

42nd ANNUAL REPORT

UNIJOLLY INVESTMENTS COMPANY LIMITED

2023-24

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

| | |
|---|--|
| Sri Prasad Reddy Kasu | - Independent Director |
| Sri Kameswara Sharma Chavali | - Independent Director (till September 05, 2024) |
| | - Non-Executive Director (from September 05, 2024) |
| Sri Krishna Babu Cherukuri | - Non-Executive Director |
| Smt Rukmini Devi Satuluri | - Non-Executive Director |
| Sri. Cumsali Venkateshwarlu | - CFO |
| Smt. Ranjana Kumari | - Company Secretary (Till December 15, 2023) |
| Sri. Mehul Shamajibhai Suthar | - Company Secretary (From March 01, 2024) |
| Sri. Durga Vara Prasad Gutta Siva Leela | - CEO |
| Sri. Sridharan Jayaraman | - Independent Director (from September 05, 2024) |
| Smt. Uma Kumari Kamalapuri | - Independent Director (from September 05, 2024) |

AUDITORS:

M/s. Narasimha Rao & Associates
Chartered Accountants
Akshara, 6-3-609/89
Khairatabad,
Hyderabad

REGISTRARS & SHARE TRANSFER AGENTS

Venture Capital and Corporate Investments Private Limited,
5th Floor, 2, Plot No.57, Aurum, Jayabheri Enclave,
Gachibowli, Hyderabad, Telangana 500032

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

UNIJOPLY INVESTMENTS COMPANY LIMITED

CIN: L99999MH1981PLC024869

Regd. Off: Flat No. 805, 8th Floor, Maker Chambers V,
Nariman Point, Mumbai – 400024

Contact: 040-23356000 Email: officebanjara@gmail.com

NOTICE

NOTICE is hereby given that **42nd Annual General Meeting of Unijolly Investments Company Limited** will be held on Monday, the 30th day of September 2024 at 1500 hours through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet of the Company as at March 31, 2024, 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 Sri. Mr. Krishna Babu Cherukuri (DIN: 00993286) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. To approve shifting of the registered office of the Company from one state to another:

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

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Rule 30 of the Companies (Incorporation) Rules 2014 including any amendment, reenactment or statutory modification thereof and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended, modified or restated, and subject to the approval of the Central Government (Power Delegated to Regional Director) and/ or any authority(ies) as may be prescribed from time to time, the consent of the members of the Company be and is hereby accorded for shifting of Registered Office of the Company from Mumbai in the State of Maharashtra to Chennai in the State of Tamil Nadu and consequently the existing clause II of Memorandum of Association regarding Registered Office of the Company be substituted with the following clause:

II. The Registered Office of the Company will be situated in the State of Tamil Nadu.

RESOLVED FURTHER THAT the Board of Directors of the Company (‘the Board’) and / or any other person so authorized by the Board, be and is / are hereby authorized on behalf of the Company to make any modifications, variations or alterations stipulated by any authority while according approval / consent as may be considered necessary and to appoint counsels / consultants and advisors, file applications / petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds and things as may be deemed necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorised to sign and submit the necessary forms, intimations, and e-forms with the relevant statutory authorities and to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolutions.”

4. Appointment of Sri. Sridharan Jayaraman (DIN: 07720632) as an Independent Director of the Company:

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

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Sri. Sridharan Jayaraman (DIN: 07720632), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of 5 (Five) years.

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

5. Appointment of Smt. Uma Kumari Kamalapuri (DIN: 10671999) as an Independent Director of the Company:

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

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Smt. Uma Kumari Kamalapuri (DIN: 10671999), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of 5 (Five) years.

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

6. Re-designation of Sri. Kameswara Sarma Chavali (DIN: 06933900) from Independent Director to Non-Executive Non-Independent Director:

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

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, read with Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirement), 2015, including any statutory modifications or re-enactment(s) thereof for the time being in force, in accordance with the relevant provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board, consent of the members be and is hereby accorded to the change in designation of Sri. Kameswara Sarma Chavali (DIN: 06933900) from ‘Non-Executive – Independent Director’ to ‘Non-Executive – Non-Independent Director’ of the Company liable to retire by rotation, with effect from September 05, 2024.

RESOLVED FURTHER THAT Sri. Kameswara Sarma Chavali (DIN: 06933900) shall be entitled to receive sitting fees for attending meetings of Board or Committees thereof as approved by the Board from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors or any person authorised by the Board be and are hereby severally authorised, on behalf of the Company, to sign and execute all such documents and papers (including appointment letters) and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect the above matter along with filling of necessary e-forms and other documents.”

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

BY ORDER OF THE BOARD

Date: September 05, 2024

Krishna Babu Cherukuri
Director
DIN: 00993286

NOTES:

1. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Annual General Meeting (‘AGM’) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) the Company is convening the 42nd AGM through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India (‘SEBI’), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 (‘SEBI Circulars’) and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’). In compliance with the provisions of the Companies Act, 2013 (‘the Act’), the Listing Regulations and MCA Circulars, the 42nd AGM of the Company is being held through VC/OAVM on September 30, 2024 at 3:00 P.M. IST. The deemed venue for the AGM will be the Registered Office of the Company.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 above as required by Regulation 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.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://unijollyinvestments.co.in/investors.html>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. 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.
9. 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.
10. The Register of members and share transfer books of the Company will be closed from 24.09.2024 to 30.09.2024 (both days inclusive).
11. 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.

12. 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.
13. 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) 5th Floor, 2, Plot No.57, Aurum, Jayabheri Enclave, Gachibowli, Hyderabad, Telangana - 500032, 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 2023-24 as circulated to the members of the Company is also available on the website of the Company www.unijollyinvestments.co.in

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on September 27, 2024 at 1000 hrs. and ends on September 29, 2024 at 1700 hrs. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2024.

How do I vote electronically using NSDL e-Voting system?




The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the |

| | |
|---|--|
| | <p>icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. |

| | |
|--|--|
| | <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period & voting during the meeting.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices 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 CDSL) 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 who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) 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 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders 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, last 8 digits of client ID for CDSL 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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 or CDSL) 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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.: 022 - 4886 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to officebanjara@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to officebanjara@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at officebanjara@gmail.com. The same will be replied by the company suitably.
 6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting by mentioning their name, demat account number/folio number, email id, mobile number at officebanjara@gmail.com.
- 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. September 23, 2024.
- D. Sri. Nagendrasundram Gajjala, Practicing Chartered Accountant has been appointed as the scrutinizer to scrutinize the remote e-voting process. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and he will submit his report within the period not exceeding three working days from the conclusion of e-voting. The Chairman will declare the results on or after the AGM of the Company accordingly and will also be placed at the company website and also forward the same to the stock exchanges where the shares has been listed.
- E. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.unijollyinvestments.co.in 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.
- F. 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:

Presently, the Company's Registered Office is located at 805, 8th Floor, Maker Chambers V, Nariman Point, Mumbai, Maharashtra - 400021. Keeping in view of the administrative convenience, cost effectiveness, growth potential and the opportunities existing, it is proposed to shift the registered office of the Company to Chennai in the State of Tamil Nadu.

Accordingly, the Board of Directors of your Company, at their meeting held on September 05, 2024 had approved and proposed the shifting of the Registered Office of the Company from Mumbai in the State of Maharashtra to Chennai in the State of Tamil Nadu.

In accordance with the provisions of Section 13 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014, pursuant to the shifting of the Registered Office from one state to another, 'Clause - II' of the Memorandum of Association of the Company relating to the Situation Clause need to be altered, which requires the approval of Members in the General Meeting by way of Special Resolution and subject to consent of the creditors/ debenture-holders and other persons concerned with the Company and further to the confirmation of the Hon'ble Regional Director, Western Region, Mumbai and other statutory approvals. Therefore, it has become necessary to seek your consent by way of special resolution to give effect to such change.

The proposed change will in no way be detrimental to the interest of any member of Public, Employees or other Associates of the Company in any manner whatsoever.

None of the Director(s) and Key Managerial Personnel of the Company or their relatives is deemed to be interested or concerned in the proposed resolution.

Item No. 4:

The Board of Directors of the Company at their meeting held on September 05, 2024, had appointed Sri. Sridharan Jayaraman (DIN: 07720632) as an Additional director (Independent) of your Company. Sri. Sridharan Jayaraman is a graduate in commerce, having 35+ years of experience and expertise in the fields of Banking, Finance, Recovery, Restructuring and Foreign Exchange.

Pursuant to Section 149, 152, 161 and Schedule IV of the Companies Act, 2013 and rules made thereunder and based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors of the Company at their meeting held on September 05, 2024, has appointed Sri. Sridharan Jayaraman as an Additional Director (Independent Director) of the Company with immediate effect for a period of 5 (Five) consecutive years, not liable to retire by rotation, subject to the approval of the shareholders at the ensuing Annual General Meeting. Sri. Sridharan Jayaraman is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013 and applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director. Accordingly, pursuant to Section 149 and Schedule IV of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof), the Board

recommends the resolution in relation to appointment of Sri. Sridharan Jayaraman as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from September 05, 2024, and shall not be liable to retire by rotation. Sri. Sridharan Jayaraman will not be entitled for any remuneration except sitting fees for attending board meetings/committee meetings.

Except Sri. Sridharan Jayaraman being appointee, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the Special Resolution set out at Item No. 4 of the accompanying Notice in the interests of the Company.

Item No. 5:

The Board of Directors of the Company at their meeting held on September 05, 2024, had appointed Smt. Uma Kumari Kamalapuri (DIN: 10671999) as an Additional director (Independent) of your Company. Smt. Uma Kumari Kamalapuri is a member of Institute of Chartered Accountants of India having extensive experience of Sarbanes Oxley – Risk & Compliance, Compliance and Implementation of Internal Financial Controls, Internal Audit and Internal Controls.

Pursuant to Section 149, 152, 161 and Schedule IV of the Companies Act, 2013 and rules made thereunder and based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors of the Company at their meeting held on September 05, 2024, has appointed Smt. Uma Kumari Kamalapuri as an Additional Director (Independent Director) of the Company with immediate effect for a period of 5 (Five) consecutive years, not liable to retire by rotation, subject to the approval of the shareholders at the ensuing Annual General Meeting. Smt. Uma Kumari Kamalapuri is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013 and applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has received a notice in writing from a Member proposing her candidature for the office of Independent Director. Accordingly, pursuant to Section 149 and Schedule IV of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof), the Board recommends the resolution in relation to appointment of Smt. Uma Kumari Kamalapuri as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from September 05, 2024 and shall not be liable to retire by rotation. Smt. Uma Kumari Kamalapuri will not be entitled for any remuneration except sitting fees for attending board meetings/committee meetings.

Except Smt. Uma Kumari Kamalapuri being appointee, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the Special Resolution set out at Item No. 5 of the accompanying Notice in the interests of the Company.

Item No. 6:

Sri. Kameswara Sarma Chavali (DIN: 06933900) was appointed as an Independent Director of the Company with effect from September 30, 2014 for a term of 5 years and was re-appointment for second term of 5 years with effect from September 30, 2019. His term of office will expire on September 30, 2024.

Therefore, based on the recommendation of Nomination & Remuneration Committee, the Board has considered and approved to re-designate Sri. Kameswara Sarma Chavali from Independent Director to Non-Executive Non-Independent Director of the Company with effect from September 05, 2024, subject to approval of shareholders.

Except Sri. Kameswara Sarma Chavali being appointee, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the Special Resolution set out at Item No. 6 of the accompanying Notice in the interests of the Company.

BY ORDER OF THE BOARD

Date: September 05, 2024

**Krishna Babu Cherukuri
Director
DIN: 00993286**

ANNEXURE

Details of Directors seeking appointment / re-appointment at the Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

| Name of Director | Sri. Krishna Babu Cherukuri | Sri. Kameswara Sarma Chavali |
|---|--|--|
| Date of Birth and Age | September 20, 1951; 73 years | April 5, 1957; 67 years |
| Original Date of Appointment | July 11, 2017 | September 30, 2014 |
| Qualifications | Fellow Member of The Institute of Chartered Accountants of India | Fellow Member of The Institute of Chartered Accountants of India |
| Expertise in specific functional areas | 40+ years of experience in Management, Accounting and Finance | 30+ years of experience in Management, Accounting and Finance |
| Brief resume | Sri. Krishna Babu Cherukuri is a Practicing Chartered Accountant having 40+ years of experience in the field of Management, Accounting and Finance | Sri. Kameswara Sarma Chavali is a Practicing Chartered Accountant having 30+ years of experience in the field of Management, Accounting and Finance |
| Terms and conditions of appointment or re-appointment | - | Re-designation of Sri. Kameswara Sarma Chavali from Independent Director to Non-Executive Non-Independent Director liable to retire by rotation |
| Interse relationships between directors | Nil | Nil |
| Directorships in other listed entities | 1. Healthy Investments Limited | 1. Healthy Investments Limited |
| Directorships in other unlisted entities | Nil | Nil |
| Chairman / Member of Committees of other Companies, in which a Member | Healthy Investments Limited: 1. Member of Audit Committee 2. Member of Nomination and Remuneration Committee 3. Member of Stakeholders Relationship Committee | Healthy Investments Limited: 1. Chairman of Audit Committee 2. Member of Nomination and Remuneration Committee 3. Member of Stakeholders Relationship Committee |
| Number of Shares held | Nil | Nil |
| Remuneration last drawn | Nil | Nil |
| Remuneration proposed to be paid | Nil | Nil |
| Number of Meetings of the Board attended during the year | 4 | 4 |

| | | |
|---|---|--|
| Name of Director | Sri. Sridharan Jayaraman | Smt. Uma Kumari Kamalapuri |
| Date of Birth and Age | October 1, 1954; 69 years | April 21, 1982; 42 years |
| Original Date of Appointment | September 05, 2024 | September 05, 2024 |
| Qualifications | Graduate of commerce | Member of The Institute of Chartered Accountants of India |
| Expertise in specific functional areas | 35+ years of experience and expertise in the fields of Banking, Finance, Recovery, Restructuring and Foreign Exchange | Extensive experience of Sarbanes Oxley – Risk & Compliance, Compliance and Implementation of Internal Financial Controls, Internal Audit and Internal Controls. |
| Brief resume | Brief Resume is provided in explanatory statements forming part of this notice | Brief Resume is provided in explanatory statements forming part of this notice |
| Terms and conditions of appointment or re-appointment | Appointment as Non-Executive Independent Director for a term of 5 years effective from September 05, 2024 not liable to retire by rotation | Appointment as Non-Executive Independent Director for a term of 5 years effective from September 05, 2024 not liable to retire by rotation |
| Inter-se relationships between directors | Nil | Nil |
| Directorships in other listed entities | 1. W.S. Industries (India) Limited | 1. Oil Country Tubular Limited |
| Directorships in other unlisted entities | 1. WSI Falcon Infra Projects Private Limited 2. Pelican Holdings Private Limited 3. WSI-P&C Verticals Private Limited | Nil |
| Chairman / Member of Committees of other Companies | W.S. Industries (India) Limited: 1. Member of Audit Committee 2. Member of Nomination and Remuneration Committee 3. Member of Stakeholders Relationship Committee | Oil Country Tubular Limited: 1. Member of Nomination & Remuneration Committee |
| Number of Shares held | Nil | Nil |
| Remuneration last drawn | Nil | Nil |
| Remuneration proposed to be paid | Nil | Nil |
| Number of Meetings of the Board attended during the year | Nil | Nil |
| In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Sri. Sridharan Jayaraman is a graduate in commerce, having 35+ years of experience and expertise in the fields of Banking, Finance, Recovery, Restructuring and Foreign Exchange. | Smt. Uma Kumari Kamalapuri is a member of Institute of Chartered Accountants of India having extensive experience of Sarbanes Oxley – Risk & Compliance, Compliance and Implementation of Internal Financial Controls, Internal Audit and Internal Controls. |

DIRECTORS' REPORT

To
The Shareholders

Your Directors have pleasure in presenting the 42nd Annual Report of your Company together with the Audited Statement of Accounts for the year ended March 31, 2024.

1. FINANCIAL HIGHLIGHTS:

| PARTICULARS | 2023-24 (In Million ₹) | 2022-23 (In Million ₹) |
|---|---|---|
| Profit before depreciation | 1.188 | 1.374 |
| Less: Depreciation | - | 0.009 |
| Profit before taxes | 1.188 | 1.365 |
| Less: Current tax | 0.463 | 0.308 |
| Less: Tax pertaining to earlier years | 0.149 | 0.081 |
| Profit available for appropriation (A) | 0.575 | 0.977 |
| Other Comprehensive Income (B) | 30.896 | 7.006 |
| Total Comprehensive Income (A+B) | 31.472 | 7.983 |
| Transfer to Reserve fund (C) | - | - |
| Profit for the year (A-C) | 0.575 | 0.977 |
| Add: Surplus brought forward from last year | 43.429 | 41.656 |
| Add: Transfer from OCI | 0.321 | 0.796 |
| Surplus carried to balance sheet | 44.325 | 43.429 |

2. STATE OF COMPANY'S AFFAIRS:

During the year under review, the Company earned total revenue of ₹ 2.425 Million as compared to last year's total revenue of ₹ 2.822 Million showing a decrease of 14% approximately. The Company earned a major share of income from dividends and dealing in investments. The Company has earned a Profit After Tax of ₹ 0.575 Million as against previous year profit of ₹ 0.977 Million. Your Directors are putting in 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 funds for growth and expansion of the Company, your Directors do not recommend any dividend for the financial year 2023-24.

4. TRANSFER TO RESERVES:

During the year under review, the company has not transferred any amount to reserves.

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. DETAILS OF SUBSIDIARIES / ASSOCIATE COMPANIES / JOINT VENTURES:

There are no subsidiary / associate / joint venture companies associated with the Company and as such there is no information to be provided in this regard.

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sri Krishna Babu Cherukuri, Dr. Prasad Reddy Kasu, Sri Kameswara Sarma Chavali and Smt Rukmini Devi Satuluri are the directors of the Company as at the end of the financial year.

Smt. Rukmini Devi Satuluri (DIN: 09547719) Director of the Company, retires by rotation and being eligible, offers herself for reappointment.

During the period under review, there were no changes that took place in the Directors of the Company.

The following changes took place after the closer of the financial year:

| S. No | Name of the Director | Designation | Nature of Change | Date of Change |
|--------------|-----------------------------|--|-------------------------|-----------------------|
| 1. | Sridharan Jayaraman | Additional Director – Independent Director | Appointment | September 05, 2024 |
| 2. | Uma Kumari Kamalapuri | Additional Director – Independent Director | Appointment | September 05, 2024 |
| 3. | Kameswara Sarma Chavali | Non-Executive Non Independent Director | Change in Designation | September 05, 2024 |

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:

Following are the Key Managerial Personnel of the Company as per Section 203 of Companies Act, 2013 as on the end of financial year.

| S.No | Name of the Person | Designation |
|------|---|-------------------------|
| 1. | Sri. Durga Vara Prasad Gutta Siva Leela | Chief Executive Officer |
| 2. | Sri. Cumsali Venkateshwarlu | Chief Financial Officer |
| 3. | Sri. Mehul Shamajibhai Suthar | Company Secretary |

During the year under review, the following are the changes that took place in Key Managerial Personnel of the Company:

| S. No | Name of the Person | Designation | Nature of Change | Date of Change |
|-------|-------------------------------|-------------------|------------------|----------------|
| 1. | Smt. Ranjana Kumari | Company Secretary | Cessation | 15.12.2023 |
| 2. | Sri. Mehul Shamajibhai Suthar | Company Secretary | Appointment | 01.03.2024 |

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.

8. NUMBER OF BOARD MEETINGS HELD:

The Board of Directors duly met 5 (Five) times during the Financial Year from April 01, 2023 to March 31, 2024 on 29.05.2023, 14.08.2023, 13.11.2023, 14.02.2024 and 01.03.2024.

The composition and category of Directors, their attendance at the Board Meetings and at the last AGM held during the FY 2023-24 are as follows:

| Name of the Director | Category of the Director | Number of Board Meetings entitled to attend during the FY 2023-24 | Number of Board Meetings attended during the FY 2023-24 | Whether attended AGM held on 20/09/2023 |
|--|--------------------------|---|---|---|
| Prasad Reddy Kasu DIN: 00246457 | Independent Director | 5 | 5 | Yes |
| Kameswara Sarma Chavali DIN: 06933900 | Independent Director | 5 | 5 | Yes |
| Krishna Babu Cherukuri DIN: 00993286 | Non-Executive | 5 | 5 | Yes |
| Rukmini Devi Satuluri DIN: 09547719 | Non-Executive | 5 | 5 | Yes |

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

9. 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.

10. PUBLIC DEPOSITS:

During the financial year 2023-24, 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.

11. MATERIAL CHANGES AND COMMITMENTS:

No material changes have taken place or commitments made affecting the financial position of the company which have occurred between the end of the financial year and the date of this report.

12. AUDITORS:

Statutory Auditors:

M/s Narasimha Rao & Associates (FRN: 002336S), Chartered Accountants, Hyderabad, are the Statutory Auditors of the Company who were appointed at the 40th Annual General Meeting of the Company held on September 19, 2022 to hold office till the conclusion of the 45th Annual General Meeting.

Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed Mr. Anandkumar Chainsukh Kasat, Practicing Company Secretary, (CP No. 17420), 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.

Internal auditors:

The Board of Directors, based on the recommendation of the Audit Committee has appointed Sri K Srivas., Chartered Accountant, Hyderabad, as the Internal Auditor of your Company.

13. 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.

14. MAINTENANCE OF COST RECORDS:

The provisions relating to maintenance of cost records under Section 148 of Companies Act, 2013 are not applicable to the Company.

15. 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 constituted with the following members:

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

16. 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. Dr Prasad Reddy Kasu (Independent Director) – Chairman
2. Sri Krishna Babu Cherukuri (Director) - Member
3. Sri 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.

17. 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. Dr Prasad Reddy Kasu (Independent Director)– Chairman
2. Sri Krishna Babu Cherukuri (Director)- Member
3. Sri 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.

18. ANNUAL RETURN:

Pursuant to the provisions of Section 92 (3) of the Companies Act, 2013 the Annual Return of the company is placed on the website of the Company on the following link www.unijollyinvestments.co.in/investors.html

19. 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.

20. 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.

21. VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES:

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

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

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

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

22. 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.

23. RELATED PARTY TRANSACTIONS:

The Related Party Disclosure as required as per Ind AS 24, are provided in Note No. 21 of the notes to financial statements. During the Financial Year 2023-24, your Company has not entered into any transactions with related parties which are covered under Section 188 of the Companies Act, 2013.

During the financial year 2023-24, there were no transactions with related parties which qualify as material transactions under the Listing Regulations.

24. 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.

25. LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the year 2024-25 to the Bombay Stock Exchange Limited, on which the Company's Shares are listed.

26. REMUNERATION TO 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.

During the year, the Company has paid remuneration to the Company Secretary amounting to ₹ 0.020 Million.

27. 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 – B** and is a part of this report.

28. 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.

29. DEMATERIALISATION OF SHARES:

99.955% of the company's paid up Equity Share Capital is in dematerialized form as on March 31, 2024 and balance 0.045% is in physical form.

30. 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 March 31, 2024, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any;
- 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 that year;
- 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) the Directors have prepared the annual accounts on a going concern basis;
- e) internal financial controls to be followed by the company have been laid down and that such internal financial controls are adequate and were operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

31. 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.

32. COMPLIANCE WITH THE CODE OF CONDUCT:

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

33. 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.

34. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016

During the year under review, there were no applications made or proceedings pending in the name of the company under the Insolvency and Bankruptcy Code, 2016.

35. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS

During the year under review, there has been no one time settlement of loans taken from Banks and Financial Institutions.

FOR & ON BEHALF OF THE BOARD

Place: Hyderabad

Dated: September 05, 2024

Krishna Babu Cherukuri

Director

DIN: 00993286

Rukmini Devi Satuluri

Director

DIN: 09547719

ANNEXURE "A" TO THE BOARD'S REPORT

Form No.MR.3

Secretarial Audit Report(For the financial year ended 31st March 2024)

[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, 2024, 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, 2024 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 (Share Based Employee Benefits) Regulations, 2014;
 - 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, 2018;
- (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:

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.

FOR KASAT & ASSOCIATES
Company Secretaries

Anand Kumar C Kasat
Proprietor
Membership No. F11175
CP No. 17420
UDIN: F011175F001138004
Peer Review 2941/2023

Place: Hyderabad

Date: September 05, 2024

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.

FOR KASAT & ASSOCIATES
Company Secretaries

Anand Kumar C Kasat
Proprietor
Membership No. F11175
CP No. 17420
UDIN: F011175F001138004
Peer Review 2941/2023

Place: Hyderabad

Date: September 05, 2024

ANNEXURE "B" 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 ₹ 2.425 Million as compared to last year's total revenue of ₹ 2.822 Million showing a decrease of 14% approximately. The Company earned a major share of income from dividend and investments. The Company has earned a profit after tax of ₹ 0.575 Million as against previous year profit of ₹ 0.977 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. 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: September 05, 2024

Krishna Babu Cherukuri
Director
DIN: 00993286

Rukmini Devi Satuluri
Director
DIN: 09547719

INDEPENDENT AUDITORS' REPORT

To the Members of
UNIJOPLY INVESTMENTS COMPANY LIMITED
Report on the Audit of Ind AS Financial Statements

Qualified Opinion

We have audited the Ind AS Financial Statements of **UNIJOPLY INVESTMENTS COMPANY LIMITED** (“the Company”), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and Notes to the Financial Statements, including a summary of Material 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 the Accounting Principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its Profit and Other 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*.

NARASIMHA RAO & ASSOCIATES

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS Financial Statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the Ind AS 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.

Information Other Than the Financial Statements and Auditors' Report Thereon

The Company's Board of Directors is responsible for the preparation of the Other Information. The Other Information comprises the information included in the Management Discussion and Analysis, Director's Report including Annexures to Director's Report and Shareholder's Information but does not include the Ind AS Financial Statements and our Auditors' Report thereon. The board reports including Management Discussion and Analysis report is expected to be made available to us after the date of this Auditors' Report.

Our opinion on the Ind AS 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 Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Director's reports including Management Discussion and Analysis report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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 Ind AS 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 Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS 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.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditors' 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 Ind AS 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 Ind AS 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 Auditors' report to the related disclosures in the Ind AS 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 Auditors' 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 Ind AS Financial Statements, including the disclosures, and whether the Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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, 2020 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 to the extent applicable.
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 Ind AS 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, 2024, and taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2024, 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 Auditors’ 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 Auditors’ Report in accordance with Rule 11 of the Companies (Audit and Auditors), 2014, in our opinion and to the best of our information and according to the explanations given to us;
 - i. the Company has no pending litigations which would impact its financial position;
 - ii. in our opinion and as per the information and explanations provides to us, the Company has not entered into any long-term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses, and
 - iii. the Company has no amounts required to be transferred, to the Investor Education and Protection Fund as at the end of the financial year under review;
 - iv.
 - a. the Management has represented that, to the best of its knowledge and belief, as disclosed in the note. 32.8 to the Notes to Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - b. the Management has represented, that, to the best of its knowledge and belief, as disclosed in the Note.32.9 to the Notes to Financial Statements, no funds have been received by the Company from any person or entity, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”)

or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- c. based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
- v. The company has not paid any dividend during the financial year 2023-24.
- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being not preserved or tampered with.

For NARASIMHA RAO & ASSOCIATES
Chartered Accountants
FRN: 002336S

HYDERABAD
May 29, 2024

POORNACHANDRA RAO SAMBARAJU
Partner
M.No. 025403
UDIN: 24025403BKEYSN1521

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)

- i. a. According to the information and explanations furnished to us, the Company does not have any Property, Plant and Equipment (including Right of Use Asset) or Intangible Assets during the year and accordingly, the matters to be reported under Sub Clause (i) (a) to (d) of Clause 3 of the Order are not applicable.
- b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and Rules made thereunder.
- ii. a. As the Company did not have any inventory during the year, the matters to be reported under Sub Clause (ii) (a) of Clause 3 of the Order are not applicable.
- b. The Company has not been sanctioned working capital limits in excess of five crore Rupees, in aggregate, from banks or financial institutions on the basis of security of current assets, during any point of time of the year and hence the matters to be reported under Sub Clause (ii) (b) of Clause 3 of the Order are not applicable.
- iii. During the year the Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or any other parties. Accordingly, the matters to be reported under Sub Clause (iii) (a) to (f) of Clause 3 of the Order are not applicable.
- iv. According to the information and explanations furnished to us, there are no loans, investments, guarantees and security furnished by the Company, requiring compliance with the provisions of Sections 185 and 186 of the Companies Act, and hence the matters to be reported under Sub Clause (iv) of Clause 3 of the Order are not applicable.
- v. According to the information and explanations furnished to us, the Company has not accepted any deposits or amounts which are deemed to be deposits, requiring compliance with the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies act and the Rules made thereunder and hence the matters to be reported under Sub Clause (v) of Clause 3 of the Order are not applicable.

- vi. According to the information and explanations furnished to us, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, for the products manufactured by the Company and hence the matters to be reported under Sub Clause (vi) of Clause 3 of the Order are not applicable.
- vii.
 - a. The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax Service-tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues to the appropriate authorities. According to the information explanations furnished to us and based on our examination of the records of the Company, there are no arrears of outstanding dues on the last day of the financial year concerned for a period of more than six months from the date they become payable.
 - b. The Company has not disputed any statutory dues referred to in sub-clause (a).
- viii. The Company has not surrendered or disclosed any transactions previously not recorded in the books of account, in the tax assessments under the income Tax Act, 1961 (43 of 1961), as income during the year and hence the matters to be reported under Sub Clause (viii) of Clause 3 of the Order are not applicable.
- ix.
 - a. The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
 - b. The Company has not been declared a willful defaulter by any bank or financial institution or other lender.
 - c. The Company did not have any term loans outstanding during the year and hence the matters to be reported under Sub Clause (ix) (c) of Clause 3 of the Order are not applicable.
 - d. The Company has not raised any funds on short term basis and hence the matters to be reported under Sub Clause (ix) (d) of Clause 3 of the Order are not applicable.
 - e. According to the information and explanations furnished to us and overall examination of the Financial Statements of the Company, it has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

- f. The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies hence the matters to be reported under Sub Clause (ix) (f) of Clause 3 of the Order are not applicable.
- x. a. According to the information and explanations furnished to us by the Management, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year and hence the matters to be reported under Sub Clause (x) (a) of Clause 3 of the Order are not applicable.

b. According to the information and explanations furnished to us by the Management, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and hence the matters to be reported under Sub Clause (x) (b) of Clause 3 of the Order are not applicable.
- xi. a. No fraud by the company or any fraud on the company have been noticed or reported during the year.

b. During the year no report under sub-section (12) of section of Section 143 of the Companies Act has been filed by the Auditors in Form ADT- 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules,2014 with the Central Government.

c. According to the information and explanations furnished to us by the Management, the Company has not received any whistle-blower complaints and hence the matters to be reported under Sub Clause (xii) of Clause 3 of the Order are not applicable.
- xii. The Company is not a Nidhi Company and hence the matters to be reported under Sub Clause (xii) of Clause 3 of the Order are not applicable.
- xiii. According to the information and explanations furnished to us by the Management, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the Notes to Financial Statements, as required by the applicable Accounting Standards.
- xiv. a. The Company has an internal audit system commensurate with the size and nature of its business.

b. The reports of Internal Auditors, issued till the date of our audit report, for the period under audit, were considered by us.

- xv. According to the information and explanations furnished to us by the Management, the Company has not entered into any non-cash transactions with directors or persons connected with them, as referred to under the provisions of Section 192 of Companies Act.
- xvi. a. 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.
- b. According to the information and explanations given to us, company has not conducted any non-banking financial or housing finance activities without a valid registration certificate from Reserve bank of India.
- c. The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and hence the matters to be reported under Sub Clause (xvi) (c) of Clause 3 of the Order are not applicable to the Company.
- d. There is no Core Investment Company, as part of the Group, and hence the matters to be reported under Sub Clause (xvi) (d) of Clause 3 of the Order are not applicable to the Company.
- xvii. The Company has not incurred cash losses during the financial covered by audit and in the immediately preceding financial year.
- xviii. There has been no resignation of the Statutory Auditors during the year and hence the matters to be reported under Sub Clause (xviii) of Clause 3 of the Order are not applicable to the Company.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, Other Information accompanying the Financial Statements, our knowledge of the Board of Directors and the Management Plans and based on our examination of the supporting assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the Audit Report that Company is capable of meeting its liabilities existing at the date of Balance Sheet as and when they fall due, within a period of one year from the Balance Sheet date.
- xx. According to the information and explanations given to us, the Company is not required to transfer any unspent amount to a fund specified in Schedule VII to the Companies Act, within period of six months of the expiry of the financial year, in compliance with second

proviso to subsection (5) of Section 135 of the said Act, in respect of other than ongoing projects and to a special account in compliance with the provisions of sub-section 6 of Section 135 of the said act in respect of ongoing projects.

*For NARASIMHA RAO & ASSOCIATES
Chartered Accountants
FRN: 002336S*

*HYDERABAD
May 29, 2024*

*POORNACHANDRA RAO SAMBARAJU
Partner
M.No. 025403
UDIN: 24025403BKEYSN1521*

ANNEXURE – 2 TO THE INDEPENDENT AUDITORS’ 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, 2024 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 authorizations of management and directors of the Company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorized 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, 2024, 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 NARASIMHA RAO & ASSOCIATES
Chartered Accountants
FRN: 002336S*

*HYDERABAD
May 29, 2024*

*POORNACHANDRA RAO SAMBARAJU
Partner
M.No. 025403
UDIN: 24025403BKEYSN1521*

BALANCE SHEET AS AT MARCH 31, 2024

Amount ₹ in Millions

| | Note No. | 31-03-2024 | 31-03-2023 |
|--|-------------------------------------|----------------|---------------|
| I. ASSETS | | | |
| 1. NON-CURRENT ASSETS | | | |
| a. Property, Plant and Equipment | 3 | - | - |
| b. Financial Assets | | | |
| - Investments | 4.1 | 100.599 | 61.157 |
| c. Other Non-Current Assets | 5 | - | 0.180 |
| | | 100.599 | 61.337 |
| 2. CURRENT ASSETS | | | |
| a. Financial Assets | | | |
| - Cash and Cash Equivalents | 6 | 0.059 | 0.128 |
| - Current Investments | 4.2 | 15.704 | 23.377 |
| - Other Current Asset | 7 | 0.012 | 0.006 |
| | | 15.774 | 23.512 |
| | Total Assets | 116.373 | 84.849 |
| II. EQUITY AND LIABILITIES | | | |
| 1. EQUITY | | | |
| a. Equity Share Capital | 8 | 2.000 | 2.000 |
| b. Other Equity | 9 | 114.285 | 82.814 |
| | | 116.285 | 84.814 |
| 2. LIABILITIES | | | |
| - CURRENT LIABILITIES | | | |
| a. Financial Liabilities | | | |
| Trade Payables | 10 | | |
| - Total outstanding dues of Micro Enterprises and Small Enterprises | | - | - |
| - Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises | | 0.033 | 0.033 |
| b. Other Current Liabilities | 11 | 0.025 | - |
| c. Current Tax Liabilities (Net) | 12 | 0.030 | 0.002 |
| | | 0.088 | 0.035 |
| | Total Equity and Liabilities | 116.373 | 84.849 |

Refer to Accompanying Notes to Financial Statements

Per Our Report of Even Date

For NARASIMHA RAO & ASSOCIATES

Chartered Accountants

FRN: 002336S

POORNACHANDRA RAO

SAMBARAJU

Partner

M. No. 025403

Hyderabad

May 29, 2024

For and on behalf of the Board of Directors

KRISHNA BABU CHERUKURI

Director

DIN: 00993286

DURGA VARA PRASAD GUTTA

SIVA LEELA

Chief Executive Officer

RUKMINI DEVI SATULURI

Director

DIN : 09547719

CUMSALI VENKATESHWARLU

Chief Financial Officer

MEHUL SAMAJIBHAI SUTHAR

Company Secretary

M. No. A54935

UNIJOPLY INVESTMENTS COMPANY LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON MARCH 31, 2024

Consolidated Statement of Changes in Equity

Amount ₹ in Millions

| Previous Period | 01-04-2022 | Profit for the Period | Total Comprehensive Income upto the Period | Transfer to Retained Earnings | 31-03-2023 |
|--|------------|-----------------------|--|-------------------------------|-------------------|
| Equity Share Capital: | 2.000 | | | | 2.000 |
| Reserves & Surplus: | | | | | |
| Reserve Fund | 4.765 | | | | 4.765 |
| General Reserve | 1.013 | | | | 1.013 |
| Retained Earnings | 41.656 | 0.977 | 42.633 | 0.796 | 43.429 |
| Other Comprehensive Income: | | | | | |
| Equity Instruments through Other Comprehensive Income | 25.081 | 6.559 | 31.640 | (0.796) | 30.845 |
| Mutual Funds through Other Comprehensive Income | 2.315 | 0.447 | 2.762 | | 2.762 |
| Balance at the End of the Previous Reporting Period | | | 31-03-2023 | | 84.814 |
| Current Period | 31-03-2023 | Profit for the Period | Total Comprehensive Income for the Period | Transfer to Retained Earnings | 31-03-2023 |
| Equity Share Capital | 2.000 | | | | 2.000 |
| Reserves & Surplus | | | | | |
| Reserve Fund | 4.765 | | | | 4.765 |
| General Reserve | 1.013 | | | | 1.013 |
| Retained Earnings | 43.429 | 0.575 | 44.004 | 0.321 | 44.325 |
| Other Comprehensive Income | | | | | |
| Equity Instruments through Other Comprehensive Income | 30.845 | 30.326 | 61.170 | (0.321) | 60.849 |
| Mutual Funds through Other Comprehensive Income | 2.762 | 0.571 | 3.333 | | 3.333 |
| Balance at the end of the Current Reporting Period | | | 31-03-2024 | | 116.285 |

For NARASIMHA RAO & ASSOCIATES
Chartered Accountants
FRN: 002336S

For and on behalf of the Board of Directors

POORNACHANDRA RAO
SAMBARAJU
Partner
M. No. 025403

KRISHNA BABU CHERUKURI
Director
DIN: 00993286

RUKMINI DEVI SATULURI
Director
DIN : 09547719

DURGA VARA PRASAD GUTTA
SIVA LEELA
Chief Executive Officer

CUMSALI VENKATESHWARLU
Chief Financial Officer

Hyderabad
May 29, 2024

MEHUL SAMAJIBHAI SUTHAR
Company Secretary
M. No. A54935

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024

Amount ₹ in Millions

| | Note No. | 31-03-2024 | 31-03-2023 |
|---|----------|---------------|--------------|
| 1. INCOME | | | |
| Revenue from Operations | 13 | - | 0.679 |
| Other Income | 14 | 2.425 | 2.143 |
| Total Income | | 2.425 | 2.822 |
| 2. EXPENSES | | | |
| a. Loss from Derivatives | 15 | 0.238 | - |
| b. Employee Benefit Expense | 16 | 0.177 | 0.204 |
| c. Depreciation | 3 | - | 0.009 |
| d. Other Expenses | 17 | 0.824 | 1.244 |
| Total Expenses | | 1.238 | 1.446 |
| 3. PROFIT BEFORE TAX (1 - 2) | | 1.188 | 1.365 |
| 4. TAX EXPENSE | | | |
| a. Current Tax | | 0.463 | 0.308 |
| Net Current Tax | | 0.463 | 0.308 |
| b. Tax Pertaining to Earlier Years | | 0.149 | 0.081 |
| | | 0.612 | 0.389 |
| 5. NET PROFIT FOR THE YEAR AFTER TAXES (3 - 4) | | 0.575 | 0.977 |
| 6. OTHER COMPREHENSIVE INCOME ('OCI') | | | |
| (i) Items that will not be reclassified to Profit or Loss | | | |
| Fair Value changes on Equity Instruments through OCI | | 30.326 | 6.559 |
| Fair Value changes on Mutual funds through OCI | | 0.571 | 0.447 |
| | | 30.896 | 7.006 |
| 7. TOTAL COMPREHENSIVE INCOME FOR THE YEAR (5 + 6) | | 31.472 | 7.983 |
| 8. EARNINGS PER SHARE | | | |
| Face Value ₹10/- per share | | | |
| Basic and Diluted | ₹ | 2.88 | 4.88 |
| Basic and Diluted (After OCI) | ₹ | 157.36 | 39.96 |

Refer to Accompanying Notes to Financial Statements

Per Our Report of Even Date

For NARASIMHA RAO & ASSOCIATES

Chartered Accountants

FRN: 002336S

POORNACHANDRA RAO

SAMBARAJU

Partner

M. No. 025403

Hyderabad

May 29, 2024

For and on behalf of the Board of Directors

KRISHNA BABU CHERUKURI

Director

DIN: 00993286

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Director

DIN : 09547719

CUMSALI VENKATESHWARLU

Chief Financial Officer

MEHUL SAMAJIBHAI SUTHAR

Company Secretary

M. No. A54935

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

Amount ₹ in Millions

| | 31-03-2024 | 31-03-2023 |
|--|----------------|----------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES : | | |
| Profit / (Loss) before Tax and Extraordinary Items | 1.188 | 1.365 |
| Adjustments for : | | |
| Depreciation | - | 0.009 |
| Loss on Sale of Shares and Units | - | 0.466 |
| Dividend Income | (0.662) | (0.908) |
| Income from Liquid Funds | (1.433) | (0.548) |
| Net gain on Fair Valuation of Investments carried at Fair Value through Profit or Loss | (0.307) | - |
| OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES | (1.214) | 0.383 |
| (Increase) / Decrease in Other Non Current Assets | 0.180 | 0.020 |
| Increase / (Decrease) in Sundry Creditors | - | - |
| Increase / (Decrease) in Other financial Liabilities | 0.025 | - |
| Increase/(Decrease) in Net Current Tax Liabilities | 0.028 | (0.003) |
| Increase/(Decrease) in Net Current Tax Asset | - | - |
| Increase/(Decrease) in Other Current Asset | (0.005) | (0.006) |
| Increase/(Decrease) in Current Provisions | - | (0.041) |
| CASH GENERATED FROM OPERATIONS | (0.227) | (0.030) |
| Income Tax | 0.987 | 0.353 |
| CASH FLOW BEFORE EXTRA-ORDINARY ITEMS | (1.451) | 0.045 |
| Prior Period Adjustments | (0.149) | (0.081) |
| NET CASH FROM OPERATING ACTIVITIES (A) | (1.600) | (0.036) |
| B. CASH FLOW FROM INVESTING ACTIVITIES : | | |
| Purchase of shares and Mutual Funds | (70.066) | (76.910) |
| Sale of Property, Plant and Equipment | - | 0.082 |
| Interest received | - | - |
| Dividend received | 0.662 | 0.908 |
| Sale of shares | 70.933 | 73.936 |
| Purchase of Property Plant and Equipment | - | - |
| NET CASH FROM INVESTING ACTIVITIES (B) | 1.530 | (1.985) |
| C. CASH FLOW FROM FINANCING ACTIVITIES : | | |
| Proceeds from issuance of share capital | - | - |
| NET CASH USED IN FINANCE ACTIVITIES (C) | - | - |
| D. NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (D=A+B+C) | (0.070) | (2.021) |
| E. CASH AND CASH EQUIVALANTS AT BEGINNING OF PERIOD | 0.128 | 2.149 |
| F. CASH AND CASH EQUIVALANTS AT END OF PERIOD (F=D+E) | 0.059 | 0.128 |

Notes:

1 The Statement of Cash Flows has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind 7) - Statement of Cash Flows:

2 CASH & CASH EQUIVALENTS (Note 6)

| | Amount ₹ in Millions | |
|--|----------------------|--------------|
| | 31-03-2024 | 31-03-2023 |
| Cash on Hand | 0.013 | 0.007 |
| Balance with Banks in Current Accounts | 0.046 | 0.101 |
| Total Cash & Cash Equivalents | 0.059 | 0.108 |

3 Summary of Material Accounting Policies (Note 19)

Per Our Report of Even Date

For NARASIMHA RAO & ASSOCIATES

Chartered Accountants

FRN: 002336S

POORNACHANDRA RAO

SAMBARAJU

Partner

M. No. 025403

Hyderabad

May 29, 2024

For and on behalf of the Board of Directors

KRISHNA BABU CHERUKURI

Director

DIN: 00993286

RUKMINI DEVI SATULURI

Director

DIN : 09547719

DURGA VARA PRASAD GUTTA

SIVA LEELA

Chief Executive Officer

CUMSALI VENKATESHWARLU

Chief Financial Officer

MEHUL SAMAJIBHAI SUTHAR

Company Secretary

M. No. A54935

1. BASIS OF PREPARATION AND MEASUREMENT

a. Statement of Compliance

The financial statements for the year ended March 31, 2024 have been prepared in accordance with Indian Accounting Standards (“Ind AS”) prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

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 lakhs 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 an 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 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 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) and Fair Value through Profit or loss. 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.

All fair value changes on Liquid mutual funds classified at FVTPL and recognized in the Profit or Loss.

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. Claims:

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

3 PROPERTY, PLANT & EQUIPMENT

Amount ₹ in Millions

| Gross Block | As on 31-03-2023 | Additions | Deductions / Adjustments | As on 31-03-2024 |
|--|---------------------|---------------------|-------------------------------------|---------------------|
| 1 Office Equipment | - | - | - | - |
| 2 Computers | - | - | - | - |
| 3 Vehicles | - | - | - | - |
| Total | - | - | - | - |
| Previous Year's Total | 0.180 | - | 0.180 | - |
| Depreciation & Amortisation | Upto 31-03-2023 | For the Year | Deductions / Adjustments | Upto 31-03-2024 |
| 1 Office Equipment | - | - | - | - |
| 2 Computers | - | - | - | - |
| 3 Vehicles | - | - | - | - |
| Total | - | - | - | - |
| Previous Year's Total | 0.090 | 0.009 | 0.099 | - |
| Net Block | | | 31-03-2024 | 31-03-2023 |
| 1 Office Equipment | | | - | - |
| 2 Computers | | | - | - |
| 3 Vehicles | | | - | - |
| Total | | | - | - |
| Previous Year's Total | | | - | 0.090 |

4.1 NON CURRENT INVESTMENTS

Amount ₹ in Millions

| | 31-03-2024 | 31-03-2023 |
|---|----------------|------------|
| Fair Market Value through Other Comprehensive Income | | |
| Investments in Quoted Equity Instruments | 95.501 | 56.630 |
| Investments in Quoted Mutual Funds | 5.098 | 4.527 |
| | 100.599 | 61.157 |

Disclosures:

4.1.1 Trade Investments (Fair Market Value through Other Comprehensive Income):

Amount ₹ in Millions

| | Face Value | 31-03-2024 | | 31-03-2023 | |
|--|------------|------------|----------------|------------|--------|
| | | Units | Amount | Units | Amount |
| a. Quoted Equity Instruments | | | | | |
| Glenmark Pharma | 1 | 28,000 | 26.810 | 28,000 | 13.020 |
| Lakshmi Finance & Industrial Corporation Limited | 10 | 2,96,060 | 50.404 | 2,96,060 | 34.787 |
| Lupin Limited | 2 | - | - | 8,000 | 5.183 |
| Natco Pharma | 2 | - | - | 4,000 | 2.255 |
| Pfizer limited | 10 | - | - | 400 | 1.386 |
| Kotak Mahindra Bank Ltd | 5 | 10,000 | 17.858 | - | - |
| Tata Technologies Ltd | 2 | 420 | 0.429 | - | - |
| B. Quoted Mutual Funds | | | | | |
| Nippon India Gold bee | | 90,000 | 5.097 | 90,000 | 4.526 |
| Reliance ETF Liquid Bees | | 1 | 0.001 | 1 | 0.001 |
| | | | 100.599 | | 61.157 |

4.1.2 Aggregate Market Value of Quoted Investments

100.599

61.157

4.1.3 Aggregate Book Value of Quoted Investments

100.599

61.157

4.2 CURRENT INVESTMENTS

Amount ₹ in Millions

| | 31-03-2024 | 31-03-2023 |
|---|---------------|------------|
| Fair Market Value through Profit or Loss | | |
| Investments in Quoted Mutual Funds | 15.704 | 23.377 |
| | 15.704 | 23.377 |

Disclosures:

4.2.1 Trade Investments (Fair Market Value through Other Comprehensive Income):

Amount ₹ in Millions

| | 31-03-2024 | | 31-03-2023 | |
|----------------------------|------------|---------------|------------|--------|
| | Units | Amount | Units | Amount |
| Quoted Mutual Funds | | | | |
| Debt Mutual funds | | | | |
| HDFC Liquid fund | 3,310 | 15.704 | 5,285 | 23.377 |
| | | 15.704 | | 23.377 |

4.2.2 Aggregate Market Value of Quoted Investments

15.704

23.377

4.2.3 Aggregate Book Value of Quoted Investments

15.704

23.377

5 OTHER NON-CURRENT ASSETS

Amount ₹ in Millions

| | 31-03-2024 | 31-03-2023 |
|------------------------------------|------------|------------|
| Unsecured, considered good: | | |
| Income Tax Refund Receivable | - | 0.180 |
| | - | 0.180 |

6 CASH AND CASH EQUIVALENTS

| | | |
|---------------------------|-------|-------|
| Cash on hand | 0.013 | 0.007 |
| Balances with Banks | 0.046 | 0.101 |
| Fixed Deposits with Banks | - | 0.021 |
| | 0.059 | 0.128 |

7 OTHER CURRENT ASSETS

| | | |
|---------------------|-------|-------|
| Interest Receivable | 0.012 | 0.006 |
| | 0.012 | 0.006 |

8 EQUITY SHARE CAPITAL

Amount ₹ in Millions

| | 31-03-2024 | 31-03-2023 |
|--|------------|------------|
| Authorised Capital: | | |
| 2,00,000 Equity shares of ₹ 10 Par Value | 2.000 | 2.000 |
| | 2.000 | 2.000 |
| Issued,Subscribed and Paid-up Capital | | |
| 2,00,000 Equity shares of ₹ 10 Par Value fully paid up | 2.000 | 2.000 |
| | 2.000 | 2.000 |

Disclosures:

8.1 All the equity shares carry equal rights and obligations including for dividend and with respect to voting rights.

8.2 Reconciliation of number of shares outstanding

| Name of shareholder | 31-03-2024 | | 31-03-2023 | |
|---|---------------|--------|---------------|--------|
| | No. of Shares | Amount | No. of Shares | Amount |
| Equity Shares fully paid-up | | | | |
| Outstanding at the beginning of the year | 2,00,000 | 2.000 | 2,00,000 | 2.000 |
| Issued during the year | - | - | - | - |
| Outstanding at the end of the year | 2,00,000 | 2.000 | 2,00,000 | 2.000 |

8.3 Names of shareholders holding more than 5% of the Share capital and their Shareholding:

| Name of shareholder | 31-03-2024 | | 31-03-2023 | |
|-----------------------|---------------|--------------|---------------|--------------|
| | 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 | 1,37,943 | 68.97% | 1,37,943 | 68.97% |

8.4 Shares held by Promotors at the end of the year:

| Name of shareholder | 31-03-2024 | | % change during the year |
|----------------------------|---------------|--------------|--------------------------|
| | No. of Shares | % of holding | |
| 1 Kanuri Invest & Exim LLP | 10,000 | 5.00% | - |
| 2 Kanuri Family Trust | 1,37,943 | 68.97% | - |

9 OTHER EQUITY*Amount ₹ in Millions*

| | 31-03-2024 | 31-03-2023 |
|--------------------------------------|-------------------|------------|
| a. Retained Earnings | | |
| Balance at the beginning of the year | 43.429 | 41.656 |
| Add : Profit for the year | 0.575 | 0.977 |
| Add : Transfer from OCI | 0.321 | 0.796 |
| Balance at the end of the year | 44.325 | 43.429 |
| b. Other Reserves | | |
| General Reserve | | |
| Balance at the beginning of the year | 1.013 | 1.013 |
| Balance at the end of the year | 1.013 | 1.013 |
| c. Reserve fund | | |
| Balance at the beginning of the year | 4.765 | 4.765 |
| Balance at the end of the year | 4.765 | 4.765 |
| c. FVTOCI Reserve** | | |
| Balance at the beginning of the year | 33.607 | 27.396 |
| Additions during the year | 30.896 | 7.006 |
| Deductions during the year | - | - |
| Transfer to Retained Earnings | (0.321) | (0.796) |
| Balance at the end of the year | 64.182 | 33.607 |
| Balance carried forward to next year | 114.285 | 82.814 |

Disclosure:

FVTOCI Reserve represents the cumulative gains (net of losses) arising on revaluation of Equity Instruments measured at Fair Value through Other Comprehensive Income, net of amounts reclassified, if any, to Retained Earnings when those instruments are disposed of.

10 TRADE PAYABLES*Amount ₹ in Millions*

| | 31-03-2024 | 31-03-2023 |
|--|-------------------|------------|
| Total outstanding dues of micro enterprises and small enterprises | - | - |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 0.033 | 0.033 |
| | 0.033 | 0.033 |

Disclosure:

10.1 The company has not received any information from any suppliers that they have registered as Micro, Small and Medium Enterprise (MSME). In the absence of such information the total outstandings in respect of all suppliers are classified under the head "Others".

10.2 Trade Payable Ageing Schedule:

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|------------------|--|-------------------|-------------|-------------|-------------------|--------------|
| | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| MSME | - | - | - | - | - | - |
| Others | 0.033 | - | - | - | - | 0.033 |
| Others (P. Year) | 0.033 | - | - | - | - | 0.033 |

11 OTHER CURRENT LIABILITIES

| | | |
|------------------------|--------------|---|
| Creditors for Expenses | 0.025 | - |
| | 0.025 | - |

12 CURRENT TAX LIABILITIES (NET)

| | | |
|-------------------------------|--------------|-------|
| Current Tax Liabilities (Net) | 0.030 | 0.002 |
| | 0.030 | 0.002 |

13 REVENUE FROM OPERATIONS

Amount ₹ in Millions

| | 31-03-2024 | 31-03-2023 |
|-------------------------|------------|------------|
| Profit from Derivatives | - | 0.679 |
| | - | 0.679 |

14 OTHER INCOME

| | | |
|---|-------|-------|
| Dividend Income | 0.662 | 0.908 |
| Fair Value Gain on Financial Instruments, valued at fair value through Profit or Loss | 0.307 | 0.633 |
| Profit on Sale of Investments | 1.433 | 0.548 |
| Interest Income | 0.012 | 0.053 |
| Profit on Sale of Property, Plant and Equipment | - | 0.000 |
| Interest on Income Tax Refund | 0.012 | - |
| | 2.425 | 2.143 |

15 LOSS FROM DERIVATIVES

| | | |
|-----------------------|-------|---|
| Loss from Derivatives | 0.238 | - |
| | 0.238 | - |

16 EMPLOYEE BENEFIT EXPENSES

| | | |
|----------|-------|-------|
| Salaries | 0.177 | 0.204 |
| | 0.177 | 0.204 |

17 OTHER EXPENSES

| | | |
|-----------------------------|-------|-------|
| Professional Expenses | 0.136 | 0.099 |
| Rates and Taxes | 0.023 | 0.011 |
| Listing Expenses | 0.482 | 0.441 |
| Postage and telephone | - | 0.002 |
| Miscellaneous Expenses | 0.095 | 0.137 |
| Sitting Fee | 0.088 | 0.088 |
| Loss on Sale of Investments | - | 0.466 |
| | 0.824 | 1.244 |

Disclosure:

Professional Expenses includes:

Statutory Audit Fee

0.033

0.033

18 Basis of Preparation Of Financial Statements:**1 Statement of Compliance:**

The Financial Statements for the year ended March 31, 2024 have been prepared in accordance with Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

2 Accounting Convention and Basis of Measurement:

The Financial Statements have been prepared on the Historical Cost Convention and on an Accrual Basis, except for certain Financial Assets and Liabilities of material nature, which are measured at Fair Value (refer Note 17.9, Accounting Policy on Financial Instruments), as required by relevant Ind AS.

3 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 have been rounded to the nearest million of three decimals, except for Shares and Earnings Per Share data.

4 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; and
- iii. Recognition of deferred tax assets.

5 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.

6 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.

19 Material Accounting Policies:**1 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.

2 Impairment of Assets:

i Financial Assets:

The Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss and credit risk exposure on Financial Assets that are debt instruments and are measured at amortised cost wherever 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 and accounts for the same.

5 Revenue Recognition:

Revenue is recognised 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.

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

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

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

6 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., are recognised as an expense in the period in which the employee renders the related service.

ii Post-Employment Benefits:

Payment of Provident Fund, E.S.I.C. and Gratuity to employees are not applicable to the Company, as the number of employees is below the coverage limite. 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.

7 Provision for Current and Deferred Tax:

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

ii 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 realise such losses.

8 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.

9 Financial Instruments (Financial Assets and Financial Liabilities):

Financial Assets which include 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 recognised when and only when the Company becomes party to the contractual provisions of the instrument.

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 recognised 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:

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) and Fair Value through Profit or loss. 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.

All fair value changes on Liquid mutual funds classified at FVTPL and recognised in the Profit or Loss.

10 Provisions, Contingent Liabilities and Contingent Assets:

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 recognised nor disclosed in the Financial Statements.

11 Claims:

Claims by and against the Company, including liquidated damages, are recognised on Acceptance Basis.

- 20 The Company does not have any borrowings from Banks or Financial institutions.
- 21 In the opinion of the Board of Directors, all the Assets (Other than Property, Plant, Equipment, Intangible Assets and Non-Current Investments) are expected to realise a value which is at least equivalent to the amount at which they are stated in the financial statements, in the ordinary course of the business. The Board is also of the opinion that no material uncertainty exists regarding the capability of the Company in meeting its liabilities existing as on the date of Balance Sheet as and when they fall due.
- 22 The Company has carried out a general review to find out whether there is any indication that any asset or group of assets is impaired. In the absence of any such indication of potential impairment loss, no formal estimate of recoverable amount is made and no provision for impairment of assets is required to be made in the books of account.
- 23 The Company does not have any downstream companies, and hence the compliance regarding the number of layers prescribed under Clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restrictions on Number of Layers), Rules, 2017 and the disclosure requirements of the names of such Companies and their CIN, beyond specified layers and the relation and extent of holding, are not applicable.
- 24 Related Party Disclosures:

| a. | Name | Designation |
|----|---------------------------------------|--------------------------------------|
| | Key Management Personnel: | |
| | C. Venkateshwarlu | Chief Financial Officer |
| | Durga Vara Prasad Gutta Siva Leela | Chief Operating Officer |
| | Ranjana Kumari | Company Secretary (Up to 15/12/2023) |
| | Mehul Shamajibhai Suthar | Company Secretary (From 01/03/2024) |
| | Non - Key Management Personnel | |
| | Krishna Babu Cherukuri | Director |
| | Prasad Reddy Kasu | Independent Director |
| | Kameswara Sharma Chavali | Independent Director |

| | |
|----|--|
| b. | Directors' interested Firms Proton Investments LLP Kanuri Invest and Exim LLP C K S Associates |
|----|--|

| c. Transactions with Related Parties: | | Amount ₹ in Millions | | | |
|---------------------------------------|------------------------|------------------------------|--|------------------------------|--|
| Name of the Related Party | Nature of Transactions | 31-03-2024 | | 31-03-2023 | |
| | | Transactions during the Year | Balance outstanding at the end of the Year | Transactions during the Year | Balance outstanding at the end of the Year |
| Krishna Babu Cherukuri | Sitting Fee | 0.010 | - | 0.010 | - |
| Rukmini Devi Satuluri | Sitting Fee | 0.020 | - | 0.020 | - |
| Prasad Reddy Kasu | Sitting Fee | 0.020 | - | 0.020 | - |
| Kameswara Sharma Chavali | Sitting Fee | 0.020 | - | 0.020 | - |
| Ranjana Kumari | Remuneration | 0.013 | - | 0.180 | - |
| Mehul Shamajibhai Suthar | Remuneration | 0.020 | - | - | - |

25 Deffered Tax Expenses:

Amount ₹ in Millions

| | 31-03-2024 | 31-03-2023 |
|---|------------|------------|
| Deferred Tax Asset | | |
| Timing Difference on account of: | | |
| Carry Forward Losses /Allowances | 14.527 | 13.617 |
| Total Timing Differences | 14.527 | 13.617 |
| Deferred Tax Asset at applicable tax rates - 25.17% | 3.656 | 3.427 |

As a matter of prudence, the Company has not recognized the net excess of deferred tax assets over the deferred liabilities in the Books of Accounts

26 Earnings per Share:

Amount ₹ in Millions

| | 31-03-2024 | 31-03-2023 |
|--|------------|------------|
| Profit / (Loss) after Taxes and Exceptional Items | 0.575 | 0.977 |
| Total Comprehensive Income / (Loss) for the Year (OCI) | 31.472 | 7.983 |
| Total number of shares for Basic EPS (Face Value ₹ 10) | 2,00,000 | 2,00,000 |
| Weighted Average of Shares for Diluted EPS (Face Value ₹ 10) | 2,00,000 | 2,00,000 |
| Earnings per share – Basic & Diluted | ₹ 2.88 | 4.88 |

27 Ratios:

| Ratios | Numerator | Denominator | 31-03-2024 | 31-03-2023 | % Variance |
|-------------------------------|--|----------------------------|------------|------------|------------|
| Current Ratio | Current Assets | Current Liabilities | 179.65 | 673.51 | (73.33) |
| Debt Equity Ratio | Total Debt | Shareholder's Equity | - | - | - |
| Debt Service Coverage Ratio | Earning available for Debt Service | Debt Service | - | - | - |
| Return on Equity Ratio % | Net Profit after Taxes (Before OCI) | Equity Shareholders' Funds | 28.76% | 48.83% | (41.11) |
| Inventory Turover Ratio | Gross Revenue from sale of Products and Services | Average Trade Receivables | - | - | - |
| Trade Payables Turnover Ratio | Purchases | Average Trade Payables | - | - | - |
| Net Capital Turnover Ratio | Sales | Working Capital | 0.15 | 0.12 | 28.12 |
| Net Profit Ratio % | Net profit | Sales | 204.24% | 206.66% | 1.17 |
| Return on Capital Employed | Earnings Before interest and tax | Capital Employed | 0.01 | 0.02 | (36.58) |

Reason for Variance above 25%:

| | |
|----------------------------|--|
| Current Ratio | Due to reduction in Current Investments (Non Current Investments Increased) |
| Return on Equity Ratio | Profit on Sale of Investments increased to ₹ 1.433 Mil from ₹ 0.548 Mil in the Previous Year and reduction in Comprehensive Income to ₹ 0.307 Mil from ₹ 0.633 Mil in the Previous Year. |
| Net Capital Turnover Ratio | Decrease in Current Assets. (Non-current Assets have increased) |
| Return on Capital Employed | Net Profit before taxes reduced from ₹ 1.365 Mil to ₹ 1.188, due to reduction in Total Income from ₹ 2.822 Mil to ₹ 2.425 Mil. |

28 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'.

29 The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or Loss) and
- those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of cash flows. For assets measured at fair value, gains and losses is either recorded in the statement of profit and loss or other comprehensive income.

30 A. **Financial Instruments by Category:**

The carrying and fair value of financial instruments by categories of March 31, 2024 is as follows:

Amount ₹ in Millions

| <i>Particulars</i> | <i>Amortised Cost</i> | <i>Total carrying value</i> | <i>Total Fair Value</i> |
|---------------------------|-----------------------|-----------------------------|-------------------------|
| Assets: | | | |
| Cash and Cash Equivalents | 0.059 | 0.059 | 0.059 |
| | (0.128) | (0.128) | (0.128) |
| Other Investments | 15.774 | 15.774 | 15.774 |
| | (23.512) | (23.512) | (23.512) |
| Other Financial Assets | 0.012 | 0.012 | 0.012 |
| | (0.006) | (0.006) | (0.006) |
| Total | 15.844 | 15.844 | 15.844 |
| Previous Year's Total | (23.646) | (23.646) | (23.646) |
| Lianbilities: | | | |
| Trade Payables | 0.033 | 0.033 | 0.033 |
| | (0.033) | (0.033) | (0.033) |
| Total | 0.033 | 0.033 | 0.033 |
| Previous Year's Total | (0.033) | (0.033) | (0.033) |

Figurs in Brackets are of Privious Financial Year.

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

Market risk

The Company is dealing with stocks of share and derivatives. 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.

31 Figures for the Previous Year are re-arranged, re-grouped, wherever necessary, to conform to the figures of the Current Year. This does not have any material impact on the Financial Statements.

32 Additional Regulatory Information:

- 1 All the Deeds of Immovable Property are held in the name of the Company.
- 2 The Company has not revalued any of its Property, Plant and Equipment.
- 3 The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- 4 The Company does not have any transactions with companies struck off under Section 248 of the Companies Act 2013 or under Section 560 of the Companies Act 1956.
- 5 There are no Documents of Creation or Satisfaction of Charges pending for filing with the Registrar of Companies beyond the Specified Statutory Period.
- 6 The Company has not traded or invested in Crypto currency or Virtual Currency during the Financial Year.
- 7 The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- 8 The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- 9 The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that it shall:
 - a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 10 The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

Signatures on Notes 1 to 32 of Notes to Financial Statements
*Per our Report of Even Date***For NARASIMHA RAO & ASSOCIATES***Chartered Accountants*

FRN: 002336S

POORNACHANDRA RAO**SAMBARAJU***Partner*

M. No. 025403

Hyderabad

May 29, 2024

*For and on behalf of the Board of Directors***KRISHNA BABU CHERUKURI***Director*

DIN: 00993286

DURGA VARA PRASAD GUTTA**SIVA LEELA***Chief Executive Officer***RUKMINI DEVI SATULURI***Director*

DIN : 09547719

CUMSALI VENKATESHWARLU*Chief Financial Officer***MEHUL SAMAJIBHAI SUTHAR***Company Secretary*

M. No. A54935