

29TH ANNUAL REPORT 2012 - 2013



JMD Telefilms Industries Limited



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29th Annual Report 2012 - 2013

Board of Directors

Kailash Prasad Purohit	Chairman & Managing Director
Jagdish Prasad Purohit	Executive Director
Pravin Sawant	Independent Director
Ashok Bothra	Independent Director

Registered Office

Jaisingh Business Centre, Ground Floor,
CTS No. 119, Parsiwada, Sahar Road,
Andheri (E), Mumbai - 400 099.

Studio Location

75C, Park Street, Basement, Kolkata 700016

Bankers

Axis Bank Limited
Kotak Mahindra Bank
HDFC Bank
Union Bank of India

Auditors

Mehta Kothari & Associates
Chartered Accountants
134, Great Western Building, 2nd Floor
N. M. Road, Fort, Mumbai-400023

Registrar & Share Transfer Agent

Purva Sharegistry (India) Pvt. Ltd.
No. 9, Shiv Shakti Ind. Estate
Gr. Floor, J. R. Boricha Marg
Lower Parel, Mumbai-400 011

Annual General Meeting

Date : 20th September 2013
Time : 2.00 P.M.
Venue : Jaisingh Business Centre,
Ground Floor, CTS No. 119,
Parsiwada, Sahar Road,
Andheri (E), Mumbai - 400 099.

C O N T E N T S

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- ❖ Auditors' Report
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- ❖ Statement of Cash Flow Statement
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Members are requested to bring their copy of Annual Report at the time of Meeting

NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of the members of **JMD Telefilms Industries Limited** will be held on Friday, the 20th September 2013 at 2.00 P.M. at Jaisingh Business Centre, Ground Floor, CTS No. 119, Parsiwada, Sahar Road, Andheri (E), Mumbai - 400 099 to transact the following businesses as :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Directors' Report and Audited Statement of Accounts for the year ended 31st March 2013.
2. To seek approval of Members for declaration of Dividend on its Equity Shares.
3. To appoint Director in place of Mr. Jagdish Prasad Purohit, who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and thought fit, to pass, with or without modification(s), the following Resolution, as an Ordinary Resolution:

"RESOLVED THAT M/s. Mehta Kothari & Associates, Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, to examine and audit the accounts of the Company for the financial year 2013-2014, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors plus reimbursement of out of pocket expenses and applicable taxes."

Mumbai, May 29, 2013

By order of the Board
For **JMD Telefilms Industries Limited**

Registered Office :

Jaisingh Business Centre,
Ground Floor, CTS No. 119,
Parsiwada, Sahar Road,
Andheri (E), Mumbai - 400 099

Kailash Prasad Purohit
Chairman & Managing Director

Notes :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
2. Proxies, in order to be effective, must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
3. The Register of Member and the Share Transfer Books of the Company will remain closed from 13th September 2013 to 20th September 2013 (both days inclusive).
4. A detail of Director seeking re-appointment in this Annual General Meeting is attached separately to the notice.

5. Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail Id jmdtele@gmail.com for quick and prompt redressal of their grievances.
6. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
7. The Book Closure/Record Date for the purpose of declaration of Dividend shall be fixed in due course of time and shall be published in the newspapers pursuant to Section 154 of the Companies Act, 1956. The said information will also be intimated to the Stock Exchanges and Stock Exchanges will upload the same to their website and will also be uploaded to the Company's website. The Dividend as recommended by the Board of Directors, if declared at the time of Annual General Meeting, will be paid on or before 19th October 2013.
8. The identity/signature of Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the relevant identity card issued by the Depository Participant to the Annual General Meeting.
9. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
10. Members are requested to intimate change in their address immediately to M/s Purva Sharegistry (India) Pvt. Ltd., the Company's Registrar and Share Transfer Agents, at their office at 9, Shiv Shakti Ind. Estate, Ground Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011.
11. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s Purva Sharegistry (India) Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above.
12. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
13. Members holding shares in physical form and wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed form (form 2B) to M/s Purva Sharegistry (India) Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above or to the Compliance Officer at the Registered Office of the Company.
14. Members are requested to bring copies of Annual Report to the Annual General Meeting.
15. Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.

16. Members are requested to quote Folio Number/DP ID & Client ID in their correspondence.
17. The Equity shares of the Company are listed on Bombay Stock Exchange Ltd. and Ahmedabad Stock Exchange and Listing Fees for the financial year 2013-2014 have been paid to Bombay Stock Exchange Ltd.

Details of Director seeking re-appointment in the 29th Annual General Meeting on 20th September 2013 (in term of Clause 49 of the Listing Agreement)

Jagdish Prasad Purohit	
Fathers' Name	Balchand Purohit
Date of Birth	24th February 1958
Date of Appointment	22nd March 2007
Expertise in specific functional areas	Expertise in Accounts, Taxation, Capital & Money Market and also having good knowledge of Secretarial matters.
Years of Experience	30 Years
Qualifications	B. Com. LLB
List of outside Directorship held	1. Unisys Softwares & Holding Industries Ltd. 2. Warner Multimedia Ltd. 3. Scan Infrastructure Ltd.
Member of Committee on the Board	Not Any
Member/Chairman of Committee in other Companies	<ul style="list-style-type: none"> • Warner Multimedia Limited - Member of Audit Committee and Investor Grievance Committee • Scan Infrastructure Ld. - Member of Audit Committee • Unisys Softwares & Holding Industries Ltd. - Member of Audit Committee & Investor Grievance Committee & Chairman of Share Transfer Committee
No. of Shares held in own name or in the name of Relatives	13,000,000 Shares in the name of Relatives & Trusts managed by Family Members

Mumbai, May 29, 2013

By order of the Board
For **JMD Telefilms Industries Limited**

Registered Office :

Jaisingh Business Centre,
Ground Floor, CTS No. 119,
Parsiwada, Sahar Road,
Andheri (E), Mumbai - 400 099.

Kailash Prasad Purohit
Chairman & Managing Director

DIRECTORS' REPORT

To The Members,

Your Directors have pleasure in presenting the Twenty Ninth Annual Report of your Company together with the Audited Statements of Accounts for the financial year ended March 31, 2013.

(₹ in Lacs)

Financial Results	Year Ended 31.03.2013	Year Ended 31.03.2012
Gross Sales / Income	25112.29	24969.43
Profit before Tax & Extraordinary Items	103.49	254.79
Less : Provision for Taxation	32.99	62.97
Profit after Tax	70.50	191.82
Less : Prior Period Adjustments	0.00	4.47
Profit available for Appropriation	70.50	187.35
Appropriated as under :		
Proposed Dividend	36.07	72.15
Corporate Tax on above Dividend	5.85	11.70
Transfer to General Reserve	5.00	5.00
Net Profit available for the year	23.58	98.50
Balance brought forward from Previous Year	406.18	307.68
Balance carried forward to Next Year	429.76	406.18

OVERVIEW OF ECONOMY

According to the latest estimates, Indian Economy grew by 5% in FY 2013, reflecting lower than expected growth in both industry and services sectors. Inflation also was at elevated levels. However with commodity and crude oil prices on the decline from the peak and with various policy initiatives coming through, the Economy is estimated to grow by around 6% in FY2014 with lower Inflation.

OVERALL PERFORMANCE & OUTLOOK

The Business environment remains extremely challenging and the recessionary economic conditions leading to slowdown in demand and inflation pushed scale up of input costs left its adverse imprint on overall performance for 2012-2013. Gross Sales / Revenue has been increased during the year in comparison to last financial year but overall Net Profit has come down significantly due to lack of demand as well as pressure of huge import of Mobile & Mobile Accessories from China. The Earning has been beaten down solely by Mobile Phones & Accessories which was the topmost earning tool during last financial year.

Directors are pleased to inform that in spite of difficult times, your Company, based on its

intrinsic strength, has broadly maintained its performance. Gross income from operations remained satisfactory to an amount of ₹ 70.50 Lac during the year in comparison to last years' income of ₹ 187.35 Lac.

The Company is in to the Business of Music recording, trading of Imported Mobile Instruments & Accessories & Software's as well as investment activities Capital Market.

The outlook for the current year is challenging mainly due to sluggish economy. However, your Company expects to grow despite the adverse environment due to its commitment to clients of the Company.

DIVIDEND

Your Directors are pleased to recommend the payment of Dividend for the year ended 31st March 2013 at 5 Paise (Five Paise) per share or 5% (five percent) on face value of ₹ 1/- each, subject to approval of Members at the ensuring Annual General Meeting.

SUBSIDIARY COMPANY & ITS PERFORMANCE

DOMESTIC COMPANY

M/s. JMD Broadcasting Private Limited (Formerly known as Aalap Performing Network Private Limited), a Subsidiary Company, was incorporated on 17th June 2010 with a motive set up a new channel and to provide uplink facility for the same. The Company has paid advance for its office at Noida (Uttar Pradesh) whereas business is yet to be commenced as License is yet to be approved by Central Government. Further during the year, the Company has earned net income of ₹ 1,58,521/- after the provision of taxation.

MANAGEMENT DISCUSSION & ANALYSIS

As required by Clause 49 of Listing Agreement, the Management Discussion and Analysis is annexed and forms part of the Directors' Report.

MANAGEMENT

There is no Change in Management of the Company during the year under review.

DIRECTORS

In accordance with the provisions of Act and Articles of Association of your Company, Mr. Jagdish Prasad Purohit, Director of your Company, retires by rotation and are due for election at the ensuring Annual General Meeting. Mr. Jagdish Prasad Purohit, being eligible, offers himself for re-appointment.

The Board recommends the appointment of Mr. Jagdish Prasad Purohit pursuant to the applicable provisions of the Act. The resolutions seeking your approval on this item along with the requisite disclosures/explanatory statement are included in the Notice for convening the Annual General Meeting.

Further, none of the Directors of the Company are disqualified under section 274(1)(g) of the Companies Act 1956.

SITUATION OF REGISTERED OFFICE

The Company has shifted its Registered Office within the state of Maharashtra from 105, Sagar Shopping Centre, J. P. Road, Andheri (W), Mumbai - 400 058 to the following new premises -

Jaisingh Business Centre, Ground Floor, CTS No. 119, Parsiwada, Sahar Road, Andheri (E), Mumbai - 400-099. Tel : +91 22 6565 3453, Fax : +91 22 4295 7734

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000 the Directors confirm that:

1. In the preparation of the annual accounts, for the year ended 31st March 2013, all the applicable accounting standards prescribed by the Institute of Chartered Accountants of India have been followed;
2. The Directors had adopted such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
3. 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; and
4. The Directors had prepared the annual accounts on a going concern basis.

STATUTORY INFORMATION

The Company being basically in the media sector, requirement, regarding and disclosures of Particulars of conservation of energy and technology absorption prescribed by the rule is not applicable to us.

INFORMATION TECHNOLOGY

Your Company believes that in addition to progressive thought, it is imperative to invest in Information and Technology to ascertain future exposure and prepare for challenges. In its endeavor to obtain and deliver the best, your Company has tie-ups with an IT solution Company to harness and tap the latest and the best of technology in the world and deploy/absorb technology wherever feasible, relevant and appropriate.

RESEARCH & DEVELOPMENT

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of your Company.

AUDITORS

Auditors M/s. Mehta Kothari & Associates, Chartered Accountants, Mumbai holds the office until the conclusion of ensuing Annual General Meeting. Your Company has received certificate from the Auditors under section 224(1B) of the Companies Act, 1956 to the effect that their reappointment if made, will be within the limit prescribed.

The shareholders are requested to appoint the Auditors and fix their remuneration.

COMMENTS ON AUDITOR'S REPORT:

The notes referred to in the Auditor's Report are self explanatory and as such they do not call for any further explanation as required under section 217(3) of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES

People are the backbone of our operations. It is a matter of great satisfaction for our Company that our employees have been very supportive of the Company's plan. By far the employee's relations have been cordial throughout the year.

The information as required by provisions of section 217(2A) of the Companies Act, 1956 read with the companies (Particular of employees) amendments rules, 1975 is reported to be NIL.

PARTICULARS UNDER SECTION 217 (1) (E) OF THE COMPANIES ACT, 1956

The Company was having business of trading of Software (Mobile Applications), Mobile and Mobile Accessories, Music Recording and Investing activities in Capital Market during the year under review and hence the information regarding conservation of energy, Technology Absorption, Adoption and innovation, the information required under section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules 1988, is reported to be NIL.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has not earned Foreign Exchange during the year under review. However, total Foreign Exchange used for business purpose during the year was equivalent to ₹ 236.86 Lac.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits from the public within the meaning of section 58A of the Companies Act 1956 and the rules there under.

REPORT ON CORPORATE GOVERNANCE

The Company conforms to the norms of Corporate Governance as envisaged in the Companies Act, 1956 and the Listing Agreement with the Bombay Stock Exchange Limited. Pursuant to Clause 49 of the Listing Agreement, a Report on the Corporate Governance and the Auditors Certificate on Corporate Governance are annexed to this report.

APPRECIATION

Your Directors wish to place on record their appreciation towards the contribution of all the employees of the Company and their gratitude to the Company's valued customers, bankers, vendors and members for their continued support and confidence in the Company.

Mumbai, May 29, 2013

By order of the Board
For JMD Telefilms Industries Limited

Registered Office :

Jaisingh Business Centre,
Ground Floor, CTS No. 119,
Parsiwada, Sahar Road,
Andheri (E), Mumbai - 400 099

Kailash Prasad Purohit
Chairman & Managing Director