

TWENTY SECOND ANNUAL REPORT 2011-2012

OF

KOSIAN INDUSTRIES LIMITED

BOARD OF DIRECTOR

ANANDBHAI JIVANLAL PARDESHI	- DIRECTOR
VIPULBHAI SHANTILAL TRIVEDI	- DIRECTOR
KETANBHAI DINESHCHANDRA SORATHIYA	- DIRECTOR

AUDITOR

M/S. Y. D. & CO.
Chartered Accountants
LUDHIANA

SHARE TRANSFER AGENT

SHAREX DYNAMIC INDIA PRIVATE LIMITED

Unit No. 1, Luthra Industrial Premises,
1st Floor, 44-E, M, Vasanti Marg,
Andheri-Kurla Road, Safed Pool,
Mumbai-400072,
Ph No: 22-2264 1376 / 2270 2485
Fax No: 22-2264 1349

REGISTERED OFFICE

202-B, Gayatri Darshan,
Thakur Complex, Kandiwali (E),
Mumbai-400101,
Maharashtra, India

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N O T I C E

NOTICE is hereby given that the **Twenty Second Annual General Meeting** of the Members of **KOSIAN INDUSTRIES LIMITED** will be held at the Registered Office of the Company at **202-B, Gayatri Darshan, Thakur Complex, Kandiwali (E), Mumbai-400101, Maharashtra, India** on **Friday, 31st day of August, 2012 at 02:00 P. M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet as at **31st March, 2012** and the Profit & Loss Account for the year ended on that date and the reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of **Mr. Ketanbhai D. Soarhiya**, who retires by rotation and being eligible, offers him-self for re-appointment.
3. To appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s. Y. D. & Co., Chartered Accountants, Ludhiana [FRN: 018846N] be and are hereby appointed as the Statutory Auditors of the Company for the financial year **2012-13**, to hold office as such from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at a remuneration as to be decided by the Board of Directors in consultation with them, apart from out-of-pocket expenses that may be incurred by them for the purpose of audit."

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to Section 21 and in accordance with the guidelines and the provisions of the Companies Act, 1956, the name of the Company be changed from **"KOSIAN INDUSTRIES LIMITED to SEVEN HILL INDUSTRIES LIMITED"** subject to the approval of the Central Government."

"FURTHER RESOLVED THAT pursuant to Section 16 and all other applicable provisions, if any, of the Companies Act, 1956 the Clause No.1 of the Memorandum of Association of the Company be substituted by the following:

1. **The Name of the Company is "SEVEN HILL INDUSTRIES LIMITED."**

"FURTHER RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 the name of the Company wherever else appearing in the Memorandum of Association and Articles of Association of the Company shall be read as **"SEVEN HILL INDUSTRIES LIMITED."**

"FURTHER RESOLVED THAT Mr. Anand Jivanlal Pardeshi, Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary in order to give effect to the aforesaid resolution and to file necessary application, forms and papers with the Registrar of Companies, on behalf of the Company."

**By Order of the Board
For, KOSIAN INDUSTRIES LIMITED**

**PLACE: MUMBAI
DATE: 03.08.2012**

**(ANAND J. PARDESHI)
CHAIRMAN**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME SCHEDULED FOR HOLDING THE MEETING.

2. Members/ proxies are requested to bring their copies of Annual Report along with duly filed and signed attendance sheets attached with it for attending the meeting.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members desiring any information on the Accounts are requested to write to the Company at least one week before the meeting, so as to enable the Management to keep the information ready. Replies will be provided only at the meeting.
5. Members are requested to notify the Company of any change in their address (in full) with the postal area pin code number, quoting their folio numbers.
6. The Register of Members and Share Transfer Register of the Company will remain closed from 30th August, 2012 to 31st August, 2012.
7. M/s. Sharex Dynamic India Private Limited having its registered office at Unit No. 1, Luthra Industrial Premises, 1st Floor, 44-E, M, Vasanti Marg, Andheri-Kurla Road, Safed Pool, Mumbai-400072 are Registrars and Share Transfer Agents for Company's shares in Demat and Physical Form. The members are requested to please ensure that their shares are converted into Demat Form.
8. Additional information as required in terms of paragraph 3 of the Clause 49 of the Listing Agreement on Director seeking re-appointment at the ensuing Annual General Meeting is as under:

Mr. Ketanbhai D. Sorathiya is Non-Executive Independent Director of the Company. He has rich experience in the field of Industrial activities. He has been associated with the Company w.e.f. 11th March, 2011. He is Member of the Audit Committee and Share Transfer and Grievances Committee of the Company. Mr. Ketanbhai D. Sorathiya retires by rotation and being eligible offers himself for re-appointment.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT [PURSUANT TO THE PROVISIONS OF SECTION 173 (2) OF THE COMPANIES ACT, 1956

Item No.4: CHANGE OF NAME:

The main reason to change the name of the Company is that Directors of the Company are believe in Astrology very much and due to such astrological reason Company wants to replace the Word "**KOSIAN by SEVEN HILL**". According to Director's belief **SEVEN HILL** word will be more beneficial in expansion of the Business and rise like a sun and give shine like it only, and so that's the reason why board has decided to change the name of the company from "**KOSIAN INDUSTRIES LIMITED**" TO "**SEVEN HILL INDUSTRIES LIMITED.**" subject to the approval/availability from The Registrar of Companies and the members in the general meeting of the company.

Accordingly, the Directors recommend the aforesaid resolution for approval of the Members of the Company by way of Special Resolution.

None of the Directors of the Company is concerned or interested in the aforesaid resolution in the Company to the same extent as that of every other members of the Company.

**By Order of the Board
For, KOSIAN INDUSTRIES LIMITED**

**PLACE: MUMBAI
DATE: 03.08.2012**

**(ANAND PARDESHI)
CHAIRMAN**

DIRECTORS' REPORT

Dear Shareholders,

Your Directors here by present the Twenty Second Annual Report on business and operations of the Company together with the Audited statements of Accounts for the financial year ended on **31st March 2012**.

OPERATIONS REVIEW:

During the year under review due to sluggish market condition and financial crisis company faces huge set back. So company not in position to generate any revenue from the operation but due to some fixed cost company posted Net Loss of Rs. 6,19,952/-.

The management has taken measures as part of its continuous improvements to strengthen operations and viability.

DIVIDEND:

Your Directors have not declared any dividend during the year under review due to loss incurred.

FIXED DEPOSIT:

The Company has not accepted any deposit from the public pursuant to the provisions of Section 58A of the Companies Act, 1956.

DIRECTORS:

Mr. Ketanbhai D. Sorathiya Director of the Company is retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

AUDITORS AND AUDITORS' REPORT:

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

The observations made by the Auditors' in their Auditors' Report and the Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters as required under the provisions of Clause 49 of the listing agreement forming part of this report is annexed herewith. The Audit Committee of the Company has regularly reviewed internal Control System of the company.

PARTICULARS OF EMPLOYEES:

The statement showing particulars of employees under section 217(2A) of the Companies Act, 1956, read with the companies (Particulars of Employees) Rules, 1975, as amended, is not required to be given as there were no employees coming within the purview of this section.

CORPORATE GOVERNANCE REPORT:

Your Company perceives Corporate Governance as an endeavor for transparency and a wholehearted approach towards continuous enhancement of shareholders' value. Your Company has been complying with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement. Further, the Board of Directors of your Company constituted a Committee known as Corporate Governance Committee, which recommends the best practices in the Corporate Governance.

A separate report on Corporate Governance along with Auditors' Certificate on compliance with the Corporate Governance norms and stipulated in Clause 49 of the Listing Agreement, forming part of this report is annexed herewith.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of energy, technology absorption etc. as required to be given under Section 217(1)(e) of the Companies Act 1956, are not applicable to our Company, as our Company has not carried out in the manufacturing activities.

The foreign exchange earning on account of the operation of the Company during the year was Rs. Nil.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, the Directors of your Company confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) 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 or loss of the Company for that period;
- iii) 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) Directors have prepared the accounts on a "going concern basis".

ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and Shareholders during the year. Your directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

**For and on Behalf of the Board
For, KOSIAN INDUSTRIES LIMITED**

**PLACE: MUMBAI
DATE: 03.08.2012**

**(ANAND PARDESHI)
CHAIRMAN**

Annexure to Director's Report**MANAGEMENT DISCUSSION ANALYSIS REPORT****Outlook:**

The company is confident in spite of the possible recessionary conditions in the industry it will perform better in view of the strong fundamentals of the Indian companies and hope to improve its Turnover.

Internal Controls Systems and their adequacy:

The company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of law and regulations. The internal control system is supported by the internal audit process. The Internal Auditor reviews and ensures that the audit observations are acted upon. The Audit Committee of the Board reviews the Internal Audit reports and the adequacy and effectiveness of internal controls.

Human Resources

The relationship with the employees continues to be cordial. The Company recognizes the importance and contribution of its employees for its growth and development and constantly endeavors to train nurture and groom its people. The Company puts emphasis on attracting and retaining the right talent. The company places emphasis on training and development of employees at all levels and has introduced methods and practices for Human Resource Development.

Cautionary Statement:

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

Annexure to Director's Report**REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED ON 31ST MARCH, 2012****1. THE CORPORATE GOVERNANCE PHILOSOPHY**

Corporate Governance at the Company is by the need to “enhance shareholder value, keeping in view the interests of other stakeholders”. This definition places emphasis on the need to strike a balance at all times between the need to enhance shareholders’ wealth whilst not being detrimental to other stakeholders’ interests. The imperative for Corporate Governance lies not merely in drafting a code of Corporate Governance, but in practicing it to achieve desired results.

2. BOARD OF DIRECTORS

The Board of Directors is having non-executive and independent directors as on 31st March, 2012. The Board of Directors is consisting of Three Directors. The Directors manages the day to day affairs of the Company. Non-executive and independent directors did not have any pecuniary relationship of transactions with the company during the period under review. There are no material transactions where they have had personal interests that conflict with that of the Company.

Numbers of Board Meetings held and the dates on which such meetings were held:

During the financial year 2011-12 the Board met 5 (Five) times on 30.05.2011, 01.06.2011, 11.08.2011, 15.11.2011 and 14.02.2012. The maximum gap between two meetings was not more than 4 months.

Attendance record of Directors attending the Board meetings and Annual General Meetings

Name of the Director	Designation/ Category	No. of Board Meetings		Last AGM attended
		Held	Attended	
Mr. Anand Jivanlal Pardeshi	Executive & Non Independent	5	5	Yes
Mr. Vipul Shantilal Trivedi	Non Executive & Independent	5	5	Yes
Mr. Ketanbhai Dineshcnandra Sorathiya	Non Executive & Independent	5	5	Yes

None of the Director is a member in more than 10 Companies and Act as Chairman in more than 5 Companies across all Companies in which he is a Director.

3. AUDIT COMMITTEE

The Audit Committee of the Company presently comprises of three Directors being Mr. Anand J. Pardeshi, Mr. Vipul S. Trivedi and Mr. Ketanbhai D. Sorathiya.

Mr. Vipul S. Trivedi is Chairman of the Committee.

The role, terms of reference, authority and powers of the audit committee are in conformity with the requirement of Companies Act, 1956, and Listing Agreement.

Role/ Functions of the Committee:

- Reviewing with management the annual financial statements before submission to the Board.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Review of policies relating to risk management – operational and financial.
- Reviewing with the management, external auditors and the adequacy of the internal control system.

Powers of the Committee:

- To investigate any activity within its terms of reference.
- To secure attendance of and seek any information from any employee including representative of the prime shareholders (subject to their internal approvals).
- Compliance with accounting standards.
- To obtain outside legal or other professional advice, if necessary.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Compliance with Stock Exchange and legal requirements concerning financial statements.

Attendance at the Audit Committee Meetings- 2012

During the year the Audit Committee met 4 times on 30.05.2011, 11.08.2011, 15.11.2011 and 14.02.2011 attendance of the members as under:

Name	Designation/ Category	No. of Meeting attended	
		Held	Attended
Mr. Anand Jivanlal Pardeshi	Non Independent/ Executive Director	4	4
Mr. Vipul Shantilal Trivedi	Independent/ Non-Executive Director	4	4
Mr. Ketanbhai Dineshnandra Sorathiya	Independent/ Non-Executive Director	4	4

4. REMUNERATION COMMITTEE

As neither remuneration nor sitting fee paid to the director as no remuneration Committee has been set up.

5. SHAREHOLDERS TRANSFER AND GRIEVANCES COMMITTEE

This committee consists of three directors namely, Mr. Anand J. Pardeshi, Mr. Vipul S. Trivedi and Mr. Ketanbhai D. Sorathiya.

Mr. Anandbhai J. Pardeshi is Chairman of the Committee. The committee was constituted to redress shareholders'/ investors' complaints etc. relating to delay in transfer of shares, non-receipt of annual accounts, delay in balance sheet, split-up share certificate, issue duplicate certificate, transmission of shares, dematerialization of shares etc. relating to the shares issued by the Company. Mr. Vipul S. Trivedi, Director of the Company has been authorized by the Board to approve such transfers within the time stipulated under the Listing Agreement. Further the complaints of the above nature are promptly attended by the Compliance Officer.

Mr. ANAND J. PARDESHI has been appointed as the Compliance Officer of the Company by the Board of Directors.

There is no pending, unsolved complaint of Shareholders of the Company and no pending Share Transfer.

6. GENERAL BODY MEETINGS**Location and time for last 3 years Annual General Meetings:**

Financial Year	Location	Date	Time A.M./ P.M.
21st 2010-11	202 /B, Gayatri Darshan, Thakur Complex, Kandivali (E), Mumbai.	30.06.2011	12.30 P.M.
20th 2009-10	Shivam Sundaram Hall, 1st Floor, Maruti Towers, Thakur Complex, Kandivali (E), Mumbai.	30.09.2010	11:00 A.M.
19th 2008-09	Shivam Sundaram Hall, 1st Floor, Maruti Towers, Thakur Complex, Kandivali (E), Mumbai.	17.09.2009	11:00 A.M.

No Special Resolution passed in last three Annual General Meeting. No Extra Ordinary General Meeting held during the year. No special resolution was required to be carried out through postal ballot during the last year. No resolution is proposed by postal ballot at the ensuing Annual general meeting.

7. DISCLOSURES

- There are no materially significant related partly transactions i.e. transactions of the Company of material natures, with its promoters, the directors or the managements, their subsidiaries or relatives etc., that may have potential conflict with interest of the Company at large.
- No penalties or strictures were imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markers, during the last three years.
- The Company has complied with various rules and regulations prescribed by the Stock Exchange and SEBI during the last three years. No penalties or strictures have been imposed by them on the Company.

8. MEANS OF COMMUNICATION

The Company has submitted its quarterly, half yearly and yearly financial results to the Stock Exchanges as well as website of the company immediately after its approval by the Board. The Company did not send the half yearly report to the Shareholders of the Company.

9. GENERAL SHAREHOLDERS INFORMATION

Financial Year	1st April, 2011 to 31st March, 2012.	
Date and time of Annual General Meeting	31st August, 2012, and 02:00 P.M.	
Venue of Annual General Meeting	202 /B, Gayatri Darshan, Thakur Complex, Kandivali (E), Mumbai.	
Dates of Book Closure	30th August, 2012 to 31st August, 2012	
Listing on Stock Exchange	BSE Limited, Mumbai	
Stock Code and Scrip ID	511760 (BSE) and KOSIAN (BSE)	
Demat ISIN No.	INE518D01017	
Financial Year Calendar (tentative and subject to change) (01.04.2012 to 31.03.2013)		
Financial reporting for the First quarter ending on 30th June, 2012	Last week of July, 2012	
Financial reporting for the Half year ending on 30th September, 2012	Last week of October, 2012	
Financial reporting for the Third quarter ending on 31st December, 2012	Last week of January, 2013	
Financial reporting for the Year ending on 31st March, 2013	Last week of April, 2013	
Annual General Meeting for the year ending on 31st March, 2013	Last week of September 2013	

10. CATEGORIES OF SHAREOWNERS AS ON 31-03-2012

Category	No. of Shares Held	Voting Strength (%)
Promoters	Nil	0.00
Resident Individuals	4289281	32.99
Financial Institutions/ Banks	475	0.00
Bodies Corporate	8702444	66.93
NRIs/ OCBs	11000	0.08
Directors Relatives	Nil	0.00
Others	Nil	0.00
Total	13003200	100.00

11. DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2012

Share Balance	Holders	% of Total	Total Shares	% of Total
0001- 05000	1735	78.54	320951	2.47
05001- 10000	187	8.47	156531	1.20
10001- 20000	102	4.62	156100	1.20
20001- 30000	48	2.17	119685	0.92
30001-40000	30	1.36	102552	0.79
40001- 50000	19	0.86	87690	0.67
50001- 100000	39	1.76	267175	2.05
100001 and above	49	2.22	11792516	90.70
Total	2209	100.00	13003200	100

12. STOCK MARKET DATA

The monthly movement of Equity Share prices on BSE during the year is summarized below:

Month	Highest (Rs)	Lowest (Rs)
April, 2011	9.65	6.35
May, 2011	9.90	7.63
June, 2011	10.35	7.05
July, 2011	8.99	7.00
August, 2011	8.69	5.78
September, 2011	5.85	4.27
October, 2011	5.57	4.06
November, 2011	6.30	5.19
December, 2011	5.52	4.74
Jan, 2012	4.80	4.10
Feb., 2012	5.38	4.38
March, 2012	5.25	4.00

13. REGISTRAR AND SHARE TRANSFER AGENT

M/s. Sharex Dynamic India Private Limited having its registered office at Unit No. 1, Luthra Industrial Premises, 1st Floor, 44-E, M, Vasanti Marg, Andheri-Kurla Road, Safed Pool, Mumbai-400072 is the Registrar & Share Transfer Agent for processing the transfer of securities issued by the Company.

14. Share transfer system:

Transfer of Shares in Physical form are registered and dispatched within 3 weeks from the date of their receipts, subject to the documents being valid and complete in all respects. Transfer of shares are processed by the Share Transfer Agents and approved by the Share Transfer Committee called as "Investor / Shareholders Grievance Committee", which meets at frequent intervals. Share transfers are registered and returned within 15 days from the date of receipt, if the relevant documents are complete in all respect.

15. Dematerialization of shares and liquidity

The Equity Shares of your company are traded in compulsory dematerialization form by all investors. The company has entered into agreements with both existing Depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) enabling the investors to hold shares of the company in electronic form through the depository of their choice. As on 31st March 2012, 12678990 Equity Shares (97.51%) of the Company was held in dematerialized form.

16. ADDRESS FOR CORRESPONDENCE:

202 /B, Gayatri Darshan,
Thakur Complex, Kandivali (E),
Mumbai.

Investors Correspondence/ Complaints to be address to:

MR. ANAND J. PARDESHI-Director and Compliance Officer

E-mail: kosianindustrieslimited@yahoo.com

17. DECLARATION:

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT OF THE COMPANY

In the above regards, I declare as follows:

1. The company does have a code of conduct approved by its board of directors, which would be posted on its website shortly.
2. All the members of the board of directors and all the members of the Senior Management of the Company have individually submitted statements of affirmation of compliance with the code of conduct as applicable to the financial year ended on March 31st 2012.

**For and on Behalf of the Board
For, KOSIAN INDUSTRIES LIMITED**

**PLACE: MUMBAI
DATE: 03.08.2012**

**(ANAND PARDESHI)
CHAIRMAN**

CEO/CFO CERTIFICATE

The Board of Director
KOSIAN INDUSTRIES LIMITED
MUMBAI

I Anand Jivanlal Pardeshi, Chairman and Director of **KOSIAN INDUSTRIES LIMITED**, to the best of my knowledge and belief certify that:

1. I have reviewed the Balance Sheet, Profit & Loss Account and its schedules & notes on accounts as well as the Cash Flow Statement and Directors' Report for the year ended 31st March, 2012 and that to the best of my knowledge and belief.
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading:
 - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. I also certify that to the best of my knowledge and the information provided to me, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. I am responsible for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps. I have taken or propose to take to rectify these deficiencies.
4. I have indicated to the Auditors and the Audit Committee:
 - significant changes in internal control, if any, over financial reporting during the year;
 - significant changes, if any, in accounting policies during the year and that the financial statements; and
 - instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or any employee having a significant role in the company's internal control system.
5. I further declare that all Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct for the year ended on 31st March, 2012.

PLACE: MUMBAI

DATE: 03.08.2012

(ANAND PARDESHI)
CHAIRMAN AND DIRECTOR

CERTIFICATION ON CORPORATE GOVERNANCE

To the members of KOSIAN INDUSTRIES LIMITED:

We have examined the compliance of conditions of Corporate Governance by **KOSIAN INDUSTRIES LIMITED** for the year ended 31st March, 2012, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of condition of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance 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 to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We have been explained that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

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

PLACE: LUDHIANA

DATE: 03.08.2012

**For, Y. D. & Co
CHARTERED ACCOUNTANTS
FRN: 018846N**

**CA RAKESH PURI
PARTNER
M. No.: 092728**

AUDITORS' REPORT TO THE MEMBERS OF KOSIAN INDUSTRIES LIMITED

We have audited the attached Balance Sheet of **M/s KOSIAN INDUSTRIES LIMITED** as at 31st March 2012 and also the Profit & Loss Account and Cash Flow Statement of the company for the year ended on that date annexed there to. 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 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. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor Report) Order, 2003 issued by the Department of Company Affairs in terms of Section 227(4A) of the Companies Act 1956, we give in the Annexure a statement on the matters specified in the said order to the extent applicable.

1. 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.
2. 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 such books.
3. The Balance sheet and Profit and Loss Account dealt with by the report are in agreement with the books of accounts.
4. In our opinion, the Profit & Loss Account and the Balance Sheet comply with the accounting standards referred to in sub section (3C) of section 211 of the Companies Act, 1956 subject to notes to accounts.
5. On the basis of representation received from the directors of the company and according to the information and explanation given to us, none of the directors of the company are prima facie as at 31st March 2012, disqualify from being appointed as directors of the Company under clause (g) of sub section (1) of section 274 of the Companies Act, 1956.
6. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with the statement on accounting policies and the notes thereon, give the information required by the Companies Act, 1956 in the manner so required, and give a true and fair view: -
 - (i) In the case of Balance Sheet, of the state of affairs of the company as at 31st March 2012.
 - (ii) In the case of the Profit and Loss Account, of the Loss for the year ended on that date.
 - (iii) In the case of cash flow Statement, of the cash flows for the year ended on that date.

For, Y. D. & Co
CHARTERED ACCOUNTANTS
FRN: 018846N

PLACE: LUDHIANA

DATE: 03.08.2012

CA RAKESH PURI
PARTNER
M. No.: 092728

ANNEXURE REFERRED TO IN PARAGRAPH-3 OF OUR REPORT OF EVEN DATE

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of information available.

(b) As explained to us, all the assets have been physically verified by the management at reasonable intervals during the year. According to information and explanations given to us, no material discrepancies have been noticed on such verification.

(c) In our opinion, the company has not disposed off substantial part of fixed assets during the year and the going concern status of the company is not affected.
2. (a) The inventories have been physically verified by the management at reasonable intervals during the year.

(b) The Procedures of physical verification followed by the Management as explained to us are, in our opinion, reasonable and adequate in relation to the size of the company and the nature of its business.

(c) As per information and explanation given to us, the discrepancies noticed on physical verification of inventories have been properly dealt with in the books of accounts.
3. (a) As per the information and explanation given to us, the company has not granted any unsecured loan to any party covered in the register maintained under section 301 of the Companies Act, 1956. Hence clause (iii) (b)(c) and (d) are not applicable.

(b) As per information and explanation given to us, the company has not taken loans from parties covered in the register maintained under section 301 of the Companies Act, 1956. hence, clause (iii) (e) , (iii) (f) and (iii) (g) are not applicable to 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 and fixed assets and also for the sale of goods and services. During the course of our audit we have not observed any continuing failure to correct major weakness in internal controls.
5. In respect of transactions entered in the register maintained in pursuance of Section 301 of the Companies Act 1956,
 - (a) To the best of our knowledge and belief and according to the information and explanation given to us, transaction that needed into the register have been so entered.
 - (b) According to the information and explanations given to us, such transactions have been made at prices, which are reasonable having regard to the prevailing market prices at the relevant time.
6. The company has not accepted any deposits from public within the meaning of provisions of section 58A & Section 58 AA of the Companies Act, 1956.
7. In our opinion the company has an adequate internal audit system commensurate with the size and nature of its business.
8. As informed to us the company is not required to maintain cost accounts and records as prescribed by Central Government under section 290 (1)(d) of the Companies Act 1956.
9. According to the information and explanations given to us, and on the basis of our examination of the books of accounts, the company has been regular in depositing undisputed statutory dues including Income Tax and other statutory dues with the appropriate authorities. There were no arrears of such dues as on 31st March, 2012 for a period of more than six months from the date they became payable.
10. The accumulated losses of the Company are not *more than* fifty percent of the net worth. The company has incurred cash loss of Rs.219703/- in current financial year. The Company has also incurred cash loss in the previous financial year.

11. Based on our audit procedures and as per the information and explanations given by the management, the Company has not defaulted in repayment of dues to any financial institution, bank or debenture holders.
12. In our opinion and according to the information and explanation given to us, no loans and advances have been granted by the company 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. Therefore the provisions of clauses (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. In our opinion the Company has maintained records of transactions and contracts in respect of investment in shares, mutual funds and other investments and generally timely entries have been made therein. All the shares, mutual funds and other investments held by the companies are in its own name except to the extent of the exemption granted under section 49 of the Companies Act, 1956.
15. In our opinion the company has not given any guarantee for loans taken by others from banks or financial institutions.
16. The Company has not raised any new term loans during the year.
17. On the basis of an overall examination of the Balance Sheet of the Company and according to the information and explanations given to us, in our opinion, funds raised on short term basis have not been used during the year for long term investment and vice versa.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act during the year.
19. The Company has not issued any debentures till date.
20. The Company has not raised any money by public issue during the year.
21. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted audit practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For, Y. D. & Co
CHARTERED ACCOUNTANTS
FRN: 018846N

PLACE: LUDHIANA

DATE: 03.08.2012

CA RAKESH PURI
PARTNER
M. No.: 092728

BALANCE SHEET AS AT 31ST MARCH 2012			
(Amount in Rupees)			
Particulars	Notes	March 31, 2012	March 31, 2011
I. EQUITY AND LIABILITIES			
<u>(1) Shareholder's Funds</u>			
(a) Share Capital	2	130032000	130032000
(b) Reserves and Surplus	3	7033166	7653118
<u>(2) Share Application money pending allotment</u>		00	00
<u>(3) Non-Current Liabilities</u>			
Other Long Term Liabilities	4	303203	303203
<u>(4) Current Liabilities</u>			
(a) Short-Term Borrowings	5	33750000	500000
(b) Other Current Liabilities	6	4546	4546
(c) Short-Term Provisions	7	2728008	2718008
Total Equity & Liabilities		173850923	141210875
II. ASSETS			
<u>(1) Non-Current Assets</u>			
<u>(a) Fixed Asset</u>			
(i) Gross block	8	3112370	3112370
(ii) Depreciation		3040506	2808729
(iii) Net block		71864	303641
(b) Non-current investments	9	21286160	21286160
(c) Deferred tax assets (net)		945075	945075
(d) Long term loans and advances	10	111468876	86522956
(e) Other non-current assets	11	12277194	12445666
<u>(2) Current Assets</u>			
(a) Current investments	12	8000000	00
(b) Inventories	13	16498420	16498420
(c) Cash and cash equivalents	14	202025	107648
(d) Short-term loans and advances	15	3101309	3101309
Total Assets		173850923	141210875
Notes to Accounts			
1 to 31			
<i>Schedules referred to above and notes attached there to form an integral part of Balance Sheet</i>			
<i>This is the Balance Sheet referred to in our Report of even date.</i>			
For Y. D. & Co.		FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS			
Firm Reg. No. 018846 N			
(CA RAKESH PURI)		ANANDBHAI PARDESHI	VIPULBHAI TRIVEDI
PARTNER		(DIRECTOR)	(DIRECTOR)
Membership No. 092728			
Place: Ludhiana		Place: Mumbai	
Date: 03.08.2012		Date: 03.08.2012	

PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2012				
(Amount in Rupees)				
Sr. No	Particulars	Notes	2011-12	2010-11
I	Revenue from operations	16	00	100000
II	Other Income		00	00
III	III. Total Revenue (I +II)		00	100000
IV	Expenses:			
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	17	00	990730
	Employee Benefit Expense	18	30000	70682
	Financial Costs	19	386	436
	Depreciation and Amortization Expense	20	400249	400249
	Other Expenses	21	189317	525367
	Total Expenses (IV)		619952	1987464
V	Profit before exceptional and extraordinary items and tax	(III - IV)	(619952)	(1887464)
VI	Exceptional Items (Excess provision Added Back)		00	00
VII	Profit before extraordinary items and tax		(619952)	(1887464)
VIII	Extraordinary Items		00	00
IX	Profit before tax (VII - VIII)		(619952)	(1887464)
X	Tax expense:		00	00
XI	Profit(Loss) from the perid from continuing operations	(IX-X)	(619952)	(1887464)
XII	Profit/(Loss) from discontinuing operations		00	00
XIII	Tax expense of earlier period		00	00
XIV	Profit/(Loss) from Discontinuing operations	(XII - XIII)	00	00
XV	Profit/(Loss) for the period (XI + XIV)		(619952)	(1887464)
XVI	Earning per equity share:			
	(1) Basic		(0.05)	(0.15)
	(2) Diluted		(0.05)	(0.15)

Notes to Accounts**1 to 31**

Notes referred to above and notes attached there to form an integral part of Profit & Loss Statement

This is the Profit & Loss Statement referred to in our Report of even date.

For Y. D. & Co.

FOR AND ON BEHALF OF THE BOARD

CHARTERED ACCOUNTANTS

Firm Reg. No. 018846 N

(CA RAKESH PURI)

PARTNER

Membership No. 092728

Place: Ludhiana

Date: 03.08.2012

ANANDBHAI PARDESHI VIPULBHAI TRIVEDI

(DIRECTOR)

(DIRECTOR)

Place: Mumbai

Date: 03.08.2012

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012		
(Amount in Rupees)		
	2011-12	2010-11
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax and Extra Ordinary Items	(619952)	(1887464)
Add: Depreciation	231777	231777
Preliminary Exp. Written off	00	168472
Operating Profit before Working Capital Changes	(388175)	(1487215)
Adjustment For		
Changes in Non-Current Assets & Loan & Advances	(24777448)	(78749000)
Change in Inventory	00	990730
Change in Trade Receivable	00	100000
Change in Provision	10000	00
Change in Trade payable	00	499948
Net Changes in working capital	(24767448)	(77158322)
Tax paid	00	00
Net cash from Operating Activities (A)	(25155623)	(78645537)
B CASH FLOWS FROM INVESTING ACTIVITIES :		
Purchases/sale of Investment	(8000000)	(21286160)
Net cash flow from Investing Activities (B)	(8000000)	(21286160)
C Cash Flow From Financing Activities		
Issue of New Share Capital through Preferential Share Allotment	00	100000000
Taken/Repayment of borrowings	33250000	00
Net Cash Received From Financing Activities (C)	33250000	100000000
Net Increase/(Decrease) in Cash & Cash Equivalent(A+B+C)	(94377)	(68303)
Opening cash & cash equivalent	107649	39347
Closing cash & cash equivalent	202026	107650
Notes :		
1. The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard 3 "Cash flow Statements" Issued by the ICAI.		
2. Previous Year's figures have been reclassified to confirm with current year's presentation, where applicable		
This is the Cash Flow Statement referred to in our report of even date.		
For Y. D. & Co.	FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS		
Firm Reg. No. 018846 N		
(CA RAKESH PURI)	ANANDBHAI PARDESHI	VIPULBHAI TRIVEDI
PARTNER	(DIRECTOR)	(DIRECTOR)
Membership No. 092728		
Place: Ludhiana	Place: Mumbai	
Date: 03.08.2012	Date: 03.08.2012	

Notes on Financial Statements for the year ended 31st March 2012

Note: 1 SIGNIFICANT ACCOUNTING POLICIES:

The Accounts are prepared on an accrual basis except otherwise stated and under the historical cost conventions, and are in line with the relevant laws as well as the guidelines prescribed by the Department of Company affairs and the Institute of Chartered Accountants of India.

- (A) **SYSTEM OF ACCOUNTING:** The Company has adopted the accrual basis of accounting in the Preparation of the books of accounts.
- (B) **REVENUE RECOGNITION:** The company generally follows the mercantile system of accounting and recognizes income on an accrual basis except those with significant uncertainties.
- (C) **EXPENSES:** It is Company's policy to account of expenses on accrual basis.
- (D) **TAXATION & DEFERRED TAX ASSETS & LIABILITIES:**
- (1) Provision for current tax is made in the accounts on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act, 1961.
 - (2) The deferred tax for the timing difference between the book profit and tax profit for the year is accounted for using the tax rates and laws that have been enacted or substantially enacted as of the extent there is virtual certainty that these would be realized in future and are reviewed for the appropriateness of there respective carrying values at each balance sheet date.
- (E) **FIXED ASSETS:** Fixed Assets are carried out at the cost of acquisition less accumulated depreciation. The cost of the fixed assets includes taxes & duties & freight and other incidental expenses related to the acquisition and installation of the respective assets. Borrowing cost directly attributable to acquisition or construction of those fixed assets which necessarily take the substantial period of the time to get ready for their intended use, are capitalized.
- (F) **DEPRECIATION & AMORTIZATION:** Depreciation on intangible assets is provided for on the Straight Line Method as per the rates prescribed under schedule XIV of the Companies Act, 1956. Depreciation is calculated on a pro rata basis from the date of installment/ acquisition till the date the assets are sold or disposed. Individual low cost assets (acquired for the less than Rs. 5000/-) are depreciated within a period of acquisition
- (G) **INVESTMENTS:** Long Term Investments are stated at Cost. Provision for diminution in the value of long term investments is made only if such decline is other than temporary in the opinion of the management.
- (H) **VALUATION OF INVENTORIES:** Traded Goods are valued at cost. Cost of inventories comprises all cost of Purchase, cost of conversion and other cost incurred in bringing the inventories to their present location and condition.

Note : 2 Share Capital

Sr. No	Particulars	Current Year	Previous Year
1	<u>AUTHORIZED CAPITAL</u> 3,00,00,000 Equity Shares of Rs. 10/- each	300,000,000	300,000,000
		300,000,000	300,000,000
2	<u>ISSUED , SUBSCRIBED & PAID UP CAPITAL</u> 30,03,200 Equity Shares of Rs 10/- each Add: During the year issued on preferential basis allotment of equity share capital	30,032,000	30,032,000
		100,000,000	100,000,000
	Total in	130,032,000	130,032,000

Note : 3 Reserve & Surplus

Sr. No	Particulars	Current Year	Previous Year
1	Other Reserve (General Reserve)	10,012,800	10,012,800
2	Surplus (Profit & Loss Account)	(2,979,634)	(2,359,682)
	Balance brought forward from previous year	(2,359,682)	(472,218)
	Less: Tax on Regular Assessment Paid	00	00
	Add: Profit for the period	(619,952)	(1,887,464)
	Total in	7,033,166	7,653,118

Note : 4 Other Long Term Liabilities:

1	Deferred Payment Liabilities	00	00
2	Loans From Directors	00	00
3	Other Creditors	303,203	303,203
	Total in `	303,203	303,203

Note : 5 Short Term Borrowings(Unsecured)

1	Advances Received:	33,750,000	500,000
	Total in	33,750,000	500,000

Note: 6 Other Current Liabilities

1	Advance From Customers Unclaimed Dividend (1994-1995)	4,546	4,546
	Total in `	4,546	4,546

Note : 7 Short Term Provisions

1	TDS Payable	(373)	(373)
2	Service Tax Payable	93,818	93,818
3	Provision for FBT	7,235	7,235
4	Provision for Taxation	2,536,453	2,536,453
5	CST Payable	70,875	70,875
6	Audit Fees Payable	20,000	10,000
	Total in	2,728,008	2,718,008

Note : 8 Fixed Asset**I. Fixed Assets**

Sr. No	Particulars	Rate	Gross Block				Depreciaton				Net Block	
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2012	WDV as on 31.03.2011
I	<u>Tangible Assets</u>											
1	Furnitures & Fixtures	18.10%	536,964		-	536,964	466,903	33,988	-	500,891	36,073	70,061
2	Office Equipment	20.00%	418,251		-	418,251	368,982	22,637	-	391,619	26,632	49,269
3	Computer	40.00%	2,157,155		-	2,157,155	1,972,844	175,152	-	2,147,996	9,159	184,311
	SUB TOTAL (A)		3,112,370	-	-	3,112,370	2,808,729	231,777	-	3,040,506	71,864	303,641
	(Previous Year)		3,112,370	-	-	3,112,370	2,576,952	231,777		2,808,729	303,641	535,418

Note : 9 Non Current Investment

Sr. No	Particulars	Current Year	Previous Year
1	Investment in Equity Instrument(At Cost)		
	<u>Quoted</u>	00	00
	<u>Unquoted</u>		
	Jiwarka Industries Private Limited	21,000,000	21,000,000
	Sai Flipped Coil Limited	286,160	286,160
		21,286,160	21,286,160
	Total in	21,286,160	21,286,160

Note : 10 Long Term Loans and Advances

1	<u>Other Loans & Advances</u>	111,468,876	86,522,956
	Total in	111,468,876	86,522,956

Note : 11 Other Non Current Assets

1	Long Term Trade Recievables		
	a) Secured, Considered Good :	00	00
	b) Unsecured, Considered Good :	11,266,362	11,266,362
2	Others	1,010,832	1,179,304
	Total in	12,277,194	12,445,666

Note : 12 Current Investment

1	Investment in Equity		
	Madhur Knitcraft P.Ltd	5,000,000	00
	Varun Casting P.Ltd	3,000,000	00
	Total in	8,000,000	00

Note: 13 Inventories

1	Closing Stock Of Shares & Securities (As taken, valued and certified by the Directors)	00	00
	Stock in Trade - Diamonds	14,183,600	14,183,600
	Stock in Trade - Securities	2,314,820	2,314,820
	Total in	16,498,420	16,498,420

Note: 14 Cash & Cash Equivalent

1	<u>Cash-in-Hand</u>		
	Cash Balance	128,775	16,775
	Sub Total (A)	128,775	16,775
2	<u>Bank Balance</u>		
	Bank of India	9,722	27,345
	ICICI Bank	16,810	16,810
	The Federal Bank	40,947	40,947
	The Federal Bank	5,771	5,771
	Sub Total (B)	73,250	90,873
	Total [A + B]	202,025	107,648

Note : 15 Short Terms Loans and Advances

Sr. No	Particulars	Current Year	Previous Year
1	Others <i>Advance Recoverable in cash or in kind or for value to be considered good</i> Advance Income Tax/Refund Due Other Loans & Advances	3,101,309 -	3,101,309 -
	Total in	3,101,309	3,101,309

Schedule : 16 Revenue from Operations

1	Sales	00	100,000
	Total in	00	100,000

Note : 17 Change in Inventories

1	Opening Stock	16,498,420	17,489,150
2	Closing Stock	16,498,420	16,498,420
	Total in `	00	990,730

Note : 18 Employment Benefit Expenses

1	Salaries, Bonus, PF & ESIC	30,000	66,000
2	Staff Walefare	00	4,682
	Total in	30,000	70,682

Note : 19 Financial Cost

1	Bank Charges	386	436
	Total in `	386	436

Note : 20 Depreciation & Amortised Cost

1	Depreciation	231,777	231,777
2	Preliminary Expenses W/O	168,472	168,472
	Total in `	400,249	400,249

Note : 21 Other Expenses

1	Advertisement & Publicity	00	83,321
2	Annual Custody Fees	25,469	00
3	Auditors Remuneration	10,000	10,000
4	Electricity Expenses	00	18,000
5	Legal & Stamp Exp.	100,000	00
6	Listing Fees	27,575	12,214
7	Membership & Subscription	00	13,236
8	Misc. Expenses	5,200	14,134
9	Office Rent	00	60,000
10	Postage Telegram & Courier Charges	00	34,471
11	Printing And Stationery Exp.	2,573	73,842
12	Professional Charges	8,500	158,376
13	ROC Fees	00	6,000
14	Share Trans. & Connect. Exps.	10,000	33,773
15	Sitting Fees	00	8,000
	Total in `	189,317	525,367

Note: 22 Basic and Diluted Earnings per share (EPS). Computed in accordance with Accounting Standard (AS) 20 "Earning per Share"

Particulars	31.03.2012	31.03.2011
Numerator Profit / (Loss) after Tax Rs.	(619952)	(1887463)
Denominator Weighted average number of No Equity shares	13003200	4669867
EPS (Basic & Diluted)	(0.40)	(0.40)

Note: 23 **Payment to Auditor's**

	2011-12	2010-11
For Audit	10000	10000

Note: 24 Loans and advances are subject to confirmation, reconciliation and adjustments, if any in the opinion of the Directors the Current Assets, Loans & Advances will realize the value stated in the Balance Sheet if realized in ordinary course of business.

Note: 25 Cash on hand is as certified by the Management of the Company.

Note: 26 We have verified the vouchers and documentary evidences wherever made available. Where no documentary evidences were available, we relied on the authentication, explanation, information given by the management.

Note: 27 Figures have been rounded off in the nearest rupee.

Note: 28 Previous year's figures have been regrouped or rearranged, wherever necessary to make them comparable with the current year.

Note: 29 Financial Services activities are carried as a division in the name of Shivom Financial Services.

Note: 30 Quantities details in pursuance to part II, schedule VI of the companies Act 1956.

Class	Opening Stock		Purchases		Sales/ Return		Closing Stock		
	UNIT	QTY	VALUE	QTY	VALUE	QTY	VALUE	QTY	VALUE
	No		(Rs. in Lacs)						
Current Year		230600	23.14	0	0	0	0	230600	23.14
Prev. Year		(330600)	(33.05)	0	0	(100000)	(9.91)	(230600)	(23.14)
Diamond									
Current Year		1375	141.84	0	0	0	0	1375	141.84
Prev. Year		(1375)	(141.84)	(0)	(0)	(0)	(0)	(1375)	(141.84)

Note: 31 Related Party Disclosure: No Related Party transaction as required by Accounting Standard 18 "Related Party Disclosure" issued by the ICAI.

As per our attached report even date

For Y. D. & Co.

CHARTERED ACCOUNTANTS

Firm Reg. No. 018846 N

FOR AND ON BEHALF OF THE BOARD

(CA RAKESH PURI)
PARTNER/ Membership No. 092728
Place: Ludhiana
Date: 03.08.2012

ANANDBHAI PARDESHI
(DIRECTOR)
Place: Mumbai
Date: 03.08.2012

VIPULBHAI TRIVEDI
(DIRECTOR)

KOSIAN INDUSTRIES LIMITED

Regd. Office: 202 /B, Gayatri Darshan, Thakur Complex, Kandivali (E), Mumbai

22nd Annual General Meeting to be held on 31.08.2012 at 02.00 P.M. at 202 /B, Gayatri Darshan, Thakur Complex, Kandivali (E), Mumbai.

ATTENDANCE SLIP

Registered Folio No.:..... (or)
Demat Account No.:..... D.P. ID No.:.....
Name of the Shareholder:.....

I/we hereby certify that I am/we are Member/s/ Proxy of the Member/s of the Company holding Shares.

.....
Signature of Member/s/ Proxy

- A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.
- Name of the Proxy in Block Letters.....
(in case a Proxy attends the meeting)
- Those who hold shares in demat form to quote their Demat A/c. No. and Depository Participant (D.P.) ID No.

✂-----Cut Here-----

KOSIAN INDUSTRIES LIMITED

Regd. Office: 202 /B, Gayatri Darshan, Thakur Complex, Kandivali (E), Mumbai.

22nd Annual General Meeting to be held on 31.08.2012 at 02.00 P.M. at 202 /B, Gayatri Darshan, Thakur Complex, Kandivali (E), Mumbai.

PROXY FORM

I/We

\of

Member / Members of KOSIAN INDUSTRIES LIMITED
hereby appoint.....

ofof failing him/ her.....

ofas my/ our Proxy to attend and vote for me/us on my/ our behalf at the 22nd Annual General Meeting of the Company to be held on 31.08.2012 at 02:00 P.M. at **202 /B, Gayatri Darshan, Thakur Complex, Kandivali (E), Mumbai** and at any adjournment thereof.

Signed on thisday of2012.



Ref. Folio No.....

Signature

Demat Account No..... D.P. ID No.....

No. of Shares held.....

- The Proxy form should be signed by the member across the stamp.
- A member intending to appoint a Proxy should complete the Proxy Form and deposit it at the Company's Regd. Office, at least 48 before the time.
- Those who hold shares in demat form to quote their Demat A/c. No. and Depository Participant (D.P.) ID No.

BOOK-POST



If undelivered, please return to:

Reg. Office:

KOSIAN INDUSTRIES LIMITED

202/B, Gayatri Darshan, Thakur Complex, Kandivali (E), Mumbai