

UNIJOPLY INVESTMENTS COMPANY LIMITED

Admn Office: 1C, 1st Floor, Uma Enclave, Road No.9, Banjara Hills,
Hyderabad – 500 034 Ph: 040-23356000

Date: 10.08.2019

To,

The General Manager
Corporate Relations Department
BSE Limited
Phiroze Jeejeebhoy towers
Dalal street
Mumbai- 400001

Dear Sir/Madam,

Sub: Submission of Annual Report for the financial year 2018-19

Ref: Our Scrip Code: 503671


Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we here with submit the Annual Report of our Company for the financial year 2018-19.

Please take the same on your record.

Thanking You,

Yours Truly,

For UNIJOPLY INVESTMENTS COMPANY LIMITED



KAMESWARA SARMA CHAVALI
DIRECTOR
DIN: 06933900

37th ANNUAL REPORT

UNIJOLLY INVESTMENTS COMPANY LIMITED

2018-19

UNIJOLLY INVESTMENTS COMPANY LIMITED

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sri Prasad Reddy Kasu	- Independent Director
Sri Kameswara Sharma Chavali	- Independent Director
Smt C. Shantha Prasad	- Director
Sri Krishna Babu Cherukuri	- Director
Ms. Soumya Challa	- CEO
Mr. Cumsali Venkateshwarlu	- CFO

AUDITORS:

M/s G. Nagendrasundaram & Co.
Chartered Accountants
Flat No. B-502, Pasha Court,
6-3-680, Somajiguda,
Hyderabad – 500082

REGISTRARS & SHARE TRANSFER AGENTS

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

REGISTERED OFFICE:

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

ADMINISTRATIVE OFFICE:

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

UNIJOLLY INVESTMENTS COMPANY LIMITED

CIN: L99999MH1981PLC024869

Regd. Off: Flat No. 805, 8th Floor, Maker Chambers V,
Nariman Point, Mumbai – 400024Contact: 040-23356000 Email: officebanjara@gmail.com

NOTICE

NOTICE is hereby given that **37th Annual General Meeting of Unijolly Investments Company Limited** will be held on Monday, 23rd day of September 2019 at 03:00 p.m. at the Registered Office of the Company at 805, 8th Floor, Makers Chambers V, Nariman Point, Mumbai -400 021 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet of the Company as at 31st March 2019, the Statement of Profit and Loss, Cash Flow Statement for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Krishna Babu Cherukuri (DIN: 00993286) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. *To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:*

“RESOLVED THAT pursuant to Sections 149, 150, 152 and 161 of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, the consent of the members be and is hereby accorded for re-appointment of Mr. Prasad Reddy Kasu (DIN: 00246457) as a Non-Executive Independent Director in the Board of Directors of the Company for a term of five consecutive years whose period of office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be authorised to fix the sitting fees and any commissions payable to such independent director.”

4. *To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:*

“RESOLVED THAT pursuant to Sections 149, 150, 152 and 161 of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, the consent of the members be and is hereby accorded for re-appointment of Mr. Kameswara Sarma Chavali (DIN: 06933900) as a Non-Executive Independent Director in the Board of Directors of the Company for a term of five consecutive years whose period of office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be authorised to fix the sitting fees and any commissions payable to such independent director.”

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

BY ORDER OF THE BOARD

Date: 30th May 2019

**Challa Shantha Prasad
Director
DIN: 00746477**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM MAY APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than 48 (forty-eight) hours before commencement of the AGM. A Proxy form is annexed to the Annual Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding 50 (fifty) in number and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital carrying voting rights may appoint single person as a proxy and such person shall not act as proxy for any other member. A Proxyholder shall prove his identity at the time of attending the Meeting. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signature(s) of those representative(s) authorized under the said resolution to attend and vote on their behalf at the AGM.
2. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of business to be transacted at the Annual General Meeting (AGM), as set out under Item No(s). 3 and 4 above and the relevant details of the Directors seeking re – appointment under Item No(s). 2, 3 and 4 above as required by Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.
3. Members are requested to notify change of address, if any, to the company’s registered office at Mumbai or to corporate office at 1C, 1st Floor, Uma Enclave, Road No.9, Banjara Hills, Hyderabad – 500 034.
4. 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.
5. The Register of members and share transfer books of the Company will be closed from 17/09/2019 to 23/09/2019 (both days inclusive).
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.

7. 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. SEBI vide its circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 requires Companies to take special efforts through their RTAs to collect copy of PAN, and bank account details of all securities holders holding securities in physical form. The necessary compliances in this regard as to sending letters to shareholders for collecting details are in progress.
8. SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1st April 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares. SEBI vide Press Release dated 27th March 2019 has clarified that the share transfer deed(s) once lodged prior to the deadline of 31st March 2019 and returned due to deficiency in documents submitted, may be re-lodged for transfer.
9. 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 2018-19 as circulated to the members of the Company is also available on the website of the Company **www.unijollyinvestments.com**

10. Voting for transaction of Business:

A. 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 20th September 2019 and ends at 5:00 P.M. on 22nd September 2019. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Instructions and information relating to e-voting are as follows:

INSTRUCTIONS

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-Services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 111265 then User ID is 111265001***

5. Your password details are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the.pdf file is your 8-digit client ID for NSDL account or folio number for shares held in physical form. The.pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your registered address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company which is 111265.

4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kartiknagi@gmail.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
 4. The facility of e-Voting shall also be made available at the AGM venue for the members who have not cast their votes earlier.
- B. Members who have cast their votes by remote e-Voting prior to the AGM may also attend the Meeting but they shall not be entitled to cast their vote again.
- C. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e. 16th September 2019.
- D. 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.

- E. 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 electronic voting for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- F. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.unijollyinvestments.com/> and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited.
- G. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 3**

Pursuant to Section 149(4) of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other relevant provisions, appointment of Independent Directors is required on the Board of the Company.

Dr. K.P. Reddy, aged 70 years, (DIN 00246457) is a renowned ophthalmologist and is a member of Indian Medical Association, Royal College of Ophthalmologists, UK, American Academy of Ophthalmologists and many others professional bodies. He is a visionary of high repute with social responsibility being the core of his pursuit and thrives to maximize his vision through constant research and development and has been a pioneer in introducing technological advancements in his area of practice. He is the chairman of a super specialty eye care hospital in Hyderabad which is India's first Lasik Centre. He has already been serving as Independent Director of the Company since September 2014. His tenure as Independent Director is expiring and hence it is proposed to re-appoint him as Independent Director for another term of five years pursuant to sub-sections (10) and (11) of Section 149 of Companies Act 2013.

The Board of Directors is of the opinion that he possesses appropriate balance of skills, experience and knowledge for being re-appointed as an independent director on the Board of the Company and enable the Board to discharge its function and duties effectively.

He is not holding any shares of the Company. It may be noted that Dr. K.P. Reddy is not disqualified from being appointed as Director in terms of Section 164 and has given a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 to act as an Independent Director of the Company.

The Board of Directors recommends the resolution for the approval of the shareholders as a Special Resolution as required under sub-section (10) of Section 149 of Companies Act 2013.

None of the Directors, Key Managerial Personnel or relatives of Directors or Key Managerial personnel have any interest financial or otherwise in the said resolution.

Item No. 4

Pursuant to Section 149(4) of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other relevant provisions, appointment of Independent Directors is required on the Board of the Company.

Mr. C. Kameswara Sharma, aged 62 years, (DIN 06933900) is a Graduate in Commerce from Andhra University and Fellow Member of the Institute of Chartered Accountants of India. He has been practicing as a Chartered Accountant and has been associated with the Pharma and Engineering Companies as Management Consultant. He has over 20 years' experience in audit, taxation and corporate finance. He has already been serving as Independent Director of the Company since September 2014. His tenure as Independent Director is expiring and hence it is proposed to re-appoint him as Independent Director for another term of five years pursuant to sub-sections (10) and (11) of Section 149 of Companies Act 2013.

On the basis of his all-around experience in the field of Management, audit, taxation and corporate finance, the Board of Directors is of the opinion that he possesses appropriate balance of skills, experience and knowledge for being re-appointed as an independent director on the Board of the Company and enable the Board to discharge its function and duties effectively.

He is not holding any shares of the Company. It may be noted that Mr. C. Kameswara Sharma is not disqualified from being appointed as Director in terms of Section 164 and has given a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 to act as an Independent Director of the Company.

The Board of Directors recommends the resolution for the approval of the shareholders as a Special Resolution as required under sub-section (10) of Section 149 of Companies Act 2013.

None of the Directors, Key Managerial Personnel or relatives of Directors or Key Managerial personnel have any interest financial or otherwise in the said resolution.

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

BY ORDER OF THE BOARD

Date: 30th May 2019

**Challa Shantha Prasad
Director
DIN: 00746477**

ANNEXURE

Details of Director seeking re-appointment at the Annual General Meeting
(Pursuant to Regulation 36 of LODR, 2015)

Name of Director	Krishna Babu Cherukuri	Dr. Prasad Reddy Kasu	Kameswara Sarma Chavali
Date of Birth	20/09/1951	02/05/1949	05/04/1957
Original Date of Appointment	11/07/2017	30/09/2014	30/09/2014
Qualifications	Chartered Accountant	Ophthalmologist, Member of Indian Medical Association, Royal College of Ophthalmologists, UK, American Academy of Ophthalmologists	Chartered Accountant
Expertise in specific functional areas	Management, Accounting and Finance	Management, Social Works	Management, Audit, Taxation and Corporate Finance
Other Companies in which a Director	<ol style="list-style-type: none"> 1. Healthy Investments Limited 2. SSF Limited 3. Mackenna's Ventures Private Limited 	<ol style="list-style-type: none"> 1. Healthy Investments Limited 2. Aanyarayan Constructions Private Limited 3. 3Koll Concrete Solutions Private Limited 4. Nchant 3D Private Limited 	<ol style="list-style-type: none"> 1. Healthy Investments Limited
Chairman / Member of Committees of other Companies, in which a Member	<p>Member of the following committees in Healthy Investments Limited and SSF Limited:</p> <ol style="list-style-type: none"> 1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholders Relationship Committee 	<p>Member of the following committees in Healthy Investments Limited:</p> <ol style="list-style-type: none"> 1. Audit Committee 2. Nomination and Remuneration Committee- Chairman 3. Stakeholders Relationship Committee- Chairman 	<p>Member of the following committees in Healthy Investments Limited:</p> <ol style="list-style-type: none"> 1. Audit Committee- Chairman 2. Nomination and Remuneration Committee 3. Stakeholders Relationship Committee
Number of Shares held in the Company	Nil	Nil	Nil

DIRECTORS' REPORT

To
The Shareholders

Your Directors have pleasure in presenting the 37th Annual Report of your Company together with the audited statement of accounts for the year ended 31st March 2019.

1. FINANCIAL HIGHLIGHTS:

PARTICULARS	2018-19 (₹ In Mill)	2017-18 (₹ In Mill)
Profit before depreciation	1.262	5.557
Less: Depreciation	0.019	0.020
Profit before taxes	1.243	5.537
Less: Provision for current taxation	-	0.787
Less: Tax pertaining to earlier years	0.001	-
Add: MAT credit entitlement	-	0.730
Less: Provision for deferred taxation	-	-
Profit available for appropriation (A)	1.242	5.480
Other Comprehensive Income (B)	(7.889)	8.010
Total Comprehensive Income (A+B)	(6.647)	13.490
Transfer to Reserve fund	0.248	1.096
	0.994	4.384
Surplus brought forward from last year	18.355	13.971
Surplus carried to balance sheet	19.349	18.355

2. STATE OF COMPANY'S AFFAIRS:

During the year under review, the Company earned total revenue of ₹ 1.893 Million as compared to last year's total revenue of ₹ 6.238 Million due to decrease in income from sale of investments, being a major share of income of the company also a decline in revenue from derivatives. The downfall in revenue has led to reduction in net profits after tax from ₹ 5.480 Million to ₹ 1.242 Million. Your Directors are giving their best efforts for exploring more business opportunities so as to increase the growth and profitability of the Company in the years to come.

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 2018-19.

4. TRANSFER TO RESERVES:

The Company proposes to transfer ₹ 0.248 Million to Reserve Fund out of current year's profits.

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

Internal Financial Control Systems of the Company have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable Accounting Standards.

Your Company has adopted accounting policies which are in line with the Indian Accounting Standards notified under Section 133 of the Companies Act 2013 read together with the Companies (Indian Accounting Standards) Rules, 2015. These are in accordance with Generally Accepted Accounting Principles in India. Changes in policies, if any, are approved by the Audit Committee in consultation with the Statutory Auditors.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Krishna Babu Cherukuri (DIN: 00993286) Director of the Company, retires by rotation and being eligible, offers himself for reappointment.

Mr. Murali Kanuri resigned from the position of Director w.e.f. 15th April 2019.

Mr. Kameswara Sarma Chavali and Dr. Kasu Prasad Reddy are the Independent Directors on Board whose tenure as Independent Directors expires at the ensuing Annual General Meeting and whose re-appointment for five years has been proposed by the Board of Directors for the approval of members.

In accordance with the provisions of the Companies Act, 2013 read with the Rules issued thereunder, the Listing Regulations and the Articles of Association of the Company, the Independent Directors of the Company are not liable to retire by rotation.

Key Managerial Personnel:

The Company has appointed Ms. Soumya Challa as the CEO and Mr. Cumsali Venkateshwarlu as CFO w.e.f. 10th April 2019.

The Company is looking for a suitable candidate for the position of Company Secretary.

Annual Evaluation of Board's Performance:

In terms of the provisions of Section 134 of the Companies Act, 2013, the Directors carried out the annual performance evaluation of the Board, Committees of Board and individual Directors along with assessing the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

7. NUMBER OF BOARD AND AUDIT COMMITTEE MEETINGS HELD:

The Board of Directors and Audit Committee duly met 4 (Four) times during the Financial Year from 1st April 2018 to 31st March 2019 on the following dates:

1. 30/05/2018
2. 10/08/2018
3. 12/11/2018
4. 31/01/2019

The composition and category of Directors, their attendance at the Board Meetings and at the last AGM held during the FY 2018-19 are as follows:

Name of the Director	Category of the Director	Number of Board Meetings entitled to attend during the FY 2018-19	Number of Board Meetings attended during the FY 2018-19	Whether attended AGM held on 16/07/2018
Prasad Reddy Kasu DIN: 00246457	Independent Director	4	4	No
Murali Kanuri DIN: 00897402	Non-Executive	4	4	Yes
Shantha Prasad Challa DIN: 00962582	Non-Executive	4	4	Yes
Kameswara Sarma Chavali DIN: 06933900	Independent Director	4	4	Yes
Krishna Babu Cherukuri DIN: 00993286	Director	4	4	Yes

The Company complied with the provisions of the Companies Act, 2013, Secretarial Standards 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 2018-19, your Company has not accepted any deposits within the meaning of Sections 73 and 76 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

10. AUDITORS:

Statutory Auditors:

M/s G. Nagendra Sundaram & Co (FRN 005355S), Chartered Accountants, Hyderabad are the Statutory Auditors of the Company who were appointed in the 35th Annual General Meeting of the Company held on 10th July 2017 to hold office till the conclusion of the 40th Annual General Meeting. As per the newly enforced Section 40 of Companies (Amendment) Act, 2017 effective from 7th May 2018, the ratification of appointment of auditors is not required under Section 139 of the Companies Act 2013. M/s G. Nagendra Sundaram & Co have confirmed their eligibility and qualification required under Sections 139, 141 and other applicable provisions of the Companies Act 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

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-appointment of Company Secretary. The Directors have already given clarifications on the same in the report in point no. 6 above.

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. AUDIT COMMITTEE:

The Audit Committee reviews the audit reports submitted by the Statutory Auditors, financial results, Effectiveness of internal audit processes and the Company's risk management strategy. It reviews the Company's established Systems and the Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committee has been re-constituted with the following members:

Name of the Director	Position
C. Kameswara Sharma	Chairman
K.P. Reddy	Member
Krishna Babu Cherukuri	Member

The committee has been vested with the following roles and responsibilities:

- The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Examination of the financial statement and the auditors' report thereon;
- Approval or any subsequent modification of transactions of the company with related parties;

- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters.
- Any other responsibility as may be assigned by the board from time to time.
- Such other roles as specified under Part C of Schedule II of SEBI (LODR) Regulations 2015.

13. NOMINATION & REMUNERATION COMMITTEE:

Pursuant to the provisions of section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations 2015, the Company has constituted Nomination and Remuneration Committee with the following members:

1. Shri Kasu Prasad Reddy (Independent Director) – Chairman
2. Shri Krishna Babu Cherukuri (Director) - Member
3. Shri Kameswara Sarma Chavali (Independent Director) – Member

The Committee is authorised to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board a policy, relating to the remuneration for the directors, KMP and other employees.

The Committee is also authorized to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the board their appointment and removal and carry out evaluation of every directors' performance and perform such other roles as specified under Part D of Schedule II of SEBI (LODR) Regulations 2015.

14. STAKEHOLDERS RELATIONSHIP COMMITTEE:

In pursuance of the provisions of section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations 2015, the Board has constituted Stakeholders Relationship Committee with the following members:

1. Shri Kasu Prasad Reddy (Independent Director)– Chairman
2. Shri Krishna Babu Cherukuri (Director)- Member
3. Shri Kameswara Sarma Chavali (Independent Director)- Member

The committee shall look into various aspects of interest of shareholders, debenture holders and other security holders and perform such other roles as specified under Part D of Schedule II of SEBI (LODR) Regulations 2015.

15. 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 extract of the Annual Return as at March 31, 2019 is set out as **Annexure -B** and forms part of this report.

16. 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.

17. CORPORATE SOCIAL RESPONSIBILITY:

As the Company has not reached the threshold limits specified in section 135 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.

18. 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 inter alia 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.

19. 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.

20. RELATED PARTY TRANSACTIONS:

During the Financial Year 2018-19, the transactions entered into by the Company with related parties which are covered under Section 188 of the Companies Act, 2013 are only pertaining to lease rent payments, the details of which are provided in Note No. 20 of the notes to financial statements.

During the financial year 2018-19, there were no transactions with related parties which qualify as material transactions under the Listing Regulations.

21. 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.

22. LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the year 2019-20 to the Bombay Stock Exchange Limited, where the Company's Shares are listed.

23. 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.

24. 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.

25. RISK MANAGEMENT:

The company has been addressing various risks impacting the company and the policy of the company on risk management is provided in the Management Discussion and Analysis Report which forms part of the annual report.

26. DEMATERIALIZATION OF SHARES:

99.22% of the company's paid up Equity Share Capital is in dematerialized form as on 31st March 2019 and balance 0.78% is in physical form.

27. 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 2019, 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.

28. 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. The provisions of Section 186 of the Companies Act 2013 do not apply to the Company.

29. COMPLIANCE WITH THE CODE OF CONDUCT:

The members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management.

30. SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS:

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

FOR & ON BEHALF OF THE BOARD

Place: Hyderabad
Dated: 30th May 2019

Krishna Babu Cherukuri
Director
DIN: 00993286

Shantha Prasad Challa
Director
DIN: 00746477

Soumya Challa
Chief Executive Officer

ANNEXURE “A” TO THE BOARD’S REPORT

Form No.MR.3

Secretarial Audit Report(For the financial year ended 31st March 2019)

[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, 2019, 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, 2019 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 appointed a Company Secretary as the Compliance Officer 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 and Regulation 6(1) of SEBI (LODR) Regulations 2015.**

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. However, since 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, hence the Corporate Governance provisions pertaining to Regulation 17 (Composition of Board of Directors) of SEBI (LODR) Regulations 2015 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. 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: 30th May 2019

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: 30th May 2019

ANNEXURE “B” TO THE BOARD’S REPORT

EXTRACT OF ANNUAL RETURN – MGT 9

As on financial year ended on 31.03.2019

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L99999MH1981PLC024869
2.	Registration Date	27/07/1981
3.	Name of the Company	Unijolly Investments Company Limited
4.	Category/Sub-category of the Company	Company having Share Capital
5.	Address of the Registered office & contact details	Unijolly Investments Company Limited, 805, 8 th Floor, Makers Chambers V, Nariman Point, Mumbai -400 021 Ph. No: 040-23356000
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 (VCC IPL) 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	7.77%
2	Gain / (Loss) from Investments in Equity Shares and Dividend Income	64990	92.23%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

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

2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	10500	1557	12057	6.03	10500	1557	12057	6.03	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	40000	-	40000	20.00	40000	-	40000	20.00	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	50500	1557	52057	26.03	50500	1557	52057	26.03	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	50500	1557	52057	26.03	50500	1557	52057	26.03	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	198443	1557	200000	100	198443	1557	200000	100	NIL

B) Shareholding of Promoters-

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 Jagadish Prasad	10000	5.00	0	10000	5.00	0	NIL
4	K Vidya Devi	10000	5.00	0	10000	5.00	0	NIL
5	K. Harishchandra Prasad	10000	5.00	0	10000	5.00	0	NIL
6	Kanuri Invest & Exim LLP	10000	5.00	0	10000	5.00	0	NIL
7	K Rama Krishna Prasad	10000	5.00	0	10000	5.00	0	NIL
8	Challa Rajendra Prasad	10000	5.00	0	10000	5.00	0	NIL
9	Kanuri Family Trust	67943	33.97	0	67943	33.97	0	NIL
	TOTAL	147943	73.97	0	147943	73.97	0	NIL

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

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

D) Shareholding Pattern of top ten Shareholders:**(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mommaneni Radha				
	At the beginning of the year	20000	10	20000	10
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	20000	10	20000	10
2	Ram Mohan Mommaneni				
	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
3	K Satyavathi				
	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	G Sarada				
	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	Roopa Bhushan				
	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	Gokaraju Subba Raju				
	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	Dr. Madan Mohan Rao Vemulapalli				
	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	G Tanuja				
	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	V Rajani Rao				
	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	Tina Dilipkumar				
	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
1	C. Shantha Prasad				
	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

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 paid to the Directors for the Financial Year 2018-19.
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)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

FOR & ON BEHALF OF THE BOARD

Place: Hyderabad
Dated: 30th May 2019

Krishna Babu Cherukuri
Director
DIN: 00993286

Shantha Prasad Challa
Director
DIN: 00746477

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 ₹ 1.893 Million as compared to last year’s total revenue of ₹ 6.238 Million due to decrease in income from sale of investments, being a major share of income of the company also a decline in revenue from derivatives. The downfall in revenue has led to reduction in net profits after tax from ₹ 5.480 Million to ₹ 1.242 Million. Your Directors are giving their best efforts for exploring more business opportunities so as to increase the growth and profitability of the Company in the years to come. 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: 30th May 2019

Krishna Babu Cherukuri
Director
DIN: 00993286

Shantha Prasad Challa
Director
DIN: 00746477

UNIJOPLY INVESTMENTS COMPANY LIMITED

INDEPENDENT AUDITOR'S REPORT

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

Report on the Audit of Financial Statements

Qualified Opinion

We have audited the accompanying standalone financial statements of **UNIJOPLY INVESTMENTS COMPANY LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and statement of Cash Flows for the year then ended, and Notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the *Basis for Qualified Opinion* section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its Profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

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.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

UNIJOPLY INVESTMENTS COMPANY LIMITED

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Other Information

The Company's Board of Directors is responsible for the preparation of the other information. The other information obtained at the date of this auditor's report comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report and Shareholder's Information.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance 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, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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.

UNIJOLLY INVESTMENTS COMPANY LIMITED

In preparing the financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

UNIJOPLY INVESTMENTS COMPANY LIMITED

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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) of the Act, based on our audit 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, the Statement of Profit and Loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid said financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the Directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure -2".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, we report that the Company neither paid nor provided for any remuneration during the year.
 - h) 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 does not have any pending litigations which would impact its financial position.

UNIJOPLY INVESTMENTS COMPANY LIMITED

- ii. In our opinion and as per the information and explanations provided 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.

For G NAGENDRASUNDRAM & CO
Chartered Accountants
(FRN: 005355S)

HYDERABAD
May 30, 2019

G.NAGENDRASUNDRAM
Partner
M.No. 050283

UNIJOPLY INVESTMENTS COMPANY LIMITED

ANNEXURE - 1 TO THE INDEPENDENT AUDITORS' REPORT:

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

- 1.1. According to the information and explanations given to us, the Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- 1.2. According to the information and explanations given to us, 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. The Company does not have any immovable properties and as such, 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. According to the information and explanations given 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. According to the information and explanations given to us, the Company has not granted any loans nor has it made any investments or given any guarantee or security which are covered under the 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 including provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and service tax, cess and other statutory dues, as are applicable, with the appropriate authorities.

According to the information and explanations given to us, there are no arrears of outstanding statutory dues which have remained outstanding as at March 31, 2019 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 dispute.

UNIJOPLY INVESTMENTS COMPANY LIMITED

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. According to the information and explanations given to us, 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. According to the information and explanations given to us, in respect of the transactions with the related parties, 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.

UNIJOPLY INVESTMENTS COMPANY LIMITED

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 G NAGENDRASUNDARAM & CO
Chartered Accountants
FRN: 005355S

HYDERABAD
May 30, 2019

G. NAGENDRASUNDARAM
Partner
M.No. 050283

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 **UNIJOPLY INVESTMENTS COMPANY LIMITED** (“the Company”) as of March 31, 2019 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, 2019, 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 G NAGENDRASUNDRAM & CO
Chartered Accountants
(FRN: 005355S)

HYDERABAD
May 30, 2019

G.NAGENDRASUNDRAM
Partner
M.No. 050283

BALANCE SHEET AS AT MARCH 31, 2019

	Note No.	31-03-2019 ₹	31-03-2018 ₹
I. ASSETS			
1. NON-CURRENT ASSETS			
a. Property, Plant and Equipment	3	19,603	38,668
b. Financial Assets			
Investments	4	71,418,640	80,084,976
c. Other Non-Current Assets	5	1,290,711	1,290,711
		72,728,954	81,414,355
2. CURRENT ASSETS			
a. Financial Assets			
Cash and Cash Equivalents	6	29,151	29,062
b. Other Current Assets	7	2,008,564	-
		2,037,715	29,062
TOTAL		74,766,669	81,443,417
II. EQUITY AND LIABILITIES			
1. EQUITY			
a. Equity Share Capital	8	2,000,000	2,000,000
b. Other Equity	9	72,728,305	79,375,746
		74,728,305	81,375,746
2. CURRENT LIABILITIES			
a. Financial Liabilities			
Trade Payables	10	38,000	38,000
b. Other Current Liabilities	11	364	19,156
c. Current Tax Liability (Net)	12	-	10,515
		38,364	67,671
TOTAL		74,766,669	81,443,417

Refer to Accompanying Notes to Financial Statements

For G NAGENDRASUNDARAM & CO
Chartered Accountants
FRN: 005355S

For and on behalf of the Board of Directors

G. NAGENDRASUNDARAM
Partner
M.No. 050283

KRISHNA BABU CHERUKURI
Director
DIN: 00993286

C SHANTHA PRASAD
Director
DIN: 00746477

Hyderabad
May 30, 2019

CHALLA SOUMYA
Chief Executive Officer

C VENKATESHWARLU
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

	Note No.	31-03-2019 ₹	31-03-2018 ₹
REVENUE			
1. Revenue from Operations	13	147,259	713,417
2. Other Income	14	1,745,879	5,525,241
3. Total Revenue		1,893,138	6,238,658
EXPENSES			
a. Employee Benefit Expense	15	126,000	117,000
b. Depreciation	3	19,065	20,122
c. Other Expenses	16	504,383	564,276
4. Total Expenses		649,448	701,398
5. Profit Before Tax		1,243,690	5,537,260
6. Tax Expense			
a. Current Tax		-	787,877
Less: MAT Credit Entitlement		-	730,752
Net Current Tax		-	57,125
b. Tax Pertaining to Earlier Years		1,430	-
c. Deferred Tax		-	-
		1,430	57,125
7. NET PROFIT FOR THE YEAR AFTER TAXES		1,242,260	5,480,135
8. Other Comprehensive Income ('OCI')			
(i) Items that will not be reclassified to Profit or Loss			
Fair Value changes on Equity Instruments through OCI		(7,889,701)	8,010,432
9. Total Comprehensive Income for the Year (7+8)		(6,647,441)	13,490,567
10. Earnings Per Share			
Face Value ₹ 10/- per share Basic and Diluted		(33.24)	67.45

Refer to accompanying Notes to Financial Statements

For G NAGENDRASUNDARAM & CO
Chartered Accountants
FRN 007390S

For and on behalf of the Board of Directors

G. NAGENDRASUNDARAM
Partner
M.No. 050283

KRISHNA BABU CHERUKURI
Director
DIN: 00993286

C SHANTHA PRASAD
Director
DIN: 00746477

Hyderabad
May 30, 2019

CHALLA SOUMYA
Chief Executive Officer

C VENKATESHWARLU
Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

	31-03-2019	31-03-2018
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Profit / (Loss) before tax and extraordinary items	1,243,690	5,537,260
Adjustments for :		
Depreciation	19,065	20,122
Profit on sale of shares and Units	(122,704)	(4,122,735)
Dividend income	(1,623,175)	(1,402,506)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(483,124)	32,141
(Increase) / Decrease in Other current Assets	(2,008,564)	1,472,947
(Increase) / Decrease in Other Non Current Assets	-	(730,752)
Increase / (Decrease) in sundry creditors	-	-
Increase / (Decrease) in Other Current Liabilities	(18,792)	1,178
Increase/(Decrease in Provisions	(10,515)	515
	(2,037,871)	743,888
CASH GENERATED FROM OPERATIONS	(2,520,995)	776,029
Income Tax	1,430	57,125
NET CASH FROM OPERATING ACTIVITIES (A)	(2,522,425)	718,904
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of shares	(822,639)	(12,534,222)
Purchase of mutual funds	(5,653,022)	(7,244,982)
Purchase of fixed asset	-	(17,197)
Interest received	-	-
Dividend received	1,623,175	1,402,506
Sale of fixed assets	-	-
Sale of shares	-	8,500,923
Sale of mutual fund	7,375,000	9,175,000
NET CASH FROM INVESTING ACTIVITIES (B)	2,522,514	(717,972)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from issuance of share capital	-	-
Proceeds from long term borrowings	-	-
Repayment from long term borrowings	-	-
Interest paid	-	-
Dividend paid	-	-
NET CASH USED IN FINANCE ACTIVITIES (C)	-	-
D. NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (D=A+B+C)	89	932
E. CASH AND CASH EQUIVALANTS AT BEGINNING OF PERIOD	29,062	28,130
F. CASH AND CASH EQUIVALANTS AT END OF PERIOD (F=D+E)	29,151	29,062

For G NAGENDRASUNDARAM & CO
Chartered Accountants
FRN: 005355S

For and on behalf of the Board of Directors

G. NAGENDRASUNDARAM
Partner
M.No. 050283

KRISHNA BABU CHERUKURI
Director
DIN: 00993286

C SHANTHA PRASAD
Director
DIN: 00746477

Hyderabad
May 30, 2019

CHALLA SOUMYA
Chief Executive Officer

C VENKATESHWARLU
Chief Financial Officer

1. BASIS OF PREPARATION AND MEASUREMENT

a. Statement of Compliance

The financial statements as at and for the year ended March 31, 2019 have been prepared in accordance with Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

b. Accounting Convention and Basis of Measurement

The financial statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

- i. Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments)

c. Functional and Presentation Currency

The financial statements are presented in Indian rupees, which is the functional currency of the company and the currency of the primary economic environment in which the company operates. All financial information presented in full Indian rupees and decimals have been rounded to the nearest rupee except share and earning per share data.

d. Use of Judgements, Estimates and Assumptions

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities and assets. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Information about critical judgements in applying accounting policies, as well as estimates and assumptions in respect of the following areas, that have most significant effect to the carrying amounts within the next financial year are included in the relevant notes.

- i) Useful lives of property, plant, equipment and intangibles
- ii) Measurement and likelihood of occurrence of provisions and contingencies
- iii) Recognition of deferred tax assets.

e. Operating Cycle

Based on the nature of products/ activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

f. Fair Value Measurements

The Company measures quoted financial instruments at fair value on initial recognition and at each balance sheet date.

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i. In the principal market for the asset or liability or
- ii. In the absence of a principal market, in the most advantageous market for the asset or liability.

2. SIGNIFICANT ACCOUNTING POLICIES

a. Property Plant and Equipment:

- i. Property Plant and Equipment are measured at cost less accumulated depreciation and impairment losses.
- ii. The cost of property, plant and equipment includes those incurred directly for the construction or acquisition of the asset, and directly attributable to bringing it to the location and condition necessary for it to be capable of operating in the manner intended by the management and includes the present value of expected cost for dismantling/ restoration wherever applicable.
- iii. Depreciation on tangible assets is provided under straight line method over the useful life of assets specified in Part C of Schedule II to the Companies Act, 2013 and manner specified therein.

b. Impairment of Asset:

- i. Financial Assets:

The Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

 - o Financial assets that are debt instruments and are measured at amortised cost whether applicable for e.g. loans debt securities, deposits, and bank balances.
- ii. Non – financial assets.

The Company assesses at each reporting date whether there is any objective evidence that a non-financial asset or a group of non-financial assets is

impaired. If any such indication exists, the company estimates the amount of impairment loss.

c. Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment excluding taxes or duties collected on behalf of the government.

Revenue on sale of Mutual Fund units is recognised on transfer of ownership.

Revenue on sale of Shares/securities are recognised as on date of transaction.

Dividend income from investments is recognised when the right to receive payment is established.

d. Employee Benefits:

i. Short term Benefits

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The cost of the benefits like salaries, wages, medical, leave travel assistance, short term compensated absences, bonus, exgratia etc., is recognised as an expense in the period in which the employee renders the related service.

ii. Post -employment 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.

e. Provision for Current and Deferred Tax:

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.

f. Earnings Per Share

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

g. Financial instruments (financial assets and financial liabilities)

A financial asset includes inter-alia any asset that is cash, equity instrument of another entity or contractual obligation to receive cash or another financial asset or to exchange financial asset or financial liability under conditions that are potentially favourable to the Company. A financial asset is recognized when and only when the Company becomes party to the contractual provisions of the instrument.

Financial assets of the Company comprise Cash and Cash Equivalents, Bank Balances, Investments in equity shares of companies other than in subsidiaries and Joint ventures, Trade Receivables, Advances to employees/contractors, security deposit, claims recoverable etc.

i. Classification

The Company classifies its financial assets in the following categories:

- at amortised cost,
- at fair value through other comprehensive income (FVTOCI)

ii. Initial Recognition and Measurement.

All financial assets except trade receivables are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Profit and Loss.

The company measures the trade receivables, if any, at their transaction price, if the trade receivables do not contain a significant financing component.

iii. Subsequent measurement

Investments:

All equity and mutual fund investments are measured at fair value. Instruments which are not held for trading are classified at Fair Value through Other Comprehensive Income (FVTOCI). The Company makes such election on an instrument by-instrument basis. The Classification is made on initial recognition and is irrevocable.

All fair value changes on an equity instrument classified at FVTOCI, are recognized in the OCI. There is no subsequent reclassification of fair value gains and losses to the Statement of Profit and Loss. However, the Company may transfer the cumulative gain or loss within equity. Dividends from such investments are recognized in the Statement of Profit and Loss as other income when the company's right to receive payment is established.

h. 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.

i. Minimum Alternate Tax Credit:

Minimum Alternate Tax Credit Entitlement is recognized in the books of account when there is convincing evidence that the Company will pay normal income tax during the specified period. The Entitlement is reviewed at each balance sheet date with regard to the correctness of the carrying amount.

j. Claims:

Claims by and against the company, including liquidated damages, are recognised on acceptance basis.

3. PROPERTY, PLANT AND EQUIPMENT AS ON MARCH 31, 2019

PARTICULARS	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	As on 01-04-2018	Additions during the year	Deductions during the year	Total as on 31-03-2019	Upto 01-04-2018	For the year	Total upto 31-03-2019	As at 31-03-2019	As at 31-03-2018
	₹	₹	₹	₹	₹	₹	₹	₹	₹
TANGIBLE ASSETS									
1. Office Equipment	14,143	-	-	14,143	7,256	2,687	9,943	4,200	6,887
2. Computers	71,495	-	-	71,495	39,714	16,378	56,092	15,403	31,781
TOTAL	85,638	-	-	85,638	46,970	19,065	66,035	19,603	38,668
Carrying Value as of March 31,2018	119,740	-	-	85,638	26,848	20,122	46,970	38,668	41,593

4. NON CURRENT INVESTMENTS

	31-03-2019 Units	31-03-2018 Units	Face Value Per Unit ₹	31-03-2019 ₹	31-03-2018 ₹
Trade Investments - At Cost:					
A. Quoted Equity Instruments (Fair Market Value through Other Comprehensive Income)					
Lakshmi Finance & Industrial Corporation Ltd	296,060	296,060	10	22,382,136	26,778,627
Nelcast Ltd	214,190	214,190	2	15,293,166	17,402,937
Tube Investment Ltd	9,000	9,000	2	3,438,900	2,016,000
Amara Raja Batteries Ltd	20,300	20,300	1	14,594,685	16,189,250
India Bulls	4,000	-	2	368,800	-
The Federal Bank Ltd	109000	109,000	2	10,507,600	9,739,150
TI Financial Holdings Ltd	9000	9,000	1	4,311,000	5,843,250
B. Quoted Mutual Funds (Fair Market Value through Other Comprehensive Income)					
HSBC Low Duration Fund Growth	31,964	138,659		522,353	2,115,762
				71,418,640	80,084,976

Disclosures:**Quoted Investments**

1. Aggregate Book value
2. Market value

	71,418,640	80,084,976
	71,418,640	80,084,976

5. OTHER NON-CURRENT ASSETS

Unsecured, considered good:		
Prepaid Taxes	19,999	19,999
MAT credit entitlement	1,270,712	1,270,712
	1,290,711	1,290,711

6. CASH AND CASH EQUIVALENTS

Cash on hand	6,956	3,610
Bank balances	22,195	25,452
	29,151	29,062

7. OTHER CURRENT ASSET

Other Advances(Unsecured)		
Advances for Stocks	246,479	-
Margin Money	1,762,085	-
	2,008,564	-

8. EQUITY SHARE CAPITAL

	31-03-2019 ₹	31-03-2018 ₹
Authorised Capital:		
200,000 Equity shares of Rs.10 Par Value	2,000,000	2,000,000
	2,000,000	2,000,000
Issued,Subscribed and Paid-up Capital		
<i>At the beginning and at the close of the year</i>		
200,000 Equity shares of Rs. 10 Par Value fully paid up	2,000,000	2,000,000
	2,000,000	2,000,000

Disclosures:

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

S.No.	Name of shareholder	31-03-2019		31-03-2018	
		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	20,000	10.00
3.	Kanuri Family Trust	67,943	33.97	67,943	33.97

9. OTHER EQUITY

a. Retained Earnings		
Balance at the beginning of the year	18,355,990	13,971,885
Add : Profit for the year	1,242,260	5,480,135
Less: Appropriations		
Transfer to Reserve fund	248,460	1,096,030
Balance at the end of the year	19,349,790	18,355,990
b. Other Reserves		
General Reserve		
Balance at the beginning of the year	1,013,324	1,013,324
Add: Transfer during year		
Balance at the end of the year	1,013,324	1,013,324
Reserve fund		
Balance at the beginning of the year	4,064,918	2,968,888
Add: Transfer during year	248,460	1,096,030
Balance at the end of the year	4,313,378	4,064,918
FVTOCI Reserve**		
Balance at the beginning of the year	55,941,514	47,931,082
Additions during the year	(7,889,701)	8,010,432
Deductions during the year		
Balance at the end of the year	48,051,813	55,941,514
Balance carried forward to next year	72,728,305	79,375,746

****This reserve represents the cumulative gains and losses arising on the revaluation of equity instruments measure at fair value through other comprehensive income.**

10. TRADE PAYABLES

Trade Payable	38,000	38,000
	38,000	38,000

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.

11. OTHER CURRENT LIABILITIES

Other Liabilities	364	19,156
	364	19,156

12. CURRENT TAX LIABILITIES (NET)

Current Tax Liabilities (Net)	-	10,515
	-	10,515

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON MARCH 31, 2019

a) EQUITY SHARE CAPITAL

	₹
As at March 31, 2018	2,000,000
As at March 31, 2019	2,000,000

b) OTHER EQUITY

Particulars	Other Reserves			Retained earnings	TOTAL
	Reserve Fund	General Reserve	FVTOCI Reserve		
Balance at the beginning of the reporting period April 1, 2017	2,968,888	1,013,324	47,931,082	13,971,885	65,885,179
Add: Profit for the year				5,480,135	
Other Comprehensive Income			8,010,432		-
Less:- Transfer to Reserve Fund	1,096,030	-	-	(1,096,030)	-
Balance at the beginning of the reporting period April 1, 2018	4,064,918	1,013,324	55,941,514	18,355,990	79,375,746
Add: Profit for the year				1,242,260	1,242,260
Other Comprehensive Income			(7,889,701)		-
Less:- Transfer to Reserve Fund	248,460	-	-	(248,460)	(248,460)
Balance at the end of the reporting period March 31, 2019	4,313,378	1,013,324	48,051,813	19,349,790	72,728,305

For G NAGENDRASUNDARAM & CO
Chartered Accountants
FRN: 005355S

For and on behalf of the Board of Directors

G. NAGENDRASUNDARAM
Partner
M.No. 050283

KRISHNA BABU CHERUKURI
Director
DIN: 00993286

C SHANTHA PRASAD
Director
DIN: 00746477

Hyderabad
May 30, 2019

13. OTHER OPERATING REVENUES

	31-03-2019	31-03-2018
	₹	₹
Income from derivatives	147,259	713,417
	147,259	713,417

14. OTHER INCOME

Dividend	1,623,175	1,402,506
Profit on sale of investments (net)	122,704	4,122,735
	1,745,879	5,525,241

15. EMPLOYEE BENEFIT EXPENSES

Salaries	126,000	117,000
	126,000	117,000

16. OTHER EXPENSES

Auditors' remuneration	23,000	23,000
Rent, rates and taxes	63,800	93,200
Listing expenses	350,820	364,582
Professional fees	29,000	29,000
Miscellaneous expenses	37,763	54,494
	504,383	564,276

17. Disclosure as per Ind AS – 12 Income tax**A. Income tax assessments**

The company's income tax assessments were completed upto FY 2017- 2018.

B. The tax effects of significant temporary differences that resulted in deferred income tax asset and liability are as follows

	2018-19	2017-18
Deferred Tax Asset:		
Timing Difference on account of:		
- Depreciation on fixed assets	(1,909)	(6,477)
- Carried Forward Losses under Income Tax Act	4,081,883	37,99,529
Total Timing Differences	4,083,792	37,93,052
Deferred Tax Asset at applicable tax rates	10,61,786	11,72,053

18. Disclosure as per Ind AS-33 Earnings per share:

	2018-19	2017-18
Number of shares for basic EPS	2,00,000	2,00,000
Profit after Taxes and exceptional items	6,647,441	13,490,567
Earning per share Basic & Diluted (₹10 per share) ₹	(33.24)	67.45

19. Disclosure as per Ind AS-108 Operating segments:

The Company is engaged primarily in the business of investments and accordingly there are no separate reportable segments as per Ind AS - 108 'Operating Segment'.

20. Disclosures as per Ind AS 24 "Related Party Disclosures" are given below:

Transactions with related parties:

Nature of Transaction	Name of the Related Party	Relationship	2018-19 ₹	2017-18 ₹
Lease Rent Payment	Proton Investments LLP	One of the Director is related	60,000	60,000

21. A. Financial instruments by category:

The carrying and fair value of financial instruments by categories of March 31, 2019 is as follows

Particulars	Amortised Cost	Total carrying value	Total fair Value
₹			
Assets:			
Cash and cash equivalents	29,151	29,151	29,151
Investments	23,366,827	71,418,640	71,418,640
Liabilities:			
Trade payables	38,600	38,600	38,600

The carrying and fair value of financial instruments by categories of March 31, 2018 is as follows

Particulars	Amortised Cost	Total carrying value	Total fair Value
₹			
Assets:			
Cash and cash equivalents	29,062	29,062	29,062
Investments	24,143,462	80,084,976	80,084,976
Liabilities:			
Trade payables	38,000	38,000	38,000

B. Financial risk management**Financial risk factors**

The company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include market risk, and liquidity risk. The management reviews and design policies and procedures to minimize potential adverse effects on its financial performance.

Market risk

The Company is dealing with stocks of share and derivatives. So the company is exposed to all risks associated with share market fluctuations.

Liquidity risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations.

22. Remuneration to Auditor:

Particulars	<i>2018-19</i>	2017-18
₹		
Statutory Audit	23,000	23,000

23. Previous year figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/ disclosure.

*For G NAGENDRASUNDARAM & CO
Chartered Accountants
FRN: 005355S*

For and on behalf of the Board of Directors

*G. NAGENDRASUNDARAM
Partner
M.No. 050283*

*KRISHNA BABU CHERUKURI
Director
DIN: 00993286*

*CHALLA SOUMYA
Chief Executive Officer*

*C SHANTHA PRASAD
Director
DIN: 00746477*

*C VENKATESHWARLU
Chief Financial Officer*

*Hyderabad
May 30, 2019*

UNIJOPLY INVESTMENTS COMPANY LIMITED

CIN L99999MH1981PLC024869

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

PROXY FORM

Form No. MGT-11

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

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

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the company, to be held on Monday, 23rd day of September 2019 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
ORDINARY BUSINESS			
1.	To receive, consider and adopt the Balance Sheet of the Company as at 31st March 2019, the Statement of Profit and Loss, Cash Flow Statement for the year ended on that date and the Reports of the Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Krishna Babu Cherukuri (DIN: 00993286) who retires by rotation and being eligible, offers himself for reappointment.		
SPECIAL BUSINESS			
3.	<p>Re-appointment of Mr. Prasad Reddy Kasu (DIN: 00246457) as an Independent Director of the Company by passing with or without modification(s), the following resolution as a Special Resolution:</p> <p>“RESOLVED THAT pursuant to Sections 149, 150, 152 and 161 of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, the consent of the members be and is hereby accorded for re-appointment of Mr. Prasad Reddy Kasu (DIN: 00246457) as a Non-Executive Independent Director in the Board of Directors of the Company for a term of five consecutive years whose period of office shall not be liable to retire by rotation.</p> <p>RESOLVED FURTHER THAT the Board be authorised to fix the sitting fees and any commissions payable to such independent director.”</p>		
4.	<p>Re-appointment of Mr. Kameswara Sarma Chavali (DIN: 06933900) as an Independent Director of the Company by passing with or without modification(s), the following resolution as a Special Resolution:</p> <p>“RESOLVED THAT pursuant to Sections 149, 150, 152 and 161 of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, the consent of the members be and is hereby accorded for re-appointment of Mr. Kameswara Sarma Chavali (DIN: 06933900) as a Non-Executive Independent Director in the Board of Directors of the Company for a term of five consecutive years whose period of office shall not be liable to retire by rotation.</p> <p>RESOLVED FURTHER THAT the Board be authorised to fix the sitting fees and any commissions payable to such independent director.”</p>		

Signed _____ this day of _____ 2019

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Affix Revenue Stamp

Note:

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

UNIJOPLY INVESTMENTS COMPANY LIMITED

CIN L99999MH1981PLC024869

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

ATTENDANCE SLIP

(To be presented at the entrance)

Name of the member attending _____

Member's Folio No/ Client ID : _____

No. Of shares held: _____

Name of Proxy _____

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

I hereby record my presence at the 37th Annual General Meeting of the Company held on Monday, 23rd day of September 2019 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

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If undelivered, please return to:

UNIJOPLY INVESTMENTS COMPANY LIMITED

Registered Office:

805, 8th Floor, Maker Chamber V,

Nariman Point,

Mumbai – 400 021.