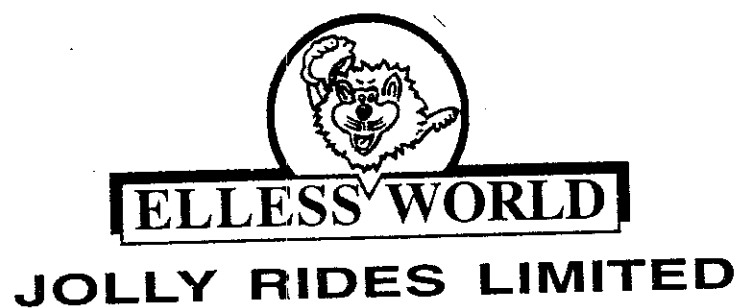


FIFTH ANNUAL REPORT 1998 - 1999





BOARD OF DIRECTORS

| | | |
|---------------|---|--------------------|
| D.V.RAO | - | DIRECTOR |
| S.SITARAM | - | DIRECTOR |
| N.SATISH BABU | - | DIRECTOR |
| .RAMESH BABU | - | EXECUTIVE DIRECTOR |
| S.RAJKUMAR | - | MANAGING DIRECTOR |

AUDITORS

ANANT RAO & MALLIK
Chartered Accountants,
310, Kushal Towers, Khairatabad,
HYDERABAD - 500 004.

BANKERS

- VASAVI CO-OPERATIVE URBAN BANK LTD.,
Masab Tank, HYDERABAD - 500 004.

REGD. OFF. & PARK :

"ELLESS WORLD"
Gandipet, HYDERABAD - 500 075.



NOTICE

NOTICE is hereby given that the Fifth Annual General Meeting of the Members of JOLLY RIDES LIMITED will be held on Thursday, the 30th September, 1999 at 10.00 A.M. at the Registered Office of the Company at "ELLESS WORLD", Opp. CBIT School, Gandipet, Hyderabad - 500 075 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit & Loss Account for the year ending on 31st March, 1999 and the Balance Sheet as at that date alongwith the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Shri D.V. RAO, who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s. Anant Rao & Mallik, Chartered Accountants, Hyderabad, retire at the conclusion of this Annual General Meeting and are eligible for reappointment.

SPECIAL BUSINESS

4. To Consider and, if thought fit, to pass with or without modifications the following Resolution as an Ordinary Resolution :

"RESOLVED THAT Shri S. Sitaram, who was appointed as Additional Director on the Board of Directors of the Company and who, pursuant to the provisions of Section 260 of the Companies Act, 1956, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notices from Members pursuant to the provisions of Section 257 of the Companies Act, 1956 alongwith the requisite deposit proposing the candidature of Shri S Sitaram for the Office of the Director, be and is hereby appointed as Director liable to retire by rotation".

5. To Consider and, if thought fit, to pass with or without modifications the following Resolution as an Ordinary Resolution :

"RESOLVED THAT Shri N. Satish babu, who was appointed as Additional Director on the Board of Directors of the Company and who, pursuant to the provisions of Section 260 of the Companies Act, 1956, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notices from Members pursuant to the provisions of Section 257 of the Companies Act, 1956 alongwith the requisite deposit proposing the candidature of Shri N. Satish Babu, for the Office of the Director, be and is hereby appointed as Director liable to retire by rotation".

6. To Consider and, if thought fit, to pass with or without modifications the following Resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 read with Schedule XIII and other applicable provisions of of the Companies Act, 1956, and subject to such approvals, if any, as may be required, the approval of the Company be and is hereby accorded to the appointment of and remuneration payable to Shri S. Raj Kumar as managing Director of the Company for a period of 5 years with effect from 11-01-1999 on the following terms and conditions :

- a) Salary : Rs. 15,000/- (Rupees fifteen thousand only) in the pay scale of Rs. 15,000 - 1,500 - 22,500.
- b) Commission : As may be approved by the Board of Directors for each year subject to the overall limit of the total remuneration of each year as provided under the Companies Act, 1956.



PERQUISITES

In addition to salary, Shri S. Rajkumar shall be entitled to the following perquisites restricted to an amount equal to the annual salary.

1. HOUSE RENT ALLOWANCE : Rs. 6,000/- per month.
2. MEDICAL REIMBURSEMENT :
Expenses incurred for self and family subject to a ceiling of one month's salary of Shri S. Rajkumar in a year or three months' salary over a period of three years.
3. LEAVE TRAVEL CONCESSION :
For self and family once in a year in accordance with the rules of the Company.
4. CLUB FEES :
Fees of clubs subject to maximum of two clubs shall be reimbursable. Admission fee and Life Membership fee of clubs shall not be payable or reimbursable by the Company.
5. PERSONAL ACCIDENT INSURANCE :
Premium not to exceed Rs. 4,000 per annum.
For the above purposes, "Family" means the spouse, dependent children and dependent parents of Shri S. Rajkumar.
6. Contributions to Provident Fund, Superannuation Fund or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 and Gratuity payable which shall not exceed half a month's salary for each completed year of service will not be included in the computation of the ceiling on perquisites.
7. Encashment of Leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.
8. Free use of Company's car :
Provision of car for use on Company's business. Use of Car for private purpose shall be billed by the Company to the Managing Director.
9. Free telephone at residence :
Provision of telephone at the residence of the Managing Director. Personal long distance calls shall be billed by the Company to the Managing Director.
7. To Consider and, if thought fit, to pass with or without modifications the following Resolution a Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 3 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 and subject to such approvals, if any, as may be required, the approval of the Company be and is hereby accorded to the appointment of and remuneration payable to Sri N. Ramesh Babu as Executive Director of the Company for a period of 5 years with effect from 11-01-1999 on the following terms and conditions :

- a) Salary : Rs. 15,000/- (Rupees fifteen thousand only) in the pay scale of Rs. 15,000 - 1,500 - 22,500.
- b) Commission : As may be approved by the Board of Directors for each year subject to the overall limit of the total remuneration of each year as provided under the Companies Act, 1956.

PERQUISITES

In addition to salary, Shri N. Ramesh Babu shall be entitled to the following perquisites restricted to an amount equal to the annual salary.



1. HOUSE RENT ALLOWANCE : Rs. 6,000/- per month.
2. MEDICAL REIMBURSEMENT :
Expenses incurred for self and family subject to a ceiling of one month's salary of Shri N. Ramesh Babu in a year or three months' salary over a period of three years.
3. LEAVE TRAVEL CONCESSION :
For self and family once in a year in accordance with the rules of the Company.
4. CLUB FEES :
Fees of clubs subject to maximum of two clubs shall be reimbursable. Admission fee and Life Membership fee of clubs shall not be payable or reimbursable by the Company.
5. PERSONAL ACCIDENT INSURANCE :
Premium not to exceed Rs. 4,000 per annum.
For the above purposes, "Family" means the spouse, dependent children and dependent parents of Shri N. Ramesh Babu.
6. Contributions to Provident Fund, Superannuation Fund or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 and Gratuity payable which shall not exceed half a month's salary for each completed year of service will not be included in the computation of the ceiling on perquisites.
7. Encashment of Leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.
8. Free use of Company's car :
Provision of car for use on Company's business. Use of Car for private purpose shall be billed by the Company to the Executive Director.
9. Free telephone at residence :
Provision of telephone at the residence of the Executive Director. Personal long distance calls shall be billed by the Company to the Executive Director.

By order of the Board
for JOLLY RIDES LIMITED

Place : HYDERABAD.

(S. RAJKUMAR)

Date : 27.08.1999.

Managing Director

NOTES :

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote at the Meeting instead of himself/herself and such proxy need not be a member of the Company.
2. Proxy form, in order to be effective, must be received by the Company not later than 48 hours before the commencement of the Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday the 28-09-99 to Thursday, the 30-09-1999 (both days inclusive).
4. Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of Special Business set out above is annexed hereto.
5. Members are requested to correspond on all matters relating to shares at the Regd. Office of the Company, quoting their folio numbers.
6. Members are requested to immediately intimate to the Company any change in their address.
7. The Annual Listing Fees for the financial year 1999-2000 has been paid to the Stock Exchange, Mumbai, and the same is being paid to the Hyderabad Stock Exchange.

EXPLANATORY STATEMENT

(Pursuant to Section 173 of the Companies Act, 1956)



Items No. 4&5 :

Shri S. Sitaram and Shri N. Satish Babu were appointed on 11-01-99 as Additional Directors in order to broad-base the Board.

Both the Directors are M.B.As and have good business background and experience. The Board feels that the Company would be benefited with their contribution.

Under the provisions of Section 260 of the Companies Act, 1956 both the Directors hold their respective offices upto the date of this Annual General Meeting. Pursuant to the provisions of Section 257 of the Companies Act, 1956 the Company has received Notices from some Members alongwith the requisite deposits proposing the candidatures of Shri S. Sitaram and Shri N. Satish Babu for the offices of the Directors. The Board commends the Resolutions for the approval of the members.

None of the Directors other than Shri S. Rajkumar, Managing Director and Shri N. Ramesh Babu, Executive Director may be deemed to be concerned or interested in the Resolutions respectively of Shri S. Sitaram and Shri N. Satish Babu, being relatives.

Item No. 6 :

Shri S. Rajkumar, Director, was appointed as Managing Director by the Board of Directors for a period of five years with effect from 11-01-99. He is one of the Promoters of the Company. He holds a post graduate degree in Commerce and has to his credit very good business background and experience. He hails from a business family.

Under the Provisions of the Companies Act, 1956, the appointment of and remuneration payable to Shri S. Rajkumar as Managing Director requires the approval of the Members. The Board feels that the contribution of Shri S. Rajkumar would be beneficial to the Company and hence commends the Resolution for the approval of the Members.

None of the Directors of the Company, other than Shri. S. Rajkumar, the present incumbent, and Shri S. Sitaram, his relative, may be deemed to be concerned or interested in the Resolution.

Item No. 7 :

Shri N. Ramesh Babu, Director, was appointed as Executive Director by the Board of Directors for a period of five years with effect from 11-01-99. He is one of the Promoters of the Company. He holds a post graduate degree in Business Management and has good business experience. He hails from a family with business background.

Under the Provisions of the Companies Act, 1956, the appointment of and remuneration payable to Shri N. Ramesh Babu as Executive Director requires the approval of the Members. The Board feels that the contribution of Shri N. Ramesh Babu would be beneficial to the Company and hence commends the Resolution for the approval of the Members.

None of the Directors of the Company, other than Shri. N. Ramesh Babu, the present incumbent, and Shri N. Satish Babu, his relative, may be deemed to be concerned or interested in the Resolution.

By order of the Board
for JOLLY RIDES LIMITED

(S. RAJKUMAR)
Managing Director

Place : HYDERABAD.
Date : 27.08.1999.