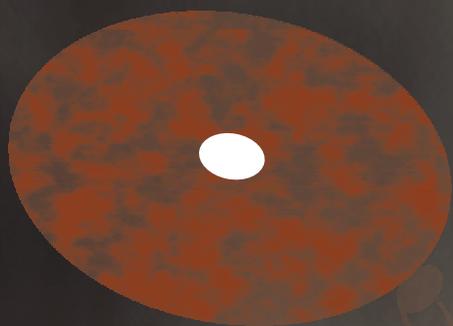


28TH ANNUAL REPORT 2011 - 2012



**JMD Telefilms
Industries Limited**

JMD Telefilms Industries Limited

28th Annual Report 2011 - 2012

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 : 25th September 2012
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

- ❖ Notice
- ❖ Directors' Report
- ❖ Management Discussions & Analysis
- ❖ Report on Corporate Governance
- ❖ Auditors' Certificate on Corporate Governance
- ❖ Secretarial Compliance Report
- ❖ Auditors' Report
- ❖ Balance Sheet
- ❖ Profit & Loss Account
- ❖ Cash Flow Statement
- ❖ Notes to Account

Members are requested to bring their copy of Annual Report at the time of Meeting

NOTICE

Notice is hereby given that the Twenty Eighth Annual General Meeting of the members of **JMD Telefilms Industries Limited** will be held on Tuesday, the 25th September 2012 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 2012.
2. To seek approval of Members for declaration of Dividend.
3. To appoint Director in place of Mr. Ashok Bothra, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors to hold the office from the conclusion of this Annual General Meeting and to fix their remuneration.

Mumbai, June 30, 2012

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 18th September 2012 to 25th September 2012 (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 24th October 2012.
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 2012-2013 have been paid to Bombay Stock Exchange Ltd.
18. Green initiatives in Corporate Governance to receive documents through email by registering your email address :

The Ministry of Corporate Affairs (MCA) has taken a "Green initiative in the Corporate Governance" by providing an opportunity to the shareholders to register their email address with Company and changes therein from time to time.

The Company will send notices/documents such as Annual Reports and notices by email to the shareholders registering their email address. To support this laudable move of the Government, the members who have not registered their email address, so far, are requested to do so at the earliest, in respect of demat holding through the respective Depository Participant (DP) and in respect of physical holding through the Registrar and Share Transfer Agent (RTA) M/s. Purva Sharegistry (India) Pvt. Ltd.

While every notice/document will be sent through email address registered with the Company, in case you desire to receive any notice/document in physical form, please intimate by email and the same shall be sent to your address registered with the Company/DP.

We solicit your patronage and support in joining hands with the Company to implement the e-governance initiative.

Details of Director seeking re-appointment in the 28th Annual General Meeting on 25th September 2012 (in term of Clause 49 of the Listing Agreement)

Ashok Bothra	
Fathers' Name	K. C. Bothra
Date of Birth	8th August 1965
Date of Appointment	7th February 2011
Expertise in specific functional areas	In depth knowledge of Company Law, Accounts, Audit, Taxation & Capital Market related activities
Years of Experience	15 Years
Qualifications	B.Com.
List of outside Directorship held	<ol style="list-style-type: none"> 1. Blue Circle Services Limited 2. Dynamic Portfolio Management & Services Ltd. 3. Global Infratech & Finance Limited 4. Unisys Softwares & Holding Industries Ltd.

<p>Member of Committee on the Board</p> <p>Member/Chairman of Committee in other Companies</p> <p>No. of Shares held in own name or in the name of Relatives</p>	<p>Member - Audit Committee Chairman - Investor Grievance Committee Member - Share Transfer Committee</p> <ul style="list-style-type: none"> • Global Infratech & Finance Ltd. - Chairman of Investor Grievance Committee & Member Share Transfer Committee & Audit Committee • Blue Circle Services Limited - Member of Share Transfer Committee and Investor Grievance Committee • Unisys Softwares & Holding Industries Ltd. - Chairman of Audit Committee and Member of Share Transfer Committee and Investor Grievance Committee <p>Nil</p>
--	---

Mumbai, June 30, 2012

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 Eighth Annual Report of your Company together with the Audited Statements of Accounts for the financial year ended March 31, 2012.

(₹ in Lacs)

Financial Results	Year Ended 31.03.2012	Year Ended 31.03.2011
Income	24969.43	10354.15
Profit before Tax & Extraordinary Items	254.79	355.48
Less : Provision for Taxation	62.97	61.76
Profit after Tax	191.82	293.72
Less : Prior Period Adjustments	4.47	7.38
Profit available for appropriation after adding to its Previous Years B/f	187.35	286.34
Appropriated as under :		
Proposed Dividend	72.15	72.15
Corporate Tax on above Dividend	11.70	11.70
Transfer to General Reserve	5.00	5.00
Net Profit available for the year	98.50	197.49
Balance brought forward from Previous Year	307.68	110.19
Balance carried forward to Next Year	406.18	307.68

BUSINESS OPERATIONS

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 2011-2012. 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 ₹ 187.35 Lac during the year.

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.

FUTURE PLANS

The Current financial year was lackluster for Music Industry due to changes in technologies, requirements to replace its sound recording system as well as subsequent fall in demand of Music CDs as people were having different choices to download Music online etc. In regard to the trading of Imported Mobile Phones, the Company has done well in that area of

business and is planning to expand this in a big way. During the year the Company has launched its' own brand i.e. JMD in Mobile Market and has got good response from the consumers. The Company is focusing to launch more variety of Mobiles to compete in the Market and is planning to provide good Instruments at a cheaper rate so as the approach of Mobile phone should be to the weaker section of community.

The Company is planning to import and distribute leading Pro Audio brands currently not available in India and is planning to set up a full-fledged music education centre dedicated to the teaching and learning of music as well as to publish books and instructional videos.

DIVIDEND

Your Directors are pleased to recommend the payment of Dividend for the year ended 31st March 2012 at 10 Paise (Ten Paise) per share or 10% (ten percent) on face value of ₹ 1/- each, subject to approval of Members at the ensuing Annual General Meeting.

SUBSIDIARY COMPANY & ITS PERFORMANCE

DOMESTIC COMPANY

M/s. JMD Broadcasting Private Limited (Formerly known as Aalap Performing Arts 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 by Central Government is yet to be approved. Further during the year, the Company has earned net income of ₹ 62,375/- after providing tax.

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. Ashok Bothra, Director of your Company, retires by rotation and are due for election at the ensuing Annual General Meeting. Mr. Ashok Bothra, being eligible, offers himself for re-appointment.

The Board recommends the appointment of Mr. Ashok Bothra 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.

DIRECTORS RESPONSIBILITY STATEMENT

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

1. In the preparation of the annuals accounts, for the year ended 31st March 2012, 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.
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 research and development to ascertain future exposure and prepare for challenges. In its endeavor to obtain and deliver the best, your Company has entered into alliances/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

There were no employees in Company during the year under review.

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 is having no business other than the business of Investing in Securities Market as well as to lend money to Corporate and HNIs 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 ₹ 1,169.36 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, June 30, 2012

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

MANAGEMENT DISCUSSION & ANALYSIS

The growth in global economy during 2011-2012 was affected due to impact of high oil prices and certain other commodity prices, the spillover from the Japanese natural disasters and monetary tightening in the Emerging Market Economies (EMEs) to contain inflationary pressures. The global market was also disturbed by perceptions of inadequate solutions to the Euro zone sovereign debt problem, exposure of banks to Euro zone and renewed fears of recession. However, during the last quarter of 2011, the immediate financial market pressures in the Euro zone have been alleviated to some extent, by the European Central Bank (ECB) injecting liquidity of more than one trillion Euros through the two long term refinancing operations. Growth in the Euro zone, however, was negative in quarter IV. The Emerging and Developing Economies (EDEs) are showing signs of slowdown in growth. As a result, the global growth for 2012 and 2013 is expected to be lower than anticipated earlier.

In US, apart from fiscal concerns, high unemployment and weak housing markets continued to weigh on consumer confidence and private consumption. The recent macroeconomic data for the US economy show some positive signs. In particular, the labour market conditions have improved.

Indian Economy has witnessed a disturbing turn of events. During the year under review, the Indian Economy recorded a growth of 6.9 percent as compared to 8.4 percent in previous year. Both foreign and domestic investors became jittery in the last few months owing to persistent inflation, fiscal deficits, and lack of meaningful reforms in the Indian economy and continued global uncertainty that lead to lower capital inflows. This has also resulted in sharp depreciation of rupee against US dollar from a level of INR 43.94 per USD on 27th July, 2011 to an all-time low of INR 54.23 per USD on 15th December, 2011.

Rupee depreciation has also resulted in an increase in fuel prices as well as commodity prices. High volatility in Forex Market prompted RBI to take several measures for augmenting foreign exchange reserves and for curbing the speculation in foreign exchange.

Reserve Bank of India made adjustments 13 times in policy rates since March 2010 to control inflation and this lead to an increase in lending rate for commercial borrowings and thus resulting in lower growth in the Indian Economy.

However in March 2012, Reserve Bank of India reduced the CRR from 5.5 percent to 4.75 percent to take care of structural liquidity deficit. Further on 17th April, 2012 Reserve Bank of India cut the repo rate by 50 bps to 8 percent with immediate effect, reverse repo rate, with a spread of 100 bpps below repo rate adjusted to 7 percent. This decision to cut the rate was due to growth decelerating significantly to 6.1 percent in the 3rd quarter of the last year and also due to WPI inflation moderating to below 7 percent by March 2012.

REVIEW OF OPERATIONS

During the financial year 2011-2012, the Company registered a remarkable gross income amount of ₹ 24,969.43 Lac as compared to ₹ 10,354.15 Lac in previous financial year. PBIT Margin during the year remains at ₹ 254.79 Lac in comparison to last years' figure of ₹ 355.48 Lac whereas Net Profit remains at ₹ 187.35 Lac in comparison to last years' figure

of ₹ 286.34 Lac. Further the Company has proposed a Dividend @ 10% to its Members and therefore, has provided sum of ₹ 83.85 Lac for payment of Dividend including Tax thereon. The Dividend will be payable subject to confirmation by Members in ensuring Annual General Meeting.

BUSINESS SEGMENT

During the year, the Company was into the business of Music Recording (Entertainment Industry), Software Trading, Trading of Mobile Instruments & Accessories as well as Investment activity in Capital Market in accordance with the Accounting Standard 17 notified by Companies (Accounting Standards) Rules 2006.

SEGMENT WISE PERFORMANCE

Music & Software Segment

Your Company has done well in the Music Business segment in spite of bad market situation in both domestic and international front. The Turnover of the Company in the segment was ₹ 21691.62 Lac and thus has increased 2.23 times in comparison to last years' figure of ₹ 9734.51 Lac. However profit margin has been declined and stood at ₹ 21.40 Lac, at half of the previous years' figure of ₹ 41.00 Lac. This was only because of fall in Rupee value in term of dollars, increase in cost of imported mobiles and accessories as well as pressure on profit margin due to lack of demand from consumers.

Mobile Equipments trading Segment

The Company's performance in the sector during the year was satisfactory looking to the fact that there are so many players in the market in arena and some of them are having their own brands and popularity in the Indian market. The Company has earned ₹ 126.00 Lac in comparison to last years' figure of ₹ 15.70 Lac from Mobile equipment trading business.

Income from Investment activities

The Company has done well in this segment of business and has earned a net profit of ₹ 27.00 Lac before provision of taxation. This earning was in spite of steep fall in the Capital Market, lack of volatility and range bound market condition.

OPPORTUNITIES

Music Industry

New Media-

Increasing importance of new media along with customers increasingly adapting their preferences to the new media devices and technologies, the media and entertainment sector certainly is marching towards new horizons of growth.

Regulations-

The next growth wave in the industry is expected to come from the implementation of recently enacted regulations on digitization for cable. The other awaited events are copyright clarification and Phase 3 for Radio. The Phase 3 license would extend FM radio services to

about 227 new cities and would result in coverage of all cities with a population of one lakh and above through private FM channels, this in turn will increase the consumption of music and will benefit companies like JMD which have a vast music content library. Roll out of 4G will also be a positive for the industry since it will increase the consumption of music and video viewing with increase in Internet speed.

Regionalization-

Regional media consumption is expected to grow phenomenally in foreseeable future. Realizing the potential and power of regional media, many national and foreign players have already forayed into the segment, and many others are likely to follow suit, going forward this foray will increase regional media consumption.

Mobile Industry

India is today one of the largest telecom markets in the world, with an addition of more than 18 million subscribers every month. Telecom sector has continued to emerge as the prime engine of economic growth, contributing to nearly 2% of the Indian GDP. Indian telecommunication sector has undergone a major transformation through significant policy reforms, particularly under NTP 1999. Driven by various policy initiatives, the Indian telecom sector has achieved a phenomenal growth during the last few years and is poised to take a big leap in the future.

The history of telephone services in India found its beginning when a 50-line manual telephone exchange was commissioned in Kolkata in the year 1882 in less than five years after Alexander Graham Bell invented the telephone. Today India has the world's second-largest mobile phone users with over 903 million as of January 2012. In recent years, the Telecom sector has been delivering strong returns on investments and steady subscriber additions. This growth has been built on wireless revolution.

The industry is expected to reach a size of 344,921 Crore (US\$ 68.81 billion) by 2012 at a growth rate of over 26 per cent, and generate employment opportunities for about 10 million people during the same period.

Capital Market

In Stock Market or Capital Market, the first and for most thing of strength is its ability to provide high return. SEBI is a regulatory body of Indian stock market which protects the interest of the investors which is an added benefit of Stock Market. Large number of securities which provides medium for investment and thus people can make money by way of investing in Stock Market. Large numbers of Brokers are there in Market who plays a role of facilitator for investment.

THREATS & CONCERNS

Music Industry

Economy Risk

The downturn in Economy as a whole will have an adverse effect on the Media & Entertainment industry since the consumer spending will reduce, negatively impacting the Media & Entertainment industry. Since Music is the most popular form of mass media and

demand for quality Music will always exist. JMD with its aim to create quality films will not be highly affected with the downturn in the economy.

Competition

The company can face competition from other players in the music industry from both within and outside the country. Poor content and unrealistic budget harm the industry more than the effect of recession. Thus JMD is focused on creating high quality music which appeals to the masses. The Company has its finger on the pulse of the music lovers which is evident from the library of successful music that it has created over the last few decades. Besides, Indians have an insatiable appetite for music. Thus as long as the product entertains, there will always be a market for the same.

Piracy

The Problem of piracy has been a pain-point for years leaving players across the value chain with low realization. Steps taken to curb piracy include setting up of formal alliances and associations such as Motion Pictures Distributor's Association of India, Alliance Against Copyright Theft (AACT). Though these initiatives have taken concerted steps to curb piracy and spread awareness, government intervention is required to set up targeted anti-piracy measures that help effective enforcement. JMD has also taken measures to prevent loss by piracy. The Company had entered into an understanding with an anti-piracy solution provider during the period. This shall be a continued practice for the Company to reduce losses due to piracy

Mobile Industry

China market is a threat to Indian market as they provide very cheap products with good quality as compared to Indian products. The kind of technologies China uses is much better than the technologies which India uses. Every year huge amount of Chinese items are being imported to India and lot of people are using these items. The industries in china are much bigger and growing every day. The inventions which is being done in china is much more advanced and then selling of those technology at cheaper rates is what affecting Indian markets.

Capital Market

The great uncertainty over what will happen next in the Euro zone is unnerving financial markets across the World. In India, the rupee is on its spree of breaking one psychological level after another. The Governments' Anti-tax Avoidance Rule (GAAR) proposal proved to be a dampener, resulting in mass outflow of funds by the FIIs in April. The sentiment was further soured by rating agency S&P's move to lower India's outlook to negative from stable, citing slow progress on its fiscal situation and deteriorating economic conditions. The Governments' policy inaction is not helping the situation either. All this is boding poorly for the financial market which continue to remain highly volatile.

In General

India may actually end up seeing off an opportunity as a threat. This would largely be driven

by the country's weak ability to carry out plans in time due to its political and bureaucratic quality, which is increasingly being accepted as corrupt and inefficient.

Why we say that it would pass off the opportunity as a threat is because this may happen despite India having a top class think tank alive to possible solutions and various scenarios that may emerge.

The current recession does not appear as a purely economic one, and nor will the fallouts be restricted to economics alone. While factors that lead me to conclude this are many, one can quickly look at the maddening fluctuation in oil prices and try convincing them that this is truly economic demand and supply at work. I stand unconvinced.

This recession is a test of political leadership across the world and of the belief in a global economic order.

Unfortunately, performance on both these counts by India's politicians has been far from impressive. One can see it in the state of infrastructure, the delay in taking crucial action and the immediate raising of protective barriers when a global meltdown commenced.

However this can be handled by way of undertaking large private participation projects, Investment and regulate education with a twofold objective - Improve the quality of India's huge population presently in working age group and second undertake effective and radical reforms to ensure all children visit at least part time school, by way of Tax reforms that bring some order in central vs. state taxation. Cracking down on corruption, which is India's single most important threat. Empowering the Vigilance Commission and set up an executive body not answerable from the political framework (like the army / judiciary) with special windows with judiciary for time bound trials. Focus on ground level corruption initially to ensure public's respect for the law is reinforced first. It would also be more agreeable to the politicians, so there may be a chance that it happens.

RISK MANAGEMENT

We follow Enterprise Risk Management (ERM) tool designed to clarify the risk levels and encourage behavior throughout the Group. The process considers opportunities and threats to short and medium term objectives as defined. ERM ensures the coordination and development of risk management activities throughout all decision making levels and communicates all significant risks to the top level of management. The tool is designed to provide the risk score measures for each of the potential risk as well as its financial, reputational and operational impact by way of quarterly report. The report provides for categorization of risk into threat or opportunity and provides brief statement on its cause, impact, treatment, control measures, level of confidence in the controls, acceptability of identified risks, potential improvements, risk improvement plans critical success factors and target dates to control the risk. The risk assessment is done annually with quarterly updates. The process has been designed to deliver timely results.

The Company has aligned its policy on risk assessment in line with global approach and risk assessment reports are reviewed on regular intervals. The Company has adopted a focused approach towards risk management in the form of a corporate insurance program which has

the goal of optimizing the financing of insurable risks by using a combination of risk retention and risk transfer. The program covers all potential risks relating to business operations of the Company at its various locations.

The Company's business critical software is operated on a server with regular maintenance and back-up of data and is connected to centralized computer center with two physically separated server parks operated by the Company. The system's parallel architecture overcomes failures and breakdowns. Reliable and permanently updated tools guard against virus attacks. The global communication network is managed centrally and is equipped to deal with failures and breakdowns. Updated tools are regularly loaded to ensure a virus free environment.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has implemented a comprehensive system of internal controls and risk management systems for achieving operational efficiency, optimal utilisation of resources, credible financial reporting and compliance with local laws. These controls are regularly reviewed by both internal and external agencies for its efficiency and effectiveness. Management information and reporting system for key operational activities form part of overall control mechanism.

The Company has retained the services of independent firms of professionals to function as internal auditors and provide reports on various activities covering observations on adequacy of internal controls and their recommendations. Findings of internal audit reports and effectiveness of internal control measures are reviewed by top management and audit committee of the Board. During the year, internal audit team of Company performed audits of major operational areas of the Company and carried out elaborate checks and verification and shared their findings with top management for remediation of minor gaps wherever required.

HUMAN RESOURCES

The Company recognizes that its success is deeply embedded in the success of its human capital. During 2011-12, the Company continued to strengthen its HR processes in line with its objective of creating an inspired workforce. The employee engagement initiatives included placing greater emphasis on learning and development, launching leadership development programme, introducing internal communication, providing opportunities to staff to seek inspirational roles through internal job postings, streamlining the Performance Management System, making the compensation structure more competitive and streamlining the performance-link rewards and incentives.

The Company believes that learning is an ongoing process. Towards this end, the Company has built a training infrastructure which seeks to upgrade skill levels across grades and functions through a combination of in-house and external programme.

The total number of employees on the rolls of the Company as on 31st March 2012 was 16 as against 9 as at 31st March 2011.

CORPORATE SUSTAINABILITY AND SOCIAL RESPONSIBILITY

The Company constantly strives to meet and exceed expectations in terms of the quality of its business and services. The Company commits itself to ethical and sustainable operation and development of all business activities according to responsible care and its own code of conduct. Corporate Social Responsibility is an integral part of the Company's philosophy and participates in activities in the area of education and health.

CAUTIONARY STATEMENT

Certain statements under "Management Discussion & Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statement within the meaning of applicable securities laws and regulations. Although the expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied, since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

COMPLIANCE

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

New Instructions/guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and functional units operate within the boundaries set by regulators and that compliance risks are suitably monitored and mitigated in course of their activities and processes. New products and process launched during the year were subjected to scrutiny from the Compliance Standpoint and proposals of financial services were screened from risk control prospective.

The Company has complied with all requirements of regulatory authorities. No penalties/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years except reinstatement fees paid to BSE for revocation of suspension from trading in the Equity Shares of the Company.

Mumbai, June 30, 2012

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

ANNEXURE TO THE DIRECTORS'

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, Compliance with the requirements of Corporate Governance is set out below :-

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is the set of systems and practices to ensure that the affairs of the Company are being managed in a way that ensures accountability, transparency and fairness in all its transactions and meet its stakeholders' aspirations and societal expectations.

JMD Telefilms Industries Limited (JMD) is committed to international compliance standards, to ensure checks and balances between the board and management as well as a sustainable approach to value creation. In defining the management structure, organisation and processes of the Company, the corporate governance principles aim to provide stakeholders value and transparency to promote sustainable long-term success. This is demonstrated in shareholders returns, high credit ratings, governance processes and customer focused work environment. The Company believes that adherence to business ethics and commitment to corporate governance will help the Company to achieve its goal of maximizing value for all its stakeholders and endeavors to not only match international standards but also strives to set a benchmark for corporate governance initiatives.

BOARD OF DIRECTORS

Composition of Directors

The Board has four members with an executive Chairman. The Independent Directors on the Board are competent and highly respected professionals from their respective fields and have vast experience in general corporate management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as members of the Board. The day to day management of the Company is conducted by Managing Director subject to supervisions and control of the Board.

All the Directors are liable to retire by rotation as per Article 128 of the Article of Association and eligible for re-election.

None of the non-executive directors has any material pecuniary relationships or transactions with the company, its promoters, directors and associates which in their judgment would affect their independence. None of the directors are inter-se related to each other.

The Board of Directors met 7 times on 9th May, 30th June, 25th July, 8th August, 19th September and 10th November in year 2011 and on 10th February in the year 2012 during the financial year 2011-2012.

The composition and category of the Board of Directors as at March 31, 2012, the number of other Directorships/Committee memberships held by them and also the attendance of the Directors at the Board meetings of the Company are as under:

Name	Designation	Board Meetings Attended	Whether Attended AGM	Committee Membership	Committee Chairmanship	No. of Directorship in other Public Ltd. Co.
Kailash Prasad Purohit	Chairman & Managing Director	7	Yes	5	1	2
Jagdish Prasad Purohit	Whole time Director	7	Yes	5	1	4
Pravin Sawant	Independent Director	7	Yes	3	1	1
Ashok Bothra	Independent Director	7	Yes	8	3	4

AUDIT COMMITTEE

The Audit Committee reviews the Company's financial reporting process, disclosure of accounting treatment, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter, Compliance with listing and other legal requirements relating to financial statements, disclosure norms, internal control systems, risk management policies, accounting policies and practices, ensuring the quality and appropriateness of the Company's accounting and financial disclosures as well as quarterly/half yearly financial statements. It recommends appointment of Statutory Auditors fixes audit fees and reviews internal control systems, Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern, scope for observations of the auditors and adequacy of the internal audit function, discussion with internal auditors any significant findings and follow up there on, To review the functioning of the Whistle Blower mechanism, Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate etc.

In addition to the above, Audit Committee reviews the followings:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors and qualification in draft audit report;
4. Internal audit reports relating to internal control weaknesses;
5. To review the annual financial statements and to recommend their adoption to the Board, with particular reference to disclosure of any related party transaction.

6. To review the Quarterly financial statements and recommend their adoption to the Board.

7. The appointment, removal and terms of remuneration of the Chief internal auditor;

As required under Section 292A of the Companies Act, 1956 and Clause 49 of Listing Agreement, the new "Terms of Reference" of the Audit Committee were approved by the Board of Directors at its meeting held on 17th March 2010.

The members of Audit Committee met five times on 9th May, 30th June, 8th August & 10th November in year 2011 and on 10th February in year 2012 during the financial year ended on 31st March 2012.

Name	Number of Meetings Held	Meetings Attended
Kailash Prasad Purohit	5	5
Ashok Bothra	5	5
Pravin Sawant*	5	5

* Chairman of the Committee

REMUNERATION COMMITTEE

Since the Company does not have remuneration Committee (constitution of which is a non-mandatory requirement), the details pertaining to the same are not provided.

Details of Remuneration paid to Directors

The payment of salary to Directors was Nil during the financial year 2011-2012 apart from payment of Directors sitting fees for attending Board and Committee Meetings.

No Stock option has been allotted to any of the Directors during the financial year 2011-2012.

None of the Independent Directors holds any shares in their name or in the name of their relatives.

SHARE TRANSFER COMMITTEE

The Board of Directors has constituted Share Transfer Committee under the Chairmanship of Mr. Pravin Sawant, Independent Director with two other Directors namely Mr. Kailash Prasad Purohit & Mr. Ashok Bothra.

The members of Share Transfer Committee met four times on 9th May, 8th August and on 10th November in year 2011 and on 10th February in year 2012 during the financial year ended on 31st March 2012.

Name	Number of Meetings Held	Meetings Attended
Mr. Kailash Prasad Purohit	4	4
Mr. Ashok Bothra	4	4
Mr. Pravin Sawant*	4	4

*Chairman of Committee

INVESTOR GRIEVANCE COMMITTEE

The Board of JMD Telefilms Limited has constituted a Committee of Directors, which inter-alia also functions as "Shareholders/Investors" Grievance Committee, consisting of three members, chaired by a Non-Executive, Independent Director. The Committee meets once a month and inter-alia, deals with various matter relating to:

- Transfer/transmission/transposition of shares;
- Consolidation/splitting of shares/folios;
- Issue of Share Certificates for lost, sub-divided, consolidated, rematerialize, defaced etc;
- Review of Shares dematerialized and all other related matters; and
- Investors' grievances and redressal mechanism and recommend measures to improve the level of Investor Services.

The Share Department of the Company and the Registrar and Share Transfer Agent, Purva Sharegistry India Pvt. Ltd. attend to all grievances of the shareholders and investors received directly or through SEBI, Stock Exchanges and Registrar of Companies etc.

The Minutes of Shareholders'/Grievances Committee are noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their telephone numbers and email addresses to facilitate prompt action.

COMPLIANCE OFFICER

The Company has appointed Mr. Sunny Sharma, Company Secretary as a Compliance Officer within the meaning of Listing Agreement.

COMPOSITION OF COMMITTEE AND MEETINGS ATTENDED

During the year, twelve meetings of the Committee of Directors were held on April 4, May 2, June 1, July 1, August 2, September 1, October 3, November 2, and December 1st in year 2011 and on January 3, February 1 and March 2 in year 2012.

Brief Details of Names, Position, Category and meeting attended by Members of Committee is as follows:

Name	Position	Category	Meetings Attended
Mr. Ashok Bothra*	Chairman	Independent, Non-Executive	12
Mr. Pravin Sawant	Member	Independent, Non-Executive	12
Mr. Kailash Prasad Purohit	Member	Promoter, Executive	12

DETAILS OF SHAREHOLDERS' COMPLAINTS

At the beginning of year, there was one unresolved Complaint which was being resolved during the year. During the year the Company has not received any complaint from its share holder and there was no pending complaint at the close of the financial year. Further, as

required under Clause 47C of the Listing Agreement, a Certificate on half-yearly basis confirming due compliance of share transfer formalities by the Company from Practicing Company Secretary has been submitted to the Stock Exchanges within stipulated time.

GENERAL BODY MEETINGS

Location & time for the last three Annual General Meetings :

Annual General Meeting	Date & Time	Venue
27th Annual General Meeting	23rd September 2011, 11.00 AM	Axis Bank Hall, Springfields, Lokhandwala Complex, Andheri (W), Mumbai - 400 053
26th Annual General Meeting	30th July 2010, 11.00 AM	105, Sagar Shopping Center, J. P. Road, Andheri (W), Mumbai - 400 058.
25th Annual General Meeting	16th July 2009, 11.00 AM	105, Sagar Shopping Center, J. P. Road, Andheri (W), Mumbai - 400 058.

SPECIAL RESOLUTION PASSED AT LAST THREE ANNUAL GENERAL MEETINGS:

No special resolutions were proposed during financial year 2008-09, 2009-10 and during financial year 2010-11 in either of Annual General Meetings.

PASSING OF RESOLUTION BY POSTAL BALLOT:

During Financial Year 2008-09, Special Resolutions have been passed through Postal Ballot Rules to enhance Authorized Capital and to incorporate enhanced Authorized Capital in Memorandum & Articles of Association. A Special Resolution has also been passed to issue 5000000 Equity Shares (Face value of ₹ 10/-) at a price of ₹ 17/- per Share to Non-Promoter Group. Use of fund so raised has been disclosed in separate section elsewhere in this Annual Report.

During Financial Year 2009-10, Special Resolutions have been passed through Postal Ballot Rules to sub-divide Equity Shares of the Company from Paid up value of ₹ 10/- per Share to the paid-up value of ₹ 1/- per Share. Notices have been sent to the Members of the Company seeking their consent for said Special Resolutions through Postal Ballot Rules 2001. On the day of Results, these Resolutions have been passed with requisite majority. Mr. Vijay Kumar Mishra, Practicing Company Secretary was appointed as Scrutinizer who had conducted the entire process and had forwarded his report and result to the Management of Company and the same has been announced in Board Meeting at Registered Office of the Company.

During Financial Year 2010-2011, Special Resolutions have been passed through Postal Ballot Rules to enhance Authorized Capital to ₹ 15 Crore and to incorporate enhanced Authorized Capital in Memorandum & Articles of Association. A Special Resolution has also been passed to issue 20,00,000 Convertible Warrants (Face value of ₹ 1/-) at a price of ₹ 95/- per Share to Non-Promoter Group.

The procedure for Postal Ballot is as per section 192A of the Companies Act, 1956 and Rules made there under namely Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

At the forthcoming Annual General Meeting, there is no item on the agenda that needs approval by Postal Ballot.

EXTRA-ORDINARY GENERAL MEETING

No Extra-Ordinary General Meeting was held by the Company during last three financial years as well during financial year 2011-2012.

BOARD DISCLOSURES

RISK MANAGEMENT

The Company has a Risk Management Policy which has been adopted by the Board of Directors, currently, the Company's risk management approach comprises of the followings :-

- Governance of Risk
- Identification of Risk
- Assessment of Control of Risk

The risks have been prioritized through a companywide exercise. Members of Senior Management have undertaken the ownership and are working on mitigating the same through co-ordination among the various departments, insurance coverage, security policy and personal accident coverage for lives of all employees.

The Company has appointed a Risk Officer and also put in place the risk management framework, which helps to identify various risks cutting across its business lines. The risks are identified and are discussed by the representatives from various functions.

Risk Officer will make a presentation periodically on risk management to the Board of Directors and the Audit Committee. The Board and the Audit Committee provide oversight and review the risk management policy periodically.

INSIDER TRADING

The Securities and Exchange Board of India (SEBI) has over the years introduced various amendments to the Insider Trading Regulations of 1992 which ordain new action steps by corporate and other market intermediaries for the purposes of prevention of Insider Trading.

Pursuant to the above requirements of SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended, the Company has adopted a `Code of Conduct` for Prevention of Insider Trading (The Code) with effect from October 1, 2002. The Code is applicable to all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Compliance Officer has been appointed for monitoring adherence to the said Regulations.

DISCLOSURES

(a) There are no transactions with related parties i.e. with Promoters, Directors,

Management, Subsidiaries or Relatives that may have potential conflict of interest with the Company at large.

- (b) There has been no instance of non-compliance by the Company on any matter related to Capital Markets and hence the question of penalties or strictures being imposed on the Company by the Stock Exchange or SEBI or any Statutory Authority does not arise.
- (c) In Compliance with the Securities & Exchange Board of India (Prohibition of Insider Trading Regulations, 1992) as amended till date, on Prohibition of Insider Trading, the Company has a comprehensive Code of Conduct and the same is being strictly adhered to by its management, staff and relevant business associates. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof. However whistle blower policy has not been formed during the year under review. Further, we affirm that no personnel have been denied access to the Audit Committee.
- (d) Reconciliation of Share Capital: - A qualified Practicing Company Secretary carried out Secretarial Audit on quarterly basis to reconcile the total admitted capital with Central Depository Services (India) Ltd. (CDSL) and National Securities Depository Ltd. (NSDL) and the total issued and listed capital. The "Reconciliation of Share Capital Audit Report" confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

DISCLOSURES ON NON-MANDATORY REQUIREMENTS

The Company has adopted/complied with the following non-mandatory requirements as prescribed in Annexure I D to Clause 49 of Listing Agreement with the Stock Exchange :-

- a) None of the Independent Directors on the Board of the Company has served for the tenure of exceeding nine years. The Company has ensured that the person who is being appointed as an Independent Director has the requisite qualifications and experience which would be of use to the Company and which in the opinion of the Company would enable him to contribute effectively to the Company in his capacity as an Independent Director.
- b) The Company has not setup Compensation and Remuneration Committee.
- c) We publish our quarterly results and half yearly results in widely circulated newspapers whereas we did not send half yearly results to any of shareholders.
- d) The financial statements of the Company are unqualified.
- e) The Board of Directors of the Company at its meeting held on 2nd June 2009 has adopted the Whistle Blower Policy and appointed an ombudsperson. Employees can report to the Management concerned unethical behavior, act or suspected fraud or violation of the Company's Code of Conduct Policy. No Employee has been denied access to the Audit Committee.

MEANS OF COMMUNICATIONS

- The Company regularly provides information to the Stock Exchanges as per the requirements of the listing Agreement.
- The Quarterly/Half Yearly/Nine Months & Annual Results have been submitted to Bombay Stock Exchange Ltd. and published in the leading English Newspapers i.e. Financial Express and in vernacular language Newspaper i.e. Mahanayak.
- Company posts its Quarterly Results/Half Yearly/Nine Months & Annual Results on its website www.jmdtelefilms.com.
- Official News releases have been posted on its web portal www.jmdmusic.com.
- No formal representations were made to Institutional Investors or Analysts during the year under review.
- Management Discussion and Analysis forms part of the Annual Report will be posted to the shareholders of the Company.

GENERAL SHAREHOLDER INFORMATION

Detailed information in this regard is provided in section "Shareholders Information" which forms part of this Annual Report.

Shareholders' Information**a. Next Annual General Meeting**

The information regarding 28th Annual General Meeting for the financial year ended on 31st March 2012 is as follows :-

Date : 25th September 2012

Time : 2.00 P.M.

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

b. Financial Calendar : 1st April to 31st March.

c. Future Calendar :

Subject Matter	Date
Financial Reporting of 1st Quarter ended on 30th June 2012	14th August, 2012
Financial Reporting of 2nd Quarter ended on 30th September 2012	15th November, 2012
Financial Reporting of 3rd Quarter ended on 31st December 2012	15th February 2013
Financial Reporting of 4th Quarter ended on 31st March 2013	30th May 2013
Date of Annual General Meeting	During September 2013

d. Date of Book Closure : September 18 to September 25, 2012. (Both days inclusive)

e. Dividend Payment : The Board of Directors are pleased to recommend the payment of Dividend 10 Paise per Equity Share of ₹ 1/- each

(i.e. 10 Percent of paid-up Capital) Subject to approval of Shareholders, will be paid within the prescribed time period. This Dividend, if approved at the Annual General Meeting, shall be paid on or before 24th October 2012.

- f. **Listing of Shares** : Bombay Stock Exchange Ltd.
- g. **Custody Charges & Listing Fees** : Annual Custody Charges to NSDL & CDSL and Annual Listing Fees for Financial year 2012-2013 have been paid.
- h. **Stock Code & ISIN Code** : 511092 on BSE
: INE047E01023 on CDSL & NSDL
- i. **Market Price Data** :

Month	Price on BSE (₹) & Volume			BSE Sensitive Index	
	High	Low	Volume	High	Low
April 2011	22.80	12.80	92,37,985	19811.14	18976.19
May 2011	21.00	19.00	31,23,771	19253.87	17786.13
June 2011	20.20	12.55	53,56,225	18873.39	17314.38
July 2011	17.80	14.00	33,50,094	19131.70	18131.86
August 2011	16.90	11.00	19,83,811	18440.07	15765.53
September 2011	14.69	12.11	17,56,635	17211.80	15801.01
October 2011	14.10	12.26	10,44,648	17908.13	15745.43
November 2011	14.14	9.15	11,83,375	17702.26	15478.69
December 2011	13.95	9.15	5,95,538	17003.71	15135.86
January 2012	12.35	9.52	3,07,150	17258.97	15358.02
February 2012	18.50	10.26	32,56,267	18523.78	17061.55
March 2012	16.35	13.35	12,30,450	18040.69	16920.61

j. **Registrar & Share Transfer Agent.**

M/s. Purva Shareregistry (India) Pvt. Ltd. has been appointed as Registrar & Share Transfer Agent for all work relating to share registry in terms of both physical and electronic mode. All transfer, transmission, request related to correspondence/queries, intimation of change of address etc. should be addressed to our RTA directly at the following Address:

M/s. Purva Shareregistry (India) Pvt. Ltd.

No. 9, Shiv Shakti Ind. Estate, Gr. Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011.

Tel : 022-23016761 / 2301 8261, Website : www.purvashare.com

k. **Share Transfer Systems**

The Share transfer is processed by the Registrar & Share Transfer Agent, Purva Shareregistry (India) Pvt. Ltd. and approved by Share Transfer Committee, if the documents are complete in all respects, within 21 days from the date of lodgment.

I. Shareholding Pattern as on 31st March 2012

Categories	No. of Shares	% of Shareholding
Promoters, Directors & Relatives & Person acting in concert	15300000	21.21
Indian Bank / Mutual Funds	0	0
NRI/OCBS	15431	0.02
Private Corporate Bodies	39822485	55.20
Indian Public	15325860	21.24
Hindu Undivided Family	1607087	2.23
Others (Clearing Members)	75137	0.10
Total	72146000	100.00

m. Distribution of Shareholding as on 31st March 2012.

No. of Equity Shares	No. of Share Holders	% of Share Holders	Total No. of Shares Held	% of Share Holding
1-5000	1695	85.61	1376334	1.91
5001-10000	71	3.59	568340	0.79
10001-20000	52	2.63	811822	1.13
20001-30000	25	1.26	638444	0.88
30001-40000	15	0.76	545475	0.76
40001-50000	23	1.16	1107033	1.53
50001-100000	33	1.67	2678359	3.71
100001 and Above	66	3.33	64420193	89.29
Total....	1980	100.00	72146000	100.00

n. Categories of Shareholders as on 31st March 2012.

Category	No. of Share holders	% of Share holders	No. of Shares Held	% of Share Holding
Resident Individuals	1678	84.75	15325860	21.24
Corporate Promoter	2	0.10	2300000	3.19
Promoters	6	0.30	500000	0.69
Directors	1	0.05	12500000	17.33
Body Corporate	187	9.44	39822485	55.20
NRI (Non-Repeat)	2	0.10	1050	0.00
NRI (Repeat)	10	0.51	14381	0.02
Local Mutual Funds	0	0.00	0	0.00
Hindu Undivided Families	88	4.44	1607087	2.23
Clearing Members	6	0.30	75137	0.10
Total ...	1980	100.00	72146000	100.00

o. Dematerialization of Shares & Liquidity

The Company's Equity Shares are in Demat trading segment and the Company had established connectivity with both NSDL & CDSL by signing the necessary agreements.

Procedures for dematerialization / rematerialization of Equity Shares:-

Shareholders seeking demat / remat of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic request and will send the physical share certificates to Registrar and Share Transfer Agents of the Company. Upon receipt of the request and share certificates, the Registrar will verify the same. Upon verification, the Registrar will request NSDL/CDSL to confirm the demat request. The demat account of the respective share holder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder.

In case of remat, upon receipt of the request from the shareholder, the DP generates a request and verification of the same is done by the Registrar. The Registrar then requests NSDL or CDSL to confirm the same. Approval of the Company is being sought and equivalent numbers of shares are issued in physical form to the shareholder. The share certificates are dispatched within one month from the date of issue of Shares.

The Shares of Company are traded under "B" category on Bombay Stock Exchange Ltd. 98.87% of the Company's Equity Share Capital held under Public category has been dematerialized up to 31st March 2012.

p. Unclaimed Dividend

Pursuant to Section 205C of the Companies Act, 1956, Dividends that are unpaid/unclaimed for a period of seven years from the date of they became due for payment are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) administered by the Central Government.

Members who have so far not en-cashed their dividend warrants are requested to write to the Company/Registrar to claim the same, to avoid transfer to IEPF. Members are advised that no claims shall lie against the said fund or the Company for the amounts of dividend so transferred to the said Fund.

q. Nomination

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent.

r. Requirement of PAN Card in case of Transfer of Shares in Physical Form

Pursuant to SEBI Circular, the shareholders holding shares in physical form are requested to submit self certified copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.

s. **For the Attention of Shareholders holding shares in electronic form**

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).

t. **Details on use of Public Funds Obtained in the last three years :**

The Company has utilized its entire public fund which was obtained in last three years for its business purposes including setting up a Subsidiary Company in which the Company is planning to set-up Channel in Air. The total investment in these activities was stood at ₹ 6823.02 Lac at the end of financial year.

t. **Investors Correspondence**

Shareholders can contact the following Officials for secretarial matters of the Company:-
Mr. Ashok Bothra/Mr. Sunny Sharma - jmdtele@gmail.com

u. **Outstanding GDR /ADRs/Warrants or any convertible instruments, conversion data likely impact on Equity :**

Not Applicable for the financial year under review.

v. **Code of Conduct**

The Board of Directors of the Company has laid down Code of Conduct for Directors and for Senior Management & Employees. All Board Members and Senior Management have affirmed compliance with the Code of Conduct for the year under review. Declaration to this effect signed by the Managing Director & Chief Executive Officer is annexed to this report.

w. **Location of Sound Recording Studio**

75-C, Park Street, Basement, Kolkata - 700 016, Telephone : 033-2229 9198 / 5359

x. **Address for Correspondence**

Jaisingh Business Centre, Ground Floor, CTS No. 119, Parsiwada, Sahar Road, Andheri (E), Mumbai - 400-099. Tel : 022-6565 3453, Fax : 022-4295 7734
Website: www.jmdtelefilms.com, Email: jmdtele@gmail.com

CHAIRMAN & MANAGING DIRECTOR'S DECLARATION ON CODE OF CONDUCT

As required by Clause 49 of Listing Agreement, the Managing Director and CEO's Declaration for Code of Conduct is given below:

To
The Members of
JMD Telefilms Industries Limited

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.
- (e) We further declare that all Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the current Financial Year.

For JMD Telefilms Industries Ltd.

Kailash Prasad Purohit
Chairman & Managing Director

SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED 31ST MARCH 2012

The Board of Directors,
JMD Telefilms Industries Limited

We have examined the registers, records and papers of M/s. JMD Telefilms Industries Limited as required to be maintained under the Companies Act, 1956, (hereinafter referred to as "The Act"), the rules made thereunder and also the provisions contained in the Memorandum of Association and Articles of Association of the Company for the year ended 31st March 2012.

On the basis of our examination as well as information and explanations furnished by the Company and the records made available to us, we report that:

1. The Company has kept and maintained all registers and records as per Annexure "A" to this certificate, as per the provisions of the Companies Act 1956 (the Act) and the rules made there under and all entries therein have been duly recorded during the year.
2. The Company has filed the forms and return as stated in Annexure "B" to this certificate, with the Registrar of Companies or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company has given proper notice along with the agenda for convening of Board Meeting, Committee Meetings and Annual General Meetings during the year.
4. The proceedings of the Meetings were properly recorded in the Minutes Books during the year.
5. The Board of Directors of the Company is duly constituted during the year.
6. The Company has obtained all the necessary approvals from the Board and Shareholders as required by the Act during the year.
7. The Company has not accepted any Deposit in terms of Section 58A of the Act read with Companies (Acceptance of Deposit) Rules, 1975 during the year.
8. The Company has complied with the provisions of section 154 of the Act during the year.
9. The Company has declared dividend and paid to the eligible shareholders in compliance with the provisions of section 205 of the Act during the year.
10. The Company has not paid remuneration to the Managing Director and sitting fees to the Directors of the Company during the year in terms of section 198, 269, 309 read with Schedule XIII of the Act.
11. The Company has not appointed any sole selling agent in terms of section 294 of the Act during the year.
12. The Company has not advanced any loans to its Directors or persons or firms or Companies referred to under section 295 of the Act during the year.

13. The Company has not entered into any transactions, which falls under section 297 of the Act during the year.
14. The Directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions section 299 of the Act.
15. The Company has not appointed any person as a place of profit in terms of section 314 of the Act during the year.
16. The Company has not issued any duplicate share certificate during the financial year.
17. The Company has complied with the provisions of section 372A of the Act.
18. The Company :
 - a) has delivered all the Share Certificates on lodgment thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act;
 - b) has deposited amount in a separate Bank Account as against declaration of Dividend during the year.
 - c) has posted warrants to members of the Company within the required time frame as against payment of Dividend to Members.
 - d) Was not required to transfer any amount to Investor Education and Protection Fund.
 - e) Was duly complied with the requirement of section 217.
19. The Board of Directors of the Company is duly constituted and there was no appointment of Additional Director/s alternate Director/s and Directors to fill the casual vacancy during the financial year.
20. The Company was not required to obtain approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as prescribed under the various provisions of the Act.
21. The Company has not issued any Shares, Debentures or other Securities during the financial year.
22. The Company has not bought back any share during the financial year.
23. There was no redemption of preference shares or debentures during the financial year.
24. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
25. As per the information and explanation given, the Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 15A during the financial year.
26. The Company has not borrowed fund from its Directors, members, public, financial institutions, banks and others during the financial year ending on 31st March 2012.

27. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's Registered Office from one state to another during the year under scrutiny
28. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to the name of the Company during the year under scrutiny.
30. The Company has not altered its Memorandum of Association and Articles of Association in respect to the Share Capital of the Company.
31. There was no prosecution initiated against the Company, or Show Cause Notices received by the Company, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year 2011-12.

For P. D. Pandya & Associates
Company Secretaries

Place : Mumbai
Date : June 30, 2012

Paresh D. Pandya
Proprietor
Membership No. 048979

Annexure "A"

Register as maintained by the Company :-

Statutory Registers :

1. Register of Members u/s 150
2. Register of Directors, Managing Director, Manager and Secretary u/s 303
3. Register of Disclosures of Interest by Directors u/s 301(3)
4. Minutes Book u/s 301
5. Register of Directors Shareholding u/s 307

Annexure "B"

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other Authorities during the financial year ending on 31st March 2012.

Sr. No.	Form N. / Return	Filed u/s	For	Whether filed within prescribed time Yes / No	If delay in filing whether requisite additional Fees paid Yes/No
1.	Form 23AC and ACA for the Financial Year ended on 31st March 2011	220	Annual Requirement	Yes	N. A.
2.	Form 20B for the Financial Year ended 31st March 2012	159	Annual Requirement	Yes	N. A.
3.	Form 18	146	Change in situation of Regd. Office	Yes	N. A.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of JMD Telefilms Industries Ltd.

We have examined the compliance of the conditions of Corporate Governance by JMD Telefilms Industries Ltd. (The Company) for the year ended 31st March 2012 as stipulated in Clause 49 of the Listing Agreement of the said Company with all stock exchanges where the Shares of Company are listed.

The compliance of the conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/Investors Grievances Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with the management has conducted the affairs of the Company.

For Mehta Kothari & Associates
Chartered Accountants

Place : Mumbai
Date : June 30, 2012

Pradip C. Mehta
Partner
Membership No. 048979

AUDIT REPORT

We have audited the attached Balance Sheet of JMD Telefilms Industries Limited as at 31st March 2012 and also the Profit & Loss Account for the year ended on that day annexed hereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We have conducted our audit in accordance with auditing standards generally accepted in India. Those standards required that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also included assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

- a. As required by the Companies (Auditors' Report) Order, 2003 issued by the Department of Company Affairs in terms of Section 227 (4A) of the Companies Act 1956, we enclose in the Annexure, a statement on the matter specified in the said Order to the extent applicable;
- b. Further to our comments in the annexure referred to in paragraph 1 above -
 - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - ii. In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
 - iii. The Balance Sheet, Profit & Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of accounts'
 - iv. In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement together with notes of accounts dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act 1956.
 - v. On the basis of written representations received from the Directors, as on 31st March 2012, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March 2012 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act 1956;
 - vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts, give the information required by the Companies Act 1956, and give a true and fair view in conformity with the accounting principles generally accepted in India :-

1. in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2012;
2. in the case of the Profit and Loss Account, of the Profit for the year ended on that date;
3. in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For Mehta Kothari & Associates
Chartered Accountants

Place : Mumbai
Date : June 30, 2012

Pradip C. Mehta
Partner
Membership No. 048979

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in Paragraph 1 of our report of even date)

1. (a) The Company has maintained proper books of records showing full particulars including quantitative details and situations of fixed assets.
 - (b) As per the information and explanations given to us, the Company has carried out physical verification of fixed assets during the year. In our opinion, the frequency of such verification is reasonable.
 - (c) In our opinion and according to the information and explanation given to us, the Company has not made any substantial disposal during the year.
 - (d) The procedure of physical verification of stock & securities followed by management are reasonable and adequate in relation to the size of the Company nature of its business.
2. The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.

The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

On the basis of our examination of the records of inventory, we are of the opinion that the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.

3. (a) According to the information and explanation given to us and on the basis of records furnished before us, the Company has not granted any loans, secured or unsecured to Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
 - (b) In view of above, Clause 4(iii)(a),(b),(c) and (d) of Companies (Auditors' Report) Order, 2003 are not applicable.
 - (c) According to the information and explanation given to us and on the basis of records furnished before us for the verification, the Company has not taken any loans, secured or unsecured from Companies, firms or other parties covered in the register maintained under section 301 of the Act.
 - (d) In view of above, clause 4(iii)(e), (f) and (g) of Companies (Auditors' Report) Order, 2003 are not applicable.
4. In our opinion and according the information & explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of business with regard to purchase and sales. During the course of our Audit,

we have not observed any continuing failure to correct major weakness of internal audit.

5. (a) In our opinion and according to the information & explanations given to us, the particulars of contract or arrangements that were required to be entered in the register maintained under Section 301 of the Companies Act 1956 have been so entered in the said register.
(b) In respect of transactions entered exceeding the value of five lacs in the register maintained in pursuance of Section 301 of the Companies Act 1956, according to information and explanation given to us, the transactions made in pursuance of such contracts or arrangements have been made at prices which are prima-facie reasonable having regard to prevailing market prices at the relevant time.
6. The Company has not accepted any deposits from the public hence Clause 4(vi) of Companies (Auditors' Report) Order 2003 is not applicable.
7. In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
8. We are informed that the Central Government has not prescribed maintenance of cost records under section 209(1)(d) of the Companies Act 1956 in respect of products dealt with by the Company.
9. (a) In our opinion and according to the information and explanations given to us, undisputed statutory dues including Provident Fund, Investors' Education & Protection Fund, Employees State Insurance Scheme, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, CESS and any other statutory dues have been regularly deposited in time during the year with appropriate authorities and there are no undisputed statutory dues payable for a period of six months from the date they became payable as at 31st March 2012.
(b) According to the information and explanation given to us there are no disputes pending before the authorities in respect of Sales Tax, Income Tax, Custom Duty and CESS.
10. The Company does not have accumulated losses as at the end of financial year and has not incurred cash losses in the current financial year and in the immediate preceding financial year.
11. According to the records made available to us and information and explanation given to us by the management, the Company has not defaulted in repayment of any dues to financial institutions or banks.
12. According to the information and explanations given to us, the Company has not granted any loans & advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not chit fund, nidhi, mutual fund and societies and accordingly clause 4(xiii) of Companies (Auditors' Report) Order, 2003 is not applicable.

14. In our opinion and according to the information and explanations given to us, the Company has maintained proper records of transactions and contracts relating to dealing in shares, securities and other investments during the year and timely entries have been made therein. Further, such securities have been held by the Company in its own name or are in the process of transfer in its name, except to the extent of the exemption granted section 49 of the Act.
15. In our opinion and according to the information and explanations given to us, the Company has not given guarantees for loans taken by others from Banks & Financial Institutions. Accordingly Clause 4(xv) of Companies (Auditors' Report) Order, 2003 is not applicable.
16. In our opinion and according to the information and explanations given to us, the Company has not obtained any Term Loan. Accordingly Clause 4(xvi) of Companies (Auditors' Report) Order, 2003 is not applicable.
17. According to the information and explanations given to us and on the basis of and overall examination of the Balance Sheet of the Company, no funds raised on short term basis have been utilized for long term investment and vice versa.
18. The company has not made preferential allotment of shares to parties and/or to the companies covered in the register maintained under section 301 of the Companies Act 1956. Therefore, the provisions of clause 4(xviii) of the Companies (Auditors Report) Order, 2003 are not applicable to the Company.
19. During the period, the Company has not issued unsecured debentures on private placement basis and therefore, the provisions of clause 4(xix) of the Companies (Auditors Report) Order, 2003 are not applicable to the Company.
20. The Company has not raised any money through public issue during the year and therefore, the provisions of clause 4(xx) of the Companies (Auditors Report) Order, 2003 are not applicable to the Company.
21. During the course of examination of the books and records of the Company, carried out in accordance with generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of fraud on or by the Company noticed or reported during the period nor we have been informed of such instances by the management.

For Mehta Kothari & Associates
Chartered Accountants

Place : Mumbai
Date : June 30, 2012

Pradip C. Mehta
Partner
Membership No. 048979

BALANCE SHEET AS AT MARCH 31, 2012

	Schedule	31.3.2012 ₹ in lacs	31.3.2011 ₹ in lacs
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2.1	721.46	721.46
Reserves and Surplus	2.2	2,937.08	2,833.58
		3,658.54	3,555.04
CURRENT LIABILITIES			
Trade Payables	2.3	6,123.62	5,454.92
Other Current Liabilities	2.4	717.44	175.92
Short-Term Provision	2.5	146.82	145.61
		6,987.88	5,776.44
TOTAL		10,646.42	9,331.48
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets (Tangible)	2.6	48.65	39.59
Fixed Assets (Intangible)	2.6	527.80	385.28
Deferred Tax Assets	2.7	7.08	8.89
Non-Current Investments	2.8	1,211.90	854.41
Long Term Loans & Advances	2.9	1.88	0.21
		1,797.32	1,288.39
CURRENT ASSETS			
Current Investment	2.10	84.00	-
Inventories	2.11	328.54	616.83
Trade Receivables	2.12	5,861.31	5,117.21
Cash and Bank Balances	2.13	118.47	383.41
Short-term loans and advances	2.14	2,456.78	1,925.64
		8,849.11	8,043.10
TOTAL		10,646.42	9,331.48
Notes on Balance Sheet and Statement of Profit & Loss.	1		

As per our report of even date

For MEHTA KOTHARI & ASSOCIATES
Chartered Accountants

For & On behalf of Board

Pradip C. Mehta
Partner
Membership No. 048979Kailash Prasad Purohit
DirectorJagdish Prasad Purohit
DirectorPlace : Mumbai
Date : 30th June, 2012

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2012

	Schedule	31.3.2012 ₹ in lacs	31.3.2011 ₹ in lacs
INCOME			
Revenue from operations	2.15	24,838.74	9,978.54
Other Operating Revenue	2.16	130.69	375.61
TOTAL INCOME		24,969.43	10,354.15
EXPENSES			
Purchases of stock-in-trade	2.17	24,397.65	9,874.78
Purchase of Audio Vedio Master Rights stock-in-trade	2.18	-	-
Employee Benefits expenses	2.19	46.96	22.03
Depreciation and Amortisation	2.6	52.63	26.11
Other expenses	2.20	217.40	75.75
TOTAL EXPENSES		24,714.64	9,998.67
PROFIT BEFORE TAX		254.79	355.48
Tax Expense:			
Current tax	2.21	62.97	61.76
Earlier year income tax	2.21	4.47	7.38
NET PROFIT FOR THE YEAR		187.35	286.34
Earnings per equity share:			
Basic and Diluted (Face Value of ₹ 1/- each, Previous Year ₹ 1/- each)		0.26	0.40
Notes on Balance Sheet and Statement of Profit & Loss		1.00	

As per our report of even date

For MEHTA KOTHARI & ASSOCIATES
Chartered Accountants

For & On behalf of Board

Pradip C. Mehta
Partner
Membership No. 048979

Kailash Prasad Purohit
Director

Jagdish Prasad Purohit
Director

Place : Mumbai
Date : 30th June, 2012

Statement of Cash Flow Annexed to the Balance Sheet as at 31st March, 2012

	31.03.2012 ₹ in lacs	31.03.2011 ₹ in lacs
A. Cash Flow from Operating Activities		
<i>Net Profit before tax and extraordinary Items</i>	254.79	355.48
<i>Adjustments for</i>		
Interest Received	50.64	19.56
Dividend	3.68	5.74
Depreciation	52.63	26.11
<i>Operating profit before working capital changes</i>	361.74	406.89
<i>Adjustments for Capital Changes</i>		
Inventories	288.29	(319.37)
Decrease (Increase) in Trade and other Receivables	(744.10)	(3,918.22)
Decrease (Increase) Long term Loan & Advances	(1.67)	(0.21)
Decrease (Increase) Loan & Advances	(531.14)	(1,676.92)
Trade Payable and Provisions	1,211.43	4,464.66
<i>Cash Generated from operations</i>	222.81	(1,450.06)
Income Tax Liability For The Year	(62.97)	(61.76)
Extraordinary Items	-	-
Net Cash From Operating Activities	521.59	(1,104.93)
B. Cash Flow From Investing Activities		
Decrease / (Increase) in Fixed Assets	(151.58)	(63.75)
Decrease / (Increase) in Investments	(357.49)	(274.55)
Interest Received	(50.64)	(19.56)
Dividend Received	(3.68)	(5.74)
Adjustments for Depreciation	(52.63)	(26.11)
Net Cash from Investing Activities	(616.02)	(389.71)
C. Cash Flow From Financing Activities		
Proceeds from Preferential Issue	-	-
Unsecured Loan	-	(1.44)
Deferred revenue expenditure	1.81	(4.26)
Increase of share capital	-	1,900
Proposed Dividend	(72.15)	(72.15)
Dividend Tax	(11.70)	(11.70)
Extraordinary Items	(4.47)	(7.38)
	(86.51)	1,803.07
Net Cash used in Financing Activities	(180.94)	308.43
<i>Net Increase in Cash & Cash Equivalents</i>	264.94	(308.43)
<i>Opening Balance of Cash & Cash Equivalents</i>	383.41	74.98
<i>Closing Balance of Cash & Cash Equivalents</i>	118.47	383.41

For and on behalf of the Board

Mumbai, June 30, 2012

Kailash Prasad Purohit
Chairman & Managing Director

We have verified the attached Cash Flow Statement of M/s. Jmd Telefilms Industries Limited, derived from Audited Financial Statements and the books and records maintained by the Company for the year ended on 31st March 2012 and found the same in agreement therewith.

For Mehta & Kothari & Associates
Chartered Accountants

Mumbai, June 30, 2012

Pradip C. Mehta
Partner
Membership No. 048979

NOTE : 1

Notes to Financial Statement for the year ended 31st March 2012

ACCOUNTING POLICIES & NOTES FORMING PART OF THE ACCOUNTS

Significant Accounting Policies General

General

Basis of Preparation of Financial Statements

1. The Financial Statements are prepared on mercantile basis under the historical cost convention in accordance with the generally accepted accounting principles in India, Accounting Standards notified under section 211(3C) of the Companies Act 1956, read with the Companies (Accounting Standard) Rules, 2006 and the other relevant provisions of the Companies Act, 1956.

Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.

Revenue Recognition

2. Revenue is recognised only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operation includes sale of goods, adjusted for discounts (net), Value Added Tax (VAT). Dividend income is recognised when right to receive is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable.

Fixed Assets

3. Fixed Assets are stated at cost net of recoverable taxes, less accumulated depreciation and impairment loss, if any. Depreciation on assets is provided on written down value method as per rates prescribed in Schedule XIV to the Companies Act 1956.

Depreciation & Amortisation

4. Depreciation on Fixed Assets is provided to the extent of depreciable amount on written down value (WDV) at the rates specified in schedule XIV of the Companies Act 1956 over their useful life.
5. Depreciation on additions/ deletions is calculated on pro-rata with respect to date of addition/ deletions.
6. Amortisation of Intangible Assets is done on the basis of useful life of the underlying assets and computer software is amortised over a period of 5 years.

Impairment of Assets

7. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in

which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

Inventories

8. Items of inventories are measured at lower of cost and net realizable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase and other cost incurred in bringing them to their respective present location and condition.

Investments

9. Current investments are carried at lower of cost and quoted/fair value, computed category wise. Long Term investments are stated at cost. Provision for diminution in the value of long-term investment is made only if such a decline is other than temporary.

Retirement Benefit

10. None of the Employee has completed the service period to become eligible for payment of gratuity.

Provision for Current and Deferred Tax

11. Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realized in future.

Provisions, Contingent Liabilities & Contingent Assets

Disclosures in terms of Accounting Standards (AS 29) Provisions, Contingent Liabilities and Contingent Assets issued by the Institute of Chartered Accountants of India :

12. The Company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.
13. A disclosure for a contingent liability is made when there is a possible obligation or present obligation that probably will not require an outflow of resources or where reliable estimate of the amount of the obligation cannot be made.
14. **Contingent Assets are neither recognized nor disclosed.**

Others

15. During the year the Company has imported Mobile Phones and accessories.
16. Value of Import on CIF Basis in respect of: -

	(₹ in Lacs)	
	2011-12	2010-11
Stock in trade	1169.36	392.19

17. Balance of Debtors, Creditors, Deposits, Loans and Advances are subject to confirmation.

18. In the opinion of the Board, the Current Assets, Loans & Advances are approximately of the value stated if realized in the ordinary course of business. The provision for depreciation and all known liabilities are adequate and not in excess of the amounts reasonably necessary.
19. Investments of the Company have been considered by the management to be of a long term nature and hence they are long term investments and are valued at cost of acquisitions.

Segment Report

20. Based on the Similarity of activities, risks and reward structure, organization structure and internal reporting systems, the Company has structured its operations into the following Segment :-
- Short-term funding to its Clients as well as Deposits with Banks
 - Investments in Capital Market & Mutual Fund related activities
 - Trading in Software & Hardware Products
 - Trading in Mobile Instruments & allied Accessories
 - Recording & Selling/ Distribution of Audio Video CDs
 - Sound Recording for Music CDs / DVDs

1. Segment Revenue

₹ in Lac

(A) SALE & OPERATIONL INCOME	
Sale of Software & Hardware	21692.00
Sale of Mobile Phone	3005.00
Total (A) -	24697.00
(B) Music Activities	152.00
(C) Investment Activities	70.00
(D) Other Operational Activities	51.00
Total (A)+(B)+(C) +(D)-	24970.00

2. Segment Profit

Sale of Software & Hardware	41.00
Sale of Mobile Phone	126.00
Music Activities	22.00
Investment Activities	27.00
Other Unallocated Activities	39.00
Total -	255.00

3. Capital Employed

Mobile Phone	13.00
Music Activities	329.00
Investment	2739.00
Other Un-allocable Segment	576.00
Total -	3657.00

Notes to Accounts

21. In the opinion of the Board, Current Assets, Loans and Advances are approximately of the value state, if realized in the ordinary course of business. Provisions for all known liabilities are adequate and not in excess of the amount considered necessary for the same.

Contingent Liabilities

22. Contingent Liabilities not provided for - ₹ Nil

Particulars of Director's Remuneration (In Rupees)

23. ₹ Nil has been paid to Directors as Remuneration for the Year (P.Y. ₹ Nil)

Related Party Transactions

24. Key Management Personnel -
- Mr. Kailash Prasad Purohit - Managing Director
 - Mr. Jagdish Prasad Purohit - Executive Director
25. Subsidiary & Group Companies or Companies under same management -
- M/s. JMD Sounds Limited - Company under same management.
 - M/s. JMD Broadcasting Private Limited - Subsidiary Company
26. Details of transactions with related parties -

Transaction with related parties	Subsidiary Companies	Key Management Personnel & Relatives
Remuneration	-	Nil
	(-)	(Nil)
Investments:		
Investment in Subsidiary (₹ in lacs)	(290.60)	1. Jagdish Prasad Purohit 2. Kailash Prasad Purohit
	(-)	(-)
Investment in Group Cos.	Nil	-
	Nil	(-)

Deferred Tax on Income

27. Deferred Tax Asset (Net) for the year ended 31st March 2012 amounts to ₹ Nil
28. Remuneration to Auditors

Particulars	31.03.2012	31.03.2011
Remuneration to Auditors for Audit Purpose	25,000	73,673

Earning per Equity Share

29.	Unit	31.03.2012	31.03.2011
Net Profit after Tax available for Share holders	₹ in Lac	187.35	286.34
No. of Equity Shares	No.	7,21,46,000	7,21,46,000
Basis & Diluted Earning Per Share (`)	₹	0.26	0.40

*The Company does not have any outstanding dilutive potential equity shares.

30. Sundry Debtors and creditors are subject to confirmation and reconciliation.
31. There are no Micro and Small Scale Business Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at March 31, 2012. This information as required to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.
32. Previous years' figures have been regrouped, rearranged wherever necessary to make them comparable with those of current year.

As per our report of even date

For MEHTA KOTHARI & ASSOCIATES
Chartered Accountants

Kailash Prasad Purohit
Director

Pradip C. Mehta
Partner
Membership No. 048979
Mumbai, 30th June, 2012

Jagdish Prasad Purohit
Director

Notes forming part of the Financial Statements for the year ended March 31, 2012

2.1 SHARE CAPITAL

Particulars	31.03.2012		31.03.2011	
	Number	₹ in Lac	Number	₹ in Lac
Authorised Equity Shares of ₹ 1/- each (Previous Year ₹ 1/-)	150,000,000	1500.00	150,000,000	1500.00
Issued, Subscribed & Paid Up: Equity Shares of ₹ 1/- each (Previous Year ₹ 1/-)	72,146,000	721.46	72,146,000	721.46
Total	72,146,000	721.46	72,146,000	721.46

Reconciliation of number of shares.

Particulars	31.03.2012		31.03.2011	
	Number	₹ in Lac	Number	₹ in Lac
Shares outstanding at the beginning of the year	72,146,000	721.46	72,146,000	721.46
Add : Shares issued on Preferential Basis	-	-	-	-
Shares outstanding at the end of the year	72,146,000	721.46	72,146,000	721.46

Rights, preference and restrictions attached to Equity Shares

The Company has one class of Equity shares having a par value of ₹ 1/- each. Each shareholder is eligible to one vote per share held.

The Dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting and will be paid in Indian ₹.

Notes forming part of the Financial Statements for the year ended March 31, 2012

2.2 RESERVES AND SURPLUS

Particulars	31.03.2012	31.03.2011
	₹ in Lac	₹ in Lac
Securities Premium Reserve	2,505.00	2,505.00
	<u>2,505.00</u>	<u>2,505.00</u>
General Reserve		
Opening Balance	20.90	15.90
Add: Transferred From Statement Of Profit & Loss	5.00	5.00
	<u>25.90</u>	<u>20.90</u>
Statement of Profit & Loss		
Opening balance	307.68	110.19
Add: Net Profit for the year	187.35	286.34
Amount available for Appropriations	495.03	396.53
Less: Appropriations		
Proposed Dividend	72.15	72.15
Tax on Proposed Dividend	11.70	11.70
Transfer To General Reserve	5.00	5.00
	<u>406.18</u>	<u>307.68</u>
Total	<u>2,937.08</u>	<u>2,833.58</u>

2.3 TRADE PAYABLES

Particulars	31.03.2012	31.03.2011
	₹ in Lac	₹ in Lac
Total outstanding dues of Creditors	6,123.62	5,454.92
Total	<u>6,123.62</u>	<u>5,454.92</u>

2.4 OTHER CURRENT LIABILITIES

Particulars	31.03.2012	31.03.2011
	₹ in Lac	₹ in Lac
Other payables		
Provision for Expenses	11.21	5.32
MVAT Payable	5.86	5.72
TDS Payable	0.97	4.89
Advances from Customers	699.40	160.00
Total	<u>717.44</u>	<u>175.92</u>

2.5 SHORT TERM PROVISIONS

Particulars	31.03.2012	31.03.2011
	₹ in Lac	₹ in Lac
Proposed Dividend	72.15	72.15
Tax on Proposed Dividend	11.70	11.70
Provision for Income Tax (net of Tax paid)	62.97	61.76
Total	<u>146.82</u>	<u>145.61</u>

Notes forming part of the Financial Statements for the year ended March 31, 2012

2.6. TANGIBLE ASSETS

	Cost / Book Value as at 1st April 2011	Additions during the year	Deductions/ Adjustments during the year	Cost/Book Value as at 31st March 2012	Depreciation on Cost / Book Value as at 1st April 2011	Deductions / Adjustments during the year	Depreciation for the year	Depreciation on Cost / Book Value as at 31st March 2012	Balance as at 31st March 2012	Balance as at 31st March 2011
Furniture & Fixtures	4.97	-	-	4.97	1.67	0.46	0.46	2.13	2.84	3.30
Vehicles (Owned)	48.55	14.84	-	63.39	15.13	5.20	5.20	20.33	43.06	33.42
Office Equipment	1.43	0.64	-	2.07	0.55	0.25	0.25	0.80	1.27	0.88
Studio Equipment	8.98	-	-	8.98	6.99	0.51	0.51	7.50	1.48	1.99
TOTAL	63.93	15.48	-	79.41	24.34	6.42	6.42	30.76	48.65	39.59

2.6. INTANGIBLE ASSETS

	Cost / Book Value as at 1st April 2011	Additions during the year	Deductions/ Adjustments during the year	Cost/Book Value as at 31st March 2012	Depreciation on Cost / Book Value as at 1st April 2011	Deductions / Adjustments during the year	Depreciation for the year	Depreciation on Cost / Book Value as at 31st March 2012	Balance as at 31st March 2012	Balance as at 31st March 2011
Brands/Trademarks	294.79	-	-	294.79	-	-	-	-	294.79	294.79
Computer Software	139.52	188.73	-	328.25	49.03	46.21	46.21	95.24	233.01	90.49
	434.31	188.73	-	328.25	49.03	46.21	46.21	95.24	527.80	385.28
TOTAL	498.24	204.21	-	407.66	73.37	52.63	52.63	126.00	576.45	424.87
Previous Year	408.37	94.11	-	502.48	47.25	26.11	26.11	-	424.87	-

Notes forming part of the Financial Statements for the year ended March 31, 2012

2.7 DEFERRED TAX ASSETS

Particulars	31.03.2012	31.03.2011
	₹ in Lac	₹ in Lac
Deferred Revenue Expenditure	7.08	8.89
Total	7.08	8.89

2.8 NON CURRENT INVESTMENTS

Particulars	Numbers	31.03.2012	31.03.2011
		₹ in Lac	₹ in Lac
Long Term Investments (Trade)			
IN FULLY PAID-UP EQUITY SHARES (QUOTED)			
DB (International) Stock Brokers Limited	199,365	146.33	291.52
Santowin Limited	500,000	139.00	-
L & T Ltd	400	4.92	-
RPP Infra Projects Limited	201,557	120.97	119.70
Ranbaxy Laboratories Limited	1,000	4.67	4.67
Kavveri Telecom Products Limited	105,000	159.73	29.53
UCO bank Limited	12,500	12.33	7.50
Bhushan Steel Limited	1,500	6.01	22.04
Idea Cellular Ltd	2,970	1.97	1.97
NHPC Limited	5,000	1.53	1.53
IFCI Limited	1,500	0.79	0.79
Shipping Corporation Of India	750	0.71	0.71
Tata Tele (Maharashtra) Limited	2,000	0.78	0.78
Chisel & Hammer (Mobilel) Limited	15,000	6.90	6.90
Srei Infrastructure Finance Limited	500	0.54	0.54
		607.16	488.17
IN MUTUAL FUNDS (QUOTED)			
ICICI Prudential Focused Bluechip Equity Fund	38,144	-	6.00
ICICI Prudential Equity Fund	5,236	1.00	-
HDFC Midcap Oppurtunities Fund	2,974	6.00	6.00
Dsp Murline oppertunities fund	9,780	1.00	1.00
Tata Infrastructure Mutual Fund	4,463	2.00	-
IDFC Ssif Short term growth	45,613	10.00	-
SBI Msfu Emerging Business Growth Fund	36,233	16.00	-
UTI Oppurtunities Fund Growth Plan	20,604	6.00	-
Reliance Equity Oppurtunities Fund	39,703	14.50	-
Relince Infrastructure Mutual Fund	48,900	5.00	-
Reliance Small Cap Fund	200,000	-	20.00
Axis Income Saver Fund	5,395	-	35.00
Birla Sunlife Frontline Equity Fund	5,395	-	5.00
		61.50	73.00
TOTAL TRADE INVESTMENTS (A)		668.66	561.17

Notes forming part of the Financial Statements for the year ended March 31, 2012

Particulars	Numbers	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
OTHER INVESTMENTS			
IN EQUITY SHARES OF SUBSIDIARY COMPANY			
Unquoted, Fully paid up JMD Broadcasting Pvt Ltd	166,666	540.60	290.60
OTHERS			
Gold Coins		2.64	2.64
TOTAL OTHER INVESTMENTS (B)		543.24	293.24
Total Non Current Investments (A+B)		1,211.90	854.41
Market Value of Quoted Investments		647.23	501.24

2.9 LONG TERM LOANS & ADVANCES

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Security Deposits	1.88	0.21
Total	1.88	0.21

2.10 CURRENT INVESTMENT

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Investment in Equity Instrument - Unquoted 840000 (Previous Year - Nil) Equity Shares of Bajaa Music Private Limited of ₹ 10/- each, fully paid up	84.00	-
Total	84.00	-

2.11 INVENTORIES

Valued at the lower of cost and net realisable value)

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Stock-in-trade		
Audio Vedio Rights	305.13	300.02
Audio Vedio CD (Kolkata)	6.94	9.52
Audio Vedio CD (Jaipur)	3.76	3.12
Mobile Phone (Kolkata)	12.71	304.18
Total	328.54	616.83

Notes forming part of the Financial Statements for the year ended March 31, 2012

2.12 TRADE RECEIVABLES (Unsecure & Considered Good)

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Receivables outstanding for a period exceeding six months from the date they became due for payment		
Unsecured	-	-
Other receivables		
Unsecured	5,861.31	5,117.21
Total	5,861.31	5,117.21

2.13 CASH AND BANK BALANCES

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Cash and Cash Equivalents		
Balances with banks		
In current accounts	91.64	352.83
Cash on hand	26.83	20.20
Bank deposits (with maturities of more than 12 months)	-	10.39
Total	118.47	383.41

2.14 SHORT-TERM LOANS & ADVANCES (Unsecured)

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Considered good		
Intercorporate Deposit	366.23	559.58
Loans to Others	41.97	38.17
Advance against Properties	1,086.00	1,086.00
Advance against Studio	150.00	150.00
Advance against Music album	18.57	35.00
Advance against shares	244.41	-
Advance to others	493.47	-
Advance Income Tax Payment	55.00	55.00
Tax Deducted at Source	1.14	1.89
Total	2,456.78	1,925.64

Notes forming part of the Financial Statements for the year ended March 31, 2012

2.15 Revenue form Operation

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Sale of Products		
Traded Goods	24,838.74	9,978.54
Total	24,838.74	9,978.54

2.16 Other Operating Revenue

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Other Operating Revenue	130.69	375.61
Total	130.69	375.61

Breakup of Revenue from Sale of Products

	31.03.2012	31.03.2011
Traded Goods		
Hardwares & Softwares (Mumbai)	21,691.62	9,734.52
Mobile Phone (Mumbai)	1,211.80	-
Mobile Phone & Accessories (Kolkata)	1,793.46	123.84
Audio Video CD (Kolkata)	8.00	18.31
Audio Video CD (Jaipur)	133.86	101.88
	24,838.74	9,978.54

Breakup of Other Operating Revenue

	31.03.2012	31.03.2011
Interest Income on		
Current investment	50.64	19.56
Income from Mutual fund	2.14	9.88
Dividend		
From Current Investment	3.68	5.74
Net Gain on sale of Investment		
From Current Investment	63.15	321.88
Income from Music Portal	-	8.67
Studio Rent received	9.70	9.87
Other non Operating Revenue		
Miscellenious Income	1.38	-
Total	130.69	375.61

Notes forming part of the Financial Statements for the year ended March 31, 2012

2.17 Cost of purchase of stock-in-trade

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Opening Stock		297.46
Mobile Phone (Kolkata)	304.18	-
Audio Video CD (Kolkata)	9.52	2.32
Audio Video CD (Jaipur)	3.12	1.60
	316.82	3.92
Add: Purchase	-	10,187.67
Softwares & Hardwares (Mumbai)	21,634.13	9,706.80
Mobile Phone (Mumbai)	1,206.40	-
Import Mobile Phone & Accessories	1,169.36	392.19
Audio Video CD (Kolkata)	0.60	14.36
Audio Video CD (Jaipur)	93.76	74.32
	24,104.25	10,187.67
Less: Closing Stock		
Mobile Phone (Kolkata)	12.71	304.18
Audio Video CD (Kolkata)	6.94	9.52
Audio Video CD (Jaipur)	3.76	3.12
	23.42	316.82
Total	24,397.65	9,874.78

2.18 Break up of purchase of stock-in-trade

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Opening Stock		
Audio Video Master Rights	300.02	293.54
Add: Purchase Audio Video Master Rights	5.11	6.48
	305.13	300.02
Less: Closing Stock		
Audio Video Master Rights	305.13	300.02
Total	-	-

2.19 Employee Cost

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Salaries and Wages	44.23	20.39
Staff Welfare Expenses	2.73	1.64
Total	46.96	22.03

Notes forming part of the Financial Statements for the year ended March 31, 2012

2.20 Other Expenses

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Payment to Auditor (Refer note below)	0.25	0.74
RTA Fees	0.11	2.93
Conveyance & Travelling Exp.	22.92	4.99
Listing & Depository Fees	0.61	1.71
Postage & Telephone Exp.	4.90	1.62
Professional Fees	3.80	1.47
Printing & stationery	2.21	0.86
Bank Charges	0.05	0.22
Brokerage & Commission	-	8.82
Advertisements and Sales promotion expenses	134.63	25.67
Rent & Electricity Expenses	5.78	4.28
Books & Periodicals	0.18	0.22
Insurance	1.34	-
Donation	7.37	-
Web Designing Charges	6.39	5.81
Rates & Taxes	4.81	5.92
Director & Share Holder Meeting fee	1.78	1.32
Office Maintenance Charges	6.18	2.07
Repairs & Maintenance	1.44	-
Deferred Revenue Expenditure (W/O)	0.99	0.99
Computer Maintenance	0.47	0.19
Communication	4.17	-
Motor Car Expenses	3.34	3.44
Misc. Expense	3.70	2.48
Total	217.40	75.75

2.21 Tax Expenses

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Income Tax	62.97	61.76
Income Tax Prvious Year	4.47	7.38
Total	67.44	69.14

JMD Telefilms Industries Limited

CONSOLIDATED ACCOUNTS

Financial Year 2011 - 2012

THIS PAGE IS KEPT INTENTIONALLY BLANK

AUDITORS REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF JMD TELEFILMS INDUSTRIES LIMITED

The Board of Directors of JMD Telefilms Industries Limited

1. We have audited the attached consolidated balance Sheet of JMD Telefilms Industries Limited ("the Company") and its subsidiaries hereinafter referred to as the "Group" (refer Note 3 to the attached consolidated financial statements) as at 31st March 2012, the related consolidated Profit and Loss Account and the consolidated Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation.
3. We report that the consolidated financial statements have been prepared by the Company's management in accordance with the requirements of Accounting Standard (AS21) - Consolidated Financial Standards, Accounting Standard (AS) 23 - Accounting of Investments in Associates in Consolidated Financial Statements, and Accounting Standard (AS) 27.
4. Based on our audit and to the best of our information and according to the explanations given to us, in our opinion, the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India :
 - (i) In the case of the consolidated Balance Sheet, of the state of affairs of the Group as at 31st March 2012;
 - (ii) In the case of the consolidated Profit and Loss Account, of the profit of the Group for the year ended on that date; and
 - (iii) In the case of the consolidated Cash Flow Statements, of the cash flows of the Group for the year ended on that date.

For Mehta Kothari & Associates
Chartered Accountants

Pradip C. Mehta
Partner

Membership No. 048979

Place : Mumbai
Date : June 30, 2012

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2012

	Schedule	31.3.2012 ₹ in Lac	31.3.2011 ₹ in Lac
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	4.1	721.46	721.46
Reserves and Surplus	4.2	2,937.41	2,833.37
		3,658.87	3,554.83
Minority Interest	4.3	10.48	10.39
CURRENT LIABILITIES			
Trade Payables	4.4	6,123.62	5,454.92
Other Current Liabilities	4.5	717.49	175.94
Short-Term Provision	4.6	147.10	145.61
		6,988.21	5,776.47
TOTAL		10,657.56	9,341.69
ASSETS			
NON- CURRENT ASSETS			
Fixed Assets(Tangible)	4.7	48.65	39.59
Fixed Assets(Intangible)	4.7	527.80	385.28
Deferred Tax Assets	4.8	7.29	8.89
Non-Current Investments	4.9	671.30	563.81
Long Term Loans & Advances	4.10	1.88	0.21
Other Non Current Investment		0.54	0.60
		1,257.46	998.38
CURRENT ASSETS			
Current Investment	4.11	84.00	-
Inventories	4.12	328.54	616.83
Trade Receivables	4.13	5,861.31	5,117.21
Cash and Bank Balances	4.14	119.24	387.82
Short-term loans and advances	4.15	3,007.00	2,221.45
		9,400.10	8,343.31
TOTAL		10,657.56	9,341.69
Notes on Balance Sheet and Statement of Profit & Loss	3		

As per our report of even date

For **MEHTA KOTHARI & ASSOCIATES**
Chartered Accountants

For & On behalf of Board

Pradip C. Mehta
Partner
Membership No. 048979

Kailash Prasad Purohit
Director

Jagdish Prasad Purohit
Director

Place : Mumbai
Date : 30th June, 2012

CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2011

	Schedule	31.3.2012 ₹ in Lac	31.3.2011 ₹ in Lac
INCOME			
Revenue from operations	4.16	24,838.74	9,978.54
Other Income	4.17	132.10	375.61
TOTAL INCOME		24,970.84	10,354.15
EXPENSES			
Purchases of stock-in-trade	4.18	24,397.65	9,874.78
Changes in inventories of stock-in-trade	4.19		
Employee Benefits	4.20	46.96	22.03
Depreciation and Amortisation	4.7	52.63	26.11
Other expenses	4.21	217.91	75.97
TOTAL EXPENSES		24,715.15	9,998.89
PROFIT BEFORE TAX		255.69	355.26
Tax Expense:			
Current tax	4.22	63.25	61.76
Earlier year income tax	4.22	4.47	7.38
PROFIT AFTER TAX		187.98	286.12
Less : Minority Interest		0.09	(0.01)
		188.07	286.11
TRANSFER TO GENERAL RESERVE		5.00	5.00
		183.07	281.11
PROFIT BROUGHT FORWARD FROM PREVIOUS YEAR		307.47	110.19
PROFIT CARRIED TO BALANCE SHEET		490.54	391.30
Earnings per equity share:			
Basic and Diluted (Face Value of ₹ 1/- each, Previous Year ₹ 1/- each)		0.26	0.40
Notes on Balance Sheet and Statement of Profit & Loss.	3		

As per our report of even date

For MEHTA KOTHARI & ASSOCIATES
Chartered Accountants

For & On behalf of Board

Pradip C. Mehta
Partner
Membership No. 048979

Kailash Prasad Purohit
Director

Jagdish Prasad Purohit
Director

Place : Mumbai
Date : 30th June, 2012

NOTE : 3

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS, ACCOUNTING POLICIES AND PRACTICES.

1. The Consolidated financial statements present the consolidated Accounts of JMD Telefilms Industries Limited with its subsidiaries namely "JMD Broadcasting Private Limited".
2. Significant Accounting Policies and Notes to these Consolidated Financial Statements are intended to serve as a means of informative disclosure and a guide to better understanding the consolidated position of the Company. Recognizing this purpose, the Company has disclosed only such Policies and Notes from the individual financial statements, which fairly present the needed disclosures.
3. Operation of Subsidiary Company is yet to be commenced and hence Segmental Report is not applicable for consolidated financial statements.

Significant Accounting Policies and Practices -

4. Basis of Preparation of Financial Statements :-

- (i) The financial statements of the subsidiary used in the consolidation is drawn upto the same reporting date as that of the Parent Company, i.e. year ended 31st March.
- (ii) The financial statements have been prepared under the historical cost convention and on the accrual basis of accounting. The accounts of the Parent Company and its Indian Subsidiary have been prepared in according with the Indian Accounting Standards and the applicable Accounting Standards/generally accepted accounting principles.

5. Principles of Consolidation :-

- (i) The financial statements of the Parent Company and its subsidiaries have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances, intra group transactions and the unrealized profit.
- (ii) The financial statements of the Parent Company and its subsidiary has been consolidated using uniform accounting policies excepting the revaluation of assets by Companies referred above.
- (iii) The excess of the Cost to the Parent Company of its investments in subsidiary over its share of equity in the respective subsidiary.

6. Recognition of Income and Expenditure :-

Revenues/incomes and costs/expenses are generally accounted on accrual as they are earned or incurred.

7. The details of subsidiary in terms of General circular No. 2/2011 dated 8th February 2011 issued by Government of India, Ministry of Corporate Affairs under Section 212(8) of Companies Act, 1956, is as under -

Indian Subsidiary (₹ in Lac)

Sl. No.	Particulars	JMD Broadcasting Pvt. Ltd.
1.	Share Capital	3.00
2.	Reserves & Surplus	548.41
3.	Total Assets	551.41
4.	Total Liabilities	551.41
5.	Investments (detailed)	0.00
6.	Turnover & Other Income	1.41
7.	Profit before Taxation	0.90
8.	Provision for Taxation	0.28
9.	Profit after Taxation	0.62
10.	Proposed Dividend	0.00

For MEHTA KOTHARI & ASSOCIATES
Chartered Accountants

Kailash Prasad Purohit
Director

Pradip C. Mehta
Partner
Membership No. 048979
Mumbai, 30th June, 2012

Jagdish Prasad Purohit
Director

Notes forming part of the Financial Statements for the year ended March 31, 2012

4.1 SHARE CAPITAL

Particulars	31.03.2012		31.03.2011	
	Number	₹ in Lac	Number	₹ in Lac
Authorised Equity Shares of ₹ 1/- each (Previous Year ₹ 1/-)	150,000,000	1500.00	150,000,000	1500.00
Issued, Subscribed & Paid Up: Equity Shares of ₹ 1/- each (Previous Year ₹ 1/-)	72,146,000	721.46	72,146,000	721.46
Total	72,146,000	721.46	72,146,000	721.46

Reconciliation of number of shares.

Particulars	31.03.2012		31.03.2011	
	Number	₹ in Lac	Number	₹ in Lac
Shares outstanding at the beginning of the year	72,146,000	721.46	72,146,000	721.46
Add : Shares issued on Preferential Basis	-	-	-	-
Shares outstanding at the end of the year	72,146,000	721.46	72,146,000	721.46

Rights, preference and restrictions attached to Equity Shares

The Company has one class of Equity shares having a par value of ₹ 1/- each. Each shareholder is eligible to one vote per share held.

The Dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting and will be paid in Indian ₹.

Notes forming part of the Financial Statements for the year ended March 31, 2012

4.2 RESERVES AND SURPLUS

Particulars	31.03.2012	31.03.2011
	₹ in Lac	₹ in Lac
Securities Premium Reserve	2,505.00	2,505.00
	<u>2,505.00</u>	<u>2,505.00</u>
General Reserve		
Opening Balance	20.90	15.90
Add: Transferred From Statement Of Profit & Loss	5.00	5.00
	<u>25.90</u>	<u>20.90</u>
Statement of Profit & Loss		
Opening balance	307.47	110.19
Add: Net Profit for the year	187.89	286.13
Amount available for Appropriations	495.36	396.32
Less: Appropriations		
Proposed Dividend	72.15	72.15
Tax on Proposed Dividend	11.70	11.70
Transfer To General Reserve	5.00	5.00
	<u>406.51</u>	<u>307.47</u>
Total	<u>2,937.41</u>	<u>2,833.37</u>

4.3 MINORITY INTEREST

Particulars	31.03.2012	31.03.2011
	₹ in Lac	₹ in Lac
Minority Share Holder Interest	10.48	10.39
Total	<u>10.48</u>	<u>10.39</u>

4.4 TRADE PAYABLES

Particulars	31.03.2012	31.03.2011
	₹ in Lac	₹ in Lac
Total outstanding dues of Creditors	6,123.62	5,454.92
Total	<u>6,123.62</u>	<u>5,454.92</u>

4.5 OTHER CURRENT LIABILITIES

Particulars	31.03.2012	31.03.2011
	₹ in Lac	₹ in Lac
Other payables		
Provision for Expenses	11.26	5.35
MVAT Payable	5.86	5.71
TDS Payable	0.97	4.89
Advances from Customers	699.40	160.00
Total	<u>717.49</u>	<u>175.94</u>

Notes forming part of the Financial Statements for the year ended March 31, 2012

4.6 SHORT TERM PROVISIONS

Particulars	31.03.2012	31.03.2011
	₹ in Lac	₹ in Lac
Proposed Dividend	72.15	72.15
Tax on Proposed Dividend	11.70	11.70
Provision for Income Tax (net of Tax paid)	63.25	61.76
Total	147.10	145.61

Notes forming part of the Financial Statements for the year ended March 31, 2012

4.7. TANGIBLE ASSETS

	Cost / Book Value as at 1st April 2011	Additions during the year	Deductions/ Adjustments during the year	Cost/Book Value as at 31st March 2012	Depreciation on Cost / Book Value as at 1st April 2011	Deductions / Adjustments during the year	Depreciation for the year	Depreciation on Cost / Book Value as at 31st March 2012	Balance as at 31st March 2011
Furniture & Fixtures	4.97	-	-	4.97	1.67	0.46	0.46	2.13	3.30
Vehicles (Owned)	48.55	14.84		63.39	15.13	5.20	5.20	20.33	33.42
Office Equipment	1.43	0.64		2.07	0.55	0.25	0.25	0.80	0.88
Studio Equipment	8.98			8.98	6.99	0.51	0.51	7.50	1.99
TOTAL	63.93	15.48	-	79.41	24.34	6.42	6.42	30.76	39.59

2.6. INTANGIBLE ASSETS

	Cost / Book Value as at 1st April 2011	Additions during the year	Deductions/ Adjustments during the year	Cost/Book Value as at 31st March 2012	Depreciation on Cost / Book Value as at 1st April 2011	Deductions / Adjustments during the year	Depreciation for the year	Depreciation on Cost / Book Value as at 31st March 2012	Balance as at 31st March 2011
Brands/Trademarks	294.79	-	-	294.79	-	-	-	-	294.79
Computer Software	139.52	188.73	-	328.25	49.03	46.21	46.21	95.24	90.49
	434.31	188.73	-	328.25	49.03	46.21	46.21	95.24	385.28
TOTAL	498.24	204.21	-	407.66	73.37	52.63	52.63	126.00	424.87
Previous Year	408.37	94.11	-	502.48	47.25	26.11	26.11	-	-

Notes forming part of the Financial Statements for the year ended March 31, 2012

4.8 DEFERRED TAX ASSETS

Particulars	31.03.2012	31.03.2011
	₹ in Lac	₹ in Lac
Deferred Revenue Expenditure	7.08	8.89
Total	7.08	8.89

4.9 NON CURRENT INVESTMENTS

Particulars	No. of Shares	Face Value	31.03.2012	31.03.2011
			₹ in Lac	₹ in Lac
Long Term Investments (Trade)				
IN FULLY PAID-UP EQUITY SHARES (QUOTED)				
DB (International) Stock Brokers Limited	199,365	2.00	146.33	291.52
Santowin Limited	500,000	10.00	139.00	-
L & T Ltd	400	10.00	4.92	-
RPP Infra Projects Limited	201,557	10.00	120.97	119.70
Ranbaxy Laboratories Limited	1,000	10.00	4.67	4.67
Kaveri Telecom Products Limited	105,000	10.00	159.73	29.53
UCO bank Limited	12,500	10.00	12.33	7.50
Bhushan Steel Limited	1,500	10.00	6.01	22.04
Idea Cellular Ltd	2,970	10.00	1.97	1.97
NHPC Limited	5,000	10.00	1.53	1.53
IFCI Limited	1,500	10.00	0.79	0.79
Shipping Corporation Of India	750	10.00	0.71	0.71
Tata Tele (Maharashtra) Limited	2,000	10.00	0.78	0.78
Chisel & Hammer (Mobile) Limited	15,000	10.00	6.90	6.90
Srei Infrastructure Finance Limited	500	10.00	0.54	0.54
			607.16	488.17
IN MUTUAL FUNDS (QUOTED)				
ICICI Prudential Focused Bluechip Equity Fund	38,144	16.00	-	6.00
ICICI Prudential Equity Fund	5,236	19.00	1.00	-
HDFC Midcap Opportunities Fund	2,974	202.00	6.00	6.00
Dsp Murline oppertunities fund	9,780	10.00	1.00	1.00
Tata Infrastructure Mutual Fund	4,463	45.00	2.00	-
IDFC Ssif Short term growth	45,613	22.00	10.00	-
SBI Msfu Emerging Business Growth Fund	36,233	45.00	16.00	-
UTI Opportunities Fund Growth Plan	20,604	29.00	6.00	-
Reliance Equity Opportunities Fund	39,703	37.00	14.50	-
Relince Infrastructure Mutual Fund	48,900	9.00	5.00	-
Reliance Small Cap Fund	200,000	10.00	-	20.00
Axis Income Saver Fund	5,395	10.00	-	35.00
Birla Sunlife Frontline Equity Fund	5,395	87.00	-	5.00
			61.50	73.00
TOTAL TRADE INVESTMENTS (A)			668.66	561.17

Notes forming part of the Financial Statements for the year ended March 31, 2012

Particulars	Numbers	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
OTHER INVESTMENTS			
Gold Coins		2.64	2.64
TOTAL OTHER INVESTMENTS (B)		<u>2.64</u>	<u>2.64</u>
Total Non Current Investments (A+B)		<u>671.30</u>	<u>563.81</u>
Market Value of Quoted Investments		647.23	501.24

4.10 LONG TERM LOANS & ADVANCES

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Security Deposits	1.88	0.21
Total Long Term Loans & Advances	<u>1.88</u>	<u>0.21</u>

4.11 CURRENT INVESTMENT

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Investment in Equity Instrument - Unquoted 840000 (Previous Year - Nil) Equity Shares of Bajaa Music Private Limited of ₹ 10/- each, fully paid up	84.00	-
Total Current Investment	<u>84.00</u>	<u>-</u>

4.12 INVENTORIES

Valued at the lower of cost and net realisable value)

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Stock-in-trade		
Audio Vedio Rights	305.13	300.02
Audio Vedio CD (Kolkata)	6.94	9.52
Audio Vedio CD (Jaipur)	3.76	3.12
Mobile Phone (Kolkata)	12.71	304.18
Total	<u>328.54</u>	<u>616.83</u>

Notes forming part of the Financial Statements for the year ended March 31, 2012

4.13 TRADE RECEIVABLES (Unsecure & Considered Good)

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Receivables outstanding for a period exceeding six months from the date they became due for payment		
Unsecured	-	-
Other receivables		
Unsecured	5,861.31	5,117.21
Total	5,861.31	5,117.21

4.14 CASH AND BANK BALANCES

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Cash and Cash Equivalents		
Balances with banks		
In current accounts	92.40	352.83
Cash in hand	26.84	24.60
-Bank deposits (with maturities of more than 12 months)	-	10.39
Total	119.24	387.82

4.15 SHORT-TERM LOANS & ADVANCES (Unsecured)

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Intercompany Deposit	366.23	597.75
Loans to Others	41.97	-
Advance against Properties	1,086.00	1,086.00
Advance against Studio	150.00	150.00
Advance against Music album	18.57	35.00
Advance against shares	244.41	295.81
Advance to others	1,043.55	-
Advance Income Tax Payment	55.00	55.00
Tax Deducted at Source	1.28	1.89
Total	3,007.00	2,221.45

Notes forming part of the Financial Statements for the year ended March 31, 2012

4.16 Revenue form Operation

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Sale of Products		
Traded Goods	24,838.74	9,978.54
Total	24,838.74	9,978.54

4.17 Other Operating Revenue

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Other Operating Revenue	132.10	375.61
Total	132.10	375.61

Breakup of Revenue from Sale of Products

	31.03.2012	31.03.2011
Traded Goods		
Hardwares & Softwares (Mumbai)	21,691.62	9,734.52
Mobile Phone (Mumbai)	1,211.80	-
Mobile Phone & Accessories (Kolkata)	1,793.46	123.84
Audio Video CD (Kolkata)	8.00	18.31
Audio Video CD (Jaipur)	133.86	101.88
	24,838.74	9,978.54

Breakup of Other Operating Revenue

	31.03.2012	31.03.2011
Interest Income on		
Current investment	52.05	19.56
Income from Mutual fund	2.14	9.88
Dividend		
From Current Investment	3.68	5.74
Net Gain on sale of Investment		
From Current Investment	63.15	321.88
Income from Music Portal	-	8.67
Studio Rent received	9.70	9.87
Other non Operating Revenue		
Miscellenious Income	1.38	-
Total	132.10	375.61

Notes forming part of the Financial Statements for the year ended March 31, 2012

4.18 Cost of purchase of stock-in-trade

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Openig Stock		297.46
Mobile Phone (Kolkata)	304.18	-
Audio Vedio CD (Kolkata)	9.52	2.32
Audio Vedio CD (Jaipur)	3.12	1.60
	316.82	3.92
Add: Purchases		10,187.67
Softwares & Hardwares (Mumbai)	21,634.13	9,706.80
Mobile Phone (Mumbai)	1,206.40	-
Import Mobile Phone & Accessories	1,169.36	392.19
Audio Video CD (Kolkata)	0.60	14.36
Audio Video CD (Jaipur)	93.76	74.32
	24,104.25	10,187.67
Less: Closing Stock		
Mobile Phone (Kolkata)	12.71	304.18
Audio Video CD (Kolkata)	6.94	9.52
Audio Video CD (Jaipur)	3.76	3.12
	23.42	316.82
Total	24,397.65	9,874.78

4.19 Break up of purchase of stock-in-trade

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Opening Stock		
Audio Video Master Rights	300.02	293.54
Add: Purchase Audio Video Master Rights	5.11	6.48
	305.13	300.02
Less: Closing Stock		
Audio Video Master Rights	305.13	300.02
Total	-	-

4.20 Employee Cost

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Salaries and Wages	44.23	20.39
Staff Welfare Expenses	2.73	1.64
Total	46.96	22.03

Notes forming part of the Financial Statements for the year ended March 31, 2012

4.21 Other Expenses

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Payment to Auditor (Refer note below)	0.30	0.77
RTA Fees	0.11	2.93
Conveyance & Travelling Exp.	22.92	4.99
Listing & Depository Fees	0.61	1.71
Postage & Telephone Exp.	4.90	1.62
Professional Fees	3.99	1.60
Printing & stationery	2.21	0.86
Bank Charges	0.14	0.22
Brokerage & Commission	-	8.82
Advertisements and Sales promotion expenses	134.63	25.67
Rent & Electricity Expenses	5.78	4.28
Books & Periodicals	0.18	0.22
Insurance	1.34	-
Donation	7.37	-
Web Designing Charges	6.39	5.81
Rates & Taxes	4.83	5.94
Director & Share Holder Meeting fee	1.78	1.32
Office Maintenance Charges	6.25	2.10
Repairs & Maintenance	1.44	-
Deferred Revenue Expenditure (W/O)	1.01	0.99
Computer Maintenance	0.47	0.19
Communication	4.17	-
Motor Car Expenses	3.34	3.44
Misc. Expense	3.76	2.48
Total	217.91	75.97

4.22 Tax Expenses

Particulars	31.03.2012 ₹ in Lac	31.03.2011 ₹ in Lac
Income Tax	63.25	61.76
Income Tax Previous Year	4.47	7.38
Total	67.72	69.14

THIS PAGE IS KEPT INTENTIONALLY BLANK

JMD Telefilms Industries Limited

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

PROXY FORM

I/We _____ resident of _____ in the district of _____ being member/members of the above named Company, hereby appoint _____ resident of _____ in the district of _____ or failing him _____ resident of _____ in the district of _____ as my/our proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday, the 25th day of September 2012 at 2.00 P.M., at Jaisingh Business Centre, Gr. Floor, CTS No. 119, Parsiwada, Sahar Road, Andheri (E), Mumbai- 400 099 and any adjournment thereof.

Registered Folio No./DP-Client ID _____ No. of Shares held _____

Signed on this _____ day of _____ 2012.

Signed by the said _____

Signature of Proxy _____

Attested by Shareholder _____

Affix
Revenue
Stamp



JMD Telefilms Industries Limited

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

ATTENDANCE SLIP

I hereby record my presence at the Annual General Meeting of the Company held on Tuesday, the 25th day of September 2012 at 2.00 P.M, at Jaisingh Business Centre, Gr. Floor, CTS No. 119, Parsiwada, Sahar Road, Andheri (E), Mumbai- 400 099.

Name of Shareholder/s _____

Father/Husband's Name _____

Name of Proxy or Company Representative _____

Registered Folio No. / DP-Client ID _____ No. of Shares held _____

Signature of the Shareholder(s) or Proxy or Company Representative _____

BOOK-POST

If undelivered, please return to :

JMD Telefilms Industries Limited

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