

Jolly Merchandise Ltd.

To,
The Deputy Manager,
Department of Corporate Services,
Bombay Stock Exchange Limited
P. J. Towers, Dalal Street,
Mumbai- 400001

Dear Sir,

Sub: Submission of Quarterly Compliance Report on Corporate Governance under clause 49 of the Listing Agreement.

Ref: Scrip Code: 519191 Scrip ID: JOLYMER

We are sending herewith Compliance Report on Corporate Governance for the quarter ended on 31st March 2013 as required under clause 49 of the Listing Agreement.

Please find above in order and acknowledge the same.

Thanking You,

Yours faithfully,
For, JOLLY MERCHANDISE LIMITED

DIRECTOR/ AUTHORIZED SIGNATORY



Encl: As above.

**Reg. Office Address: 304, Saffron Tower, Nr. Panchwati Circle, Panchwati to Ambawadi Road,
Ambawadi, Ahmedabad-380006, Gujarat, INDIA**

Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company : JOLLY MERCHANDISE LIMITED

Quarter ending on : 31.03.2013

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	N.A.	
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	
D) Code of Conduct	(49 (ID)	Yes	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee		Yes	
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	N.A.	
IV. Disclosures	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	N.A.	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	N.A.	
(E) Remuneration of Directors	49 (IV E)	N.A.	
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
V. CEO/CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	
VII. Compliance	49 (VII)	Yes	

PLACE: AHMEDABAD

DATE: 03.04.2013

For, JOLLY MERCHANDISE LIMITED



COMPLIANCE OFFICER/DIRECTOR