

33rd ANNUAL REPORT

UNIJOLLY INVESTMENTS COMPANY LIMITED

BOARD OF DIRECTORS:

Sri Murali Kanuri
Smt Prabhavathi Kanuri
Smt C. Shantha Prasad
Sri Prasad Reddy Kasu
Sri Kameswara Sharma Chavali

AUDITORS:

M/s C K S Associates,
Chartered Accountants,
No. 87, Road No. 3, Gaganmhal Colony,
Hyderabad – 500 029

REGISTRARS & SHARE TRANSFER AGENTS

Venture Capital and Corporate Investments Private Limited,
No.12-10-167, Bharat Nagar, Moosapet,
Hyderabad -500018

REGISTERED OFFICE:

805, 8th Floor, Maker Chamber V,
Nariman Point,
Mumbai – 400 021

ADMINISTRATIVE OFFICE:

1C, First Floor, Uma Enclave,
Road No. 9, Banjara Hills,
Hyderabad – 500 034

NOTICE

NOTICE is hereby given that 33rd Annual General Meeting of UNIJOLLY INVESTMENTS COMPANY LIMITED will be held on Wednesday 30th September, 2015 at 03:00 p.m. at the Registered Office of the Company at 805, 8th Floor, Makers Chambers V, Nariman Point, Mumbai - 400 021 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet of the Company as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Smt C. Shantha Prasad, (DIN: 00962582) who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint Auditors and to fix their remuneration 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 sections 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, the appointment of M/s. C K S Associates, Chartered Accountants (Firm Regn No: 007390S) approved in the 32nd Annual General Meeting be and is hereby ratified in this Annual General Meeting to hold office till the conclusion of the next Annual General Meeting for the financial year 2016-17, with remuneration as may be determined by the Board of Directors.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, the following Resolution as **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 5, 14 and any other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted, in substitution and to the entire exclusion, of the regulations contained in the existing Articles of Association of the company;

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Regd. Office:
805, 8th Floor, Maker Chamber V,
Nariman Point,
Mumbai – 400 021.
Date: 30th May, 2015

BY ORDER OF THE BOARD

Murali Kanuri
Director
DIN: 00897402

NOTES:

1. 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.
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Members are requested to notify change of address, if any to the company's registered office at Mumbai.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and Share Transfer books of the Company will be closed from the 24/09/2015 to 29/09/2015 (both days inclusive).
5. Pursuant to Clause 49 of the Listing Agreement, additional information on the Director seeking re-appointment is furnished in the Annexure.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
7. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
8. In terms of Circular No.17/2011, dated 21.04.2011 and Circular No.18/2011, dated 29.04.2011 issued by the Ministry of Corporate Affairs, under Green initiative in the Corporate Governance all the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents whose e-mail id is info@vccilindia.com mentioning the Company's name i.e., Unijolly Investments Company Limited, so as to enable the company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address.

Notices/documents including the Annual Report are now being sent by electronic mode to the shareholders whose e-mail address has been registered with the Company. Members who would like to receive such notices/documents in electronic mode in lieu of physical copy and who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail addresses : -

- With respect of electronic shareholding - through their respective Depository Participants.
- with respect of physical shareholding - by sending a request to the Company's Share Transfer Agent at M/s Venture Capital and Corporate Investments Private Limited (VCCIL) No.12-10-167, Bharat Nagar, Moosapet, Hyderabad -500018, Telephone Nos.040-23818475,23818476, mentioning therein the Company's name i.e., Unijolly Investments Company Limited, their folio number and e-mail address.

The Annual Report 2014-15 as circulated to the members of the Company is also available on the website of the Company **www.unijollyinvestments.com**

10. Voting for transaction of Business:

The business as set out in the Notice may be transacted and that:

- (a) The Company is providing facility for voting by electronic means in compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement.
- (b) The Facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote may exercise their vote through ballot paper.
- (c) The Members who have cast their vote by remote e-voting shall not be entitled to cast their vote again. The procedure and instructions for members for voting electronically are as under:

The voting period begins at 10:00 A.M. on 27th September, 2015 and ends at 5:00 P.M. on 29th September, 2015. 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 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

I. The process and manner for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" (e- Voting Event Number) of "Unijolly Investments Company Limited"
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to kartiknagi@gmail.com with a copy marked to evoting@nsdl.co.in

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM:

EVEN (e-Voting Event Number)	USER ID	PASSWORD / PIN
102647		

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.
- VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.

- IX. The Company has appointed Mr. Nagendrasundram Gajjala, Practicing Chartered Accountant, who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of three working days from the date of conclusion of the shareholders meeting, submit his report after consolidation of e-voting and the votes in the shareholders meeting, cast in favour of or against, if any, to the Chairman of the Company. Results will be uploaded on the Company's website as well as intimated to the Stock Exchange. (BSE).
- X. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The Results declared along with the report of the Scrutinizer shall be placed on the website of NSDL <http://www.evoting.nsdl.com> and the Company's website www.unijollyinvestments.com within three (3) days of the passing of the resolutions at the AGM of the Company to be held on 30th September, 2015 and communicated to the Stock Exchange where the shares of the Company are listed.
- XIII.
- xix) 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.evoting.nsdl.com, under help section or write an email to **evoting@nsdl.co.in**
- xix) 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.evoting.nsdl.com, under help section or write an email to **evoting@nsdl.co.in**

Explanatory Statement pursuant to section 102 of the Companies Act, 2013:

Item No: 4

With the introduction of Companies Act, 2013 which has been notified and became effective, all listed public limited companies, limited by shares need to adopt Table 'F' in place of Table 'A' of erstwhile Companies Act, 1956.

To comply with the above provisions, it is proposed to adopt Table 'F' as the Articles of Association of the Company. The shareholders approval is required to adopt Table 'F' and authorize the Board of Directors to give effect to this and amend the Articles of Association of the Company accordingly.

Your Directors recommended the resolution for approval. None of the Directors and Key Managerial Personnel of the Company are interested in the resolution.

ANNEXURE

Details of Director seeking re-appointment at the Annual General Meeting
(Pursuant to Clause 49 of the Listing Agreement)

Name of Director	Smt C. Shantha Prasad
Date of Birth	09/12/1953
Date of Appointment	15/10/2001
Qualifications	Master of Science
Expertise in specific functional areas	-
Other Companies in which a Director	Healthy Investments Limited Kanuri Invest & Exim Private Limited
Chairman / Member of Committees of other Companies, in which a Member	-
Number of Shares held in the Company	10000

DIRECTORS' REPORT

To
The Shareholders

Your Directors have pleasure in presenting the 33rd Annual Report of your Company together with the audited statement of accounts for the year ended 31st March, 2015.

1. FINANCIAL HIGHLIGHTS:

PARTICULARS	2014-15	2013-14
	INR	INR
Profit before depreciation	29,48,594	5,13,416
Less : Depreciation	7	468
Profit before taxes	29,48,587	5,12,948
Less : Provision for current taxation	(4,08,000)	(7,500)
Add : Provision for deferred taxation	(1,186)	620
MAT credit entitlement	4,07,964	7213
Profit available for appropriation	29,47,655	5,13,281
Reserve fund	6,04,269	1,05,000
	23,43,386	4,08,281
Surplus brought forward from last year	96,03,226	91,94,945
Surplus carried to balance sheet	1,19,46,611	96,03,226

2. STATE OF COMPANY'S AFFAIRS:

During the fiscal year ended 31st March, 2015, through our business, we generated Rs. 32.75 Lacks revenue from operations excluding other income. The Profit after Tax for the current year is Rs. 29.47 Lacks as against Rs. 5.13 Lacks in the previous year. Your Directors are constantly endeavoring to enhance the profitability of the Company.

3. DIVIDEND:

Your Directors do not recommend any dividend during the year, in order to conserve resources.

4. TRANSFER TO RESERVES:

The Company proposes to transfer ₹ 6.04 Lakhs to Reserve Fund out of current year's profits.

5. DETAILS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

Your Company has put in place adequate internal financial controls with reference to the financial statements, some of which are outlined below:

1. Your Company has adopted accounting policies which are in line with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under Section 133 and other applicable provisions, if any, of the

Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 1956, to the extent applicable.

2. These are in accordance with generally accepted accounting principles in India. Your Company, in preparing its financial statements makes judgments and estimates based on sound policies and uses external agencies to verify/validate them as and when appropriate.
3. The Management periodically reviews the financial performance of your Company against the approved plans across various parameters and takes necessary action, wherever necessary.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Appointments:

During the Financial Year 2014-15, Mr. Prasad Reddy Kasu and Mr. Kameswara Sharma Chavali were appointed as Non-Executive Independent Directors by the shareholders at the 32nd Annual General Meeting held on 30th September, 2014. At the 32nd Annual General Meeting held on 30th September, 2014, Mr. Harishchandra Prasad Kanuri retired and did not offer himself for re-appointment and thus, ceased to be a director of the Company.

Retirements:

Smt C. Shantha Prasad, Director of the Company, retires by rotation and being eligible, offer herself for reappointment. Your Directors recommend her appointment on the Board.

Key Managerial Personnel:

As the company's operations are very low and the whole-time director is directly looking after the affairs, other Key Managerial Personnel have not been appointed since it would be operationally and financially not viable.

Annual Evaluation of Board's Performance:

In terms of the provisions of the Companies Act, 2013, the Board of Directors have evaluated the effectiveness of the Board/Director(s) for the Financial Year 2014-15.

7. NUMBER OF BOARD MEETINGS HELD:

The details of the number of Board and Audit Committee meetings of your Company are set out in the Corporate Governance Report which forms part of this Report.

8. DECLARATION OF INDEPENDENCE

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as Clause 49 of the Listing Agreement.

9. PUBLIC DEPOSITS:

During the financial year 2014-15, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.