

JYOT INTERNATIONAL MARKETING LIMITED

NOTICE FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the members of Jyot International Marketing Limited will be held on Friday 29th September, 2017 at 11:00 a.m. at Room No. 1, 1, Pandurang Society Judges Bungalow Road, Bodakdev Ahmedabad-380054 to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt the Audited Balance sheet as 31st March, 2017 and Profit & Loss account of the company for the year ended on 31st March, 2017 and the Report of the Directors' and Auditors.
2. To appoint Director in place of Mr. Ilesh Manekrav Nikhare who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To appoint of Statutory Auditors to Fill Casual Vacancy**

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Hemant C Parikh & Co., Chartered Accountants, Ahmedabad (FRN 103634W) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Nitin K Shah & Co., Chartered Accountants, Ahmedabad (FRN : 107140W)

“RESOLVED FURTHER THAT M/s. Hemant C Parikh & Company, Chartered Accountants, Ahmedabad (FRN 103634W) be and are hereby appointed as Statutory Auditors of the Company from this Annual General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held in Financial Year 2022 subject to reappointment at every Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2018 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

4. **To Regularize the appointment of Mr. Jayesh Shah (DIN: 03548968) as Regular Director of the Company:**

To consider and if thought fit, with or without modification (s), the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to provisions of Section 161 and all other applicable provisions of the Companies Act 2013 and Articles of Association of the Company, Mr.

Jayesh Shah (DIN: 03548968), who was appointed as an Additional Director by the Board of Directors w.e.f. 30/05/2017, who is eligible to be appointed as Director of the Company u/s 152 of the Companies Act, 2013 be and is hereby appointed as Director of the company whose term of office liable to determination for retire by rotation.”

“**RESOLVED FURTHER THAT** any of the Director of the company be and is hereby authorised to file Form DIR-12 and make necessary entries in the Statutory register and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

5. **To Regularize the Appointment of Mrs. Priti Jayesh Shah (DIN: 03548974) as Regular Director of the Company:**

To consider and if thought fit, with or without modification (s), the following resolution as an ordinary resolution:

“**RESOLVED THAT** pursuant to provisions of Section 161 and all other applicable provisions of the Companies Act 2013 and Articles of Association of the Company, Mrs. Priti Jayesh Shah (DIN: 03548974), who was appointed as an Additional Director by the Board of Directors w.e.f. 30/05/2017, who is eligible to be appointed as Director of the Company u/s 152 of the Companies Act, 2013 be and is hereby appointed as Director of the company whose term of office liable to determination for retire by rotation.”

“**RESOLVED FURTHER THAT** any of the Director of the company be and is hereby authorised to file Form DIR-12 and make necessary entries in the Statutory register and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

6. **To Appoint Mr. Ilesh Nikhare (DIN: 07438073) as an Independent Director of the Company:**

To consider and if thought fit, with or without modification (s), the following resolution as an ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Mr. Ilesh Nikhare (DIN: 07438073), a non-executive Director of the Company, who has submitted declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for the term of five years, with effect from 29th September, 2017 to 28th September, 2022.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

7. **Appointment of Mr. Jayesh Shah as Managing 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 196, 197 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of the members of the Company, the Company be and is hereby approved appointment of Mr. Jayesh Shah as Managing Director of the company with effect from 14/08/2017 for the period of one year, as per the terms of appointment placed before the meeting.

“RESOLVED FURTHER THAT the Managing Director shall be responsible for the overall supervision of the company’s operations, day-today administration, appointment and termination of employees, operating of the company’s bank accounts with power to sign cheques, promissory notes, bills of exchange, etc. and for regular reporting of the company’s activities to the Board of Directors and for performing the duties that may be delegated to the Managing Director from time to time, subject to the overall supervision and control of the Board of Directors.”

“RESOLVED FURTHER THAT Mr. Jayesh Shah, appointed as as Managing Director of the company on such terms and at remuneration detailed herein, which is within the limits as prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and the said remuneration was based on the recommendations of the Remuneration Committee.”

Tenure

The appointment of Mr. Jayesh Shah as the Managing Director shall be valid for a period of one year from 14/08/2017.

**For & on behalf of the Board of Director of
Jyot International Marketing Trading Limited**

**Date: 14/08/2017
Place: Ahmedabad**

**Sd/-
(Jayesh Shah)
Director
(DIN: 03548968)**

**Sd/-
(Ilesh Nikhare)
Director
(DIN: 07438073)**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2017 to 29th September, 2017 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
3. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demate form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
4. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
5. **Voting through Electronic means:**

Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 in pursuance with the directions issued by SEBI vide Circular No. CIR/CFD/DIL/6/2012 dated 13th July, 2014, the Company is pleased to provide the facility to Members to exercise their right at the Annual

General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

A. The instructions for members for voting electronically are as under:-

- (i) The remote e-voting period begins on 26th September, 2017 (11:00 A.M.) and ends on 28th September, 2017 (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 21st September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
Click on "Shareholders" tab.
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.
- (iii) Next enter the Image Verification as displayed and Click on Login.
- (iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (v) If Demat account holder has forgotten his/ her existing password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	For demat shareholders: 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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

	<ul style="list-style-type: none"> • If both 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 (v)
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- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice. Click on the EVSN for ‘JYOT INTERNATIONAL MARKETING LIMITED’.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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 under help section or write an email to helpdesk. evoting@cdslindia.com.

- B. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2017.
- C. A copy of this notice has been/ shall be placed on the website of the Company and the website of CDSL.
- D. Ms. Hemant C Parikh, Chartered Accountant (Mem. No. 31780) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- E. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, 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 make not later than three days of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- F. In terms of Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent along with this Notice.

A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Ms. Hemant C Parikh, Scrutinizer, having office address at Block A, 3, Ravji Bhai Apartment, Opp. Kannan Flats, Opp. Navrangpura fire station, Ahmedabad- 380009 so as to reach him on or before 28th September, 2017 by 5.00 p.m. Any Ballot Form received after the said date and time shall be treated as if the reply from the Members has not been received.
- G. The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting/ ballot shall be able to exercise their voting right at the meeting.
- H. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.jyotinternationalmarketing.co.in within 3 (three) days of conclusion of the annual general meeting and will be communicated to Metropolitan Stock Exchange of India Limited, who are required to place them on their website. The same shall also be placed on the website of CDSL.

- 6. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or

arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.

7. Members holding shares in dematerialized form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts; will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.
8. Corporate members intending to send their authorised representative to attend the meeting pursuant to the section 113 of the Companies Act, 2013 are requested to send to the company a certified true copy of the relevant board resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
9. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Adroit Corporate Services Private Limited, Registrar and Share Transfer agent of the Company immediately.
10. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Adroit Corporate Services Pvt. Ltd, Registrar and Share Transfer agent of the Company.
11. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
12. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

**For & on behalf of the Board of Director of
Jyot International Marketing Trading Limited**

**Date: 14/08/2017
Place: Ahmedabad**

**Sd/-
(Jayesh Shah)
Director
(DIN: 03548968)**

**Sd/-
(Ilesh Nikhare)
Director
(DIN: 07438073)**

Annexure to the Notice

Notes on directors seeking appointment/re-appointment at Annual General Meeting of the Company:

ITEM NO. 2

Name	:	Mr. Ilesh M. Nikhare
Date of birth	:	01/01/1985
Director of the Company since	:	30/05/2017
Directorship in other public limited companies	:	Nil
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	Nil

Item No. 3

M/s. Nitin K Shah & Co., Chartered Accountants, Ahmedabad (FRN: 107140W) have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. Hemant C. Parikh & Co. Chartered Accountants, Ahmedabad, (FRN 103634W) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Nitin K. Shah & Co., Chartered Accountants. M/s. Hemant C. Parikh & Co, Chartered Accountants, Ahmedabad, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item No. 4

To Regularize the Appointment of Mr. Jayesh Shah (DIN: 03548968) as Regular Director of the Company:

Mr. Jayesh Shah (DIN: 03548968) was appointed as an additional director of the company with effect from 30/05/2017, pursuant to provision of Section 161 of the Companies Act, 2013. The Company has appointed himself as an Non-Executive Director of the Company under section 152 of the Companies Act, 2013 and whose term of office liable to determination for retirement by rotation.

None of the Directors of the Company are interested in the said resolution.

Name	Mr. Jayesh Shah
Date of birth	10/09/1973
Director of the Company since	30/05/2017
Directorship in other public limited companies	1
Membership of Committees of other public limited companies	Nil
No. of Shares held in the Company	Nil

Item No. 5

To Regularize the Appointment of Mrs. Priti Jayesh Shah (DIN: 03548974) as Regular Director of the Company:

Mrs. Priti Jayesh Shah (DIN: 03548974) was appointed as an additional director of the company with effect from 30/05/2017, pursuant to provision of Section 161 of the Companies Act, 2013. The Company has appointed himself as an Non-Executive Director of the Company under section 152 of the Companies Act, 2013 and whose term of office liable to determination for retirement by rotation.

None of the Directors of the Company are interested in the said resolution.

Name	Mrs. Priti Jayesh Shah
Date of birth	17/09/1973
Director of the Company since	30/05/2017

Directorship in other public limited companies	1
Membership of Committees of other public limited companies	Nil
No. of Shares held in the Company	Nil

Item No. 6

Appointment of Mr. Ilesh Nikhare (DIN: 07438073) as an Independent Director of the Company:

Mr. Ilesh Nikhare, Director of the Company, has given a declaration to the Board that he met the criteria of independence as provided under Section 149(6) of the Act, In the opinion of the Board, The Director fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

Mr. Ilesh Nikhare is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as a Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, his appointment as Independent Director is now being placed before the members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the members at the registered office of the company during normal business hours on any working day, excluding Saturday.

Brief resume and other details of the Independent Director whose appointment is proposed, is provided in the annexure to the Explanatory statement attached herewith.

Mr. Ilesh Nikhare is deemed to be interested in the resolutions set out respectively at Item No. 6 of the Notice with regard to his respective appointment.

The Board recommends the said resolution for your approval.

Save and except the above, none of the other Director or any key managerial personnel or any relative of any of the Director of the Company or the relative of any of the Director of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolutions.

Profile of the Directors:

Name	Mr. Ilesh Nikhare
Date of birth	01/01/1985
Director of the Company since	30/05/2017
Directorship in other public limited companies	Nil
Membership of Committees of other public limited companies	Nil
No. of Shares held in the Company	Nil

ITEM NO. 7:

Appointment of Mr. Jayesh Shah (DIN: 03548968) as Managing Director of the Company:

Profile of Mr. Jayesh Shah, Director being appointed u/s 152 of the Companies Act, 2013

Name	Mr. Jayesh Shah
Date of Birth	10/09/1973
Date of Appointment	30/05/2017
No. of shares held in the company	Nil
No. of warrants held in the company	Nil
Directorship in other company	2

Tenure

The appointment of Mr. Jayesh Shah (DIN: 03548968) as the Managing Director shall be valid for a period of 5 year from 14/08/2017.

Mr. Jayesh Shah, being experienced, entrepreneur and a successful businessman having experience in various type of industrial activity and has been spending his precious time and energy for day to day affairs of the Company. Therefore, the consent of the members is sought for appointment of Mr. Jayesh Shah, as the Managing Director of the Company.

None of the Director of the Company in any way concern and interested.

**For & on behalf of the Board of Director of
Jyot International Marketing Trading Limited**

**Date: 14/08/2017
Place: Ahmedabad**

**Sd/-
(Jayesh Shah)
Director
(DIN: 03548968)**

**Sd/-
(Ilesh Nikhare)
Director
(DIN: 07438073)**

DIRECTORS' REPORT

To,
THE MEMBERS,

Your Directors have pleasure in submitting their Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2017.

I. Financial Results:

Particulars	Year ending on 31 st March, 2017 (In Rs.)	Year ending on 31 st March, 2016 (In Rs.)
Sales	12,267,388	398,263
Other Income	-	48502
Total Income	12,267,388	446765
Less: Expenditure	1,809,250	372568
Profit/Loss before interest, depreciation and tax	10,458,138	74197
Less: Interest	-	-
Less: Depreciation & Amortization cost	-	-
Profit/ (Loss) before Tax	10,458,138	74197
Less: Tax Expense	35,00,000	41620
Profit/ (Loss) after Tax	69,58,138	32577

II. FINANCIAL PERFORMANCE:

During the period under review your Company has made a profit of Rs. 10,458,138/- Your Directors are optimistic about company's business and hopeful of better performance with increased revenue in next year

III. DIVIDEND:

Due to insufficient profit earned during the year, your directors have not recommended any dividend for the year.

IV. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since the Company has not declared any dividend therefore the Company has not transferred any amount to the investor Education and Protection Fund.

V. PUBLIC DEPOSIT:

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 (“the Act”) read with the Companies (Acceptance of Deposit) Rules, 2014 during the period under review. Hence, the requirement for furnishing the details of deposits which are not in compliance with Chapter V of the Act is not applicable.

VI. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE ENDS OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which this financial statement relate on the date of this report.

VII. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

VIII. DISCLOSURE OF INTERNAL FINANCIAL CONTROLS

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the period under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

IX. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company’s operations in future.

X. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Since the Company is Non-Banking Finance Company, the disclosure regarding particulars of loan given, guarantee given and security provided under provisions of Section 186 of the Companies Act, 2013 is not required to be given as the provisions of Section 186 are not applicable to the Company.

XI. PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

As the Company is not indulged in any production activity, therefore there is NIL information about conservation of Energy and Technology absorption. There was no foreign exchange inflow or Outflow during the year under review.

XII. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year no contracts or arrangements were made with related parties falling under the purview of Section 188 of the Companies Act, 2013.

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

XIII. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

a. Appointment and Resignation of Director

During the year under review, Mr. Jayesh Shah (DIN: 03548968), Mrs. Priti Jayesh Shah (DIN: 03548974) and Mr. Ilesh Manekrav Nikhare (DIN: 07438073) were appointed as additional Directors of the Company w.e.f 30/05/2017. The company has appointed Mr. Dipakkumar Mukeshbhai Patel as a director of the company w.e.f. 11/07/2016 and accepted his resignation from the directorship of the company w.e.f. 22/03/2017. The company has accepted resignation of Mr. Vishwas Sharma from the directorship of the company w.e.f. 16/07/2016.

b. Retirement by rotation & Cessation

In accordance with the provisions of section 152[6] of the Act and in terms of Articles of Association of the Company, **Mr. Jayesh Shah** (DIN: 03548968) retires at ensuing Annual General Meeting and being eligible offer himself for re- appointment. The Board recommends his reappointment.

c. Number of Board Meetings conducted during the year under review

The Board meets at regular interval with gap between two meetings not exceeding 120 days. Additional meetings are held as and when necessary. During the year under review, the Board met 7(Seven) times.

d. Board Evaluation

Pursuant to the provisions of Section 134 and Rules made there under and as provided under Schedule IV of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit and Nomination & Remuneration Committees.

The annual evaluation framework for assessing the performance of Directors comprises of the following key areas:

a) Attendance for the meetings, participation and independence during the meetings;

- b) Interaction with Management;
- c) Knowledge and proficiency;
- d) Strategic perspectives or inputs

The Board has evaluated the composition of Board, its committees, experience and expertise, performance of specific duties and obligations, governance issues, etc. and the Directors expressed their satisfaction with the evaluation process.

XIV. DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- e. In the preparation of the annual accounts, the applicable accounting standards have been followed.
- f. The directors had 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 the year under review.
- g. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- h. The directors had prepared the annual accounts on a going concern basis.
- i. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- j. The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

XV. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section. During the financial year ended on 31st March, 2017, the Audit Committee met Four (4) times. The necessary quorum was present at the meeting. As on the date of this Report, the Audit Committee comprises:-

Name	Category	Designation
Mr. Vinodkumar Davabhai Saripadiya	Director	Member

Mr. Mahadev Prasad Sharma	Director	Member
Mr. Pravinkumar Tulsidas Patel	Director	Member

The scope and terms of reference of the Audit Committee have been amended in accordance with the Act and the Listing Agreement entered into with the Stock Exchanges. During the period under review, the Board of Directors of the Company had accepted all the recommendations of the Committee.

XVI. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of Directors was constituted pursuant to the provisions of Section 178 of the Companies Act, 2013.

As on the date of this Report, the Nomination and Remuneration Committee comprises:-

Name	Category	Designation
Mr. Mahadev Prasad Sharma	Director	Chairman
Mr. Pravinkumar Tulsidas Patel	Director	Member
Mr. Vinodkumar Davabhai Saripadiya	Director	Member

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of a director and has recommended and formulated a policy relating to the remuneration for the directors, key managerial personnel and other employees.

The Remuneration policy of the Company is as under:

- i. Remuneration to Non-Executive Directors:
 - A Non-Executive Director is eligible to receive sitting fees for each meeting of the Board or Committee of the Board attended by him/her, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- ii. Remuneration to Executive Directors:
 - The Board in consultation with the Nomination & Remuneration Committee decides the remuneration structure for Executive Directors. On the recommendation of the Nomination & Remuneration Committee the Remuneration paid/payable is approved by the Board of Directors and by the members in the General Meeting in terms of provisions applicable from time to time.

No remuneration is paid to Directors during the year 2016-17.

XVII. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee was constituted in accordance with the provisions of Section 178(5) of the Companies Act, 2013 and the Committee comprises of the following members:

Name	Category
Mr. Mahadev Prasad Sharma	Director
Mr. Vinodkumar Davabhai Saripadiya	Director

XVIII. ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **Annexure “A”** and is attached to this Report.

XIX. AUDITORS

k. Statutory Auditor

The Statutory Auditors of the Company M/s. Nitin Shah & Co, Chartered Accountants, Ahmedabad have resigned from the post of Statutory Auditors of the Company with effect from 08/03/2017 resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013. The Board of Directors of the Company proposed to appoint M/s. Hemant C. Parikh & Co., Chartered Accountants, Ahmedabad in place of resigning auditor to Audit the books of accounts of the Company which requires consent of the members of the Company at the ensuing Annual General Meeting of the Company.

l. Cost Auditor

The Company has not appointed the Cost Auditor as pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, since, the cost audit is not applicable to the Company.

m. Secretarial Auditor

Provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, mandates to obtain Secretarial Audit Report from Ms. Preeti Jain, Practicing Company Secretary had been appointed to issue Secretarial Audit Report for the period ended on 31st March 2017.

Secretarial Audit Report issued by Ms. Preeti Jain, Practicing Company Secretary in Form MR-3, attached and marked as **Annexure “B”**, for the period under review forms

part of this report. The said report contains observation or qualification which reveals that the Company failed to appoint Company Secretary.

- **Non-Appointment of Company Secretary**

The Board of Directors of your Company would like to explain on the said observation relating to appointment of Company Secretary that your Company took all reasonable steps to do such appointment, but as your Company is not doing well in its present line of business activity, it failed to attract right candidates for such post. The Board of your Company continues its efforts to search right candidate for the post of Company Secretary and will appoint the Company Secretary as soon as possible.

XX. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has established vigil mechanism and framed whistle blower policy for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct or Ethics Policy.

XXI. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

XXII. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

XXIII. CORPORATE GOVERNANCE:

As per SEBI circular no: CFD/POLICYCELL/7/2014 dated 15th September, 2014, (Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall not be mandatory to the following class of companies:

- a) Companies having paid up equity share capital not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, as on the last day of the previous financial year;

Provided that where the provisions of (Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 becomes applicable to a company at a later date, such company shall comply with the requirements of (Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 within six months from the date on which the provisions became applicable to the company.

Accordingly it may be noted that the paid up share capital of the Company is below Rs.

10 crore and Net Worth of the Company has not exceeded Rs.25 crore, as on 31st March, 2017 and hence *Corporate Governance is not applicable to the Company.*

XXIV. PARTICULARS REGARDING EMPLOYEES:

The information required under Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not provided in the Report as no remuneration is paid to any of the directors of the company nor any employee of the Company was in receipt of the remuneration exceeding the limits prescribed in the rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

XXV. ACKNOWLEDGEMENT:

Your Directors sincerely appreciate the high degree of professionalism, commitment and dedication displayed by employees at all levels. The Directors also wish to place on record their gratitude to the Members for their continued support and confidence.

Regd. Office
523, Madhupura Ganj Bazar,
Opp. Ambaji Temple, Madhupura,
Ahmedabad 380004

By order of Board of Directors
For, **Jyot International Marketing Limited**

Date: 30/05/2017
Place: Ahmedabad

SD/-
Jayesh Shah
Director
(DIN: 03548968)

**“Annexure-A”
Form No. MGT-9
EXTRACT OF ANNUAL RETURN**

*as on the financial year ended on 31/03/2017
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of
the Companies (Management and Administration) Rules, 2014]*

I. REGISTRATION AND OTHER DETAILS:

1.	CIN:	L65910GJ1989PLC012064
2.	Registration Date	29/03/1989
3.	Name Of The Company	JYOT INTERNATIONAL MARKETING LIMITED
4.	Category / Sub-Category Of the Company	Limited by shares
5.	Address Of The Registered Office And Contact Details	Room No. 1, 1, Pandurang Society, Judges Bungalow Road, Bodakdev, Ahmedabad -380054
6.	Whether Listed Company	Yes
7.	Name, Address And Contact Details Of Registrar And Transfer Agent, If Any	Adroit Corporate Services Pvt Ltd 19/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marolnaka, Andheri (East), Mumbai, Maharashtra – 400059

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
1	Investment, loans and financial activities	64990	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. N	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of Shares held	Applicable Section
N.A.					

c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-								
ii) Overseas	-								-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	334398	334398	10.71	0	334398	334398	10.71	NIL
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	1997401	1997401	63.98	0	1997401	1997401	63.98	NIL
c) Others	-	-	-	-	-		-	-	-
1.Hindu Undivided Families									
2.Non Resident Repatriates	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-		2331799	2331799	74.69		2331799	2331799	74.69	0
Total Public Shareholding (B)=(B)(1)+(B)(2)		2331799	2331799	74.69	0	2331799	2331799	74.69	0.00

C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)		3121900	3121900	100	0	3121900	3121900	100	-

(ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (01/04/2016)			Share holding at the end of the year (31/03/2017)			% 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.	Deepak C Gandhi	332451	10.65	-	332451	10.65	-	-
2.	Deepak C Gandhi (HUF)	154000	4.93	-	154000	4.93	-	-
3.	PURNIMA D. GANDHI	303650	9.73	-	303650	9.73	-	-
TOTAL		790101	25.31	-	790101	25.31		

(iii) Change in Promoters' Shareholding (please specify, if there is no change):-

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (01/04/2016)		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Deepak C. Gandhi				
	At the beginning of the year	332451	10.65	332451	10.65
	Date/Quarter wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment /transfer / bonus/ sweat equity etc)	NO CHANGE	NO CHANGE	NO CHANGE	NO CHANGE
	At the end of the year	332451	10.65	332451	10.65

2	Deepak C Gandhi (HUF)				
	At the beginning of the year	154000	4.93	154000	4.93
	Date/Quarter wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment /transfer / bonus/ sweat equity etc)	NO CHANGE	NO CHANGE	NO CHANGE	NO CHANGE
	At the end of the year	154000	4.93	154000	4.93
3	PURNIMA D. GANDHI				
	At the beginning of the year	303650	9.73	303650	9.73
	Date/Quarter wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment /transfer / bonus/ sweat equity etc)	NO CHANGE	NO CHANGE	NO CHANGE	NO CHANGE
	At the end of the year	303650	9.73	303650	9.73

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

Sr. No.	Reason	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	For each of the Top 10 Shareholders				
1.	MUKESHSINH AJITSINH GOHEL				
	At the beginning of the year	93850	3.01	93850	3.01
	Date wise Increase/Decrease in Shareholding during the year	No changes during the year			
	At the end of the year	93850	3.01	93850	3.01
2	Ashok Munnysingh Bhadoriya				
	At the beginning of the year	93700	3.00	93700	3.00

	Date wise Increase/Decrease in Shareholding during the year	No changes during the year				
	At the end of the year		93700	3.00	93700	3.00
3.	Snehan Pareshbhai Dave					
	At the beginning of the year		93700	3.00	93700	3.00
	Date wise Increase/Decrease in Shareholding during the year	No changes during the year				
	At the end of the year		93700	3.00	93700	3.00
4.	Raghvendra Gopalrao Kulkarni					
	At the beginning of the year		93600	3.00	93600	3.00
	Date wise Increase/Decrease in Shareholding during the year	No changes during the year				
	At the end of the year		93600	3.00	93600	3.00
5.	Sonal chandresh patel					
	At the beginning of the year		93600	3.00	93600	3.00
	Date wise Increase/Decrease in Shareholding during the year	No changes during the year				
	At the end of the year		93600	3.00	93600	3.00
6.	Bhupendra Shantilal Shah					
	At the beginning of the year		93600	3.00	93600	3.00
	Date wise Increase/Decrease in Shareholding during the year	No changes during the year				
	At the end of the year		93600	3.00	93600	3.00
7.	Ankita Naishadh Patel					
	At the beginning of the year		93600	3.00	93600	3.00
	Date wise Increase/Decrease in Shareholding during the year	No changes during				

		the year				
	At the end of the year		93600	3.00	93600	3.00
8.	Prakash Rajendrabhai Patel					
	At the beginning of the year		93600	3.00	93600	3.00
	Date wise Increase/Decrease in Shareholding during the year	No changes during the year				
	At the end of the year		93600	3.00	93600	3.00
9.	Vipul Sunilbhai Jana					
	At the beginning of the year		93651	3.00	93651	3.00
	Date wise Increase/Decrease in Shareholding during the year	No changes during the year				
	At the end of the year		93651	3.00	93651	3.00
10	Hardik Harshadbhai Patel					
	At the beginning of the year		93600	3.00	93600	3.00
	Date wise Increase/Decrease in Shareholding during the year	No changes during the year				
	At the end of the year		93600	3.00	93600	3.00

(v) Shareholding of Directors and Key Managerial Personnel:

Holding of Directors and Key Managerial Personnel of the Company is Nil during the year under review.

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	1530387	-	1530387

ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1530387	-	1530387
Change in Indebtedness during the financial year				
• Addition	-	280000		280000
• Reduction	-	-	-	-
Net Change	-	280000	-	280000
Indebtedness at the end of the financial year		-	-	-
i) Principal Amount	-	1810387	-	1810387
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1810387	-	1810387

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. *Remuneration to Managing Director, Whole-Time Directors and/or Manager:*

During the year under the review, The Company has not paid any remuneration to Managing Director, Whole Time Director and Manager.

B. *Remuneration to other Directors:*

During the year under the review, The Company has not paid any remuneration to other Director.

C. *Remuneration to Key Managerial Personnel other than MD/Manager/WTD:*

During the year under the review, The Company has not paid any remuneration to Key Managerial Personnel other than MD/Manager/WTD.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NONE

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	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B.DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C.OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Annexure-“B”

**Form No. MR-3
SECRETARIAL AUDIT
REPORT**

FOR THE FINANCIAL YEAR ENDED 31st March, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2017**

To,
The Members,
JYOT INTERNATIONAL MARKETING LIMITED,
Ahmedabad, Gujarat.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **JYOT INTERNATIONAL MARKETING LIMITED** (CIN: L65910GJ1989PLC012064) (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 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 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- i. The Companies Act, 2013 (**the Act**) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. 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(*not applicable to the company during the audit period*);
- v. Reserve Bank of India Act, 1934.
(The company is a NBFC Company and holds a valid certificate of registration issued by the RBI, Ahmedabad vide Certificate No. B.01.00425, therefore the Company has to follow the RBI Act and rules and regulations thereunder as applicable to NBFCs)
- vi. 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;
- vii. I have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances of other specific applicable Acts, Laws and Regulations to the Company as mentioned hereunder;
- a) Income-Tax Act, 1961 and Indirect Tax Laws

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified hence not applicable to the Company during Audit Period).
- ii. Listing Agreement Clauses.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above and subject to the following observations;

- **ROC Annual Filing is pending for the Financial Year 2013-14, 2014-15 & 2015-16.**
- **As per Section 203 of Companies Act, 2013 read with rule 8 of the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014, the Company has not appointed Managing Director, Chief Financial Officer and Company Secretary during the audit period.**

I further report that

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

There were no dissenting views on any matter. 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.

Place:- Ahmedabad
Date:- 30/05/2017

Sd/-
CS preeti Jain
Practising Company Secretary
M NO::-28265
COP No. :- 10118

ANNEXURE “C”

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ROLE OF NON-BANKING FINANCIAL COMPANIES IN ECONOMIC DEVELOPMENT:

NBFCs aid in economic development in following ways:

- Mobilization of resources- It converts savings into investments.
- Capital Formation- Aids to increase capital stock of Company.
- NBFCs provide long term credit and specialized credit.
- Aids in employment generation
- Help in development of financial markets.
- Help in attracting foreign grants.
- Helps in breaking the vicious circle of property by serving as Government’s Instrument.

OVERALL REVIEW:

The Economic Survey 2016-17 forecasts a growth rate of 6.75 to 7.5 per cent for FY18, as compared to the expected growth rate of 6.5 per cent in FY17. Over the medium run, the implementation of the Goods and Services Tax (GST), follow-up to demonetization, and enacting other structural reforms should take the economy towards its potential real GDP growth of 8 per cent to 10 per cent.

The economic fundamentals are showing healthy trends, which corroborates the expected growth in the economy. Inflation has been largely tamed. The investment cycle in India is showing positive growth and expenditure on consumption is increasing, although in a fluctuating trend. This growth is likely to be sustainable considering government’s focus on industrial activities, infrastructure development and ease of doing business.

Government targets fiscal deficit at 3.2% of gross domestic product (GDP) for 2017-18, deferring the 3% of GDP target by a year. Also Government targets to achieve revenue deficit of 1.9% of GDP in 2017-18 from the earlier target of 2% of GDP. The Finance Ministry said the government on a reassessment of the macroeconomic needs of higher public expenditure in a scenario when private investment is not picking up has tilted in favour of the gradual reduction of fiscal deficit.

OPPORTUNITIES, THREATS, RISKS, CONCERNS, PERFORMANCE AND OUTLOOK:

According to the Reserve Bank of India’s (RBI) Financial Stability Report, NBFC loans expanded 16.6% in the year, twice as fast as the pedestrian credit growth of 8.8% across the banking sector. The aggregate balance sheet of the NBFC sector expanded 15.5% in year 2016-

17 in comparison to 15.7% from the previous year. The profitability of NBFCs was significantly higher as compared to the commercial banks.

As there have wide scope of expansions for the NBFC in finance sector in India, NBFCs are now become crucial way for getting investment to other sector of markets. Along with the facilities such as investment NBFCs are now have a new opportunities as per the new RBI norms which are strictly followed by all the NBFCs.

NBFCs being financial intermediaries are engaged in the activity of investment. In this role they are perceived to be playing a complimentary role to banks rather than competitors, as it is a known fact that majority of the population in the country do not yet have access to mainstream financial products and services including a bank account and therefore the country needs institutions beyond banks for reaching out in areas where banks' presence may be lesser. Thus NBFCs especially those catering to the urban and rural poor namely NBFC-MFIs and Asset Finance Companies have a complimentary role in the financial inclusion agenda of the country. NBFCs bring the much needed diversity to the financial sector thereby diversifying the risks, increasing liquidity in the markets thereby promoting financial stability and bringing efficiency to the financial sector.

In the backdrop of a growing economy, NBFCs will continue to grow in the financial ecosystem and create meaningful financial inclusion and further the government agenda of 'Make in India' and 'Start-Up India'

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

The financial performance of the Company for the year 2016-17 is described in the Directors Report under the head of 'Operation'.

SEGMENT WISE PERFORMANCE:

The Company has only one segment i.e. NBFC – Investment and loan Company.

INTERNAL CONTROL SYSTEMS AND ADEQUACY:

The Internal Control Systems and their Adequacy of the company for the year 2016-17 is described in the Directors Report under the head of 'Internal Control Systems And Their Adequacy'.

HUMANRESOURCE DEVELOPMENT/INDUSTRIAL RELATIONS:

Driven by the Group's visionary leadership during the year, training programs are conducted to facilitate competency development both functional and behavioral for harmonious and cordial Industrial relations. The knowledge and skill enhancement programme were conducted for the employees. No operating days were lost due to strike, lock out etc. Human Resources

Development, in all its aspects like training safety and social values are under constant focus of the management.

CAUTIONARY STATEMENT:

Statement in this Management Discussion and analysis describing the Company's objective, projects, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward-looking statements contained in this document due to various risks and uncertainties. Several factors could make a significant difference to the Company's operations. These include economic conditions, Government regulations and Tax Laws, political situation, natural calamities etc. over which the Company does not have any direct control.

For, Jyot International Marketing Limited

Date: 30/05/2017

Place: Ahmedabad

Sd/-	Sd/-
Jayesh Shah	Hesh Nikhare
Director	Director
(DIN: 03548968)	(DIN: 07438073)

Independent Auditor's Report

To

The Members

Jyot International Marketing Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of JYOT INTERNATIONALMARKETING LIMITED (“the company”), which comprises the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the (Standalone) 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 (Standalone) financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the (Standalone) financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone 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, of the state of affairs of the Company as at 31 March 2017, and its Profit/Loss and its Cash Flow for the period ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of

section 143 of the Act, we give in the “**Annexure A**” a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid (Standalone) 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 2017** taken on record by the Board of Directors, none of the directors is disqualified as on **31 March 2017** 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 B**”.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

- iv. The Company has provided requisite disclosures in its standalone financial statements as to holdings as well as dealings in specified bank notes during the period from November 8, 2016 to December 30, 2016 and these are in accordance with the books of accounts maintained by the Company.

**For Hemant C. Parikh & Co.,
Chartered Accountants**

Date: 30/05/2017

Place: Ahmedabad

Sd/-

**Hemant C. Parikh
(Proprietor)
Membership No.: 031780**

Annexure A” to the Independent Auditors’ Report

The annexure referred to in our report to the members of Jyot International Marketing Limited on the financial statements as of and for year ended 31st March, 2017. We report that:

1.
 - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
 - (b) As informed to us, the fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification.
 - (c) The Company does not have any immovable property; hence requirement of verifying title deeds in the name of Company does not apply.
2. According to the information and explanations given to us, Company does not have any inventory.
3. The Company has not granted loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of Companies Act, 2013 and therefore further comments are not applicable.
4. As per information furnished to us, the Company has not given any loans to its Directors and has not advanced any loans or made any investments or given any guarantees or provided any securities in terms of provisions of the Section 185 and 186 of Companies Act, 2013.
5. According to information and explanations given to us, the Company has not accepted any deposits from public within the meaning of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed thereunder under to the extent notified.
6. As per information and explanations given to us by the management the Central Government has not prescribed the maintenance of Cost Records under Section 148 of the Companies Act, 2013.
7.
 - a. The Company is generally regular in depositing undisputed statutory dues in respect of provident fund, employees state insurance, service tax and tax deducted at source, investor education and protection fund, sales tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues as applicable with the appropriate authorities during the year. There was no undisputed amount outstanding and payable in respect of statutory dues as at 31st March, 2017 for a period of more than six months from the date, they became payable.
 - b. According to the information and explanations given to us by the management, there are no dues of income tax or service tax or duty of custom or duty of excise or value added tax or cess which have not been deposited on any account of any dispute.

8. Based on our audit procedures and on the information and explanations given to us by the management no amounts is outstanding as dues, to any financial institution or bank.
9. In our opinion and according to the information and explanations given to us, the Company has not raised any monies by way of initial public offer (including debt instruments) during the year. As per information furnished by the Company it has not raised any term loan during the year.
10. According to the information and explanations given to us, no fraud by the Company or any fraud on the Company by its officers/employees has been noticed or reported during the course of audit.
11. According to the information and explanations given to us, the Company has not paid any managerial remuneration hence not applicable.
12. The Company is not a Nidhi Company therefore, further comments are not applicable.
13. According to the information and explanations given to us there are no related party transactions under Section 188 of the Companies Act, 2013 and the Company has complied with provisions of Section 177 of Companies Act, 2013 and details have been disclosed in Financial Statements etc as required by accounting standards.
14. As per information and explanations provided to us and on the basis of verification of records of the Company has not made any preferential allotment/ private placement of shares or fully or partly convertible debentures during the year under review.
15. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with Directors or persons connected with them.
16. The company is registered under section 45 IA of the Reserve Bank of India Act, 1934 and as per the information and explanations provided to us the Company is registered as an NBFC vide Registration No. B.01.00425 dated 16.09.2002 with RBI.

For Hemant C. Parikh & Co.,

Chartered Accountants

Date: 30/05/2017

Place: Ahmedabad

**Sd/-
Hemant C. Parikh
(Proprietor)
Membership No.: 031780**

“Annexure B” to the Independent Auditor’s Report

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

We have audited the internal financial controls over financial reporting of Jyot International Marketing Limited. (“the Company”) as of **31 March 2017** in conjunction with our audit of the standalone 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 Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over 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 Act, 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 control 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, assessing a 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 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 managements 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 the 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 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 **31 March 2017**, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Hemant C. Parikh & Co.,
Chartered Accountants**

**Date: 30/05/2017
Place: Ahmedabad**

**Sd/-
Hemant C. Parikh
(Proprietor)
Membership No.: 031780**

JYOT INTERNATIONAL MARKETING LIMITED

[CIN: L65910GJ1989PLC012064]

BALANCE SHEET AS AT 31ST MARCH, 2017

(Amount in Rs.)

	Note No.	As at 31st March, 2017	As at 31st March, 2016
I. EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Share Capital	1	3,12,19,000	3,20,43,750
(b) Reserves & Surplus	2	32,00,253	(45,82,635)
		<u>3,44,19,253</u>	<u>2,74,61,115</u>
2. Non Current Liabilities			
(a) Long-term Borrowings	3	18,10,387	18,10,387
(b) Deferred Tax Liabilities		-	24,460
(c) Other Long term Liabilities		-	-
		<u>18,10,387</u>	<u>18,34,847</u>
3. Current Liabilities			
(a) Short-term Borrowings		-	-
(b) Trade Payables		33,49,159	-
(c) Other Current Liabilities	4	2,03,000	1,73,000
(d) Short-term Provisions	5	35,44,656	54,225
		<u>70,96,815</u>	<u>2,27,225</u>
TOTAL		<u>4,33,26,455</u>	<u>2,95,23,187</u>
II. ASSETS			
1. Non-current Assets			
(a) Fixed Assets	6		
Tangible Assets		-	-
Intangible Assets		-	-
Capital Work in progress		-	-
(b) Non-Current Investments	7	83,19,025	83,19,025
(c) Deferred Tax Assets		-	-
		<u>83,19,025</u>	<u>83,19,025</u>
2. Current Assets			
(a) Inventories		20,90,380	
(b) Trade Receivables	8	1,05,60,620	4,35,620
(c) Cash and Bank Balances	9	1,15,058	19,987
(d) Short-term Loans & Advances	10	2,11,16,372	2,02,21,351
(e) Other Current Assets	11	11,25,000	5,27,204
		<u>3,50,07,430</u>	<u>2,12,04,162</u>
TOTAL		<u>4,33,26,455</u>	<u>2,95,23,187</u>

Significant Accounting Policies 17

The accompanying notes form an integral part of the financial statements.

As per our report of even date

For Hemant C. Parikh & Co
Chartered Accountants

For & on behalf of the Board of directors of
JYOT INTERNATIONAL MARKETING LIMITED

Sd/-
Hemant C. Parikh
(Proprietor)
Membership No. 031780
Place: Ahmedabad
Date: 30th May, 2017

Sd/-
JAYESH SHAH
Director
(DIN:03548968)

Sd/-
ILESH NIKHARE
Director
(DIN:07438073)
Place: Ahmedabad
Date: 30th May, 2017

JYOT INTERNATIONAL MARKETING LIMITED

[CIN: L65910GJ1989PLC012064]

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in Rs.)

	Note No.	FOR THE PERIOD ENDED ON 31/03/2017	FOR THE PERIOD ENDED ON 31/03/2016
I. Revenue from operations	12	1,22,67,388	3,98,263
II. Other income	13	-	48,502
III.Total Revenue (I + II)		1,22,67,388	4,46,765
IV.Expenses			
Purchase Cost of Stock in Trade		20,90,380	-
Changes in inventories of finished goods and Stock-in-Trade		(20,90,380)	-
Employees Benefit Cost	14	8,20,000	3,00,000
Financial Cost	15	-	-
Depreciation and amortisation cost		-	-
Other Expenses	16	9,89,250	72,568
Total expenses		18,09,250	3,72,568
V. Profit before exceptional items and tax (III-IV)		1,04,58,138	74,197
VI.Exceptional items		-	-
VII.Profit before tax (V-VI)		1,04,58,138	74,197
VIII.Tax expense			
(1)Current Tax		35,00,000	20,196
Less: MAT Credit Entitlement		-	-
(2) Deferred Tax			21,424
IX.Profit for the year (VII-VIII)		69,58,138	32,577
X. Earning Per Equity Share Rs.(FV of Rs.10/- each) (Basic and Diluted)		2.23	0.01

Significant Accounting Policies

17

The accompanying notes form an integral part of the financial statements.

As per our report of even date

For Hemant C. Parikh & Co

Chartered Accountants

For & on behalf of the Board of directors of

JYOT INTERNATIONAL MARKETING LIMITED

Sd/-

Hemant C. Parikh

(Proprietor)

Membership No. 031780

Place: Ahmedabad

Date: 30th May, 2017

Sd/-

JAYESH SHAH

Director

(DIN:03548968)

Place: Ahmedabad

Date:30th May, 2017

Sd/-

ILESH NIKHARE

Director

(DIN:07438073)

JYOT INTERNATIONAL MARKETING LIMITED

[CIN: L65910GJ1989PLC012064]

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2017

Particulars	YEAR ENDED 31/03/2017	YEAR ENDED 31/03/2016
A Cash Flow From Operating Activities:		
Net Profit before Taxation	10,458,138	128,770
Adjustment For:		
Depreciation	-	-
NPA Provision (Net)	-	-
Loss in Investment Business	-	-
Operating Profit before Working Capital Changes	10,458,138	128,770
Adjustment For:		
Inventories	(2,090,380)	
Debtors	(10,125,000)	-
Loans & Advances	(1,492,817)	1,760,329
Current Liabilities	3,349,394	(779,324)
Cash Generated From Operations	(10,358,803)	981,005
Income Tax Paid	(4,264)	(73,150)
	95,071	1,036,625
B Cash Flow From Investment Activities:		
Acquisition of Fixed Assets	-	-
Investment in Shares	-	(700,000)
Sale of Assets	-	-
Bad Debts W/off	-	-
Net Cash from Investment Activities	-	(700,000)
C Cash Flow From Financing Activities:		
Issue of Equity Shares	-	-
Loan Proceeds	-	-
Dividend Paid	-	-
Net Cash from Financing Activities	-	-
Net Increase in Cash and Cash Equivalents	95,071	336,625
Cash & Cash Equivalents at the Beginning	19,987	98,995
Cash & Cash Equivalents at the End	115,058	435,620

Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the AS-3 (R) issued by ICAI.
- Previous year's figures have been regrouped wherever necessary.
- Figures in bracket indicate cash outflows.

As per our report of even date attached.

For Hemant C & Co.

Chartered Accountants

For & on behalf of Board

Sd/-

Hemant C Parikh

Proprietor

M. No. 031780

Sd/-

JAYESH SHAH

Director

(DIN:03548968)

Sd/-

ILESH NIKHARE

Director

(DIN:07438073)

Ahmedabad, 30th May, 2017

Ahmedabad, 30th May, 2017

JYOT INTERNATIONAL MARKETING LIMITED

[CIN: L65910GJ1989PLC012064]

NOTES TO THE FINANCIAL STATEMENTS

(Amount in Rs.)

	As At March 31, 2017	As At March 31, 2016
NOTE 1		
SHARE CAPITAL		
Authorised		
40,00,000 (40,00,000) Equity Shares of Rs.10/- each	4,00,00,000	4,00,00,000
	4,00,00,000	4,00,00,000
Issued, Subscribed and Fully Paid-up:		
31,21,900 (31,21,900) Equity Shares of Rs.10/- each	3,12,19,000	3,12,19,000
Less: Calls-in-arrear by others	-	-
Add: Share Forfeiture Account		8,24,750
TOTAL	3,12,19,000	3,20,43,750

Reconciliation of shares outstanding at the beginning and at the end of the reporting period.

	March 31, 2017		March 31, 2016	
	No. of Shares	Amt. Rs.	No. of Shares	Amt. Rs.
At the beginning of the period	31,21,900	3,12,19,000	31,21,900	3,12,19,000
Add: Shares issued during the year	Nil	Nil	Nil	Nil
Less: Shares bought back/forfeited during the year	Nil	Nil	Nil	Nil
Add: Other movements during the year	Nil	Nil	Nil	Nil
Outstanding at the end of the period	31,21,900	3,12,19,000	31,21,900	3,12,19,000

Terms/Rights attached to equity shares

The Company has only one class of equity shares having par value of Rs.10/- per share. Each shareholder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the realised value of the assets of the Company, remaining after payment of all preferential dues. The distribution will be in proportion to the number of equity shares held by the shareholders.

	March 31, 2017	March 31, 2016
Shares held by holding/ultimate holding company/or their subsidiaries/ associates	Nil	Nil

Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the Shareholder	March 31, 2017		March 31, 2016	
	No. of Shares	% of holding	No. of Shares	% of holding
PURNIMA D. GANDHI	303650	9.73%	303650	9.73%
DEEPAK C GANDHI	332451	10.65%	332451	10.65%

As per the records of the Company, including its Register of Members and other declarations received from them regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

	March 31, 2017	March 31, 2016
Aggregate number of shares issued for consideration other than cash, bonus shares issued and shares bought back during the period of 5 years immediately preceding the reporting date.	NIL	NIL

NOTE 2

RESERVES & SURPLUS

a. Surplus/(Deficit) in the Statement of Profit & Loss

Opening Balance	(46,31,751)	(46,57,813)
Add: Net Profit for the year	69,58,138	32,577
Add : Share Forfiture	8,24,750	
Less: Appropriations		
Amount transfer to Special Reserve u/s45-IC of RBI Act, 1934	(13,91,628)	(6,515)
	17,59,509	(46,31,751)

b. Special Reserve u/s45-IC of the RBI Act, 1934

Opening Balance	49,116	42,601
Add: Trasnfer from Statement of Profit & Loss	13,91,628	6,515
Closing Balance	14,40,744	49,116
TOTAL	32,00,253	(45,82,635)

NOTE 3		
LONG-TERM BORROWINGS		
Inter-Corporate Deposits from Related Party Pravin T. Patel	18,10,387	18,10,387
TOTAL	18,10,387	18,10,387
NOTE 3		
OTHER CURRENT LIABILITIES		
i) Creditors for Expenses	2,03,000	1,73,000
TOTAL	2,03,000	1,73,000
NOTE 4		
SHORT-TERM PROVISIONS		
Provision for Expenses	44,656	
Audit Fees Payable	-	34,029
Provision for Taxation	35,00,000	20,196
TOTAL	35,44,656	54,225
NOTE 6		
NON-CURRENT INVESTMENT		
<u>In equity Shares of Company under Same Mgt.(Ungouted, Non-trade)</u>		
Pravin Spin Tax Pvt. Ltd.	56,25,000	56,25,000
75,000 (75,000) Shares of Rs.10/- each fully paid-up		
<u>In equity Shares-Other Company (Ungouted, Non-trade)</u>		
Nimbus Infrabuild Pvt. Ltd.	7,00,000	7,00,000
70,000 (70,000) Shares of Rs.10/- each fully paid-up		
<u>In equity Shares-Other Company (Ungouted, Non-trade)</u>		
Zenith Medicine Pvt Ltd.		
30000 Shares of RSs 10/- each Fully paid up	3,00,000	3,00,000
<u>In equity Shares-Other Companies (Quoted, Non-trade)</u>		
Imprint Packaging and Printing Ltd.	16,94,025	16,94,025
TOTAL	83,19,025	83,19,025
Aggregate amount of Quoted Investment	16,94,025	16,94,025
Aggregate amount of Unquoted Investment	63,25,000	63,25,000
Aggregate amount of listed and quoted investments*	N.A.	N.A.
*Quotes of listed companies are not available		
NOTE 7		
TRADE RECEIVABLES		
Outstanding for a period exceeding Six months from the date they are due for payment (Unsecured, Considered Good)	1,05,60,620	4,35,620
Outstanding for a period Less than Six months from the date they are due for payment (Unsecured, Considered Good)	-	-
TOTAL	1,05,60,620	4,35,620
NOTE 8		
CASH AND BANK BALANCES		
Cash on Hand	99,133	4,063
Balances with Banks		
In Current Account	15,925	15,924
TOTAL	1,15,058	19,987
NOTE 9		
SHORT TERM LOANS & ADVANCES		
Loans and advances to related parties	50,27,972	50,27,972
Others		
Inter Corporate Deposits to Others	1,30,68,379	1,30,68,379
Advances to Others	30,20,021	21,25,000
TOTAL	2,11,16,372	2,02,21,351

NOTE 10**OTHER CURRENT ASSETS**

Balance with Government Authorities		
IT Refund Receivable (F.Y. 05-06)		1,71,923
IT Refund Receivable (F.Y. 06-07)		78,150
IT Refund Receivable (F.Y. 07-08)		1,11,946
IT Refund Receivable (F.Y. 08-09)		99,192
IT Refund Receivable (F.Y. 09-10)		42,420
Advance Income Tax & TDS (F.Y. 05-06)		14,770
TDS Receivable (AY 2016-17)		6,122
TDS Receivable (FY 2016-17)	11,25,000	
IT Refund Receivable (F.Y. 13-14)		2,681
TOTAL	11,25,000	5,27,204

JYOT INTERNATIONAL MARKEING LIMITED

[CIN: L65910GJ1989PLC012064]

NOTES FORMING PART OF THE BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS		
(Amount in Rs.)		
	As At March 31, 2017	As At March 31, 2016
NOTE 11		
Revenue From Operations		
Sale Of Services		
-Interest Income	10,17,388	3,98,263
Income from advisory services	1,12,50,000	
Other Operating Revenue		
Other Operating Revenue	-	-
Total Operating Revenue	1,22,67,388	3,98,263
NOTE 12		
Other Income		
Other Non-Operating Revenue	-	48,502
Total of Other Income	-	48,502
Total Revenue	1,22,67,388	4,46,765
NOTE 13		
Employee benefits expense		
Salaries & Wages	8,20,000	3,00,000
TOTAL	8,20,000	3,00,000
NOTE 14		
Financial Cost		
	-	-
TOTAL	-	-
NOTE 15		
Other Expenses		
Audit Exp		
- As Audit Fees	15,000	17,175
- Other	-	-
Rent	30,000	30,000
Travelling & Conveyance Expenses	1,38,500	-
Staff Welfare	1,77,000	393
Administrative & other Expenses	2,28,000	-
Incentive Expenses	2,50,750	-
Professional Fees Exps	1,50,000	25,000
TOTAL	9,89,250	72,568

JYOT INTERNATIONAL MARKETING LIMITED

[CIN: L65910GJ1989PLC012064]

NOTE 5

FIXED ASSETS & DEPRECIATION

Particulars	Gross Block (At Cost)				Depreciation				Net Block	
	As on 01/04/14	Additions	Deductions/ Adjustments	As on 31/03/15	As on 01/04/14	For the Year	Deductions/Ad justments	As on 31/03/15	As on 31/03/15	As on 31/03/14
Tangible Assets:										
Furniture	1,95,606	-	-	1,95,606	1,95,606	-	-	1,95,606	-	-
Office Equipments	9,50,301	-	-	9,50,301	9,50,301	-	-	9,50,301	-	-
Grand Total	11,45,907	-	-	11,45,907	11,45,907	-	-	11,45,907	-	-
Previous Year	11,45,907	-	-	11,45,907	11,45,907	-	-	11,45,907	-	-

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PARTS ON FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

- 1.1 Jyot International Marketing Limited is a listed public limited Company incorporated on 29/03/1989. Its Shares are listed on Ahmedabad Stock Exchange Limited. Company is primarily engaged in business of finance and investments.
- 1.2 The Company has obtained a Certificate of Registration as Non-Deposit Accepting Non Banking Financial Company (NBFC) vide Registration No. B.01.00425 dated 16.09.2002

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Accounting:

These financial statements have been prepared to comply with the generally accepted accounting principles in India (Indian GAAP), under the historical cost convention on an accrual basis, unless otherwise stated hereinafter and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India and referred to Section 129 and 133 of the Companies Act, 2013. The accounting policies applied by the Company are consistent with those used in previous year.

2.2 Use of Estimates:

The preparation of financial statements require management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures related to contingent liabilities as at the date of financial statements and the reported amounts of revenues and expenses during the reporting period. Accounting estimates could change from period to period and actual results could differs from those estimates. Appropriate changes in estimates are made as the management becomes aware of changes. Changes in estimates are reflected in the financial statements in the period in which changes are made.

2.3 Revenue Recognition:

Revenue is recognized on accrual basis when no significant uncertainty as to its determination or realization exists.

2.4 Fixed Assets:

Fixed Assets have been recorded at actual cost inclusive of duties, taxes and other incidental expenses related to acquisition, improvement and installation.

2.5 Depreciation:

Depreciation on tangible assets has been provided on straight-line method over the useful lives of assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on assets purchased/sold during the year has been proportionately charged.

2.6 **Impairment of Fixed Assets:**

Fixed assets are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the carrying amount of the assets exceeds its recoverable amount, which is the higher of an assets' net selling price and value in use.

2.7 **Investments:**

Investments are long term investments and are stated at cost and provision is made for diminution, other than temporary, in value of the investments. Current investments are valued at the lower of the cost and fair value. Profit or Loss on sale of investments is recorded at the time of transfer of title from the Company.

2.8 **Borrowing Costs:**

Borrowing Costs directly attributable to the acquisition or construction of qualifying fixed assets are capitalized as a part of cost of those assets till such time the fixed assets are substantially ready for their intended use. Qualifying fixed asset is an asset that necessarily takes a substantial period of time to get ready for their intended use or sale. All other borrowing costs are charged to Statement of Profit and Loss over the tenure of the borrowing.

2.9 **Employees' Benefits:**

The provisions of Provident Fund Act, 1952 and Payment of Gratuity Act, 1972 are not applicable to the Company at present.

2.10 **Taxes on Income:**

Taxes on income are accounted in the same period to which the revenue and expenses relate.

Provision for Current Income Tax is made on the basis of estimated taxable income, in accordance with the provisions of the Income Tax Act, 1961 and rules framed thereunder.

Deferred Tax is the tax effect of timing differences. The timing differences are differences between the taxable income and accounting income for a period that originate in one period and are capable of reversal in one or more subsequent periods.

MAT credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specific period.

2.11 **Earning Per Share(EPS):**

Basic earnings per share are calculated by dividing the net profit or loss after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(loss) after tax by the weighted average number of equity shares considered for deriving basis earning per share.

2.12 **Contingencies and Provisions:**

Provisions are recognized when there is a present obligation as a result of past events, where it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made.

Contingent Liabilities are recognized only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of obligation cannot be made. Contingent assets are not recognized in the financial statements.

2.13 **Cash Flow Statements:**

Cash flows are reported using the indirect method, whereby profit/(loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on available information.

3. **NOTES TO ACCOUNTS:**

	Particulars	2016-17(Rs.)	2015-16(Rs.)
(a)	Estimate amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil
(b)	C.I.F value of imports (excluding purchase of items imported by their agencies)	Nil	Nil
(c)	Expenditure in foreign currency	Nil	Nil
(d)	Earnings in foreign currency	Nil	Nil
(e)	Contingent Liabilities:	Nil	Nil
(f)	Payment to Auditors		
	(i) For service as auditors	15000	17175
	(ii) For Company matters		
	(iii) For Others Services		

Total

- (g) Previous year's figures have been regrouped and rearranged wherever necessary.
(h) The debit and credit balances shown in the Balance Sheet are subject to the confirmation from the parties concerned.
(i) The Company is holding shares which are not quoted in the market. Therefore, the question of diminution on their value as compared to the market value does not apply.

- (j) As the Company is engaged in only one segment of finance and investment business, there are no separate reportable segments as per Accounting Standard (AS-17) of segment reporting.
- (k) During the year the Company has specified Bank Notes (SBNs) or other denomination notes as defined in the MCA Notification G.S.R.308 (E) dated March 31, 2017. The details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per the notification are as follows:

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	Nil	28,233	28,233
Add: Permitted receipts	Nil	Nil	Nil
Less: Permitted Payments	Nil	Nil	Nil
Less: Amount deposited in Banks	Nil	Nil	Nil
Closing cash in hand as on 30.12.2016	Nil	28,233	28,233

(l) Notes 1 to 16 forms an integral part of accounts.

**For Hemant C. Parikh & Co
Chartered Accountants**

**For & on behalf of the Board of directors of
JYOT INTERNATIONAL MARKETING LIMITED**

**Sd/-
Hemant C. Parikh
(Proprietor)
Membership No. 031780
Place: Ahmedabad
Date: 30th May, 2017**

**Sd/-
JAYESH SHAH
Director
(DIN:03548968)**

**Sd/-
ILESH NIKHARE
Director
(DIN:07438073)
Place: Ahmedabad
Date:30th May, 2017**

Name of the company: JYOT INTERNATIONAL MARKETING LIMITED
Reg. Add: Room No. 1, 1, Pandurang Society Judges Bungalow Road, Bodakdev Ahmedabad
Ahmedabad GJ 380054

ATTENDANCE SLIP
ANNUAL GENERAL MEETING - 29th September, 2017 at 11.00 am

DP Id.		Client Id. / Ben. A/c.	
Folio No.		No. of Shares	

I certify that I am a registered shareholder/Proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the **ANNUAL GENERAL MEETING** of the Company being held on **29th September, 2017 at 11.00 am** at Room No. 1, 1, Pandurang Society Judges Bungalow Road, Bodakdev Ahmedabad Ahmedabad GJ 380054.

Full Name of the Shareholder / Proxy (In Block Letter)

Signature

=====

Form No. MGT-11**Proxy form**

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

CIN: L65910GJ1989PLC012064

Name of the company: JYOT INTERNATIONAL MARKETING LIMITED

Registered office: Room No. 1, 1, Pandurang Society Judges Bungalow Road, Bodakdev Ahmedabad Ahmedabad GJ 380054

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

I/We, being the member (s) of shares of the above named company, hereby appoint:

1. Name:
 Address:
 E-mail Id:
 Signature:....., or failing him,

2. Name:
 Address:
 E-mail Id:
 Signature:.....

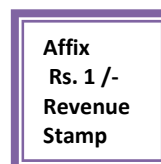
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on the 29th day of September, 2017 at 11.00 a.m. at Room No. 1, 1, Pandurang Society Judges Bungalow Road, Bodakdev Ahmedabad - 380054 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description	For	Against
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31 st March, 2017		
2	To appoint Director in place of Mr. Ilesh Manekrav Nikhare who retires by rotation and being eligible offers himself for re-appointment.		
3	To appoint of Statutory Auditors to Fill Casual Vacancy.		
4	To Regularize the appointment of Mr. Jayesh Shah (DIN: 03548968) as Regular Director of the Company.		
5	To Regularize the Appointment of Mrs. Priti Jayesh Shah (DIN: 03548974) as Regular Director of the Company		
6	To Appoint Mr. Ilesh Nikhare (DIN: 07438073) as an Independent Director of the Company		
7	Appointment of Mr. Jayesh Shah as Managing Director of the Company		

Signed this..... day of..... 20....

Signature of Shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

If Undelivered, please return to:-
Adroit Corporate Services Pvt Ltd
Unit: Jyot International Marketing Limited
19/20 Jaferbhoy Ind. Estate,
1st floor, Makwana Road, Marol, Andheri (E),
Mumbai – 400 059

Road map for AGM Venue i.e. Registered office of the company situated at Room No. 1, 1, Pandurang Society Judges Bungalow Road, Bodakdev, Ahmedabad - 380054

