

TWENTY SECOND ANNUAL REPORT 2011-2012 OF JOLLY MERCHANDISE LIMITED

BOARD OF DIRECTOR

GOVINDBHAI SENMA	- DIRECTOR
MAYURBHAI ARVINDBHAI PATEL	- DIRECTOR
NILESHKUMAR HASMUKLAL KHATRI	- DIRECTOR
JIMISH JITENDRABHAI SONI	- DIRECTOR
AMISHKUMAR DANTARA	- DIRECTOR
DHANPAL JITENDRAKUMAR GANDHI	- DIRECTOR

AUDITOR

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

SHARE TRANSFER AGENT

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED

Unite No. 9, Shiv Shakti Industrial Estate, Ground Floor,
JR Boricha Marg, Opp. Kasturba Hospital,
Lower Parel (E), Mumbai- 400011,
Ph No: 22-2301 6761 / 8261
Fax No: 22-2301 2517

REGISTERED OFFICE

304, SAFFRON TOWER, NEAR PANCHWATI CIRCLE,
PANCHWATI TO AMBAWADI ROAD,
AMBAWADI, AHMEDABAD - 390006,
GUJARAT, INDIA.

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NOTICE

NOTICE is hereby given that the **Twenty Second Annual General Meeting** of the Members of **JOLLY MERCHANDISE LIMITED** will be held at the Registered Office of the Company at **304, Saffron Tower, Near Panchwati Circle, Panchwati To Ambawadi Road, Ambawadi, Ahmedabad- 390006, Gujarat, India** on **Saturday, 29th day of September, 2012 at 11:00 A. 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. Mayurbhai Arvindbhai Patel**, who retires by rotation and being eligible, offers him-self for re-appointment.
3. To appoint a Director in place of **Mr. Nileshkumar Hasmuklal Khatri**, who retires by rotation and being eligible, offers him-self for re-appointment.
4. 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: 018846 N] 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:

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Jimish Jitendrabhai Soni, who was appointed as an Additional Director in the category of independent director of the Company w.e.f. 05.04.2012 being the date of appointment and who holds office as such up to the date of the ensuing Annual General Meeting and in respect of whom notice under Section 260 of the Companies Act, 1956 has been received from a member signifying his intention to propose **Mr. Jimish Jitendrabhai Soni**, be and is hereby appointed as a Director, subject to retire by rotation of the Company.

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Amishkumar Dantara, who was appointed as an Additional Director in the category of independent director of the Company w.e.f. 05.04.2012 being the date of appointment and who holds office as such up to the date of the ensuing Annual General Meeting and in respect of whom notice under Section 260 of the Companies Act, 1956 has been received from a member signifying his intention to propose **Mr. Amishkumar Dantara**, be and is hereby appointed as a Director, subject to retire by rotation of the Company

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

"RESOLVED THAT Mr. Dhanpal Jitendrakumar Gandhi, who was appointed as an Additional Director in the category of independent director of the Company w.e.f. 05.04.2012 being the date of appointment and who holds office as such up to the date of the ensuing Annual General Meeting and in respect of whom notice under Section 260 of the Companies Act, 1956 has been received from a member signifying his intention to propose **Mr. Dhanpal Jitendrakumar Gandhi**, be and is hereby appointed as a Director, subject to retire by rotation of the Company

By Order of the Board
For, JOLLY MERCHANDISE LIMITED

PLACE: AHMEDABAD

DATE: 01.09.2012

(NILESHKUMAR HASMUKLAL KHATRI)
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 22nd September, 2012 to 29th September, 2012 (both days inclusive).
7. M/s Purva Sharegistry (India) Private Limited having its registered office at No.- 9, Shiv Shakti Industrial Estate, Gr. Floor, J.R Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai-400011 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. Mayurbhai Arvindbhai Patel is Director of the Company. He has rich experience in the field of Agriculture and its related activities. He has been associated with the Company w. e. f. 28th September, 2006. He is Member of Share Transfer and Grievances Committee of the Company. **Mr. Mayurbhai Arvindbhai Patel** retires by rotation and being eligible offers himself for re-appointment.

9. 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. Nileshkumar Hasmuklal Khatri is Director of the Company. He has rich experience in the field of finance and its related activities. He has been associated with the Company w. e. f. 28th September, 2006. He is Member of the Share Transfer and Grievances Committee of the Company. **Mr. Nileshkumar Hasmuklal Khatri** retires by rotation and being eligible offers himself for re-appointment.

10. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of business under Item No. 5, 6 and 7 of the Notice is annexed hereto.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT AS REQUIRED PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

The Explanatory Statement sets out all the material facts relating to the Special Business mentioned under are accompanying this notice:

Item No.5

Mr. Jimish J. Soni was appointed as additional director of the Company with effect from 05.04.2012 holds office up to the date of forthcoming Annual General Meeting. He is well qualified person and it is in the interest of the Company to appoint him as a director of the Company. The board recommends for his appointment.

The Directors recommend the aforesaid resolution for adoption by the members.

None of the Directors are in any way concerned or interested except Mr. Jimish J. Soni in the aforesaid resolution.

Item No.6

Mr. Amishkumar Dantara was appointed as additional director of the Company with effect from 05.04.2012 holds office up to the date of forthcoming Annual General Meeting. He is well qualified person and it is in the interest of the Company to appoint him as a director of the Company. The board recommends for his appointment.

The Directors recommend the aforesaid resolution for adoption by the members.

None of the Directors are in any way concerned or interested except Mr. Amishkumar Dantara in the aforesaid resolution.

Item No.7

Mr. Dhanpal Gandhi was appointed as additional director of the Company with effect from 05.04.2012 holds office up to the date of forthcoming Annual General Meeting. He is well qualified person and it is in the interest of the Company to appoint him as a director of the Company. The board recommends for his appointment.

The Directors recommend the aforesaid resolution for adoption by the members.

None of the Directors are in any way concerned or interested except Mr. Dhanpal Jitendrakumar Gandhi in the aforesaid resolution.

By Order of the Board
For, JOLLY MERCHANDISE LIMITED

PLACE: AHMEDABAD

DATE: 01.09.2012

(NILESHKUMAR HASMUKLAL KHATRI)
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**.

REVIEW OF OPERATIONS:

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. 637246/-.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. Mayurbhai Arvindbhai Patel Director of the Company is retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment. Mr. Jimish J. Soni, Mr. Amishkumar Dantara and Mr. Dhanpal J. Gandhi were appointed as an additional director of the Company w.e.f. 05.04.2012 and eligible for re-appointment as director of the Company at the forthcoming Annual General Meeting.

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.

SECRETARIAL COMPLIANCE CERTIFICATE:

In accordance with the Section 383A of the Companies Act, 1956 and Companies (Appointment and Qualifications of Secretary) Amendment Rules, 2009, the Company has obtained a certificate from a secretary in whole-time practice confirming that the Company has complied with the provisions of the Companies Act, 1956 and a copy of such certificate is annexed to this report.

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.

CORPORATE GOVERNANCE REPORT:

Your Company has complied with the requirements of Clause 49 of the Listing Agreement on Corporate Governance. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Report on Corporate Governance along with the Auditors' Certificate on its compliance is annexed separately to this Annual Report.

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.

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 in not engage in 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, JOLLY MERCHANDISE LIMITED**

PLACE: AHMEDABAD

DATE: 01.09.2012

**(NILESHKUMAR HASMUKLAL KHATRI)
CHAIRMAN**

Annexure to Director's Report

COMPLIANCE CERTIFICATE

Corporate Identity No.: L01130GJ1990PLC014435**Nominal Capital: Rs.50000000/-**

To,

The Members,

JOLLY MERCHANDISE LIMITED

304, Saffron Tower, Near Panchwati Circle,

Panchwati to Ambawadi Road,

Ambawadi, Ahmedabad- 390006

I have examined the registers, records, books and papers of **M/S JOLLY MERCHANDISE LIMITED** as required to be maintained under the Companies Act, 1956, and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial ended **31st March, 2012**. 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, 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 and the rules made there under and all entries therein have been recorded.
2. The Company has duly filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities under the Act and the rules made there under.
3. The company, being public limited company, comments are not required.
4. The Board of Directors met 5 (Five) times on **29.04.2011, 30.07.2011, 01.09.2011, 14.11.2011 and 14.02.2012** 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 and share transfer books from 24.09.2011 to 30.09.2011 (both days inclusive) and necessary compliance of Section 154 of the Companies Act has been made.
6. The Annual General Meeting for the financial year ended on 31.03.2011 was held on 30.09.2011 after giving due notice to the members of the company and the resolutions passed thereat were recorded in Minutes Book maintained for the purpose.
7. No extra ordinary general meeting was held during the financial year.
8. The company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.
9. The Company has not entered into contracts specified under Section 297 of the Act during the financial year.
10. The company has made necessary entry in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the board of directors, members or central government.
12. The company has not issued duplicate share certificates during the financial year.

13. The company:
- (i) There was no allotment of shares during the year. The Company has delivered all the certificates on lodgment thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
 - (ii) has not deposited any amount in a separate bank account as no dividend was declared during the financial year.
 - (iii) was not required to post warrants to any member of the company as no dividend was declare during the financial year.
 - (iv) has no amount outstanding in unpaid dividend account, application money due for refund, matured deposit, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years.
 - (v) has complied with the requirements of section 217 of the Act.
14. The board of directors of the company is duly constituted. There were appointment of Mr Jimish Jitendrabhai Soni, Mr. Dhanpal Jitendrakumar Gandhi and Mr Amishkumar Dantara as additional director of the company as on 05.04.2012. There was no Appointment of Alternate Directors and Directors to fill casual vacancy during the financial year.
15. The company has not appointed any Managing Director/ Whole-time Director/ Manager during the financial year.
16. The company has not appointed any sole selling agents during the financial year.
17. The Company has obtained all necessary approvals, wherever necessary, of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the provisions of the Act.
18. The directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The company has not issued any shares, debentures or other securities during the financial year.
20. The company has not bought back any shares during the financial year.
21. The company has not issued any preference shares or debentures so question of redemption of preference shares or debentures does not arise.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/ accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The amount borrowed by the Company from Directors, members, public, financial institution, banks and others during the financial year ended 31st March, 2012 are within the borrowing limits of the Company as laid down in Section of 293 (1) (d) of the Act.
25. The company has made loan and advances to other bodies corporate within the limit prescribed under section 372A of the Companies Act, 1956 and necessary entries have been made in the register kept for the purpose.
26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office during the year under scrutiny.
27. The company has not altered the provisions of the memorandum with respect to change of object of the company during the year under scrutiny.