

LASER DIAMONDS LIMITED

BOARD OF DIRECTORS

1. Mr. Lalit Kumar Samdaria
2. Mr. Rikhab Chand Samdaria
3. Mr. Tarun Chordia

BANKERS

1. The Ratnakar Bank Ltd
HMH Plaza, No.105, G.N. Chetty Road, T.Nagar, Chennai-600 017.
2. ING Vysya Bank Ltd
No.185, Anna Salai, Mount Road, Chennai - 600 006.

AUDITOR

M/s Bharat Kumar N. Jain
Chartered Accountants
No. 376, Mint Street, 2nd Floor, Chennai - 600 079.

REGISTERED OFFICE

City Centre, Old No.186 New No.232 Purasawalkam High Road,
F-1, First Floor, Kilpauk, Chennai - 600 010.

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LASER DIAMONDS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 21st Annual General Meeting of members of the Company will be held on Tuesday the 29th day of September 2015 at 10:30 AM at "RAGAAS" No:47, 1st Avenue, Sastri Nagar, Chennai - 600 020 for transacting the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2015 and statement of Profit and Loss for the year ended on that date, the Reports of Directors and Auditor's thereon.

2. To appoint Director in place of Mr. Lalit Kumar Samdaria (DIN 00018137) who retires by rotation being eligible offers himself for reappointment.

3. To consider and if thought fit, to pass, the following resolution as ordinary resolution:

RESOLVED THAT pursuant to the provisions of section 139, 142 and Audit and Auditors Rules, 2014, (the rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Bharat Kumar N. Jain, Chartered accountants (Membership number 027891 registered with the Institute of Chartered Accountants of India), who have offered themselves for re appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of section 141 of the Act, and rule 4 of the rules, be and are hereby re-appointed as Statutory Auditors of the company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Audit committee/ Board of Directors in consultation with the Auditors.

Special Business:

To consider and if thought fit, to pass with or without modifications the following resolution as a ordinary resolution:

4. To appoint Mrs. Kanchan Samdaria (DIN 07240203) as a director and in this regard to consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs Kanchan Samdaria (DIN:07240203), appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offer herself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Mrs. Kanchan Samdaria for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to comply with necessary formalities in this regard."

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5. To appoint Shri. TARUN CHORDIA (DIN 05107262) as an independent director and in this regard to consider and if thought fit, to pass, the following resolution as an

ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and clause 49 of the Listing Agreement, Shri. TARUN CHORDIA (DIN 05107262) who was appointed as an additional director who holds office till this Annual General Meeting and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an independent director of the Company to hold office for 4 (four) consecutive years for a term up to the conclusion of 25th Annual General Meeting of the Company in the calendar year 2019.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to comply with necessary formalities in this regard."

Date : 24.08.2015

Place : Chennai

By Order of the Board
For Laser Diamonds Limited
RIKHABCHAND SAMDARIA
Sd/-
Director

NOTES: -

- a) The Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of the Special Business under item no 4 to 5 as stated above in annexed hereto.
- b) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The proxies should, however, be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
- c) Shareholders desiring any information as regards the Accounts are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
- d) Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agents M/S. CAMEO CORPORATE SERVICES LIMITED, 'Subramanian Building' No.1, Club House Road, 5th Floor, Chennai 600 002, Ph. No. 044-2846 0390, Fax No. 044-2846 0129.
- e) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
- f) A brief resume of the directors who are offering themselves for re-appointment of director liable to retire by rotation, as director and as independent director are given below.

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Name	LalitKumarSamdaria	TARUN CHORDIA	KANCHAN SAMDARIA
DIN	00018137	05107262	07240203
Age	54	27	74
Qualification	BE., MS.	BE.,	SSLC
Expertise in Specific Area	Administration	Marketing	Finance
Date of first Appointment in the the Board of the Company	06/01/1995	07/10/2011	22/07/2015
Shareholding in Laser Diamonds Limited	1562193	100	6401
List of Directorship held in other companies	N/A	N/A	N/A
Membership/Chairmanships of Audit and stake holders relationship committees	1 Chairman 2 Members	1 Chairman 2 Members	N/A

PROCESS FOR MEMBERS OPTING FOR E-VOTING

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL). The detailed procedure to be followed in this regard has been given in Annexure A to the notice. The members are requested to go through them carefully.

INSTRUCTIONS FOR E VOTING

Annexure A

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26.09.2015 at 9.00 am and ends on 28.09.2015 at 5.00 pm During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22.09.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.

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- (v) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ✓ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ✓ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> ✓ if both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT".
A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non Individual Shareholders and Custodians**
 - ✓ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - ✓ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - ✓ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - ✓ The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ✓ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.4, 5:

Mrs. Kanchan Samdaria (DIN 07240203) and Mr. TARUN CHORDIA (DIN 05107262)had been appointed as an Additional Directors of the Company. It is proposed to appoint Mr. TARUN CHORDIA (DIN 05107262) as an Independent Director of the company liable to retire by rotation and Mrs. Kanchan Samdaria (DIN 07240203) as Woman Director .

The company has received notices in writing from members along with deposits of requisite amount under section 160 of the Act proposing the candidature of each of Mr. Tarun Chordia and Mrs. Kanchan Samdaria for the office of Directors of the Company.

As per the current provisions of company law and clause 49 of the Listing Agreement, independent directors are permitted to be appointed for a consecutive period of 5 years without being liable to retire by rotation.

It is proposed to appoint Mr. Tarun Chordia as Independent Director for 4 consecutive years for a term of upto the conclusion of 25th AGM of the company to be held in the year 2019 and Mrs. Kanchan Samdaria as Woman Director.

The company has also received declarations from Mr. Tarun Chordia that he meets with the criteria of independence as prescribed both under sub section (6) of section 149 of the Act and under clause 49 of the Listing Agreement.

Copy of the draft letters for respective appointments of Mr. Tarun as independent director setting out terms and conditions are available for inspection by members at the registered office of the company.

This statement may also be regarded as disclosure under clause 49 of the Listing Agreement with the stock exchanges.

Due to their experience, the Board feels that he can be appointed as the Independent Director of the Company. As per the provision of the Companies Act, 2013, appointment of Independent Director requires approval of shareholders in general meeting. Hence, resolution placed to shareholders for approval.

The Board also recommends appointment of Mrs. Kanchan Samdaria as Woman Director.

None of the Directors other than Mr. Lalit Kumar Samdaria, Director are interested in this resolution.

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DIRECTORS' REPORT

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting their 21st Annual Report together with the Audited Accounts of the Company for the Year ended March 31, 2015.

FINANCIAL RESULTS

(Rs.in '000)

Particulars	Yearended 31st March 2015	Yearended 31st March 2014
Income	2839.94	8187.86
Expenditure	8013.58	8425.21
Net loss before Depreciation and tax	(5132)	(195.81)
Depreciation	41.53	41.53
Taxes	0.88	4.00
Net Loss	(5175)	(241)

OPERATIONAL REVIEW:

Due to tough market conditions, the sale of the company reduced by 61.86% when compared with FY 13-14 which resulted in the net sales of Rs.28.40 lakhs.

However, as there was no major difference in the expenses for the year, the loss of the company during FY 14-15 was Rs.51.75 lakhs..

DIVIDEND:

Due to non availability of profits, your Directors do not recommend any dividend for the financial year 14-15.

SHARE CAPITAL:

The paid up equity capital as on March 31, 2015 was Rs.401.30 Lakhs. The company has not issued any shares during the year under review. The Company has not bought back any of its securities during the year under review. The Company has not provided any Stock Option Scheme to the employees.

FINANCE:

Cash and cash equivalents as at March 31, 2015 was Rs.1.39 lakhs. The company continues to focus on judicious management of its working capital, Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

AMOUNT TRANSFERRED TO RESERVES: NIL

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any dues to be transferred to investor education and protection fund.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the financial year ended 31st March, 2015.

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MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this Report.

However, a letter has been issued from BSE vide letter No.LIST/Comp/49-Woman Director/70/2015-16 dated July 3rd 2015 imposing a fine of Rs.57000/- for non-appointment of woman director.

It is hereby informed that Mrs. Kanchan Samdaria has been appointed as a woman director of the company w.e.f. 22.07.2015.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

FIXED DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. Investments made by the company is nil as on 31.03.2015.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

CSR Committee

As the company does not fall within the ambit of sec 135, it is not mandatory for the company to constitute CSR committee and expend towards CSR policy.

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CONSERVATION OF ENERGY:

- a) Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilisation and maximum possible savings of energy is achieved.
- b) No specific investment has been made in reduction in energy consumption.
- c) As the impact of measures taken for conservation and optimum utilisation of energy are not quantitative, its impact on cost cannot be stated accurately.
- d) Since the Company does not fall under the list of industries, which should furnish this information in Form A annexed to the aforesaid Rules, the question of furnishing the same does not arise.

TECHNOLOGY ABSORPTION:

Company's products are manufactured by using in-house know how and no outside technology is being used for manufacturing activities. Therefore no technology absorption is required. The Company constantly strives for maintenance and improvement in quality of its products and entire Research & Development activities are directed to achieve the aforesaid goal.

FOREIGN EXCHANGE EARNINGS AND OUT-GO :

During the year foreign exchange earnings Rs.9.82 lakhs Previous year Rs.73.09 lakhs and out flow Nil.

INDUSTRIAL RELATIONS:

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

DIRECTORS:

The following are the directors of the company as on the date of the director's report.

DIN/DPIN/ PAN	Full Name	Present residential address	Designation	Date of Appointment
00018137	LALIT KUMAR SAMDARIA	TVH LUMBINI SQUARE, 127A BRICKKILN ROAD, FLAT NO 4022, PURASAWAKKAM, CHENNAI- 600 007. Tamil Nadu, INDIA	Director	06/01/1995
00018141	RIKHABCHAND SAMDARIA	TVH LUMBINI SQUARE, 127A BRICKKILN ROAD, FLAT NO 4022, PURASAWAKKAM, CHENNAI- 600007. Tamil Nadu, INDIA	Director	06/01/1995
05107262	TARUN CHORDIA	9 DANYAL STREET, TNAGAR, CHENNAI- 600017, Tamil Nadu, INDIA	Director	07/10/2011
07240203	KANCHAN SAMDARIA	TVH LUMBINI SQUARE, 127A BRICKKILN ROAD, FLAT NO 4022, PURUSAWAKKAM, CHENNAI- 600 007, Tamil Nadu, INDIA	Additional director	22/07/2015