

# 25TH ANNUAL REPORT 2014-2015 OF JOLLY MERCHANDISE LIMITED

## BOARD OF DIRECTOR

NILESHKUMAR HASMUKLAL KHATRI	- DIRECTOR
AMISHKUMAR DANTARA	- DIRECTOR
DHANPAL JITENDRAKUMAR GANDHI	- DIRECTOR

## AUDITOR

BIPIN & CO.  
CHARTERED ACCOUNTANTS,  
VADODARA

## SHARE TRANSFER AGENT

### M/s SATELLITE CORPORATE SERVICES PRIVATE LIMITED

B-302, Sony Apartment, Opp. St. Judge's High School,  
Off Andheri-Kurla Road, Jarimari, Sakinaka,  
Mumbai-400072 Maharashtra, INDIA  
Ph No: +91-22-2852 0461 / 2852 0462  
Fax No: +91-22-2851 1809  
E mail: [service@satellitecorporate.com](mailto:service@satellitecorporate.com)

## REGISTERED OFFICE

304, SAFFRON TOWER, NEAR PANCHWATI CIRCLE,  
PANCHWATI TO AMBAWADI ROAD,  
AMBAWADI, AHMEDABAD - 390006,  
GUJARAT, INDIA.

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## **N O T I C E**

**NOTICE** is hereby given that the **25th Annual General Meeting** of the Members of **JOLLY MERCHANDISE LIMITED** will be held at **806, Saffron Tower, Near Panchwati Circle, Panchwati To Ambawadi Road, Ambawadi, Ahmedabad-390006, Gujarat, India** on **Tuesday, 29th day of September, 2015** at **02:00 P. M.** to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the financial Statement for the year ended on 31 March, 2015 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Amishkumar Dantara, who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

3. To consider and if thought fit, to pass with or without modification, as an SPECIAL RESOLUTION, the following:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 140(4), 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), M/s. Bipin & Co., Chartered Accountants, Vadodara (FRN 101509W), in respect of whom the company has received a Special Notice under section 140(4) of the Act, proposing their appointment in the place of retiring auditors, (M/s. Y. D. & Co., Chartered Accountants, Ludhiana, FRN 018846N) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to next subsequent Annual General Meeting and at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.”

**By Order of the Board  
For, JOLLY MERCHANDISE LIMITED**

**PLACE: AHMEDABAD  
DATE: 31.08.2015**

**Sd/-  
(AMISHKUMAR DANTARA)  
CHAIRMAN**

### **Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME SCHEDULED FOR HOLDING THE MEETING.
2. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
4. The Register of Members and Share Transfer Register of the Company will remain closed from 23rd September, 2015 to 29th September, 2015.
5. The information required to be provided under the Listing Agreement entered into by the Company with the Stock Exchange regarding the Directors who are proposed to be re-appointed is given in the annexure to the Notice.
6. Members whose shareholding(s) are in electronic mode are requested to inform any changes relating to address, bank mandate and Electronic Clearing Services (ECS) details to their respective Depository Participants and in case of physical shares, to the Company's Registrar & Share Transfer Agent M/S Satellite Corporate Services Pvt. Ltd by mail at [service@satellitecorporate.com](mailto:service@satellitecorporate.com) together with a valid proof of address.
7. Members are requested to quote their Registered Folio Number or their Client ID number with DP ID on all correspondence with the Company as the case may be.

8. Members/Proxy holders are requested to bring their copies of the Annual Report to the Annual General Meeting
9. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.
10. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.
11. Since the trading of shares is allowed only in dematerialized form, in the Stock Exchange, members are advised to get their physical shareholding dematerialized.
12. In line with measures of Green Initiative taken by the Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively) and Companies Act, 2013 also provides for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with M/S Satellite Corporate Services Pvt. Ltd by mail at [service@satellitecorporate.com](mailto:service@satellitecorporate.com) and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).
13. Additional information as required in terms of paragraph 3 of the Clause 49 of the Listing Agreement on Director seeking re-appointment at the ensuing Annual General Meeting is as under:

Mr. AMISHKUMAR DANTARA is Director of the Company. He has rich experience in the field of Business Administration. He has been associated with the Company w.e.f. 05.04.2012. He is Member of the Audit Committee and Share Transfer and Grievances Committee of the Company. Mr. AMISHKUMAR DANTARA retires by rotation and being eligible offers himself for re-appointment.

#### Instructions for e-voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to physical voting to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically. E-voting is optional for the Members. The instructions for members for voting electronically are as under. **In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "JOLLY MERCHANDISE LIMITED" From the drop down menu and click on "SUBMIT".
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) -Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. -In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. -Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <JOLLY MERCHANDISE LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins on 26.09.2015 AT 09.00 A.M. and ends on 28.09.2015 AT 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

The Company has appointed Ms. SHUBHAM AGARAWAL, Practicing Company Secretary as the Scrutinizer for purpose of E voting to count the votes casted in favour or against the resolution proposed for all the items of the Notice as mentioned in the Notice and to comply with the provisions of Section 108 of the Companies Act, 2013.

The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

**ANNEXURE TO NOTICE****EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 3**

Accordance with the provisions of sections 139, and other applicable provision if any of the Companies Act, 2013 and rules there under, the said appointment would require the approval its shareholders in General Meeting by way of Special Resolution and company has also received a Special Notice under sector 140 (4) from the member of the company proposing such appointment at the ensuing Annual General Meeting.

Therefore, your company seeks your approval to appoint M/s. Bipin & Co., Chartered Accountants, Vadodara (FRN 101509W) in place of existing auditors M/s. Y. D. & Co., Chartered Accountants, Ludhiana, (FRN 018846N) to hold office from the conclusion of this Annual General Meeting to next subsequent Annual General Meeting

The Board recommends the resolution to be passed as Special resolution.

None of the Directors or KMP or relatives of Directors and KMP, are in any way concerned with or interested, financially or otherwise in the resolution.

**PLACE: AHMEDABAD**

**DATE: 31.08.2015**

**By Order of the Board  
For, JOLLY MERCHANDISE LIMITED**

**Sd/-  
(AMISHKUMAR DANTARA)  
CHAIRMAN**

## **DIRECTORS' REPORT**

### **Dear Shareholders,**

Your Directors here by present the 25th Annual Report together with the Audited statements of Accounts for the financial year ended on 31st March 2015.

### **OPERATIONS REVIEW:**

During the year under review due to financial crisis company has not carried out any business activities and faces huge set back. So company not in position to generate any revenue from the operation but due to some fixed cost company posted Net Loss of Rs. 41982/-.

### **BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF THE COMPANY'S AFFAIR:**

The Company does not have any significant business activity and not carried out any business since last 3 to 4 years.

### **DIVIDEND:**

Considering the loss incurred in the current financial year and accumulated losses, your Directors have not recommended any dividend for the financial year under review.

### **TRANSFER TO RESERVES:**

The Company has not transferred any amount to Reserves for the period under review.

### **SHARE CAPITAL:**

The issued, subscribed and paid up capital of the Company is Rs 48300000 (Rupees Four Crore Eighty Three Lacs) divided into 4830000 (Rupees Forty Eight Lac Thirty Thousand) equity shares of Rs 10/- each. There has been no change in the share capital of the Company during the year.

### **SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:**

The Company does not have any subsidiary, associate companies & joint ventures.

### **FIXED DEPOSIT:**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

### **RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

### **MATERIAL CHANGES AND COMMITMENTS IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

No material changes and commitments affecting the financial position of the company have occurred between the end of financial year to which the financial statements relate and the date of the Directors' Report.

### **SIGNIFICANT ORDERS PASSED BY THE REGULATORS, COURTS OR TRIBUNALS IMPACTING GOING CONCERN AND COMPANY'S OPERATIONS:**

To the best of our knowledge, the company has not received any such orders passed by the regulators, courts or tribunals during the year, which may impact the going concern status or company's operations in future.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

In accordance with the provisions of the Companies Act, 2013, MR. AMISHKUMAR DANTARA retire by rotation at the ensuing AGM and being eligible offers himself for reappointment.

Since the Company does not have any significant business activities, hence the Volume and Scope of work for the Company Secretary and Chief Financial Officer are less and it is not a full time work and the job of Company Secretary and Chief Financial Officer are not attractive commensurate with the scope of work and salary.

**DECLARATION BY INDEPENDENT DIRECTORS:**

The Company has received necessary declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

**MEETINGS:**

Minimum four pre-scheduled Board meetings are held annually. In case of business exigencies or urgency of matters, resolutions are passed by circulation. During the year Five number of Board meetings were held. The dates of the Board Meetings were 28.05.2014, 31.07.2014, 25.08.2014, 08.11.2014 and 06.02.2015 Attendance record of Directors attending the Board meetings and Annual General Meetings:

Name of the Director	No. of Board Meetings		Last AGM attendance
	Held	Attended	27.09.2014
NILESHKUMAR KHATRI	5	5	Yes
AMISHKUMAR DANTARA	5	5	Yes
DHANPAL GANDHI	5	5	No

None of the Director is a member in more than 10 Companies and Act as Chairman in more than 5 Companies across all Companies in which he is a Director.

**AUDIT COMMITTEE**

The role, terms of reference, authority and powers of the audit committee are in consonance with the provisions of Section 177 of the Companies Act, 2013 and of the Listing Agreement.

**Role/ Functions of the Committee:**

- Reviewing with management the annual financial statements before submission to the Board.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Review of policies relating to risk management – operational and financial.
- Reviewing with the management, external auditors and the adequacy of the internal control system.

**Powers of the Committee:**

- To investigate any activity within its terms of reference.
- To secure attendance of and seek any information from any employee including representative of the prime shareholders (subject to their internal approvals).
- Compliance with accounting standards.
- To obtain outside legal or other professional advice, if necessary.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Compliance with Stock Exchange and legal requirements concerning financial statements.

The Audit Committee of the Company presently comprises of three Directors being NILESHKUMAR HASMUKLAL KHATRI, AMISHKUMAR DANTARA and DHANPAL GANDHI

During the year the Audit Committee met 4 times on 28.05.2014, 31.07.2014, 08.11.2014 and 06.02.2015 attendance of the members as under:

Name	No. of Meeting attended	
	Held	Attended
NILESHKUMAR KHATRI	4	4
AMISHKUMAR DANTARA	4	4
DHANPAL GANDHI	4	4

**NOMINATION AND REMUNERATION COMMITTEE:**

Nomination and Remuneration Committee has been constituted as per the provisions of Section 178(1) of the Companies Act, 2013 on 28.05.2015 to review and to recommend the remuneration payable to the Executive Directors and Senior Management of the Company based on their performance and defined assessment criteria.

Nomination and Remuneration Committee of the Company presently comprises of three Directors being NILESHKUMAR HASMUKLAL KHATRI, AMISHKUMAR DANTARA and DHANPAL GANDHI

**The following is the terms of reference of Nomination and Remuneration Committee:**

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the level and composition of remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of independent directors and the Board;
- Devising a policy on Board diversity; and

-Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

**Nomination and Remuneration Policy:**

The Committee is in process of formulating Nomination and Remuneration Policy which determines criteria inter-alia qualification, positive attributes and independence of Directors for their appointment on the Board of the Company and payment of remuneration to Directors, Key Managerial Personnel and other Employees. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- Qualification, expertise and experience of the Directors in their respective fields;
- Personal, Professional or business standing;
- Diversity of the Board

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

**STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The Board of Directors of the Company has re-named Share Holders Grievance/ Share Transfer Committee as 'Stakeholders Relationship Committee' in order to align it with the provisions of Section 178 of the Companies Act, 2013. The Committee has been constituted to strengthen the investor relations and to inter-alia, look into issues relating to shareholders grievances pertaining to transfer of shares, non- receipt of declared dividends, non-receipt of Annual Report, issues concerning de-materialization etc.

This committee presently consists of three directors namely, NILESHKUMAR HASMUKLAL KHATRI, AMISHKUMAR DANTARA and DHANPAL GANDHI. During the year two meetings were held on 28.05.2014 and 06.02.2015

**BOARD EVALUATION:**

Pursuant to the provisions of the Schedule IV, clause VIII of the Companies Act, 2013 the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Appointment & Remuneration Committees. The performance evaluations of Independent Directors were also carried out and the same was noted. Independent Directors in their meeting decided to bring more transparency in their performance and bring more responsibility while taking any policy decisions for the benefit of the shareholders in general.

**REMUNERATION OF THE DIRECTORS/ KEY MANAGERIAL PERSONNEL (KMP)/ EMPLOYEES:**

No Directors/ Key Managerial Personnel are drawing any remuneration. Hence, the information required pursuant to Section 197 read with Rule 5 (1) (i) of The Companies (Appointment and Remuneration) Rules, 2014 in respect of ratio of remuneration of each director to the median remuneration of the employees of the Company for the Financial year is not given.

**COST AUDITOR AND COST AUDIT REPORT:**

Cost Audit is not applicable to your Company.

**INTERNAL CONTROL SYSTEMS:**

As there is no significant business activities hence there was no systems set up for Internal Controls.

**AUDITORS AND AUDITORS' REPORT:**

M/S. BIPIN & CO., CHARTERED ACCOUNTANTS, VADODARA (FRN 101509W), in respect of whom the company has received a Special Notice under section 140(4) of the Act, proposing their appointment in the place of retiring auditors M/s. Y. D. & Co., Chartered Accountants, Ludhiana, (FRN 018846N) and hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The observations made by the Auditors' in their Auditors' Report and the Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

**SECRETARIAL AUDIT AND SECRETARIAL AUDITORS' REPORT:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed Ms. SHUBHAM AGARAWAL, Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report in the prescribed Form No MR-3 is annexed herewith.



**QUALIFICATION IN SECRETARIAL AUDIT REPORT AND EXPLANATIONS BY THE BOARD:**

Sr. No.	Qualifications made by Secretarial Auditor	Explanations by the Board
a)	The Company has decided not to opt for compliance of Clause 49 for the time being	The paid up capital and net worth is below the prescribed limit for mandatory applicability of Corporate Governance clause. The Company has decided not to opt for compliance of Clause 49 for the time being.
b)	Acknowledgement for sending the notices of the Meeting of the Board and Committees are not maintained by the company.	The notice and agenda for the Board and committee meeting are sent by the email or hand delivery. The company will ensure to maintain to the acknowledgements for sending the notice of the meeting of the board and the committee.
c)	Updating of website with regard to various policies is pending	The company will take necessary steps to update website with regard to various policies which are pending.
d)	The company has not complied with certain clauses of Listing Agreement as regards publication of Notice of Board Meeting, Notice of AGM, quarterly results.	The company will take necessary steps to comply with the same.
e)	As per section 203(1)(i),(ii) & (iii), the Company is required to appoint Company Secretary & Chief Financial Officer. The Company has not appointed Company Secretary & Chief Financial Officer.	Since the Company does not have any significant business activities, hence the Volume and Scope of work for the Company Secretary and Chief Financial Officer are less and it is not a full time work and the job of Company Secretary and Chief Financial Officer are not attractive commensurate with the scope of work and salary.
f)	As per section 138 of the Companies Act, 2013, the Company is required to appoint Internal Auditor. The Company has not appointed Internal Auditor.	The size of operation of the Company is very small, it is not viable to appoint Internal Auditor but the Company has established the internal control system.
g)	The company has not maintained the attendance register for Board and committee meeting	The company will take necessary steps to maintain the attendance register for board and committee meetings.
h)	Statutory Registrar as per companies Act 2013 is yet to be updated.	The company will take necessary steps to update Statutory Register as per companies Act 2013.
i)	Certain event based E Forms have not been filed by the company in time which were required to be filed with ROC during the audit period.	The company will ensure to file all relevant documents in time with ROC and other authorities as when required.
j)	As per the provisions of Section 149(1) of the Companies Act, 2013 and revised clause 49 of the listing agreement, the Company is required to have at least one Women Director on its Board. The Company has not appointed Women Director.	The Company is in process for appointing of Women Director and once suitable and if any willing candidate agrees to join the Company.

**EXTRACT OF ANNUAL RETURN:**

An extract of Annual Return as prescribed under Section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in the prescribed Form No. MGT 9 forming part of this report is annexed herewith

**MANAGEMENT DISCUSSION AND ANALYSIS:**

Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters as required under the provisions of Clause 49 of the listing agreement forming part of this report is annexed herewith.

**PARTICULARS OF EMPLOYEES:**

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not required to be given as there were no employees coming within the purview of this section.

**CORPORATE GOVERNANCE REPORT:**

SEBI vide its circular no. CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014 had amended Clause 49 and made it applicable to all the listed Companies. Further, SEBI vide its circular no. CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014 had made the Clause 49 on Corporate Governance non-mandatory to the following class of Companies:

- a. Companies having paid up equity share capital not exceeding Rs.10 crores and Net worth not exceeding Rs.25 crores, as on the last day of the previous financial year;  
Provided that where the provisions of Clause 49 becomes applicable to a company at a later date, such company shall comply with the requirements of Clause 49 within six months from the date on which the provisions became applicable to the company.
- b. Companies whose equity share capital is listed exclusively on the SME and SME-ITP Platforms.

Accordingly the paid up capital and net worth is below the prescribed limit for mandatory applicability of Corporate Governance clause. The Company has decided not to opt for compliance of Clause 49 for the time being.

**CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

The Company has not developed and implemented any Corporate Social Responsibility initiative under the provisions of Section 135 of the Companies Act, 2013, read with Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014, as the said provisions are not applicable.

**TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The details of conservation of energy, technology absorption etc. as required to be given under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, are not applicable to Company, as our Company has not carried out in the manufacturing activities. The foreign exchange earning on account of the operation of the Company during the year was Rs. Nil.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Since there are no women employees in the Company hence no comments

**DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:**

Pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5 of Companies (Appointment & Remuneration) Rules, 2014, every Listed Company mandates to disclose in the Board's Report the ratio of the remuneration of each director to the permanent employee's remuneration. However, since there is no permanent employee in the Company, no disclosure under the said provision has been furnished.

**BUSINESS RISK MANAGEMENT:**

Since the Company does not have any significant business activities, hence the Business Risk is at the Minimal Level. Hence, no major risk factors are envisaged except for a. Government Policies and b. Human Resource Risk

**VIGIL MECHANISM**

As the Company does not have any significant business activity, there was no need to have a Vigil Mechanism Policy.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation by way of notes to accounts relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- e) Directors have prepared the accounts on a "going concern basis".
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**ACKNOWLEDGEMENT:**

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and Shareholders during the year. Your directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

**Order of the Board  
For, JOLLY MERCHANDISE LIMITED**

**PLACE: AHMEDABAD  
DATE: 31.08.2015**

**Sd/-  
(AMISHKUMAR DANTARA)  
CHAIRMAN**

**Annexure to Director's Report****MANAGEMENT DISCUSSION ANALYSIS REPORT**

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**1. INDUSTRY STRUCTURE AND DEVELOPMENTS:**

As of now the Company is not engaged in any activity and the management is looking for a right opportunity to make the Company operational.

**2. OVERALL REVIEW:**

Due to scarcity of working capital funds, the Company is not able to perform any business activities. To make the Company operational, the board is making its best effort to implement the cost reduction measures to the extent feasible. Several cost cutting measures have already been undertaken by the Company.

**3. RISK AND CONCERNS:**

The Company's future development would depend upon the commencement of its operational activities

**4. INTERNAL CONTROLS SYSTEMS AND THEIR ADEQUACY:**

The Company is following a proper and adequate system of internal controls in respect of all its activities. Further all transaction entered into by the Company are fully authorised, recorded and reported correctly

**5. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

During the year under review, the Company did not carry out any activity.

**6. CAUTIONARY STATEMENT:**

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

**Form No. MR-3****SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015**

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

To,  
The Members,  
**JOLLY MERCHANDISE LIMITED**  
Ahmedabad

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. JOLLY MERCHANDISE LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us 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 authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- i) The Companies Act, 1956 (the Old Act) and the rules made thereunder;
- ii) The Companies Act, 2013 (the Act) and the rules made thereunder;
- iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iv) 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- v) The provisions of the following Acts, Rules, Regulations and Guidelines were not applicable to the Company during the year under report:
  - (a) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (b) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - (c) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; and
  - (g) The Securities and Exchange Board of India (Issue of Sweat Equity) Regulations, 2002
- vi) Based on representation made by the Company and its officers, the Company has adequate system and process in place for compliance under the other applicable Laws, Acts, Rules, Regulations, Circulars, Guidelines and Standards. Major heads/groups of Acts, Laws, Rules, Regulations, Guidelines and Standards as applicable to the Company are given below:
  - (i) Acts prescribed under prevention and control of pollution;
  - (ii) Acts prescribed under environmental protection;
  - (iii) Such other Local laws etc. as may be applicable in respect of the office of the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Come in to the force as on 01.07.2015 hence not applicable to the Company during the audit period as 31.03.2015).
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

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

- a) The Company has decided not to opt for compliance of Clause 49 for the time being.**
- b) Acknowledgement for sending the notices of the Meeting of the Board and Committees are not maintained by the company.**
- c) Updating of website with regard to various policies is pending.**
- d) The company has not complied with certain clauses of Listing Agreement as regards publication of Notice of Board Meeting, Notice of AGM, quarterly results.**
- e) As per section 203(1)(i),(ii) & (iii), the Company is required to appoint Company Secretary & Chief Financial Officer. The Company has not appointed Company Secretary & Chief Financial Officer.**
- f) As per section 138 of the Companies Act, 2013, the Company is required to appoint Internal Auditor. The Company has not appointed Internal Auditor.**
- g) The company has not maintained the attendance register for Board and committee meeting.**
- h) Statutory Registrar as per companies Act 2013 is yet to be updated.**
- i) Certain event based E Forms have not been filed by the company in time which were required to be filed with ROC during the audit period.**
- j) As per the provisions of Section 149(1) of the Companies Act, 2013 and revised clause 49 of the listing agreement, the Company is required to have at least one Women Director on its Board. The Company has not appointed Women Director.**

I further report that I have not reviewed the applicable financial laws, direct and indirect tax laws since the same have been subject to review and audit by the Statutory Auditors of the company.

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

As per the information received from the company Adequate notice is given to all the 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. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. I cannot comment for the same as corresponding documents are not available for inspection.

I further report that 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. I further report that during the audit period the Company has not passed any Special / Ordinary Resolutions which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

I further report that during the audit period, there were no instances of:

1. Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
2. Redemption/buy-back of securities.
3. Merger/ amalgamation/ reconstruction etc.
4. Foreign technical collaborations.

I further report that during the audit period trading of equity shares were **suspended due to penal reasons since Dec 2001.**

**PLACE: BHILWARA**

**DATE: 31.08.2015**

Sd/-  
[SHUBHAM AGARAWAL]  
Company Secretaries  
C. P. NO.: 10640

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

**ANNEXURE-A**

To,  
The Members,  
**JOLLY MERCHANDISE LIMITED**  
Ahmedabd

My report of even date is to be read along with this letter.

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

**PLACE: BHILWARA**  
**DATE: 31.08.2015**

Sd/-  
**[SHUBHAM AGARAWAL]**  
**Company Secretaries**  
**C. P. NO.: 10640**

## FORM NO. MGT 9

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

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31.03.2015

## I. REGISTRATION AND OTHER DETAILS:

CIN	L01130GJ1990PLC014435
Registration Date	26/09/1990
Name of the Company	JOLLY MERCHANDISE LIMITED
Category / Sub-Category of the Company	Public Limited Company having Share Capital
Address of the registered office and contact details	806, SAFFRON TOWER, NEAR PANCHWATI CIRCLE, PANCHWATI TO AMBAWADI ROAD, AMBAWADI, AHMEDABAD-390006 E Mail: <a href="mailto:jollymerchandise@ymail.com">jollymerchandise@ymail.com</a>
Whether listed company Yes / No	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/S. SATELLITE CORPORATE SERVICES PRIVATE LIMITED B-203, SONY APT., OPP. ST. JUDE'S HIGH SCHOOL, 90FT ROAD, JARIMARI, SAKINAKA, MUMBAI-400072

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
	NA	NA	NA

*The Company does not have any significant business activity and not carried out any business since last 3 to 4 years.*

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
-----NA-----					

## IV SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

## i Category-wise Share Holding pattern

Category of Shareholders	No. of Shares held at the beginning of the year as on 01.04.2014				No. of Shares held at the end of the year as on 31.03.2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A) Promoters									
1. Indian	0	0	0	0	0	0	0	0	0
a. Individuals/ Hindu Undivided Family	0	579600	579600	12.00	0	579600	579600	12.00	0
2. Foreign	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = 1+2	0	579600	579600	12.00	0	579600	579600	12.00	0
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corporate	11300	2396460	2407760	49.85	11300	2393360	2404660	49.79	-0.06

b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 Lakh	24040	443300	467340	9.68	26140	445500	471640	9.76	0.08
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	197000	1084300	1281300	26.52	197000	0	1280100	26.50	-0.02
c) Others (specify)									
NRI	0	0	0	0	0	0	0	0	0
HUF	0	94000	94000	1.95	0	94000	94000	1.95	0
Clearing members	0	0	0	0	0	0	0	0	0
B) = (B) (1) + (B) (2) + c	232340	4018060	4250400	88.00	234440	4015960	4250400	88.00	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	232340	4597660	4830000	100.00	234440	4595560	4830000	100	0.00

#### ii Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the Year			% change in share holding During the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Nilesh Khatri	195000	4.04	0	195000	4.04	0	0
2	Govind Senma	200,000	4.14	0	200000	4.14	0	0
3	Mayur Patel	184600	3.82	0	184600	3.82	0	0
	Total	579600	12	0	579600	12	0	0

iii CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE): *There is no change in promoter holding*

#### (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs):

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2014		Cumulative Shareholding during the year 31.03.2015	
		No. of Shares	% of total Shares of The Company	No. of Shares	% of total Shares of The Company
1	HITESHBAI ARUNKUMAR CHOKSHI	104700	2.17	104700	2.17
2	M.A SHAH	47500	0.98	47500	0.98
3	TRUSHA MERCANTILE PRIVATE LIMITED	47500	0.98	47500	0.98
4	OMSWAROOP COMMODITIES PRIVATE LIMITED	47500	0.98	47500	0.98
5	NORTH POLE FINANCE LIMITED	47400	0.98	0	0.00
6	SOMAR COMMODITIES PRIVATE LIMITED	47400	0.98	47400	0.98
7	SOHAM TRADEWING PRIVATE LIMITED	47400	0.98	47300	0.98
8	PRATIK GAS COMPANY LIMITED	47300	0.98	47300	0.98
9	VISHAL SHIPPING CORPORATION LIMITED	47300	0.98	47300	0.98
10	ASHOK PROPON PRAVITE LIMITED	47300	0.98	47300	0.98
11	SHIVANI TRADECOM PRIVATE LIMITED	0	0.00	47300	0.98
	TOTAL	531300	11.00	531100	11.00

(v) Shareholding of Directors and Key Managerial Personnel: *None of the director and key Managerial personnel holds any shares in the company.*



**V. INDEBTEDNESS:**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Secured Loans excluding deposits	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	00	00	00	00
ii) Interest due but not paid	00	00	00	00
iii) Interest accrued but not due	00	00	00	00
Total (i+ii+iii)	00	00	00	00
Change in Indebtedness during the financial year				
Additions	00	00	00	00
Reduction	00	00	00	00
Net Change	00	00	00	00
Indebtness at the end of the financial year				
i) Principal Amount	00	00	00	00
ii) Interest due but not paid	00	00	00	00
iii) Interest accrued but not due	00	00	00	00
Total (i+ii+iii)	00	00	00	00

**VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

A.	REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER	NIL
B.	REMUNERATION TO OTHER DIRECTORS	NIL
C.	REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD	NIL

**VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding Fees imposed	Authority (RD/NCLT/ Court)	Appeal made, if any (give details)
A. Company					
Penalty			NONE		
Punishment					
Compounding					
B. Directors					
Penalty			NONE		
Punishment					
Compounding					
C. Other officers in default					
Penalty			NONE		
Punishment					
Compounding					

## **INDEPENDENT AUDITORS' REPORT**

### **TO THE MEMBERS OF JOLLY MERCHANDISE LIMITED**

#### **REPORT ON THE FINANCIAL STATEMENTS**

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

#### **MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### **OPINION**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

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

#### **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in term of sub-section (11) of section 143 of the Companies Act, 2013 we give in the Annexure a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
- c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us.

**PLACE: LUDHIANA**  
**DATE: 28.05.2015**

**For, Y. D. & Co**  
**CHARTERED ACCOUNTANTS**  
**FRN: 018846N**

**Sd/-**  
**CA RAKESH PURI**  
**PARTNER**  
**M. No.: 092728**

**ANNEXURE TO THE AUDITORS' REPORT****The Annexure referred to in paragraph 1 of the Our Report of even date to the members of JOLLY MERCHANDISE LIMITED on the accounts of the company for the year ended 31st March, 2015.**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.  
(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.  
(c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption
2. (a) company does not have inventories during the year hence other sub clause not applicable
3. As per information and explanation given to us, the company has not granted loans to parties covered in the register maintained under section 189 of the Companies Act hence clause (iii) (a) & (b) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us there are adequate internal control procedures commensurate with the size of the company and the nature of its business During the course of our audit we have not observed any continuing failure to correct major weakness in internal controls.
5. According to the information and explanations given to us, the Company has not accepted any deposits from the public. Therefore, 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 framed there under are not applicable to the Company.
6. As informed to us, Central government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, in respect of products of the company.
7. In respect of Statutory dues:
  - a. As per information & according to explanation given to us, the company is generally regular in depositing statutory dues with the appropriate authorities during the year.
  - b. As per information & according to explanation given to us, there are no cases of non deposit with the appropriate authorities of disputed dues of Income-tax, and any other statutory dues with the appropriate authorities during the year.
  - c. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company
8. The company has accumulated losses of Rs. 17666547/- at the end of the financial year. The Company has incurred cash losses of Rs. 41982/- during the financial year covered by the audit and also incurred losses in the immediately preceding financial year.
9. Based on our audit procedures and according to the information and explanations given to us, there are no loans taken from financial institution, banks or debenture-holders therefore the question of payments does not arise.
10. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from Banks or financial institutions.

11. The company has not raised any term loans during the year.
12. In our opinion and according to the information and explanations given to us, no material fraud on or by the company, has been noticed or reported, during the course of our audit.

**For, Y. D. & CO**  
**CHARTERED ACCOUNTANTS**  
**FRN: 018846N**

**PLACE: LUDHIANA**  
**DATE: 28.05.2015**

**Sd/-**  
**CA RAKESH PURI**  
**PARTNER**  
**M. No.: 092728**

<b>BALANCE SHEET AS AT 31ST MARCH, 2015</b>			
<b>(Amount in Rupees)</b>			
<b>Particulars</b>	<b>Notes</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
<b>I. EQUITY AND LIABILITIES</b>			
<b><u>(1) Shareholder's Funds</u></b>			
(a) Share Capital	2	48300000	48300000
(b) Reserves and Surplus	3	(17666547)	(17624565)
<b><u>(2) Share Application money pending Allotment</u></b>		00	00
<b><u>(3) Non-Current Liabilities</u></b>			
(a) Deferred Tax Liabilities (Net)		86430	86430
(b) Other Long Term Liabilities		0	0
<b><u>(4) Current Liabilities</u></b>			
(a) Trade Payables	4	5000	5000
(b) Other Current Liabilities		0	0
(c) Short-Term Provisions	5	11800	11800
<b>Total Equity &amp; Liabilities</b>		<b>30736683</b>	<b>30778665</b>
<b>II. ASSETS</b>			
<b><u>(1) Non-Current Assets</u></b>			
(a) Fixed Assets	6		
(i) Gross Block		8916338	8916338
(ii) Depreciation		6167338	6167338
(iii) Net Block		2749000	2749000
(b) Non-current investments	7	14308000	14308000
(c) Long term loans and advances	8	6995451	6995451
(d) Other non-current assets	9	4990678	4990678
<b><u>(2) Current Assets</u></b>			
(a) Cash and cash equivalents	10	60788	102770
(b) Short-term loans and advances	11	1632766	1632766
<b>Total Assets</b>		<b>30736683</b>	<b>30778665</b>
<b>NOTES TO ACCOUNTS - 1 to 18</b>			
<i>Schedules referred to above and notes attached there to form an integral part of Balance Sheet</i>			
<i>This is the Balance Sheet referred to in our Report of even date.</i>			
For Y. D. & Co.		FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS			
Firm Reg. No. 018846 N			
Sd/- (CA RAKESH PURI) PARTNER M. No. 092728 Place: Ludhiana Date: 28.05.2015	Sd/- NILESHKUMAR KHATRI (DIRECTOR) Place: Ahmedabad Date: 28.05.2015	Sd/- AMISHKUMAR DANTARA (DIRECTOR)	

PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2015				
(Amount in Rupees)				
Sr. No	Particulars	Notes	2014-15	2013-14
I	Revenue from operations		00	00
II	Other Income		00	00
III	<b>III. Total Revenue (I +II)</b>		<b>00</b>	<b>00</b>
IV	<b>Expenses:</b>			
	Employee Benefit Expense	12	2500	2500
	Depreciation and Amortization Expense		0	0
	Other Administrative Expenses	13	39482	45358
	<b>Total Expenses (IV)</b>		<b>41982</b>	<b>47858</b>
V	Profit before exceptional and extraordinary items and tax	(III - IV)	<b>(41982)</b>	<b>(47858)</b>
VI	Exceptional Items		00	00
VII	Profit before extraordinary items and tax	(V - VI)	<b>(41982)</b>	<b>(47858)</b>
VIII	Extraordinary Items		0	00
IX	Profit before tax (VII - VIII)		<b>(41982)</b>	<b>(47858)</b>
X	Tax expense		00	00
XI	Profit(Loss) from the period from continuing operations	(IX-X)	<b>(41982)</b>	<b>(47858)</b>
XII	Profit/(Loss) from discontinuing operations		00	00
XIII	Tax expense of discounting operations		00	00
XIV	Profit/(Loss) from Discontinuing operations	(XII - XIII)	<b>00</b>	<b>00</b>
XV	Profit/(Loss) for the period (XI + XIV)		<b>(41982)</b>	<b>(47858)</b>
XVI	Earning per equity share:			
	(1) Basic		(0.01)	(0.01)
	(2) Diluted		(0.01)	(0.01)
<b>NOTES TO ACCOUNTS - 1 to 18</b>				
<i>Schedules referred to above and notes attached there to form an integral part of Profit &amp; Loss Statement</i>				
<i>This is the Profit &amp; Loss Statement referred to in our Report of even date.</i>				
For Y. D. & Co.			FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS				
Firm Reg. No. 018846 N				
Sd/- (CA RAKESH PURI) PARTNER M. No. 092728 Place: Ludhiana Date: 28.05.201			Sd/- NILESHKUMAR KHATRI (DIRECTOR) Place: Ahmedabad Date: 28.05.2015	
			Sd/- AMISHKUMAR DANTARA (DIRECTOR)	

<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015</b>			
<b>(Amount in rupees)</b>			
		<b>2014-15</b>	<b>2013-14</b>
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit/(Loss) before Tax and Extra Ordinary Items		(41982)	(47858)
<b>Adjustments for</b>			
Depreciation		0	0
Preliminary Exp		0	0
<b>Operating Profit before Working Capital Changes</b>		<b>(41982)</b>	<b>(47858)</b>
<b>Adjustments for</b>			
Loan & Advances		0	4401169
Trade Payable and current Liabilities		0	(1205962)
Trade payable		0	00
<b>Cash generated from operation</b>		<b>(41982)</b>	<b>3147349</b>
Direct Taxes paid		00	00
<b>Net cash from Operating Activities</b>		<b>(41982)</b>	<b>3147349</b>
<b>B CASH FLOWS FROM INVESTING ACTIVITIES :</b>			
Purchases /Sales of Fixed Assets		00	00
<b>Net cash flow from Investing Activities</b>		<b>00</b>	<b>00</b>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Borrowings		0	(3165970)
Repayment of Borrowing		0	0
<b>Net cash flow from Financing Activities</b>		<b>0</b>	<b>(3165970)</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalent</b>		<b>(41982)</b>	<b>(18621)</b>
<b>Total A+B+C</b>		<b>(41982)</b>	<b>(18621)</b>
Cash & Cash Equivalents at the beginning of the year		102770	121392
Cash & Cash Equivalents at the end of the year		60788	102770
Note: 1. Above Statements have been prepared in the indirect method.			
2. Cash & Cash equivalents represent Cash and Bank Balances only.			
3. Previous Year figures have been regrouped/rearranged, wherever necessary.			
For Y. D. & Co.		<b>FOR AND ON BEHALF OF THE BOARD</b>	
<b>CHARTERED ACCOUNTANTS</b>			
Firm Reg. No. 018846 N			
Sd/- (CA RAKESH PURI) PARTNER M. No. 092728 Place: Ludhiana Date: 28.05.2015		Sd/- NILESHKUMAR KHATRI (DIRECTOR) Place: Ahmedabad Date: 28.05.2015	
		Sd/- AMISHKUMAR DANTARA (DIRECTOR)	



**NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2015****Note 1: SIGNIFICANT ACCOUNTING POLICIES**

1. **METHOD OF ACCOUNTING:** Accounts of the company are maintained on the basis of Mercantile System of accounting, Accounting method not referred otherwise are in consistent with the generally accepted accounting practices.
2. **FIXED ASSETS:** Fixed Assets are stated at cost less depreciation, fixed assets purchased during the year are capitalized at cost inclusive of expense up to their completion or acquisition.
3. **INVESTMENT:** Raw materials, stores and all other inventories are valued at cost or market value whichever is lower.
4. **MISCELLANEOUS EXPENDITURE:** Preliminary Expenses and deferred revenue expenditure are written off at 10% every year to amortize over a period of 10 years.

**Notes: 2 Share Capital**

Sr. No	Particulars	Rs.	
		Current Year	Previous Year
1	<b>AUTHORIZED CAPITAL</b> 5000000 Equity Share of Rs. 10/- each	50000000	50000000
		<b>50000000</b>	<b>50000000</b>
2	<b>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</b> <b>To the Subscribers of the Memorandum</b> Paid up Share capital by allotment 4830000 Equity Share of Rs. 10/- each	48300000	48300000
	<b>Total in `</b>	<b>48300000</b>	<b>48300000</b>

**Notes : 3 Reserve & Surplus**

1	Surplus (Profit & Loss Account)	(17666547)	(17624565)
	Balance brought forward from previous year	(17624565)	(17576707)
	Less: Short Prov of I.T. of Prev Year	00	00
	Less: Tax on Regular Assessment Paid	00	00
	Add: Profit for the period	(41982)	(47858)
	<b>Total in `</b>	<b>(17666547)</b>	<b>(17624565)</b>

**Note : 4 Trades Payable**

	Sundry Creditors for Materiel/Supplies	00	00
	Sundry Creditors for Services/others	5000	5000
	<b>Total in `</b>	<b>5000</b>	<b>5000</b>

**Note : 5 Short Term Provisions**

1	Provision for Taxation	11800	11800
	<b>Total in `</b>	<b>11800</b>	<b>11800</b>

**Note : 6 Fixed Asset**

Sr. No	Particulars	Rate	Gross Block				Depreciation				Net Block	
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2015	WDV as on 31.03.2014
	<b>Tangible Assets</b>											
1	Building	--	4352338	0	0	4352338	4352338	0	0	4352338	0	0
2	Land	--	2549000	0	0	2549000	0	0	0	0	2549000	2549000
3	Office Premises	--	1815000	0	0	1815000	1815000	0	0	1815000	0	0
4	Trade Mark	--	200000	0	0	200000	0	0	0	0	200000	200000
	<b>Total (Current Year)</b>		<b>8916338</b>	<b>0</b>	<b>0</b>	<b>8916338</b>	<b>6167338</b>	<b>0</b>	<b>0</b>	<b>6167338</b>	<b>2749000</b>	<b>2749000</b>
	<b>(Previous Year)</b>		<b>8916338</b>	<b>0</b>	<b>0</b>	<b>8916338</b>	<b>6167331</b>	<b>0</b>	<b>7</b>	<b>6167338</b>	<b>2749000</b>	<b>2749000</b>

**Note : 7 Non Current Investment**

Sr. No	Particulars	Rs.	
		Current Year	Previous Year
1	Investment in Property	00	00
2	Investment in Equity Instrument( At Cost) <b>UNQUOTED (F.V. Rs.10/- each)</b>	00	00
	Unlisted Equity Shares of J.G.E.L	865000	865000
	Unlisted Equity Shares of J.S.L.	4650000	4650000
	Unlisted Equity Shares of J.E.D.L.	4043000	4043000
	Unlisted Equity Shares of J.L.F.L.	4750000	4750000
	<b>Total in `</b>	<b>14308000</b>	<b>14308000</b>

**Note: 08 Long Term Loans and Advances**

1	Loans & Advances to related parties	0	0
2	Other Loans & Advances	6941551	6941551
3	Deposits	53900	53900
	<b>Total in `</b>	<b>6995451</b>	<b>6995451</b>

**Note : 9 Other Non Current Assets**

1	Long Term Trade Receivables		
	a) Secured, Considered Good	0	0
	b) Unsecured, Considered Good	4990678	4990678
	c) Doubtful	0	0
	<b>Total in</b>	<b>4990678</b>	<b>4990678</b>

**Note : 10 Cash & Cash Equivalent**

Sr. No	Particulars	Rs.	
		Current Year	Previous Year
1	<b>Cash-in-Hand</b>		
	Cash Balance	59625	101607
	<b>Sub Total (A)</b>	<b>59625</b>	<b>101607</b>
2	<b>Bank Balance</b>		
	Bank Balance with Scheduled Banks	1163	1163
	<b>Sub Total (B)</b>	<b>1163</b>	<b>1163</b>
	<b>Total [ A+B+C ]</b>	<b>60788</b>	<b>102770</b>

**Note :11 Short Terms Loans and Advances**

Sr. No	Particulars	Rs.	
		Current Year	Previous Year
1	Loans & Advances from related parties	00	00
2	Others		
	Advance to Suppliers	00	00
	Advance Income Tax/Refund Due	1632766	1632766
	<b>Total in</b>	<b>1632766</b>	<b>1632766</b>

**Note : 12 Employment Benefit Expenses**

1	Salaries, Bonus, PF & ESIC	2500	2500
	<b>Total in</b>	<b>2500</b>	<b>2500</b>

**Note : 13 Other Expenses**

1	Audit Fees	5000	5000
2	Annual Custody	13482	12358
3	Listing Fees	0	17500
4	Filing Exp	21000	0
4	Misc. Exp.	0	10500
	<b>Total in</b>	<b>39482</b>	<b>45358</b>

**Note: 14** The outstanding balances of Deposits, Loans and Advances Creditors, etc. are subject to confirmation, reconciliation and adjustments, if any.

**Note: 15** Pre – Operative Expenses shall be allocated to Fixed Assets when the Company will commence commercial production.

**Note: 16** In the opinion of the Board the Loans and advances and deposits are approximately of the value stated, if realized in the ordinary course of business.

**Note: 17** No provision for gratuity is made, since there are no such employees eligible and same shall be accounted for us and when paid.

**Note: 18** previous years figures are regrouped wherever considered necessary to make them comparable with the figures of the year under report.

In terms of our report of even date

For Y. D. & Co.

CHARTERED ACCOUNTANTS

Firm Reg. No. 018846 N

FOR AND ON BEHALF OF THE BOARD

Sd/-  
(CA RAKESH PURI)  
PARTNER  
M. No. 092728  
Place: Ludhiana  
Date: 28.05.2015

Sd/-  
NILESHKUMAR KHATRI  
(DIRECTOR)  
Place: Ahmedabad  
Date: 28.05.2015

Sd/-  
AMISHKUMAR DANTARA  
(DIRECTOR)

**JOLLY MERCHANDICE LIMITED**

**Reg. Office Address: 304, Saffron Tower, Near Panchwati Circle, Panchwati To Ambawadi Road, Ambawadi, Ahmedabad- 390006, Gujarat, India**

CIN: L01130GJ1990PLC014435 E Mail: [jollymerchandise@ymail.com](mailto:jollymerchandise@ymail.com)

25TH ANNUAL GENERAL MEETING on 29.09.2015 at 02.00 P. M. at 806, Saffron Tower, Near Panchwati Circle, Panchwati To Ambawadi Road, Ambawadi, Ahmedabad- 390006, Gujarat, India

DP. Id*		Name & address of the registered shareholder
Client Id*		
Regd. Folio No.		

\* Applicable for shareholding in electronic form.

I/We certify that I/We am/are a registered shareholder / proxy for the registered shareholder of the Company.  
I/We hereby record my/our presence at the 25TH Annual General Meeting of the Company

\_\_\_\_\_  
*Signature of Member/s/ Proxy*

**NOTE:** A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.

**Form No MGT-11**

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

CIN	L01130GJ1990PLC014435
Name of Company	JOLLY MERCHANDICE LIMITED
Reg. Office Address	304, SAFFRON TOWER, NEAR PANCHWATI CIRCLE, PANCHWATI TO AMBAWADI ROAD, AMBAWADI, AHMEDABAD - 380 006
Name of the Member	
Registered Address	
E Mail Id	
Folio No./Client ID	

I/We, being the member (s) of JOLLY MERCHANDICE LIMITED hereby appoint

Name			
Address			
E mail Id		Signature	

OR FAILING HIM

Name			
Address			
E mail Id		Signature	

OR FAILING HIM

Name			
Address			
E mail Id		Signature	

As my/ our Proxy to attend and vote for me/us on my/ our behalf at the Annual General Meeting of the Company to be held on 29.09.2015 at 2:00 p.m. at registered office of the company and at any adjournment thereof and respect of such resolution mentioned below:

**BALLOT FORM**

Resolution No.	Resolution	Nature of Resolution	For	Against
<b>Ordinary Business</b>				
01	Adoption of Financial Statements for the year ended 31st March 2015	Ordinary		
02	Re Appointment of MR. AMISHKUMAR DANTARA who retires by rotation	Ordinary		
<b>Special Business</b>				
03	Appointment of M/s. Bipin & Co., Chartered Accountants, Vadodara (FRN 101509W) in place of retiring auditors M/s. Y. D. & Co., Chartered Accountants, Ludhiana, (FRN 018846N) as auditors of the Company for 2015-16.	Special		

Signed on this .....day of .....2015.

Signature of shareholder ...../ Signature of Proxy .....

Affix Revenue Stamp
---------------------------

**NOTE:**

1. The Proxy need NOT be a Member.
2. The Proxy Form must be deposited at the Registered Office not less than 48 hours before the scheduled time for holding the meeting.

BOOK-POST

To,

If undelivered, please return to:

---

Reg. Office: 304, Saffron Tower, Near Panchwati Circle, Panchwati To Ambawadi Road, Ambawadi,  
Ahmedabad- 390006, Gujarat, India