

# **35<sup>th</sup> ANNUAL REPORT**

**UNIJOLLY INVESTMENTS COMPANY LIMITED**

**2016-17**

***BOARD OF DIRECTORS:***

Sri Murali 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, Gaganmahal 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, 8<sup>th</sup> Floor, Maker Chamber V,  
Nariman Point,  
Mumbai – 400 021

***ADMINISTRATIVE OFFICE:***

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

**CIN: L99999MH1981PLC024869**

**Regd. Off: Flat No. 805, 8<sup>th</sup> Floor, Maker Chambers V,  
Nariman Point, Mumbai – 400024**

**Contact: 040-65881221 Email: officebanjara@gmail.com**

---

### NOTICE

NOTICE is hereby given that **35<sup>th</sup> Annual General Meeting of Unijolly Investments Company Limited** will be held on Monday, 10<sup>th</sup> July, 2017 at 03:00 p.m. at the Registered Office of the Company at 805, 8<sup>th</sup> 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 31<sup>st</sup> March, 2017 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 Sri Murali Kanuri, (DIN: 00897402) who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors and to fix their remuneration and in this regard, pass the following resolution, with or without modification as an Ordinary Resolution:

**“RESOLVED THAT** the appointment of M/s G. Nagendra Sundaram & Co (FRN 005355S), Chartered Accountants, Hyderabad, as Auditors as recommended by the Board of Directors in place of the existing auditors, M/s C K S Associates due to unwillingness expressed by the existing auditors pursuant to the provisions of Section 139(9) and other applicable provisions of the Companies Act, 2013 including the statutory modification thereto, if any, be and is hereby approved by the members in this meeting to hold office until the conclusion of the 40<sup>th</sup> Annual General Meeting at such remuneration as may be determined by the Board of Directors in consultation with the Auditor.”

Regd. Office:  
805, 8<sup>th</sup> Floor, Maker Chamber V,  
Nariman Point, Mumbai – 400 021.

**BY ORDER OF THE BOARD**

**Dated: 13<sup>th</sup> June, 2017**

**Murali Kanuri  
Director  
DIN: 00897402**

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote instead of himself/herself. Such a proxy/ proxies need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
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 04/07/2017 to 10/07/2017 (both days inclusive).
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
7. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
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 2016-17 as circulated to the members of the Company is also available on the website of the Company [www.unijollyinvestments.com](http://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 as amended from time to time and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India.
- (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 7<sup>th</sup> July, 2017 and ends at 5:00 P.M. on 9<sup>th</sup> July, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 3<sup>rd</sup> July, 2017 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:

<b>EVEN (e-Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD / PIN</b>
106279		

- (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](http://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](mailto: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](http://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 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](http://www.unijollyinvestments.com) and communicated to the Stock Exchange where the shares of the Company are listed within forty eight hours of conclusion of the Annual General Meeting of the Company to be held on 10th July, 2017.
- XIII. 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](http://www.evoting.nsdl.com), under help section or write an email to **[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)**

**Explanatory Statement for Item No. 3 of the Notice of Annual General Meeting**

The existing Statutory Auditors, M/s. C K S Associates, were appointed for a period of 5 years at the 32<sup>nd</sup> Annual General Meeting of the Company to hold office till the conclusion of the 37<sup>th</sup> Annual General Meeting subject to ratification by the members at every Annual General Meeting. However, M/s. C K S Associates have submitted their unwillingness to continue as the Statutory Auditors of the Company on 13<sup>th</sup> June, 2017. The Board of Directors thereafter recommended the appointment of M/s G. Nagendra Sundaram & Co (FRN 005355S), Chartered Accountants, Hyderabad, as Auditors of the Company. They have confirmed their eligibility and willingness to accept the appointment, if approved by the shareholders.

The requisite resolution forms part of the notice of the Annual General Meeting and is attached.

None of the Directors and their relatives are concerned or interested in the said resolution.

Regd. Office:  
805, 8<sup>th</sup> Floor, Maker Chamber V,  
Nariman Point, Mumbai – 400 021.

**BY ORDER OF THE BOARD**

**Date: 13<sup>th</sup> June 2017**

**Murali Kanuri**  
**Director**  
**DIN: 00897402**

**DIRECTORS' REPORT**

To  
The Shareholders

Your Directors have pleasure in presenting the 35<sup>th</sup> Annual Report of your Company together with the audited statement of accounts for the year ended 31<sup>st</sup> March, 2017.

**1. FINANCIAL HIGHLIGHTS:**

<b>PARTICULARS</b>	<b>2016-17</b> <b>(₹ In Mill)</b>	<b>2015-16</b> <b>(₹ In Mill)</b>
Profit before depreciation	<b>1.931</b>	0.635
Less : Depreciation	<b>0.018</b>	0.008
Profit before taxes	<b>1.913</b>	0.627
Less : Provision for current taxation	<b>0.134</b>	-
Less : Tax pertaining to earlier years	-	-
Add : MAT credit entitlement	<b>0.124</b>	-
Less: Provision for deferred taxation	-	-
Profit available for appropriation	<b>1.903</b>	0.627
Reserve fund	<b>0.380</b>	0.125
	<b>1.523</b>	0.502
Surplus brought forward from last year	<b>12.448</b>	11.946
Surplus carried to balance sheet	<b>13.971</b>	12.448

**2. STATE OF COMPANY'S AFFAIRS:**

During the year under review, the Company earned total revenue of ₹ 3.889 Million as compared to last year's total revenue of ₹ 1.820 Million showing an increase of 114% approximately. However, the Company was not engaged in much operations and the major share of income was from dividend and investments. The profit after tax has also increased to ₹ 1.903 Million from ₹ 0.627 Million of previous year. Your Directors are giving their best efforts for exploring more business opportunities so as to increase the growth and profitability of the Company.

**3. DIVIDEND:**

In order to retain profits for growth and expansion of the Company, your Directors do not recommend any dividend for the financial year 2016-17.

**4. TRANSFER TO RESERVES:**

The Company proposes to transfer ₹ 0.380 Million 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:**

Sri Murali Kanuri (DIN: 00897402), Director of the Company, retires by rotation and offers himself for reappointment.

##### **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 2016-17.

#### **7. NUMBER OF BOARD MEETINGS HELD:**

The Board of Directors and Audit Committee duly met 5 (Five) times during the Financial Year from 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017 on the following dates:

1. 01.04.2016
2. 30.05.2016
3. 30.07.2016
4. 31.10.2016
5. 30.01.2017

The composition and category of Directors, their attendance at the Board Meetings and at the last AGM held during the FY 2016-17 are as follows:

<b>Name of the Director</b>	<b>Category of the Director</b>	<b>Number of Board Meetings entitled to attend during the FY 2016-17</b>	<b>Number of Board Meetings attended during the FY 2016-17</b>	<b>Whether attended AGM held on 30/09/2016</b>
Prasad Reddy Kasu DIN: 00246457	Independent Director	5	5	Yes

Murali Kanuri DIN: 00897402	Non-Executive	5	5	Yes
Shantha Prasad Challa DIN: 00962582	Non-Executive	5	5	Yes
Kameswara Sarma Chavali DIN: 06933900	Independent Director	5	5	Yes

The Company complied with the provisions of the Companies Act, 2013 and Listing Regulations regarding convening and conducting the Board and Audit Committee Meetings.

## 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 the Listing Regulations.

## 9. PUBLIC DEPOSITS:

During the financial year 2016-17, 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 32<sup>nd</sup> Annual General Meeting of the Company to hold office till the conclusion of the 37<sup>th</sup> Annual General Meeting subject to ratification by the members at every Annual General Meeting. They are yet to confirm their eligibility and willingness to accept the appointment, if ratified by the shareholders at the Annual General Meeting.

### 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 Mr. Mudit Kapoor, Practicing Company Secretary, CP No. 18194, 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. However, the Secretarial Auditor has mentioned about non-constitution of the Nomination and Remuneration Committee and non-appointment of whole time Key Managerial Personnel on the Board of Company. The Directors have already given the clarifications on the same in the report.

**11. AUDIT OBSERVATIONS:**

The Auditors have commented that 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. 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, 2017 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 2016-17, 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 which are covered under Section 188 of the Companies Act, 2013.

During the financial year 2016-17, there were no transactions with related parties which qualify as material transactions under the Listing Regulations.

#### **18. CORPORATE GOVERNANCE REPORT:**

The Company's paid up equity share capital is not exceeding rupees ten crore and net worth is not exceeding rupees twenty five crore, as on the last day of the previous financial year and hence the Corporate Governance Report is not applicable on the Company as per Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **19. LISTING WITH STOCK EXCHANGES:**

The Company confirms that it has paid the Annual Listing Fees for the year 2017-18 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 any remuneration to Directors and none of the Directors and Employees are covered under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. There are no permanent employees on rolls of the Company.

#### **21. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

As required under Regulation 34(2) of the Listing Regulations, the Management Discussion and Analysis Report is enclosed as **Annexure – C** 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, 2017 and balance 0.78% is in physical form.

**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, 2017, 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:**

The Company has not provided any loans covered under Sections 185 and 186 of the Companies Act, 2013. The Company has not provided any guarantee or security for any loans. Details of 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: 30<sup>th</sup> May, 2017**

**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 31<sup>st</sup> March, 2017)

[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, 2017, 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, 2017 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;
- (vi) I further report that, having regard to the nature of Company's business, in my opinion, there are no such laws applicable specifically to the Company.

I further report that the Company is not a Collective Investment Management Company as defined in Regulation 2(1)(h) of Securities and Exchange Board of India (Collective Investment Schemes) Regulations, 1999 and that the Company has not received any funds covered under the said regulations in any manner.

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 with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective 1st July, 2015).
- (ii) The Listing Agreement entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective 1st December, 2015).

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 Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**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.**

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.

***Mudit Kapoor***  
***Company Secretary in Practice***  
***Membership No. 38640***  
***CP No. 18194***

***Place: Hyderabad***  
***Date: 30<sup>th</sup> May, 2017***

## 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.

***Mudit Kapoor***  
***Company Secretary in Practice***  
***Membership No. 38640***  
***CP No. 18194***

***Place: Hyderabad***  
***Date: 30<sup>th</sup> May, 2017***

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

As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; 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 <sup>th</sup> 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	1.56%
2	Gain / (Loss) from Investments in Equity Shares and Dividend Income	64990	98.44%

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

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





<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non- Institutions</b>									
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	10500	1557	12057	6.03	(10)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	20000	-	20000	10.00	40000	-	40000	20.00	10
c) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	<b>50500</b>	<b>1557</b>	<b>52057</b>	<b>26.03</b>	<b>50500</b>	<b>1557</b>	<b>52057</b>	<b>26.03</b>	<b>NIL</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	<b>50500</b>	<b>1557</b>	<b>52057</b>	<b>26.03</b>	<b>50500</b>	<b>1557</b>	<b>52057</b>	<b>26.03</b>	<b>NIL</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>198443</b>	<b>1557</b>	<b>200000</b>	<b>100</b>	<b>198443</b>	<b>1557</b>	<b>200000</b>	<b>100</b>	<b>NIL</b>

**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	Challa Soumya	10000	5.00	0	10000	5.00	0	NIL
2	Shantha Prasad Challa	10000	5.00	0	10000	5.00	0	NIL
3	Kanuri Prabhavathi	10000	5.00	0	-	-	-	(5.00)
4	Kanuri Jagadish Prasad	10000	5.00	0	10000	5.00	0	NIL
5	K Vidya Devi	10000	5.00	0	10000	5.00	0	NIL
6	K. Harishchandra Prasad	10000	5.00	0	10000	5.00	0	NIL
7	Manohar Prasad Kanuri	10000	5.00	0	-	-	-	(5.00)
8	Kanuri Invest & Exim Private Limited	10000	5.00	0	10000	5.00	0	NIL
9	K Rama Krishna Prasad	10000	5.00	0	10000	5.00	0	NIL
10	Challa Rajendra Prasad	10000	5.00	0	10000	5.00	0	NIL
11	Kanuri Family Trust	47943	23.97	0	67943	33.97	0	10
	<b>TOTAL</b>	<b>147943</b>	<b>73.97</b>	<b>0</b>	<b>147943</b>	<b>73.97</b>	<b>0</b>	<b>NIL</b>

**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:																
	1. Manohar Prasad Kanuri	10000	5.00	67943	33.97												
	2. Kanuri Prabhavathi	10000	5.00														
	3. Kanuri Family Trust	47943	23.97														
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):																
	1. Transmission of 10000 shares held by Kanuri Prabhavathi to Shantha Prasad Challa on 24 <sup>th</sup> August, 2016.																
	2. Transfer of shares as follows:																
	<table border="1"> <thead> <tr> <th>Date of Transfer</th> <th>Transferor</th> <th>No. of shares transferred</th> <th>Transferee</th> </tr> </thead> <tbody> <tr> <td>09.09.2016</td> <td>Shantha Prasad Challa</td> <td>10000</td> <td>Kanuri Family Trust</td> </tr> <tr> <td>09.09.2016</td> <td>Manohar Prasad Kanuri</td> <td>10000</td> <td>Kanuri Family Trust</td> </tr> </tbody> </table>	Date of Transfer	Transferor	No. of shares transferred	Transferee	09.09.2016	Shantha Prasad Challa	10000	Kanuri Family Trust	09.09.2016	Manohar Prasad Kanuri	10000	Kanuri Family Trust				
Date of Transfer	Transferor	No. of shares transferred	Transferee														
09.09.2016	Shantha Prasad Challa	10000	Kanuri Family Trust														
09.09.2016	Manohar Prasad Kanuri	10000	Kanuri Family Trust														
	At the end of the year																
	1. Manohar Prasad Kanuri	-	-	67943	33.97												
	2. Kanuri Prabhavathi	-	-														
	3. Kanuri Family Trust	67943	33.97														

**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	<b>Mommaneni Radha</b>				
	At the beginning of the year	20000	10	20000	10
	Date wise Increase / Decrease in 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	<b>Ram Mohan Mommaneni</b>				
	At the beginning of the year	10000	5	10000	5
	Date wise Increase / Decrease in 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
3	<b>K Satyavathi</b>				
	At the beginning of the year	10000	5	10000	5
	Date wise Increase / Decrease in 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	<b>G Sarada</b>				
	At the beginning of the year	100	0.05	100	0.05
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	100	0.05	100	0.05
5	<b>Roopa Bhushan</b>				
	At the beginning of the year	100	0.05	100	0.05
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	100	0.05	100	0.05

6	<b>Gokaraju Subba Raju</b>				
	At the beginning of the year	100	0.05	100	0.05
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	100	0.05	100	0.05
7	<b>Dr. Madan Mohan Rao Vemulapalli</b>				
	At the beginning of the year	100	0.05	100	0.05
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	100	0.05	100	0.05
8	<b>G Tanuja</b>				
	At the beginning of the year	100	0.05	100	0.05
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	100	0.05	100	0.05
9	<b>V Rajani Rao</b>				
	At the beginning of the year	100	0.05	100	0.05
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	100	0.05	100	0.05
10	<b>Tina Dilipkumar</b>				
	At the beginning of the year	50	0.025	50	0.025
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	50	0.025	50	0.025

**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
<b>1</b>	<b>C. Shantha Prasad</b>				
	At the beginning of the year	10000	5	10000	5
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):  1. Transmission of 10,000 shares held by Kanuri Prabhavathi to Shantha Prasad Challa on 24 <sup>th</sup> August 2016.  2. Transfer of 10,000 shares by Shantha Prasad Challa to Kanuri Family Trust on 9 <sup>th</sup> September 2016.				
	At the end of the year	10000	5	10000	5

**V) INDEBTEDNESS –**

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

**VI. 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 2016-17.
B. Remuneration to other directors	
C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD	

**VII. 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)
<b>A. COMPANY</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NIL		
Punishment					
Compounding					

**FOR & ON BEHALF OF THE BOARD**

Place: Hyderabad  
Dated: 30<sup>th</sup> May, 2017

**Murali Kanuri**  
Director  
00897402

**Shantha Prasad Challa**  
Director  
00962582

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

During the year under review, the Company earned total revenue of ₹ 3.889 Million as compared to last year’s total revenue of ₹ 1.820 Million showing an increase of 114% approximately. However, the Company was not engaged in much operations and the major share of income was from dividend and investments. The profit after tax has also increased to ₹ 1.903 Million from ₹ 0.627 Million of previous year. Your Directors are constantly endeavoring to enhance the profitability of the Company. The Company has adopted the adequate measures concerning the development and implementation of a Risk Management Policy after identifying the following elements of risks which in the opinion of the Board may threaten the very existence of the Company itself.

- a) Industry and Macroeconomic Risks
- b) Financial Market Risks
- c) Policy Risk
- d) Foreign Exchange Risks
- e) Interest Rate Risk
- f) Risks to Direct costs
- g) Competition Risk
- h) Legal Risks
- i) Environmental law Risks
- j) Compliance Risks

**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.

**FOR & ON BEHALF OF THE BOARD**

**Place: Hyderabad**  
**Dated: 30<sup>th</sup> May, 2017**

**Murali Kanuri**  
**Director**  
**00897402**

**Shantha Prasad Challa**  
**Director**  
**00962582**

## INDEPENDENT AUDITOR'S REPORT

**To the Members of UNIJOPLY INVESTMENTS COMPANY LIMITED**

### *Report on the Financial Statements*

We have audited the accompanying financial statements of **UNIJOPLY INVESTMENTS COMPANY LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, 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.

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, 2017;
- 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, 2016 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

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 Section 143 (3) (i) of the Companies Act, 2013, we have given in Annexure – 2, the report on Internal Financial Controls over Financial Reporting.
3. 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 – 3, a statement on the matters specified in paragraphs 3 and 4 of the said Directions.
4. 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, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, 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
- iii. The Company has no amounts required to be transferred, to the Investor Education and Protection Fund during the year under audit.
- iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management.

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

*HYDERABAD  
May 30, 2017*

*N.V.S.SRIKRISHNA  
Partner  
M.No.025139*

***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.
- 1.3. As the Company does not have any immovable properties, paragraph 3(iii) of the Order is not applicable.
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, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the sub-clauses (a), (b) and (c) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and security attracted by provisions of Section 185 and 186 of the Companies Act, 2013.
5. According to the information and explanations given to us, the Company has not accepted any deposits in terms of the directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 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 is generally regular in depositing undisputed statutory dues during the year, wherever applicable, including income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues 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 outstanding as at March

31, 2017 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 or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute.
8. According to the information and explanations given to us, there are no loans or borrowing from financial institutions, bank, government or dues to debenture holders. Thus, paragraph 3(viii) of the Order is not applicable.
9. During the year under review, the Company has not raised any money by way of initial public offer, further public offer, or term loans and hence the reporting requirement on the purpose of application of the same is not warranted.
10. According to the information and explanations given to us and based upon the audit procedures performed by us, no fraud by the Company or on the Company committed by its officers or employees has been noticed or reported during the year.
11. According to the information and explanations given to us and based upon the audit procedures performed by us, the Company neither paid nor provided for any remuneration during the year. Thus, paragraph 3(xi) of the Order is not applicable.
12. As the Company is not a Nidhi Company in terms of the provisions of the Companies Act, 2013 read with Nidhi Rules, 2014, the matters to be reported under clause (xii) are not applicable.
13. The Company has complied with the provisions of Section 177 and 188 of the Companies Act, 2013, wherever applicable. In our opinion, the details as required by the applicable accounting standards have been disclosed in the financial statements for the year under review.
14. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Hence, reporting requirement on compliance with Section 42 of the Companies Act, 2013 and purpose of application of the funds so raised is not applicable.
15. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him and hence, reporting requirement on compliance with the provisions of Section 192 of the Companies Act, 2013 is not applicable.

16. According to the information and explanations given to us, 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.

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

*HYDERABAD  
May 30, 2017*

*N.V.S.SRIKRISHNA  
Partner  
M.No.025139*

***ANNEXURE – 2 TO THE INDEPENDENT AUDITOR’S REPORT:***

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”):**

We have audited the internal financial controls over financial reporting of **UNIJOLLY INVESTMENTS COMPANY LIMITED** (“the Company”) as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design

and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- 1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

*HYDERABAD  
May 30, 2017*

*N.V.S.SRIKRISHNA  
Partner  
M.No.025139*

***ANNEXURE- 3 TO THE INDEPENDENT AUDITORS' REPORT:***

***(Referred to in Paragraph 3 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, 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 is not a NBFC-MCI as defined the Non-Banking Financial Company – Micro Finance Institutions ((Reserve Bank) Directions, 2011 with reference to the business carried on it during the financial year under review
4. 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.
5. According to the information and explanations given to us, the Board of Directors have passed a resolution for non-acceptance of public deposits.
6. According to the information and explanations furnished to us, the Company has not accepted any deposits from the public during the year under report.
7. 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 as applicable in terms of Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 and Non-Systemically Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 in accordance with Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015, does not arise.

8. 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, 2015.
9. 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, 2017***

***N.V.S.SRIKRISHNA  
Partner  
M.No.025139***

## BALANCE SHEET AS AT MARCH 31, 2017

	Note No.	31/03/2017 ₹	31/03/2016 ₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. SHAREHOLDERS' FUNDS</b>			
a. Share Capital	1	2,000,000	2,000,000
b. Reserves and Surplus	2	17,954,097	16,050,137
		<b>19,954,097</b>	18,050,137
<b>2. CURRENT LIABILITIES</b>			
a. Trade Payables	3	38,000	37,900
b. Other Current Liabilities	4	17,978	7,428
c. Short Term Provisions	5	10,000	-
		<b>65,978</b>	45,328
<b>TOTAL</b>		<b>20,020,075</b>	18,095,465
<b>II. ASSETS</b>			
<b>1. NON-CURRENT ASSETS</b>			
a. Fixed Assets			
- Tangible Assets	6	41,593	48,599
b. Non-Current Investments	7	17,917,446	17,575,497
c. Long Term Loans and Advances	8	559,959	436,866
		<b>18,518,998</b>	18,060,962
<b>2. CURRENT ASSETS</b>			
a. Cash and Cash Equivalents	9	28,130	34,503
b. Short Term Loans and Advances	10	1,472,947	-
		<b>1,501,077</b>	34,503
<b>TOTAL</b>		<b>20,020,075</b>	18,095,465

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  
DIN: 00897402

C SHANTHA PRASAD  
Director  
DIN: 00962582

N.V.S.SRIKRISHNA  
Partner  
M.No. 025139

Hyderabad  
May 30, 2017

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

	Note No.	31/03/2017 ₹	31/03/2016 ₹
<b>REVENUE</b>			
1. Revenue from Operations	11	60,716	319,515
2. Other Income	12	3,828,390	1,500,868
<b>3. Total Revenue</b>		<b>3,889,106</b>	<b>1,820,383</b>
<b>EXPENSES</b>			
a. Loss on derivative transactions		1,319,795	540,445
b. Employee Benefit Expense	13	109,500	106,620
c. Depreciation	6	18,704	8,137
d. Other Expenses	14	527,931	537,586
<b>4. Total Expenses</b>		<b>1,975,930</b>	<b>1,192,788</b>
<b>5. Profit Before Tax</b>		<b>1,913,176</b>	<b>627,595</b>
<b>6. Tax Expense</b>			
a. Current Tax		134,000	-
Less: MAT Credit Entitlement		124,783	-
Net Current Tax		9,217	-
b. Tax Pertaining to Earlier Years		-	-36
c. Deferred Tax		-	-
		9,217	-36
<b>7. NET PROFIT FOR THE YEAR AFTER TAXES</b>		<b>1,903,959</b>	<b>627,631</b>
<b>8. Earnings Per Share</b>			
Face Value ₹ 10/- per share Basic and Diluted		9.52	3.14

Refer to accompanying Notes to Financial Statements

*For C K S Associates  
Chartered Accountants  
FRN 007390S*

*C. KRISHNA BABU  
Partner  
M.No. 025139*

*For and on behalf of the Board of Directors*

*MURALI D KANURI  
Director  
DIN: 00897402*

*C SHANTHA PRASAD  
Director  
DIN: 00962582*

*Hyderabad  
May 30, 2017*

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

	31/03/2017	31/03/2016
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Profit / (Loss) before tax and extraordinary items	1,913,176	627,595
Adjustments for :		
Depreciation	18,704	8,137
Profit on sale of shares and Units	-2,589,714	-99,904
Dividend income	-1,238,676	-1,400,962
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>-1,896,510</b>	<b>-865,134</b>
(Increase) / Decrease in Loans & advances	-1,596,040	390,000
(Increase) / Decrease in Sundry debtors	-	-
Increase / (Decrease) in sundry creditors	100	428
Increase / (Decrease) in Other Current Liabilities	10,550	7,040
Increase/(Decrease) in Short term Provisions	10,000	-408,000
	<b>-1,575,390</b>	<b>-10,532</b>
<b>CASH GENERATED FROM OPERATIONS</b>	<b>-3,471,900</b>	<b>-875,666</b>
Income Tax	9,217	-36
<b>CASH FLOW BEFORE EXTRA-ORDINARY ITEMS</b>	<b>-3,481,117</b>	<b>-875,630</b>
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>	<b>-3,481,117</b>	<b>-875,630</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of shares	-9,143,111	-442,667
Purchase of mutual funds	-12,390,000	-2,100,000
Purchase of fixed asset	-	-
Interest received	-	-
Dividend received	1,238,676	1,400,962
Sale of fixed assets	-	-
Sale of shares	13,955,219	1,074,687
Sale of mutual fund	9,825,658	1,004,092
Purchase of Assets	-11,698	-50,132
	<b>3,474,744</b>	<b>886,942</b>
<b>NET CASH FROM INVESTING ACTIVITIES (B)</b>	<b>3,474,744</b>	<b>886,942</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds from issuance of share capital	-	-
Proceeds from long term borrowings	-	-
Repayment from long term borrowings	-	-
Interest paid	-	-
Dividend paid	-	-
	<b>-</b>	<b>-</b>
<b>NET CASH USED IN FINANCE ACTIVITIES ( C)</b>	<b>-</b>	<b>-</b>
<b>D. NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (D=A+B+C)</b>	<b>-6,373</b>	<b>11,312</b>
<b>E. CASH AND CASH EQUIVALANTS AT BEGINNING OF PERIOD</b>	<b>34,503</b>	<b>23,194</b>
<b>F. CASH AND CASH EQUIVALANTS AT END OF PERIOD (F=D+E)</b>	<b>28,130</b>	<b>34,503</b>

For C K S Associates  
Chartered Accountants  
FRN 007390S

For and on behalf of the Board of Directors

MURALI D KANURI  
Director  
DIN: 00897402

C SHANTHA PRASAD  
Director  
DIN: 00962582

N.V.S.SRIKRISHNA  
Partner  
M.No. 025139

Hyderabad  
May 30, 2017

## **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 and when earned or incurred.

Sale/purchase of Mutual Fund units is recognised on transfer of ownership.

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 Non-Current Investments. Current Investments are stated at lower of cost and fair value. Non-Current 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**

	31/03/2017 ₹	31/03/2016 ₹
<b>Authorised Capital:</b> 200,000 Equity shares of Rs.10 Par Value	<b>2,000,000</b>	2,000,000
	<b>2,000,000</b>	2,000,000
<b>Issued, Subscribed and Paid-up Capital</b> <i>At the beginning and at the close of the year</i> 200,000 Equity shares of Rs. 10 Par Value fully paid up	<b>2,000,000</b>	2,000,000
	<b>2,000,000</b>	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	31/03/2017		31/03/2016	
		No. of Shares	% of holding	No. of Shares	% of holding
1.	Mommaneni Radha	20,000	10.00	20,000	10.00
2.	Ram Mohan Mummaneni	20,000	10.00	-	-
3.	Kanuri Family Trust	67,943	33.97	47,943	23.97

**2. RESERVES AND SURPLUS**

a. Surplus			
As per last Balance Sheet	<b>12,448,718</b>	11,946,613	
Add : Profit for the year	<b>1,903,959</b>	627,631	
Less: Appropriations			
Transfer to Reserve fund	<b>380,792</b>	125,527	
Balance in Profit and loss account	<b>13,971,885</b>	12,448,717	
b. General Reserve			
As per last Balance Sheet	<b>1,013,324</b>	1,013,324	
Add: Transfer during year			
	<b>1,013,324</b>	1,013,324	
b. Reserve fund			
As per last Balance Sheet	<b>2,588,096</b>	2,462,569	
Add: Transfer during year	<b>380,792</b>	125,527	
	<b>2,968,888</b>	2,588,096	
Balance carried forward to next year	<b>17,954,097</b>	16,050,137	

**3. TRADE PAYABLE**

Trade Payable	<b>38,000</b>	37,900
	<b>38,000</b>	37,900

**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	<b>17,978</b>	7,428
	<b>17,978</b>	7,428

**5. SHORT TERM PROVISIONS**

Provision for tax (Net)	<b>10,000</b>	-
	<b>10,000</b>	-

## 6. FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01/04/2016	Additions during the year	Deductions during the year	Total as on 31/3/2017	Upto 01/04/2016	For the year	Deductions	Total upto 31/3/2017	As at 31/3/2017	As at 31/3/2016
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
<b>TANGIBLE ASSETS</b>										
1. Office Equipment	14,143	-	-	<b>14,143</b>	1,882	2,687	-	<b>4,569</b>	<b>9,574</b>	12,261
2. Computers	42,600	11,698		<b>54,298</b>	6,262	16,017		<b>22,279</b>	<b>32,019</b>	36,338
<b>TOTAL</b>	<b>56,743</b>	<b>11,698</b>	-	<b>68,441</b>	<b>8,144</b>	<b>18,704</b>	-	<b>26,848</b>	<b>41,593</b>	<b>48,599</b>
Previous Year Total	6,610	50,133	-	56,743	7	8,137	-	8,144	48,599	6,603

**7. NON CURRENT INVESTMENTS**

			31/03/2017	31/03/2016
			₹	₹
<b>Trade Investments - At Cost:</b>				
<b>A. Quoted: At Cost in Equity Instruments</b>				
	Qty	Face value		
Amara Raja Batteries Ltd	20,300 (20300)	1	<b>62,589</b>	62,589
Cummins India Ltd	Nil (5920)	2	-	4,718,749
Lakshmi Finance & Industrial Corporation Ltd.	296,060 (296060)	10	<b>2,920,418</b>	2,920,418
HBL Power Systems Ltd.	75,500 (178000)	1	<b>680,324</b>	3,174,377
Nelcast Ltd.	214,190 (197040)	2	<b>5,172,993</b>	4,053,490
Tube Investment Ltd	9,000 (9000)	2	<b>1,359,474</b>	1,359,474
Repcos Home Finance Ltd	6,000 Nil	10	<b>3,901,648</b>	-
<b>B. Unquoted: At Cost in Equity Instruments</b>				
Andhra Printers Ltd	Nil (1100)	100	-	106,400
<b>C. Quoted: At Cost in Mutual Funds</b>				
HSBC Ultra short term Bond fund Growth	266,770 (88,986)		<b>3,820,000</b>	1,180,000
			<b>17,917,446</b>	17,575,497

**Disclosures:****Quoted Investments**

1. Aggregate value	<b>17,917,446</b>	17,469,097
2. Market value	<b>65,848,528</b>	55,345,166

**Unquoted Investments**

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

**8. LONG TERM LOANS & ADVANCES**

<b>Unsecured, Considered Good:</b>		
Other loans and advances	<b>19,999</b>	21,689
MAT credit entitlement	<b>539,960</b>	415,177
	<b>559,959</b>	436,866

**9. CASH AND CASH EQUIVALENTS**

Balances with banks	<b>25,850</b>	29,276
Cash on hand	<b>2,280</b>	5,227
	<b>28,130</b>	34,503

**10. SHORT TERM LOANS AND ADVANCES**

	31/03/2017 ₹	31/03/2016 ₹
<b>Unsecured, Considered Good:</b>		
Advances recoverable in Cash or Kind	<b>1,472,947</b>	-
	<b>1,472,947</b>	-

**11. OTHER OPERATING REVENUES**

	31/03/2017 ₹	31/03/2016 ₹
Income from derivatives transactions	<b>60,716</b>	319,515
	<b>60,716</b>	319,515

**12. OTHER INCOME**

Dividend	<b>1,238,676</b>	1,400,962
Profit on sale of investments (net)	<b>2,589,714</b>	99,906
	<b>3,828,390</b>	1,500,868

**13. EMPLOYEE BENEFIT EXPENSES**

Salaries	<b>109,500</b>	106,620
	<b>109,500</b>	106,620

**14. OTHER EXPENSES**

Auditors' remuneration	<b>23,000</b>	22,900
Rent, rates and taxes	<b>69,050</b>	92,532
Listing expenses	<b>303,863</b>	290,783
Printing and stationery	<b>4,100</b>	4,718
Motor car expenses	<b>8,079</b>	8,390
Postage and telephone	<b>9,431</b>	8,311
Books & Periodicals	<b>3,510</b>	1,352
Legal & Professional	<b>41,000</b>	45,000
Miscellaneous expenses	<b>65,898</b>	63,600
	<b>527,931</b>	537,586

15. 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.
16. 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.
17. 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.
18. Earnings per share:

	2016-17	2015-16
Profit/(Loss) after taxes and exceptional items ₹	19,08,960	627,633
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 ₹	9.54	3.14

19. 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.
20. Foreign Exchange:  
Earnings in foreign currency: ₹ NIL (Previous Year ₹ NIL)  
Expenditure in foreign currency: ₹ NIL (Previous Year ₹ NIL)
21. 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. Proton Investments Private Ltd.
- Key management personnel:
1. Sri Murali D. Kanuri
  2. Smt. C. Shantha Prasad

b) Transactions with related parties: ₹

Nature of Transaction	Name of the Related Party	2016-17	2015-16
Lease Rent Payment	Proton Investments Private Ltd	60,000	60,000

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

₹

	2016-17	2015-16
a. Payments to Statutory Auditors (Excluding Service tax)		
- As Auditors	20,000	20,000

23. Detail of Specified Bank Notes (SBN) held and transacted during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016 :

₹

Particulars	Specified Bank Notes	Other denomination Notes	Total
Closing Cash in hand as on November 08, 2016	5,000	236	5,236
Add:- Permitted Receipts	-	60,000	60,000
Less:- Permitted Payments	-	23,500	23,500
Less Amount Deposited in Banks	5,000	15,000	20,000
Closing Cash in hand as on December 30, 2016	-	21,736	21,736

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*

*N.V.S.SRIKRISHNA*  
*Partner*  
*M.No.025139*

*MURALI D KANURI*  
*Director*  
*DIN: 00897402*

*Hyderabad*  
*May 30, 2017*

*C SHANTHA PRASAD*  
*Director*  
*DIN: 00962582*

# UNIJOPLY INVESTMENTS COMPANY LIMITED

CIN L99999MH1981PLC024869

Registered Office: 805, 8<sup>th</sup> 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 35th Annual General Meeting of the company, to be held on Monday, the 10th day of July, 2017 at 03:00 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
<b>ORDINARY BUSINESS</b>			
1.	To receive, consider and adopt the Balance Sheet of the Company as at 31st March, 2017 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 Sri Murali Kanuri, (DIN: 00897402) who retires by rotation and being eligible, offers himself for reappointment.		
3.	<p>To appoint Auditors and to fix their remuneration and in this regard, pass the following resolution, with or without modification as an Ordinary Resolution:</p> <p><b>“RESOLVED THAT</b> the appointment of M/s G. Nagendra Sundaram &amp; Co (FRN 005355S), Chartered Accountants, Hyderabad, as Auditors as recommended by the Board of Directors in place of the existing auditors, M/s C K S Associates due to unwillingness expressed by the existing auditors pursuant to the provisions of Section 139(9) and other applicable provisions of the Companies Act, 2013 including the statutory modification thereto, if any, be and is hereby approved by the members in this meeting to hold office until the conclusion of the 40th Annual General Meeting at such remuneration as may be determined by the Board of Directors in consultation with the Auditor.”</p>		

Signed \_\_\_\_\_ this day of \_\_\_\_\_ 2017

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, 8<sup>th</sup> 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 35th Annual General Meeting of the Company held on Monday, the 10th day of July, 2017 at 03:00 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

--	--	--	--	--	--

*If undelivered, please return to:*

**UNIJOPLY INVESTMENTS COMPANY LIMITED**

Registered Office:

805, 8<sup>th</sup> Floor, Maker Chamber V,

Nariman Point,

Mumbai – 400 021.