with the size and nature of its business.
- The Industry in which Company's business is involved is not prescribed u/s 210(1) (d) for maintenance of cost records.
- 9) (a) As per the information and explanations given to me and records of the company, the company is regular in depositing with appropriate authorities undisputed statutory dues including income tax, sales tax, excise duty, cess and other material statutory dues applicable to it. No wealth tax and custom duty is payable by company.
 - (b) According to the information and explanations given to me and records of the company, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31.03.11 for a period of more than six months from the date they became payable.
 - c) According to the information and explanations given to me, there are no dues of sales tax, income tax, customs duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.

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- 10) In my opinion, the accumulated losses of the company is Rs.158.70 lacs as on 31.03.2011, which is not more than 50% of its net worth. The company has earned cash profit during the financial year 2010-2011 is approx Rs.6.53 lacs (PY. cash profit is Rs.37.56 lacs)
- 11) In my opinion and according to the information and explanations given to me, the company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- 12) As per records of the company, 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 my opinion, the company is not a chit fund or a nidhi mutual benefit fund/society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- 14) In my opinon, the company is not dealing in or trading in shares, securities debentures and other investments. Accordingly, the provisions of clause 4 (xiv) of the Companies (Auditor' Report) Order 2003 are not applicable to the Company.
- 15) As per the records of the company, the company has not given guarantees for loans taken by other from banks or financial institutions.
- 16) As per records of the company, the company has not raised any term loan.
- 17) According to the information and explanations given to me and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
- 18) According to the information and explanations given to me and as per records of the company, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- 19) According to the information and explanations given to me, during the period covered by my audit report, the company had not issued any debentures during the year.
- 20) During the course of my examination of books of accounts carried out in accordance with generally accepted practices in India, I have neither come across any incidence of fraud on or by the company nor have we been informed of any such case by the management.

Date : 25.08.2011 Place : Chennai (BHARAT KUMAR N. JAIN) 376, Mint Street, 2nd Floor, Chennai-600 079, [M. No.027891] -

BALANCE SHEET AS ON 31" March, 2011

		SCHEDULE	AS AT 31-03-2011 Rs.	AS AT 31-03-2010 Rs.
SOU	RCES OF FUNDS			
(A)	Shareholder's Funds	(1)	40,130,500.00	40,130,500.00
			40,130,500.00	40,130,500.00
APPL	ICATION OF FUNDS			
(B)	Fixed Assets		,	
	Gross Block LESS: Depreciation	(2)	9,747,765.00 3,867,129.00	19,664,237.00 7,792,306.00
	Net Block		5,880,636.00	11,871,931.00
(C)	Current Assets	(3)		
	Cash and Bank balance Stock in Trade Trade Debtors Loans and Advances & Deposits		202,311.16 5,599,205.00 6,021,255.10 7,194,460.00 	17,454.81 2,792,611.00 8,395,165.86 7,286,960.00 18,492,191.67
(D)	Current Liabilities and Provisions Net Current Assets (C-D)	(4)	637,728.00 18,379,503.26	1,040,043.00
(E)	Profit and Loss Account (Loss)		15,870,360.74	10,806,420.33
			40,130,500.00	40,130,500.00

NOTES ON ACCOUNTS

(6)

 As per our report of even date.
 For and on behalf of Board of Directors

 For BHARAT KUMAR N. JAIN
 For LASER DIAMONDS LTD.

 Chartered Accountants
 RIKHABCHAND SAMDARIA

 (Membership No.027891)
 RIKHABCHAND SAMDARIA

 Director
 Director

 Place : CHENNAI
 SHARAD PAREKH

 Date : 25.08.2011
 Director

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TRADING AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH 2011

	SCHEDULE	E AS AT 31-03-201 Rs.	1 AS AT 31-03-2010 Rs.
INCOME			
Sales		10,655,145.00	27,506,723.00
Interest Receipts		· _	9,350.90
Increase / (Decrease) in Stock		2,806,594.00	1,355,026.00
		13,461,739.00	28,871,099.90
EXPENDITURE			
Cost of goods sold		12,051,415.00	23,938,996.00
Foreign Exchange Rate Fluctuation		153,451.76	85,038.10
Export Freight & Charges		85,538.00	119,705.00
Administrative and other Expenses	(5)	6,235,274.65	671,697.84
•		18,525,679.41	25,115,436.94
Profit for the year before Tax		(5,063,940.41)	3,755,662.96
ADD: Profit/(Loss) carried forward from Previous ye	ear	(10,806,420.33)	(14,562,083.29)
(Loss) Carried to Balance Sheet		(15,870,360.74)	(10,806,420.33)

NOTES ON ACCOUNTS

(6)

As per our report of even date. For BHARAT KUMAR N. JAIN Chartered Accountants (Membership No.027891)

Place : CHENNAI Date : 25.08.2011 For and on behalf of Board of Directors For LASER DIAMONDS LTD.

RIKHABCHAND SAMDARIA Director SHARAD PAREKH Director

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AS AT 31-03-2011 Rs.	AS AT 31-03-2010 Rs.
50,000,000.00	50,000,000.00
40,500,000.00 ,	40,500,000.00
369,500.00	369,500.00
40,130,500.00	40130,500.00
	Rs. 50,000,000.00 40,500,000.00

SCHEDULE 2 : FIXED ASSETS & DEPRECIATION AS PER SCHEDULE XIV OD COMPANIES ACT, 1956

DESCRIPTION		GROSS BLO	оск	DEPRECIATION			NET BLOCK		
OF ASSETS	As on 1.4.2010 Rs.	Deletion	As at 31.3.11 Rs.	Upto 1.4.2010 Rs.	For the Year Rs .	Deletion	Upto 31.3.11 Rs.	As on 31.3.11 Rs.	As on 31.3.10 Rs.
Building	2379108	NIL	2379108	367017	NIL	NIL	367017	2012091	2012091
Plant & Machinery	17285129	9916472	7368657	7425289	NIL	3925177	3500112	3868545	9859840
TOTAL	19664237	9916472	9747765	7792306	NIL	3925177	3867129	5880636	11871931

SCHEDULE 3 : CURRENT ASSETS, LOANS AND ADVANCES

CURRENT ASSETS:	AS AT 31-03-2011	AS AT 31-03-2010
	Rs.	Rs.
CASH AND BANK BALANCES		
Cash on hand	93,683.00	15,032.00
Cash at Bank - with Schedule Bank in Current Account	108,628.16	2,422.81
	202,311.16	17,454.81

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STOCK IN TRADE (TAKEN & VALUED BY THE MANAGEMENT)

Stock in Trade	5,599,205.00	2,792,611.00
	5,599,205.00	2,792,611.00
TRADE DEBTORS		
(unsecured and considered good)		
(a) Exceeding Six months old	4,079,450.70	1,966,634.70
(b) Others	1,941,804.40	6,428,531.16
	6,021,255.10	8,395,165.86
LOANS, ADVANCES AND DEPOSITS		
Advances	7,079,450.00	7,171,950.00
Deposits (recoverable in kind or cash or value to be received)	1,15,010.00	1,15,01 0.00
	7,194,460.00	7,286,960.00
SCHEDULE 4 : CURRENT LIABILITIES & PROVISIONS		
Sundry Creditors	602,728.00	1,015,043.00
Other Liabilities	35,000.00	25 ,000.00
	637,728.00	1,040,043.00
SCHEDULE 5 : ADMINISTRATIVE & OTHER EXPENSES		
Godown Rent	-	57,600.00
Conveyance	4,893.00	13,296.00
Postage & Courier	25,893.00	19,797.00
Printing and Stationery	8,625.00	6,318.00
Listing fees	33,201.00	33,201.00
Loss from Sale of Machinery	5,717,065.00	-
D-Mat Charges	45,248.00	36,655.12
Tours & Travelling Expenses	24,123.00	1,18,007.00
Boarding & Lodging	-	24,813.18
Bank Charges	19,861.65	33,500.54
Telephone & Fax charges	38,090.00	59,183.00
Advertisement	36,300.00	26,500.00
Membership Fees	8,824.00	8,0 00.00
Electricity Charges	3,862.00	-
ROC Filing Fee	5,000.00	3,500.00
AGM Expenses	32,384.00	32,482.00
Accounting Charges	15,000.00	15,600.00
Repairs & Maintenance	2,900.00	2,400.00
Consultancy fee	20,000.00	25,000.00
Salary & Bonus	1,47,500.00	1,15,000.00

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	6,235,274.65	6,71,697.84
Audit Fees	30,000.00	20,000.00
Fringe Benefit Tax	-	2,910.00
NSDL Charges	6,660.00	6,618.00
General Expenses	9,845.00	11,317.00

CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2011 PURSUANT OF THE CLAUSE 32 OF THE LISTING AGREEMENT

		YEAR ENDING 31-03-2011 Rs.	YEAR ENDING 31-03-2010 Rs.
A .	CASH FLOW FROM OPERATING ACTIVITIES	4	
	Net Profit before tax, interest and extraordinary item.	653,125	3,755,663
	ADJUSTMENTS FOR:		
	Fringe Benefit Tax	Nil	Nil
	Depreciation	Nil	Nil
	Amortisation of preliminary and public issue expenses	Nił	Nit
	OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHARGES	653,125	3,755,663
	Trade and other receivables	(340,183)	(4,370,770)
	Trade Payable	(128,086)	214,661
	Net Cash used in operating activities	184,856	(400,446)
₿.	CASH FLOW FROM INVESTING ACTIVITIES	Nil	Nil
С.	CASH FLOW FROM FINANCING ACTIVITIES	Nil	Nil
D.	NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS	184,856	(400,446)
	CASH AND CASH EQUIVALENTS (OPENING)	17,455	417,901
	CASH AND CASH EQUIVALENTS (CLOSING)	202,311	17,455
	NET DECREASE IN CASH AND CASH EQUIVALENTS	184,856	(400,446)

As per our report of even date. For BHARAT KUMAR N. JAIN Chartered Accountants (Membership No.027891)

PLACE : CHENNAI DATE : 25.08.2011 For and on behalf of Board of Directors For LASER DIAMONDS LTD.

RIKHABCHAND SAMDARIA Director

SHARAD PAREKH Director

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS :

ACCOUNTING CONVENTION

The Financial Statements are prepared under the historical cost convention and in accordance with applicable accounting standards.

FIXED ASSETS

Fixed Assets are stated at cost less depreciation. Cost of Fixed Assets include all direct expenditure and expenditure during construction period allocated of Fixed Assets.

Depreciation on the fixed assets has not been provided. Since the fixed assets with the company is not in use and it is under litigation and the balance of fixed assets has been discarded as mentioned in my report of Auditor's report.

QUANTITATIVE PARTICULARS

	2010-11		2009-2010	
	Quantity	Value	Quantity	Value
	in Carats	Rs.	in Carats	Rs.
Diamonds				
Opening Stock	32.85	27,92,611	20.05	14,37,585
Purchase	52 6.17	1,20,51,415	897.56	2,39,38,996
Sales	212.32	1,06,55,145	884.76	2,75,06,723
Closing Stock	346.70	55,99,205	32.85	27,92,611

INCOME RECOGNITION

Income & Expenditure are accounted on accural basis.

SALES

Sales are recorded and supply of goods takes place in accordance with the terms of sales. Sales do not include Excise Duties.

There were no amounts due to Supplies water the Micro, Small and Medium Enterprises Development Act 2006, (MSMED Act, 2006) Units Sundry Creditors as on 31.03.2011

ACCOUNTING STANDARD

The Profit and Loss A/C. and Balance Sheet Complied with the accounting standards referred in section see 211 (3C) of companies Act 11086.

SECURED LOAN

There are no secured loan borrowed by the company.

CHANGE IN ACCOUNTING POLICY

There is no change in policy of accounts		
Expenditure in Foreign Currency	-	NIL
Previous Year figures have been rearranged and regrouped	d wł	nerever necessary.
Sundry Debtors – unsecured – considered goods		
Outstanding for a period exceeding six months		Rs. 40.79 lacs
Others	-	Rs. 19.42 lacs
(The Company does not hold any security		
except the personal guarantee of debtors.)		

Related Party Transactions:

As per accounting standard 18 (AS18) issued by the Institute of Chartered Accountants of India, the Company's related parties are as under :

Key Managerial Persons:

- 1. Sri Rikhabchand Samdaria, Chairman
- 2. Sri Lalitkumar Samdaria, Director

AUDITOR'S REMUNERATION		2010-11	200 9 -2010
For Audit	Rs.	30000	20000
TOTAL	Rs.	30000	20 000
Interested Party payments, if any	:	Nil	

TAXES

Since there is a loss no provision for taxation has been provided

No Treatment has been made for deferred tax liability as no depreciation has been claimed.

FOREIGN EXCHANGE TRANSACTIONS :

Foreign Exchange Transactions of revenue in nature are accounted at the exchange rates prevailing on the date of transaction and are recognized in the Profit and Loss Account. There are no Foreign Exchange Transactions with respect to Assets and Liabilities. Loss on realization of Foreign Exchange is Rs.1,53,451 (P.Y. Loss 3,85,038)

ADVANCE FOR MACHINERY:

Amount advance to R.V. Diamond for purchase of machinary during the year 1995 (Rs. 67.52 lakh). Company has filed suite against them which is still pending in the High Court.

PROVIDENT FUND:

As per the information provided the provisions of provident fund, state insurance are not applicable is accounted on accrual basis and is charges to revenue account.

In the opinion of the Board of Directors, Sundry debtors, Current assets, Loans and Advances have a value on realization, in the ordinary course of business, atleast equal to the amount at which they are stated.

The company is yet to receive confirmations from parties in respect of balances outstanding in sundry debtors and creditors.

SEGMENT REPORTING:

The Company's business consists of one primary reportable business segment purchase and sale of Precious stones hence segment report is not required under Accounting Standard - 17.

EARNINGS PER SHARE (EPS)

		2010-11		2009-10	
Profit after taxation	Rs.	6.53 lakhs	Rs.	37.56 lakhs	
No. of Equity Shares	Rs.	40,50,000	Rs.	40,50,000	
Basic & diluted earnings per share	Rs.	0.16	Rs.	0.93	
Nominal value per share	Rs.	10.00	Rs.	10.00	

Provisional deferred tax has not been created in view of as Company has not anticipated any tax Liability due to unabsorbed depreciation of Rs.100.03 lacs.

Contingent Liability : Nil

Previous year's figures have been regrouped wherever necessary.

As per my report of even date annexed.

For BHARAT KUMAR N. JAIN Chartered Accountants Membership No.: 027891 For and on behalf of Board of Directors For LASER DIAMONDS LTD.

RIKHABCHAND SAMDARIA Director SHARAD PAREKH

Director

Date : 25.08.2011

Place: CHENNAI

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BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE:

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LASER DIAMONDS LIMITED

Regd. Office : 41, Veerappan Street, Ground Floor, Sowcarpet, Chennai - 600 079.

ATTENDANCE SLIP

Name of the Shareholder:	
Folio No. / Client ID No. :	
No. of Shares held :	
	presence at the Seventeenth Annual General Meeting of the Company at Iri Nagar, Chennai - 600 020 at 10.30 A.M. on Thursday the 29.09.2011.
Signature of the attending mem	ber of proxy
Notes: Shareholder/proxy holde handover at the entrance duly	rs wishing to attend the meeting must bring the attendance slip to the meeting and signed.
2. Shareholders/proxy holders to meeting.	attend the meeting should bring this copy of the Annual Report for reference at the
	LASER DIAMONDS LIMITED
Regd. Office : 4	1, Veerappan Street, Ground Floor, Sowcarpet, Chennai - 600 079.
	PROXY

I/We	of	being a Member/
Members of the above named company, h	ereby appoint	of
	. or failing him	of
a	s my/out proxy to attend and vote fo	or me/us in my/our behalf at the
SEVENTEENTH ANNUAL GENERAL MEETING C	of the company, to be held on Thurs	day the 29.09.2011 and at any
adjournment.		
Thereof, signed this		day of 2011.
Regd. Folio No. / Client ID No. :		Affix
No. of Sharesheld		one rupee
Signature		Revenue Stamp

Note: The proxy must be returned so as to reach the Registered office of the Company Vix: 41, Veerappan Street, Sowcarpet, Chennai - 600 079, not less than Forty Eight hours before the Scheduled time for holding the aforsaid meeting.

Regd. Office: 41, Veerappan Street, Ground Floor, Sowcarpet, Chennai - 600 079.