

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 kartknagi@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.

10. AUDITORS:**Statutory Auditors:**

The Statutory Auditors, M/s. C K S Associates, Chartered Accountants, (Peer Review Certificate No: 006803) Hyderabad, were appointed for a period of 5 years at the 32nd Annual General Meeting of the Company to hold office till the conclusion of the 38th Annual General Meeting subject to ratification by the members at every Annual General Meeting. They have confirmed their eligibility and willingness to accept the appointment, if ratified by the General Body.

Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed Ch. B. Ranga Babu, Practising Company Secretary, CP3787 to conduct the Secretarial Audit of your Company. The Secretarial Audit Report is annexed herewith as **Annexure - A** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

11. AUDIT OBSERVATIONS:

The Auditors have commented that the Company has not obtained Certificate of Registration from Reserve Bank of India in accordance with the provisions of Section 45 IA of the Reserve Bank of India Act, 1934 but is carrying on the business of dealing in investment in shares and other securities. It is, hereby, clarified that the Company is not carrying on NBFC activity and that it has invested the Company's own funds in shares. The Company has no borrowings of any kind or public Deposits, nor has it issued any NCDs. However, the Company will take steps to comply with the Reserve Bank of India regulations, as and when required.

Notes to Accounts are self-explanatory and do not call for any further comments.

12. EXTRACT OF ANNUAL RETURN:

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return as at March 31, 2015 is set out as **Annexure -B** and forms part of this report.

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

Being an investment company, there are no particulars to be furnished in this report as required by section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 relating to conservation of energy and technology absorption. There were no foreign exchange earnings or outgo during the year.

14. CORPORATE SOCIAL RESPONSIBILITY:

As the Company has not reached the limits specified in section 135 and Schedule VII of the Companies Act, 2013, the Board of Directors of your Company has not constituted a CSR Committee and no activity is presently taken up.

15. VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES:

In pursuance to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

Every listed Company is required to establish the Vigil Mechanism for their Directors and Employees to report their genuine concerns or grievances under the Companies Act, 2013 and rules notified therein by Government of India.

Vigil Mechanism for the Directors and Employees of Unijolly Investments Company Limited interalia stipulate the following:

- The Audit Committee shall oversee the Vigil Mechanism through the Committee and if any of the members of the Committee have a conflict of interest in a given case, they should recuse themselves and the others on the Committee would deal with the matter on hand.
- The Vigil Mechanism shall provide for adequate safeguards against victimization of Employees and Directors who avail of the Vigil Mechanism and also provide for direct access to the chairperson of the Audit Committee.
- In case of repeated frivolous complaints being filed by a Director or an Employee, the Audit Committee may take suitable action against the concerned Director or Employee including reprimand.

16. Anti Sexual Harassment Policy:

Your Company has laid down Anti Sexual Harassment Policy, under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, which is available on the website of the Company. No complaints have been received by the Company, during the year under review.

17. RELATED PARTY TRANSACTIONS:

During the Financial Year 2014-15, your Company has not entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules.

During the financial year 2014-15, there were no transactions with related parties which qualify as material transactions under the Listing Agreement.

18. CORPORATE GOVERNANCE REPORT:

Your Company has taken adequate steps to adhere to all the stipulations laid down in Clause 49 of the Listing Agreement. Certificate from the Statutory Auditors of the Company M/s. C K S Associates, Chartered Accountants confirming the compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is included as a part of this report. A report on the Corporate Governance is enclosed as **Annexure – C** to this Report and forms a part of the Report.

19. LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the year 2015-16 to The Bombay Stock Exchange Limited, where the Company's Shares are listed.

20. REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL / EMPLOYEES:

The Company has not paid remuneration to Directors and the company does not have employees receiving salary exceeding the limit as specified in under Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

21. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As required under Clause 49 of the Listing Agreement with the Stock Exchange, the Management Discussion and Analysis Report is enclosed as **Annexure – D** and is a part of this report.

22. RISK MANAGEMENT:

The company has been addressing various risks impacting the company and the policy of the company on risk management is provided elsewhere in this annual report.

23. DEMATERIALIZATION OF SHARES:

99.22% of the company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2015 and balance **0.78%** is in physical form. The Company's Registrars are M/s Venture Capital and Corporate Investments Private Limited (VCC IPL), having their registered office at No. 12-10-167, Bharat Nagar, Moosapet, Hyderabad – 500018.

24. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3)(c) and 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

- a) In the preparation of the annual accounts for the year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are 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 of the company for the same period;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) They have prepared the annual accounts on a going concern basis;
- e) They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

25. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

26. REMUNERATION POLICY:

As the Directors/Key Managerial Personnel are not drawing any remuneration from the Company, the Committee is not formed. But, as and when required, committee shall be constituted in the name and style of "Nomination and Remuneration Committee" of the Board.

27. SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS:

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

FOR & ON BEHALF OF THE BOARD

Place: Hyderabad
Dated: 30th May, 2015

Murali Kanuri
Director
00897402

Shantha Prasad Challa
Director
00962582

ANNEXURE “A” TO THE BOARD’S REPORT**Form No.MR.3****Secretarial Audit Report**

(For the financial year ended 31st March, 2015)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Unijolly Investments Company Limited.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Unijolly Investments Company Limited** (CIN: L99999MH1981PLC024869) (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employees stock Option Scheme and Employee stock purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

I further report that the applicable financial laws, such as the Direct and Indirect Tax Laws, have not been reviewed under my audit as the same falls under the review of statutory audit and by other designated professionals.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. **(Not applicable to the Company as they were not notified during the year under review)**
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above, subject to the following:

- 1. The Company has not constituted Nomination and Remuneration Committee as required under sub-section 1 of Section 178 of the Companies Act, 2013 and Clause 49 (IV) (A) of the Listing Agreement.**
- 2. The Company has no Key Managerial Personnel on its Board as required under sub-section 1 of Section 203 of the Companies Act, 2013 read with Rule 8 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

- 3. Petition is being made by the company with regard to filing of resolutions pursuant to the provisions of sub-section 3 of Section 179 of the Companies Act, 2013 and Rule 8 of The Companies (Meetings of Board and its Power) Rules, 2014 read with Rule 24 of The Companies (Management and Administration) Rules, 2014, and not filed due to inadvertence.**

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions at the Board Meetings as represented by the management were taken unanimously.

I further report that, based on the representations received from the authorised officials; the Company has complied with the other specific laws applicable to it and there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This report is to be read with our report of even date which is annexed as Annexure A and forms integral part of this report.

Place : Hyderabad

Date : 30th May, 2015

*Ch. B. Ranga Raju
Practicing Company Secretary
M. No. 5130
C. P. No. 3787*

ANNEXURE A

To,
The Members,
Unijolly Investments Company Limited.

Our report of event date is to be read along with this letter.

1. Maintenance of secretarial and other records is the responsibility of the management of the company. Our responsibility is to express an opinion on the relevant records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the relevant records and compliances. The verification was done on test basis to verify that correct facts as reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial and tax records and books of accounts of the company.
4. Wherever required, we have obtained the Management representation about compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on a test basis.
6. The Secretarial Audit report is neither an assurance as to the future liability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Hyderabad

Date : 30th May, 2015

*Ch. B. Ranga Babu
Practicing Company Secretary
M. No. 5130
C. P. No. 3787*

ANNEXURE “B” TO THE BOARD’S REPORT**EXTRACT OF ANNUAL RETURN – MGT 9**

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L99999MH1981PLC024869
2.	Registration Date	27/07/1981
3.	Name of the Company	Unijolly Investments Company Limited
4.	Category/Sub-category of the Company	Company having Share Capital
5.	Address of the Registered office & contact details	Unijolly Investments Company Limited, 805, 8 th Floor, Makers Chambers V, Nariman Point, Mumbai -400 021 Ph. No: 040-65544987
6.	Whether listed company	Yes(BSE)
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Venture Capital and Corporate Investments Private Limited (VCCIPL) No.12-10-167, Bharat Nagar, Moosapet, Hyderabad – 500018. Telephone No.040-23818475, 23818476

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Trading in Equity/Commodities derivatives	64990	77%
2	Gain / (Loss) from Investments in Equity Shares and Dividend Income	64990	23%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES: NIL

SN	Name and Address of the Company	CLN/GLN	HOLDING/ SUBSIDIARY	% OF SHARES	APPLICABLE SECTION
NIL					

Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non- Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	30500	1557	32057	16.03	30500	1557	32057	16.03	NIL
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	20000	-	20000	10.00	20000	-	20000	10.00	NIL
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	50500	1557	52057	26.03	50500	1557	52057	26.03	NIL
Total Public Shareholding (B)=(B)(1)+ (B)(2)	50500	1557	52057	26.03	50500	1557	52057	26.03	NIL
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	198443	1557	200000	100	198443	1557	200000	100	NIL

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	SHANTHA PRASAD CHALLA on account of Lakshmi Rentals	25000	12.50	0	25000	12.50	0	NIL
2	HEALTHY INVESTMENTS LIMITED	20000	10.00	0	20000	10.00	0	NIL
3	CHALLA SOUMYA	10000	5.00	0	10000	5.00	0	NIL
4	SHANTHA PRASAD CHALLA	10000	5.00	0	10000	5.00	0	NIL
5	KANURI PRABHAVATHI	10000	5.00	0	10000	5.00	0	NIL
6	KANURI JAGADISH PRASAD	10000	5.00	0	10000	5.00	0	NIL
7	K VIDYA DEVI	10000	5.00	0	10000	5.00	0	NIL
8	K.HARISHCHANDRA PRASAD	10000	5.00	0	10000	5.00	0	NIL
9	MANOHAR PRASAD KANURI	10000	5.00	0	10000	5.00	0	NIL
10	KANURI INVEST & EXIM PRIVATE LIMITED	10000	5.00	0	10000	5.00	0	NIL
11	K RAMA KRISHNA PRASAD	10000	5.00	0	10000	5.00	0	NIL
12	CHALLA RAJENDRA	10000	5.00	0	10000	5.00	0	NIL

	PRASAD							
13	KANURI FAMILY TRUST	2943	1.47	0	2943	1.47	0	NIL
	TOTAL	147943	73.97	0	147943	73.97	0	

C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year				

NO CHANGE IN PROMOTER'S SHAREHOLDING

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mommaneni Radha				
	At the beginning of the year	20000	10	20000	10
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	20000	10	20000	10
2	Ram Mohan Mummaneni				
	At the beginning of the year	10000	5	10000	5
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	10000	5	10000	5

3	K Satyavathi				
	At the beginning of the year	10000	5	10000	5
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	10000	5	10000	5
4	Vikram Narain Mommaneni				
	At the beginning of the year	10000	5	10000	5
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	10000	5	10000	5

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	SHANTHA PRASAD CHALLA	10000	5.00	10000	5.00
2	KANURI PRABHAVATHI	10000	5.00	10000	5.00

F) INDEBTEDNESS –

There is no Indebtedness of the Company including interest outstanding/accrued but not due for payment.

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager	No Remuneration is being paid to the Directors for the Financial Year 2014-15.
B. Remuneration to other directors	
C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD	

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

ANNEXURE C TO THE BOARD'S REPORT
REPORT ON CORPORATE GOVERNANCE

1) Company's Philosophy:

The Company's policies, practices and philosophy adopted since inception are in line with Corporate Governance. These policies, practices are required periodically to ensure its effective compliance. The composition of Board of Directors is well balanced with a view to manage the affairs of the Company efficiently and professionally.

2) Board of Directors:

The Board of the Company comprises Five Directors that includes two Women Directors.

i. Number of Board Meetings held, dates on which held :

The Board of Directors duly met 4 times during the financial year from 1st April, 2014 to 31st March, 2015. The dates on which the meetings were held are as follows:

- | | |
|--------------------------------|------------------------------------|
| 1. 30 th May, 2014 | 3. 31 st October, 2014 |
| 2. 31 st July, 2014 | 4. 31 st January, 2015. |

ii. Attendance of each Director at the Board Meetings and the last AGM held on 30.09.2014:

Name Of The Director	No: Of Board Meeting Attended	Last AGM Attendance(YES/NO)
C. Shantha Prasad	4	YES
K Prabhavathi	4	YES
Murali Kanuri	4	YES
C.Kameswara Sharma -	2	-
Dr. K.P.Reddy	2	-

iii. Particulars of Directorships of other Companies:**OTHER DIRECTORSHIPS**

Name Of the Director	Name Of the Company	Position
C. Shanta Prasad	1) Healthy Investments Limited	Director
	2) Kanuri Invest & Exim Private Limited	
K Prabhavathi	1) Kanuri Invest & Exim Private Limited	Director Director
	2) KLN Holdings Private Limited	
Murali Kanuri	1) Healthy Investments Limited	Director
	2) Kanuri Invest & Exim Private Limited	
C. Kameswara Sharma	1) Healthy Investments Limited	Director
Dr. K. P. Reddy	1) Maxivision Lasik Centre Private Limited	Director
	2) Maxivision Medical Services India Private Limited	Director
	3) Maxivision Health Care Private Limited	Director
	4) Nchant 3D Private Limited	Director
	5) 3Koll Concrete Solutions Private Limited	Director
	6) Healthy Investments Limited	Director

iv. No. of other Board Committees they are Members / Chairman:**Audit Committee**

Name of the Director	Position
C. Kameswara Sharma	Chairman
Dr. K.P. Reddy	Member
Murali Kanuri	Member

1) Independent Directors:

The Company has complied with the definition of Independence as per Clause 49 of the Listing Agreement and according to the Provisions of section 149(6) Companies Act, 2013. The company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013.

2) Audit Committee:**i) Terms of reference:**

The Audit Committee reviews the audit reports submitted by the Internal Auditors and Statutory Auditors, financial results, Effectiveness of internal audit processes and the Company's risk management strategy. It reviews the Company's established Systems and the Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement.

ii) Composition:

The Audit Committee of the Company consists of the optimum combination of directors, including two Independent Directors.

The Chairman of the Audit Committee is financially literate and all the Committee members have accounting or related financial Management experience.

A Representative of the Statutory Auditors is a permanent invitee.

iii) No. of Meetings held during the year:

During the year the Committee had 4 Meetings i.e. on 30th May 2014, 31st July, 2014, 31st October, 2014 and 31st January, 2015.

iv) Composition, Name of Members and attendance during the year:

The Audit Committee constitution before AGM:

Name of the Director	Position
Shantha Prasad Challa	Chairperson
Murali Kanuri	Member
Prabhavathi Kanuri	Member

The Audit Committee was reconstituted after AGM with inclusion of 2 independent directors viz. Mr. C. Kameswara Sharma and Mr. K.P. Reddy.

The present constitution is:

Name of the Director	Position
C. Kameswara Sharma	Chairman
K.P. Reddy	Member
Murali Kanuri	Member

Name of the Director	Position	No: of Meetings held and attended:			
		30/05/2014	31/07/2014	31/10/2014	31/01/2015
C. Kameswara Sharma	Chairman	-	-	Yes	Yes
Dr. K.P. Reddy	Member	-	-	Yes	Yes
Murali Kanuri	Member	Yes	Yes	Yes	Yes
Shantha Prasad Challa	Member	Yes	Yes	-	-
Prabhavathi Kanuri	Member	Yes	Yes	-	-

3) Nomination and Remuneration Committee:

As the Directors/Key Managerial Personnel are not drawing any remuneration from the Company, the Committee is not formed. But, as and when required committee shall be constituted in the name and style of "Nomination and Remuneration Committee" of the Board.

4) General Body Meetings :

Location and time for the last three AGMs:

Year	Date	Venue	Time	Special Resolution
2011-12	30.09.2012	805, 8 th Floor, Makers Chambers V, Nariman Point, Mumbai-400 021	11.00 AM	NIL
2012-13	30.09.2013	805, 8 th Floor, Makers Chambers V, Nariman Point, Mumbai-400 021	11.00 AM	NIL
2013-14	30.09.2014	805, 8 th Floor, Makers Chambers V, Nariman Point, Mumbai-400 021	11.00 AM	Appointment of Independent Directors

5) Means of Communication:

Quarterly, Half-yearly and Annual Financial Results of the Company are communicated to the Stock Exchanges immediately after the same are considered by the Board and are published in Financial Express and Navshakti, Mumbai editions. The results and official news releases of the Company are also made available on the Company's website i.e. www.unijollyinvestments.com.

6) SEBI Complaints Redressal System (SCORES):

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.

7) General Shareholder's Information:-

AGM date, time and venue :	Wednesday,30 th September 2015,At 11.00 AM Unijolly Investments Company Limited, 805, 8 th Floor, Makers Chambers V, Nariman Point, Mumbai-400 021
Financial Year :	2014-15
Book Closure Date :	24/09/2015 to 30/09/2015 (both days inclusive)
Listing on Stock Exchanges :	BOMBAY STOCK EXCHANGE
Stock Code :	503671
ISIN :	INE 130N01010

The Company has paid listing fees for the year 2015-16 to the above stock exchange.

8) Market Price Data:

Monthly High and Low quotations along with the volume of shares traded at National Stock Exchange of India Limited & Bombay Stock Exchange Limited during the financial year 2014-15:

No trading took place in the stock during 2014-15

9) Registrar and Transfer Agents :

M/s Venture Capital and Corporate Investments Private Limited (VCC IPL),
No.12-10-167, Bharat Nagar, Moosapet,
Hyderabad – 500018.
Telephone No.040-23818475, 23818476

10) Share Transfer System:

Share Transfers are handled by the Registrar and Transfer agents, M/s Venture Capital and Corporate Investments Private Limited.

11) Shareholding Pattern as on 31st March, 2015:

Category	No: of Share Holders	NO: OF SHARES HELD	% OF SHARE HOLDING
PROMOTERS (including Body Corporate)	13	147943	73.97
PUBLIC	39	52057	26.03
TOTAL	52	200000	100

12) Code of Conduct:

A Code of Conduct for the Directors and Senior Management Personnel has already been approved by the Board of Directors of the Company. As stipulated under the provisions of sub-clause (II) E of Clause 49 of the Listing Agreement with stock exchanges, all the Directors and the designated personnel in the Senior Management of the Company have affirmed compliance with the said code for the financial year ended March 31, 2015.

13) Risk Management:

The company has been addressing various risks impacting the company and the policy of the company on risk management is provided elsewhere in this annual report.

14) Prevention of Insider Trading:

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 1992, the company has instituted a code of conduct for prohibition of insider trading in the company's shares.

15) Corporate Identity Number (CIN):

Corporate Identity Number (CIN) of the company, allotted by the Ministry of Corporate Affairs, Government of India is L99999MH1981PLC024869.

16) CEO / CFO Certification:

As required by Clause 49 of the Listing Agreement, the CEO / CFO Certification is provided in the Annual Report.

17) Independent Directors' Meeting

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a meeting of the Independent Directors of the Company will be held during the Financial year 2015-16, as the criteria for independent directors was fulfilled in Last AGM.

18) Evaluation of Board Effectiveness

In terms of provisions of the Companies Act, 2013 read with Rules issued thereunder and Clause 49 of the Listing Agreement, the Board of Directors, on recommendation of the Nomination and Remuneration Committee, have evaluated the effectiveness of the Board. Accordingly, the performance evaluation of the Board, each Director and the Committees was carried out for the financial year ended 31st March, 2015. The evaluation of the Directors was based on various aspects which, inter alia, included the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company along with the environment and effectiveness of their contribution.

FOR & ON BEHALF OF THE BOARD

Place: Hyderabad
Dated: 30th May, 2015

Murali D Kanuri
Director
00897402

Shantha Prasad Challa
Director
00962582

**ANNEXURE TO REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL
YEAR ENDED 31ST MARCH, 2015**

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended 31st March, 2015.

Place: Hyderabad
Date: 30th May, 2015

Murali Kanuri
Director and CEO

CERTIFICATE ON COMPLIANCE WITH THE CONDITION OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT.

To
The Members,
UNIJOPLY INVESTMENTS COMPANY LIMITED,
Mumbai.

We have examined the compliance of conditions of Corporate Governance by M/s UNIJOPLY INVESTMENTS COMPANY LIMITED (“the Company”) for the year ended on March 31, 2015 as stipulated in clause 49 of the Listing Agreement of the said Company with the stock exchange(s).

The compliance of conditions 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 of the conditions of the 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 explanations 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 state that no investor grievances are pending for a period exceeding one month against the Company.

We further state that such compliance 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: Hyderabad
Date: 30th May, 2015

For C K S ASSOCIATES
Chartered Accountants
FRN 007390S

C. KRISHNA BABU
Partner
M.No.019827

CHIEF EXECUTIVE OFFICER /CHIEF FINANCIAL OFFICER CERTIFICATION

The undersigned hereby certify the following under Clause 49 of Listing Agreement which forms part of the report on Corporate Governance.

- a. We have reviewed financial statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:
 - I. These statements do not contain any materially untrue statement or omit any material fact nor do they contain statements that might be misleading;
 - II. These statements together present a true and fair view of the Company and are in compliance with existing accounting standards and/or applicable laws/regulations.
- b. We state to the best of our knowledge and belief, no transactions are entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We are responsible for establishing and maintaining internal controls and have evaluated the effectiveness of internal control systems of the Company; and have also disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, and what we have done or propose to do to rectify these;
- d. We have also disclosed to the auditors as well as the Audit committee:
 - I. Significant changes in accounting policies during the year;
 - II. Significant changes in accounting policies during the year have been disclosed in the notes to the financial statements; and
 - III. Instances of significant fraud of which we have become aware and the involvement therein, by any of the management or an employee having a significant role in the Company's control system over financial reporting.

Murali Kanuri
Chief Executive Officer and Chief Financial Officer

Place: Hyderabad
Date: 30th May, 2015

ANNEXURE “D” TO THE BOARD’S REPORT**MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT****a) Structure and Developments, Opportunities and Threats, Performance, outlook, Risks and Concerns:**

The Company achieved a Revenue from operations of Rs. 32.75 Lacs during the current year. Your Directors are constantly endeavoring to enhance the profitability of the Company.

b) Internal Control Systems and their Adequacy:

Management has put in place effective Internal Control Systems to provide reasonable assurance for:

- Safeguarding Assets and their usage.
- Maintenance of Proper Accounting Records and
- Adequacy and Reliability of the information used for carrying on Business Operations.

c) Cautionary Statement:

Statements in the Management Discussion and Analysis and Directors Report describing the Company’s strengths, strategies, projections and estimates, are forward-looking statements and progressive within the meaning of applicable laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies and other incidental factors. Readers are cautioned not to place undue reliance on the forward looking statements.

UNIJOLLY INVESTMENTS COMPANY LIMITED

INDEPENDENT AUDITOR'S REPORT

To the Members of UNIJOLLY INVESTMENTS COMPANY LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **UNIJOLLY INVESTMENTS COMPANY LIMITED** (“the Company”), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

UNIJOPLY INVESTMENTS COMPANY LIMITED

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the financial statements.

Basis for qualified opinion

The Company has not obtained Certificate of Registration from Reserve Bank of India or its consent, in accordance with the provisions of Section 45 IA of the Reserve Bank of India Act, 1934, for carrying on the business of dealing in investment in shares and other securities.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, *except for the effect of the matter described in the Basis for Qualified Opinion Paragraph*, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the

UNIJOPLY INVESTMENTS COMPANY LIMITED

information and explanations given to us, we give in the Annexure – 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by the Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008 issued by the Reserve Bank of India, we give in the Annexure – 2, a statement on the matters specified in paragraphs 3 and 4 of the said Directions.
3. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. In our opinion, the matter described in the Basis for Qualified Opinion paragraph above, may have an adverse effect on the functioning of the Company in accordance with the provisions of RBI Act, 1934, and the Rules made thereunder.
 - f. On the basis of written representations received from the Directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors), 2014, in our opinion and to the best of our information and according to the explanations given to us;
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. In our opinion and as per the information and explanations provides to us, the Company has not entered into any long-term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses, and

UNIJOPLY INVESTMENTS COMPANY LIMITED

- iii. The Company has no amounts required to be transferred, to the Investor Education and Protection Fund during the year under audit.

***For C K S ASSOCIATES
Chartered Accountants
(F.R.No. 007390S)***

***HYDERABAD
May 30, 2015***

***C. KRISHNA BABU
Partner
M.No. 019827***

UNIJOPLY INVESTMENTS COMPANY LIMITED

ANNEXURE -1 TO THE INDEPENDENT AUDITORS' REPORT:

(Referred to in Paragraph 1 under section 'Report on Other Legal and Regulatory Requirements' of our report of even date)

- 1.1. The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- 1.2. All the fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
2. The Company is an investment company, primarily dealing in shares/securities. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable.
3. As informed to us, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly, the sub-clauses (a) and (b) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
5. According to the information and explanations given to us, the Company has not accepted any deposits in terms of directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
6. As per the information and explanations given to us maintenance of Cost Records has not been specified by the Central Government, under section 148 of the Companies Act, 2013.
- 7.1 According to the information and explanations given to us, the Company the Company is generally regular in depositing undisputed statutory dues during the year, wherever applicable, including income tax, wealth tax, service tax, excise duty, cess with the appropriate authorities. According to the information and explanations given to us, no undisputed amount is payable in respect of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess and other Statutory dues which have remained

UNIJOPLY INVESTMENTS COMPANY LIMITED

outstanding as at March 31, 2015 for a period of more than six months from the date they became payable.

- 7.2 According to the information and explanations given to us, there are no dues of income tax, wealth tax, service tax, sales tax, excise duty or other statutory dues which have not been deposited on account of any dispute.
- 7.3 In our opinion and according to the information and explanations given to us, there are no dues that are required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder.
8. The Company has no accumulated losses at the end of the financial year under audit. The company has not incurred cash losses during the financial year covered by audit and in the immediately preceding financial year.
9. The Company has no outstanding dues to any financial institution or banks during the year.
10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
11. According to the information and explanations given to us, no term loans were obtained during the year under audit.
12. Based upon the audit procedures performed and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year of our audit.

***For C K S ASSOCIATES
Chartered Accountants
(F.R.No. 007390S)***

***C. KRISHNA BABU
Partner
M.No. 019827***

***HYDERABAD
May 30, 2015***

UNIJOPLY INVESTMENTS COMPANY LIMITED

ANNEXURE- 2 TO THE INDEPENDENT AUDITORS' REPORT:

(Referred to in Paragraph 2 under section 'Report on Other Legal and Regulatory Requirements' of our report of even date)

1. According to the information and explanations given to us, the Company, being engaged in the business of investment in shares and other securities, is an Investment Company and has not obtained a Certificate of Registration from the Reserve Bank of India, as required under Section 45-IA of the Reserve Bank of India Act, 1934.
2. According to the information and explanations given to us, the Company is not an Asset Finance Company in accordance with Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998 read with Circular No. DNBS.PD. CC No. 85 / 03.02.089 /2006-07 dated December 6, 2006 for classification of NBFCs as Asset Finance Company issued by RBI with reference to the business carried on by it during the financial year under review.
3. According to the information and explanations given to us, the Company does not hold public deposits nor has it accepted the same during the year under review. Hence, the matters to be reported under sub-paragraph B are not applicable.
4. According to the information and explanations given to us, the Board of Directors have passed a resolution for non-acceptance of public deposits.
5. According to the information and explanations furnished to us, the Company has not accepted any deposits from the public during the year under report.
6. According to the information and explanations given to us, the Company has not advanced any loans and hence the compliance with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts in accordance with Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, does not arise.
7. According to the information and explanations provided to us, the company is not a Systemically Important Non-Deposit taking NBFC as defined in paragraph 2(1)(xix) of the Non-Banking (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

UNIJOPLY INVESTMENTS COMPANY LIMITED

8. According to the information and explanations given to us, the Company has not obtained a specific advice from the Reserve Bank of India that it is not required to hold Certificate of Registration which would be subject to the conditions stipulated by RBI. Hence, comment on compliance with such conditions does not arise.

***For C K S ASSOCIATES
Chartered Accountants
(F.R.No. 007390S)***

***HYDERABAD
May 30, 2015***

***C. KRISHNA BABU
Partner
M.No. 019827***

BALANCE SHEET AS AT MARCH 31, 2015

		Note No.	31/03/2015 ₹	31/03/2014 ₹
I. EQUITY AND LIABILITIES				
1. SHAREHOLDERS' FUNDS				
a.	Share Capital	1	2,000,000	2,000,000
b.	Reserves and Surplus	2	15,422,504	12,474,850
			17,422,504	14,474,850
2. CURRENT LIABILITIES				
a.	Trade Payables	3	37,472	22,472
b.	Other Current Liabilities	4	388	339
c.	Short Term Provisions	5	408,000	7,500
			445,860	30,311
TOTAL			17,868,364	14,505,161
II. ASSETS				
1. NON-CURRENT ASSETS				
a.	Fixed Assets			
-	Tangible Assets	6	6,603	-
b.	Non-Current Investments	7	17,011,702	13,769,688
c.	Deferred Taxes Assets (Net)	8	-	1,186
d.	Long Term Loans and Advances	9	436,866	28,902
			17,455,171	13,799,776
2. CURRENT ASSETS				
a.	Cash and Cash Equivalents	10	23,193	38,170
b.	Short Term Loans and Advances	11	390,000	667,215
			413,193	705,385
TOTAL			17,868,364	14,505,161

Refer to Accompanying Notes to Financial Statements

For C K S Associates
Chartered Accountants
FRN 007390S

For and on behalf of the Board of Directors

MURALI D KANURI
Director

C SHANTHA PRASAD
Director

C. KRISHNA BABU
Partner
M.No. 019827

Hyderabad
May 30, 2015

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

	Note No.	31/03/2015 ₹	31/03/2014 ₹
REVENUE			
1. Revenue from Operations	12	3,275,927	863,305
2. Other Income	13	984,204	1,301,430
3. Total Revenue		4,260,130	2,164,735
EXPENSES			
a. Loss on derivative transactions		801,105	1,300,670
b. Employee Benefit Expense	14	78,000	75,564
c. Depreciation	6	7	468
d. Other Expenses	15	432,431	275,085
4. Total Expenses		1,311,544	1,651,787
5. Profit Before Tax		2,948,587	512,948
6. Tax Expense			
a. Current Tax		408,000	7,500
Less: MAT Credit Entitlement		407,964	7,213
Net Current Tax		36	287
b. Tax Pertaining to Earlier Years		(290)	
c. Deferred Tax		1,186	(620)
		932	(333)
7. NET PROFIT FOR THE PERIOD AFTER TAXES		2,947,655	513,281
8. Earnings Per Share			
Face Value ₹ 10/- per share Basic and Diluted		14.74	2.57

Refer to accompanying Notes to Financial Statements

For C K S Associates
Chartered Accountants
FRN 007390S

C. KRISHNA BABU
Partner
M.No. 019827

For and on behalf of the Board of Directors

MURALI D KANURI
Director

C SHANTHA PRASAD
Director

Hyderabad
May 30, 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	31/03/2015	31/03/2014
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Profit / (Loss) before tax and extraordinary items	2,948,587	512,948
Adjustments for :		
Depreciation	8	468
Profit on sale of shares and Units	(176,599)	(759,873)
Dividend income	(807,605)	(541,557)
Interest received		
Amount written off		2,120
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	1,964,392	(785,894)
(Increase) / Decrease in Loans & advances	(130,749)	1,065,177
(Increase) / Decrease in Sundry debtors		
Increase / (Decrease) in sundry creditors	15,000	(11)
Increase / (Decrease) in Other Current Liabilities	49	-
Increase/(Decrease in Short term Provisions	400,500	-
	284,800	1,065,166
CASH GENERATED FROM OPERATIONS	2,249,192	279,272
Income Tax	-254	
CASH FLOW BEFORE EXTRA-ORDINARY ITEMS	2,249,446	279,272
NET CASH FROM OPERATING ACTIVITIES (A)	2,249,446	279,272
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of shares	(6,821,340)	(6,205,000)
Purchase of mutual funds	(11,604,582)	(860,525)
Purchase of fixed asset		-
Interest received		-
Dividend received	807,605	541,557
Sale of fixed assets		-
Sale of shares	2,166,172	665,261
Sale of mutual fund	13,194,334	5,596,272
Purchase of Assets	(6,610)	
NET CASH FROM INVESTING ACTIVITIES (B)	(2,264,421)	(262,435)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from issuance of share capital	-	-
Proceeds from long term borrowings	-	-
Repayment from long term borrowings	-	-
Interest paid	-	-
Dividend paid	-	-
NET CASH USED IN FINANCE ACTIVITIES (C)	-	-
D. NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (D=A+B+C)	(14,975)	16,837
E. CASH AND CASH EQUIVALANTS AT BEGINNING OF PERIOD	38,170	21,336
F. CASH AND CASH EQUIVALANTS AT END OF PERIOD (F=D+E)	23,193	38,170

For C K S Associates
Chartered Accountants
FRN 007390S

C. KRISHNA BABU
Partner
M.No. 019827

For and on behalf of the Board of Directors

MURALI D KANURI
Director

C SHANTHA PRASAD
Director

Hyderabad
May 30, 2015

SIGNIFICANT ACCOUNTING POLICIES

a. Method of Preparation of accounts:

The financial statements have been prepared under the historical cost convention in accordance with the accounting standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 2013, as adopted consistently by the Company. All income & expenditure having the material bearing on the financial statements are recognized on accrual basis.

b. Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and a reported amount of revenues and expenses during the reporting period. Difference between the actual expenses and estimates is recognised in the period in which the results are known /materialised.

c. Fixed Assets:

Fixed assets are stated at cost, less accumulated depreciation. Cost comprises the purchase price, including duties, legal fees, other non-refundable taxes or levies directly attributable cost of bringing the assets to its working condition.

d. Depreciation:

Depreciation is computed on useful life of the asset as prescribed in Part 'C' of Schedule II to the Companies Act, 2013.

e. Impairment of Asset:-

An assets is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

f. Revenue recognition:

Revenue/Incomes and Cost/Expenditure are generally accounted on accrual, as they are earned or incurred.

Sale/purchase of Mutual Fund units is recognised on transfer of ownership as per date of transaction.

Sale /purchase of Shares are recognised on date of transaction.

Dividend income is recognised on receipt basis.

g. *Borrowing Costs:*

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to revenue in the year they are incurred.

h. *Taxes on Income:*

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised, on the timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised if there is virtual certainty that there will be sufficient future taxable income available to realize such losses.

i. *Earnings Per Share*

Basic earnings per share are computed by dividing the net profit after tax by the average number of equity shares outstanding during the period.

j. *Investments:*

Investments are classified into Current and Long-term Investments. Current Investments are stated at lower of cost and fair value. Long-term Investments are stated at cost. Provision for diminution in the value of long-term Investments is made only if such a decline is other than temporary.

k. *Purchase/Sale of shares/securities:*

Purchases of shares/securities is accounted for inclusive of stamp, security transaction tax and transfer fees and booked on the date of contract.

l. *Provisions, Contingent Liabilities and Contingent Assets*

Provisions and Contingent Liability: The Company recognises a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require outflow of resources. Where there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent Assets are neither recognized nor disclosed in the financial statements.

m. Retirement benefits:

The laws relating to payment of Provident Fund, E.S.I.C. and Gratuity to employees are not applicable to the Company. The Company does not have any scheme for retirement benefits for its employees. Other benefits such as leave encashment etc are provided in accordance with the service rules of the company.

1. SHARE CAPITAL

	31/03/2015 ₹	31/03/2014 ₹
Authorised Capital: 200,000 (2,00,000) equity shares of Rs.10 Par Value	2,000,000	2,000,000
	2,000,000	2,000,000
Issued, Subscribed and Paid-up Capital <i>At the beginning and at the close of the year</i> 200,000 (200,000) Equity shares of Rs. 10 Par Value fully paid up	2,000,000	2,000,000
	2,000,000	2,000,000

Disclosures:

- All the equity shares carry equal rights and obligations including for dividend and with respect to voting rights.
- Names of shareholders holding more than 5% of the Share capital and their shareholding.

S.No.	Name of shareholder	31/03/2015		31/03/2014	
		No. of Shares	% of holding	No. of Shares	% of holding
1.	Challa Shantha Prasad on account of Lakshmi Rentals	25,000	12.50	25,000	12.50
2.	Healthy Investments Limited	20,000	10.00	20,000	10.00
3.	Mommaneni Radha	20,000	10.00	20,000	10.00

2. RESERVES AND SURPLUS

a. Surplus			
As per last Balance Sheet	9,603,226	9,194,945	
Add : Profit for the year	2,947,655	513,281	
Less: Appropriations			
Transfer to Reserve fund	604,269	105,000	
Balance in Profit and loss account	11,946,611	9,603,226	
b. General Reserve			
As per last Balance Sheet	1,013,324	1,013,324	
Add: Transfer during year			
	1,013,324	1,013,324	
b. Reserve fund			
As per last Balance Sheet	1,858,300	1,753,300	
Add: Transfer during year	604,269	105,000	
	2,462,569	1,858,300	
Balance carried forward to next year	15,422,504	12,474,850	

3. TRADE PAYABLE

Trade Payable	37,472	22,472
	37,472	22,472

Disclosures:

The Company has no dues to vendors constituting "Suppliers" within the meaning of Section 2 (n) of the Micro, Small and Medium Enterprises Development Act, 2006.

4. OTHER CURRENT LIABILITIES

Other Payable		
Other Liabilities	388	339
	388	339

5. SHORT TERM PROVISIONS

Provision for tax	408,000	7,500
	408,000	7,500

6. FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01/04/2014	Additions during the year	Deductions during the year	Total as on 31/3/2015	Upto 01/04/2014	For the year	Deductions	Total upto 31/3/2015	As at 31/3/2015	As at 31/3/2014
TANGIBLE ASSETS										
1. Office Equipment		6,610	-	6,610		7	-	7	6,603	-
TOTAL	-	6,610	-	6,610	-	7	-	7	6,603	-
Previous Year Total	100,906		100,906	-	98,318	468	98,786	-	-	2,588

7. NON CURRENT INVESTMENTS

			31/03/2015	31/03/2014
			₹	₹
Trade Investments - At Cost:				
A. Quoted: At Cost in Equity Instruments				
	Qty	Face value		
Amara Raja Batteries Ltd	20,300 (20,300)	1	62,589	62,589
Cummins India Ltd	5,920 (Nil)	2	4,718,749	-
Lakshmi Finance & Industrial Corporation Ltd.	296,060 (296,060)	10	2,920,418	2,920,418
HBL Power Systems Ltd.	191,000 (191,000)	1	3,707,074	3,707,074
Nelcast Ltd.	197,040 (197,040)	2	4,053,490	4,053,490
Tube Investment Ltd	9,000 (9,000)	2	1,359,474	1,359,474
B. Unquoted: At Cost in Equity Instruments				
Andhra Printers Ltd	1,100 (1,100)	100	106,400	106,400
C. Quoted: At Cost in Mutual Funds				
HSBC Income Fund Investment Plan Growth	3,547 (Nil)		83,508	-
HSBC Floating Rate Fund-Long term Growth	Nil (78,908)		-	1,560,243
			17,011,702	13,769,688

Disclosures:**Quoted Investments**

1. Aggregate value	16,905,302	13,663,288
2. Market value	48,791,503	23,128,949

Unquoted Investments

Aggregate value	106,400	106,400
-----------------	----------------	---------

8. DEFERRED TAX ASSETS (NET)

Deferred Tax Assets	-	1,186
	-	1,186

9. LONG TERM LOANS & ADVANCES

Unsecured, Considered Good:		
Other loans and advances	21,689	21,689
MAT credit entitlement	415,177	7,213
	436,866	28,902

10. CASH AND CASH EQUIVALENTS

Balances with banks	21,692	36,338
Cash on hand	1,501	1,832
	23,193	38,170

11. SHORT TERM LOANS AND ADVANCES

	31/03/2015	31/03/2014
	₹	₹
<i>Unsecured, Considered Good:</i>		
Loans and Advances	-	664580
Prepaid Taxes	390,000	-
Prepaid expenses	-	2,635
	390,000	667,215

12. OTHER OPERATING REVENUES

	31/03/2015 ₹	31/03/2014 ₹
Income from derivatives transactions	3,275,927	863,305
	3,275,927	863,305

13. OTHER INCOME

Dividend	807,605	541,557
Net gain/loss on sale of investment	176,599	759,873
	984,204	1,301,430
	4,260,130	

14. EMPLOYEE BENEFIT EXPENSES

Salaries	78,000	75,564
	78,000	75,564

15. OTHER EXPENSES

Auditors' remuneration	22,472	22,472
Rent, rates and taxes	67,824	60,000
Listing expenses	165,778	67,989
Printing and stationery expenses	2,686	1,825
Miscellaneous expenses	72,768	37,014
Motor car expenses	27,070	10,900
Postage and telephone expenses	8,746	6,673
Books & Periodicals	3,469	2,740
Legal & Professional Expenses	61,618	65,472
	432,431	275,085

16. The company is a Non Small and Medium Sized Company (Non SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Non Small and Medium Sized Company.
17. The company has carried out a general review to assess whether there is any indication that any asset or group of assets is impaired. In the absence of any such indication of potential impairment loss, no formal estimate of recoverable amount is made and as such no provision for impairment is deemed required for the year.
18. No provision is required to be made in respect of deferred tax in accordance with Accounting Standard 22 on Accounting for Taxes on Income, as the deferred tax assets of the Company are more than the deferred tax liabilities. As a matter of prudence, the Company has not recognized the net excess of deferred tax assets over the deferred liabilities, in the books of account.
19. Earnings per share:

	2014-15	2013-14
Profit/(Loss) after taxes and exceptional items ₹	29,47,655	5,13,281
Number of shares for basic EPS	200,000	200,000
Weighted Average of Shares for diluted EPS	200,000	200,000
Nominal Value of Share ₹	10	10
Earnings/(Loss) Per Share – Basic and Diluted ₹	14.74	2.57

20. Segment Reporting:-
The Company is engaged primarily in the business of investments and accordingly there are no separate reportable segments as per Accounting Standard - AS - 17 'Segment Reporting' issued by ICAI.
21. Foreign Exchange:
Earnings in foreign currency: Rs NIL (Previous Year Rs. NIL)
Expenditure in foreign currency: Rs NIL (Previous Year Rs. NIL)
22. Related Party Disclosures:
Disclosures as required by the Accounting Standard 18 "Related Party Disclosures" are given below:
a) List of Related Parties:
- Associate Companies:
1. Healthy Investments Ltd.
 2. Lakshmi Finance & Industrial Corporation Ltd.
- Key management personnel:
1. Sri Murali D. Kanuri
 2. Sri K. Harishchandra Prasad
 3. Smt. C. Shantha Prasad

b) Transactions with related parties:

₹

Nature of Transaction	Associate Company	2014-15	2013-14
Dividend Received	Lakshmi Finance & Industrial Corporation Ltd.	5,32,908	355,272

23. Additional information as prescribed in Schedule III to the Companies Act, 2013:

₹

	2014-15	2013-14
a. Payments to Statutory Auditors (Excluding Service tax)		
- As Auditors	20,000	20,000

24. Figures for the previous year have been regrouped, rearranged and reclassified wherever considered necessary to conform to the classification / presentation of the current year.

For C K S ASSOCIATES
Chartered Accountants
FRN 007390S

For and on behalf of the Board of Directors

C. KRISHNA BABU
Partner
M. No. 019827

MURALI D KANURI
Director

Hyderabad
May 30, 2015

C SHANTHA PRASAD
Director

UNIJOPLY INVESTMENTS COMPANY LIMITED

CIN L99999MH1981PLC024869

Registered Office: 805, 8th Floor, Maker Chamber V,
Nariman Point,
Mumbai – 400 021.

PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :	
Registered address :	
E-mail Id:	
Folio No/ Client Id :	
DP ID :	

I/We, being the member (s) of _____ shares of the **UNIJOPLY INVESTMENTS COMPANY LIMITED** hereby appoint

1. Name: _____
Address: _____
E mail ID: _____
Signature: _____, or failing him

2. Name: _____
Address: _____
E mail ID: _____
Signature: _____, or failing him

3. Name: _____
Address: _____
E mail ID: _____
Signature: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual general meeting of the company, to be held on the Wednesday, the 30th day of September, 2015 at 3:00 p.m. at Registered Office of the Company at 805, 8th Floor, Makers Chambers V, Nariman Point, Mumbai 400 021 and at any adjournment thereof in respect of the resolutions as are indicated below:

Resolution No	Resolution	Vote For	Vote Against
ORDINARY BUSINESS			
1.	Adoption of Balance Sheet of the Company as at 31 st 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		
SPECIAL BUSINESS			
1.	Approval and adoption of the altered Articles of Association in substitution of and to the entire exclusion of the existing Articles of Association of the Company		

Signed _____ this day of _____ 2015

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Affix Revenue Stamp

Note:

1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2) The proxy need not be a member of the company

UNIJOPLY INVESTMENTS COMPANY LIMITED

CIN L99999MH1981PLC024869

Registered Office: 805, 8th Floor, Maker Chamber V,
Nariman Point,
Mumbai – 400 021.

ATTENDANCE SLIP

(To be presented at the entrance)

Name of the member attending _____

Member's Folio No/ Client ID : _____

No. Of shares held: _____

Name of Proxy _____

(To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the 33rd Annual General Meeting of the Company held on Wednesday, the 30th day of September, 2015 at 3:00 p.m. at Registered Office of the Company at 805, 8th Floor, Makers Chambers V, Nariman Point, Mumbai 400 021.

Member's / Proxy's Signature

Note:

1. Members are requested to bring their copies of the Annual Report to the meeting for reference.
2. Only Member / proxyholder can attend the meeting.

BOOK POST (PRINTED MATTER)

To

Shri/Smt. _____

PIN

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If undelivered, please return to:

UNIJOPLY INVESTMENTS COMPANY LIMITED

Registered Office:

805, 8th Floor, Maker Chamber V,

Nariman Point,

Mumbai – 400 021.