



September 27, 2018

The Deputy Manager  
Department of Corporate Services  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai – 400 001

Ref : Scrip Code 511092

Sub: Submission of Annual Report for FY - 2017-2018

Respected Sir or Madam,

With reference to the above captioned matter and pursuant to clause 34(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 we are enclosing along with this letter, soft copy of Annual Report 2018 containing Notice & Annual Accounts for the financial year ended on 31<sup>st</sup> March 2018 which was being approved by Members in the Annual General Meeting held on 22<sup>nd</sup> Sept 2018.

Kindly acknowledge the receipt of the same & oblige.

Thanking You,

Yours Faithfully,  
For JMD VENTURES LIMITED

A handwritten signature in black ink, appearing to read 'Kailash Prasad Purohit'.

KAILASH PRASAD PUROHIT  
(DIN : 01319534)  
MANAGING DIRECTOR

Enclosed : a/a



# **JMD VENTURES LTD.**

**34th  
ANNUAL REPORT  
2017-2018**

## JMD Ventures Limited

(Formerly known as JMD Telefilms Industries Limited)

## Board of Directors

Kailash Prasad Purohit  
Jagdish Prasad Purohit  
Johar Pal Singh  
Saroj Devi Kothari

Chairman & Managing Director  
Non-Executive Director  
Independent Director  
Independent Director

Chief Financial Officer  
Shiv Kumar Yadav

Corporate Identification No.  
L67190MH2000PLC033180

Compliance Officer  
Nitin Dabriwal, CS

## Registered Office

Unit No. 323 & 324, 3rd Floor, Bldg No. 9  
Laxmi Plaza, New Link Road  
Andheri (W), Mumbai – 400 053

## Studio Location

75C, Park Street, Basement, Kolkata 700016

## Bankers

Axis Bank Limited  
Kotak Mahindra Bank  
Syndicate Bank  
IDBI Bank Ltd.

## Auditors

Mehta Kothari & Associates  
Chartered Accountants, Mumbai

## Registrar &amp; 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 : 22<sup>nd</sup> September 2018  
Time : 12.15 P.M.  
Venue : Unit No. 323 & 324, 3rd Floor  
Building No. 9, Laxmi Plaza  
New Link Road, Andheri (West)  
Mumbai-400 053



## C o n t e n t s

- ☛ Notice
- ☛ Directors' Report
- ☛ Management Discussion & Analysis
- ☛ Secretarial Audit Report (MR-3)
- ☛ Extract of Annual Return (MGT-9)
- ☛ Report on Corporate Governance
- ☛ Auditors' Certificate on Corporate Governance
- ☛ Auditors' Report
- ☛ Balance Sheet
- ☛ Statement of Profit & Loss
- ☛ Statement of Cash Flow
- ☛ Notes on Financial Statements
- ☛ Proxy / Ballot Form (MGT-11)

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

**NOTICE**

Notice is hereby given that the 34<sup>th</sup> Annual General Meeting of the members of JMD Ventures Limited will be held on Saturday, 22<sup>nd</sup> September, 2018 at 12.15 P.M. at Unit No. 323 & 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053 to transact the following businesses as :

**ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - (a) the audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the Reports of the Board of Directors and Auditors thereon; and
  - (b) the audited consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the Report of Auditors thereon.
2. To appoint Directors in place of Mr. Jagdish Prasad Purohit (DIN: 00083125), who retires by rotation, being eligible, offers him-self for re-appointment.

**SPECIAL BUSINESS:**

3. Appointment of Statutory Auditors to fill casual vacancy

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

“RESOLVED THAT pursuant to the provisions of Section 139 read with the Companies (Audit and Auditor) Rules, 2014, 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and based on the recommendations of the Audit Committee, to fill up the casual vacancy caused due to the resignation of existing Auditors M/s. Mehta Kothari & Associates, Chartered Accountants, Mumbai due to completion of their term of 5 years, M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN - 317159E), who have offered themselves for appointment as Auditors to the Company and have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, be and are hereby appointed as Statutory Auditors of the Company and to hold office from the conclusion of the 34<sup>th</sup> Annual General Meeting up to the conclusion of the 39<sup>th</sup> consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM) at a remuneration plus out of pocket expenses at actuals, as may be decided by the Board of Directors of the Company.”

4. Re-Appointment of Mr. Kailash Prasad Purohit as Managing Director of the Company for the period of 3 years.

To consider and if thought fit to pass with or without modifications the following resolution as an ordinary resolution :

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), approval of the members be and is hereby accorded for appointment of Mr. Kailash Prasad Purohit (DIN : 01319534) as Chairman &

Managing Director of the Company, for a period of 3 years commencing from April 1, 2018 up to March 31, 2021 upon the terms and conditions as set out in the Explanatory Statement and the Agreement submitted to this meeting, which Agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of Directors for the time being authorized by the Board of Directors) to alter and vary the terms and conditions of the said appointment and/or Agreement in such manner as may be agreed to between the Board and Mr. Kailash Prasad Purohit and is liable to retire by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution."

Mumbai, May 30, 2018

By order of the Board  
For JMD Ventures Limited

Registered Office :  
Unit No. 323 & 324, 3rd Floor  
Building No. 9, Laxmi Plaza  
New Link Road, Andheri (West)  
Mumbai-400 053

Nitin Dabriwal  
Company Secretary

Notes :

1. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy, in order to be effective, must be received at the Company's Registered Office not less than forty-eight hours before the Meeting.  

Pursuant to Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total Share capital of those carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any person or shareholder.
3. Corporate Member intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
4. Members, Proxies and Authorised Representatives are requested to bring to the Meeting; the Attendance Slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. Duplicate Attendance Slip or copies of the Report and Accounts will not be made available at the Annual General Meeting ("AGM") venue.
5. A brief resume of each of the Directors proposed to be re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership / chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure

- Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standards-2 on General Meetings, are provided in Annexure 1.
6. The Register of Member and the Share Transfer Books of the Company will remain closed from 16<sup>th</sup> September 2018 to 22<sup>nd</sup> September 2018 (both days inclusive).
  7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
  8. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M. to 1.00 P.M. up to the date of this Annual General Meeting.
  9. Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail Id [jmdtele@gmail.com](mailto:jmdtele@gmail.com) for quick and prompt redressal of their grievances.
  10. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
  11. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the financial year 2017-18 are being sent by e-mail to those Members who have registered their e-mail address with the Company's Registrars and Share Transfer Agents (RTA) (in respect of shares held in physical form) or with their Depository Participants (DPs) (in respect of shares held in electronic form) and made available to the Company by NSDL and CDSL.
  12. Shareholders who have not en-cashed their dividend warrants for the dividends declared for the financial years 2009-10 to 2013-14 are requested to send a letter along with unclaimed dividend warrant, if any or letter of undertaking for issue of duplicate dividend warrant/demand draft. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploading the details of unpaid and unclaimed amounts lying with the Company as on September 24, 2017 (date of last Annual General Meeting) on the website of the Company ([www.jmdlimited.com](http://www.jmdlimited.com)), and also on the website of the Ministry of Corporate Affairs.
  13. In terms of Section 124 and 125 of the Companies Act, 2013, any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to the "Investor Education & Protection Fund" (IEPF). Members are requested to en-cash their Dividend Warrants promptly. It may be noted that once the unclaimed dividend is transferred to the IEPF as above, no claim shall lie with the Company in respect of such amount.
  14. 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 appropriate Authorities to the Annual General Meeting.
  15. 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.

16. 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.
17. 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.
18. The Securities and Exchange Board of India (SEBI) vide Circular ref. No. MRD/DOP/CIR-05/2007 dated April 27, 2007 made PAN mandatory for all securities market transactions and off market/private transaction involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee (s) to furnish copy of PAN Card to the Company/RTAs for the registration of such transfer of shares.

SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases:

- a) Deletion of name of the deceased shareholder (s), where the shares are held in the name of two / more shareholders.
  - b) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
  - c) Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the name of two or more shareholders.
19. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination/change in nomination should be lodged with their DPs.
  20. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participants to enable us to send you the quarterly reports and other communication via email.
  21. The Members who have not registered their email address, physical copies of Annual Report 2018 are being sent by the permitted mode.
  22. Copies of Annual Report 2018 are being sent by electronic mode only to those members whose email address are registered with the Company's Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the Annual Report. The Members who have not registered their email address, physical copies of Annual Report 2018 are being sent by the permitted mode.
  23. The Notice for the 34<sup>th</sup> AGM and instructions for e-voting, along with Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same.
  24. Members may also note that the Notice of the 34<sup>th</sup> AGM and the Annual Report for 2017-2018 will also be available on the Company's website [www.jmdllimited.com](http://www.jmdllimited.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during all working days (except Saturday, Sunday and public holidays) between 11.00 AM to 1.00 PM up to the date of this AGM. Even after registering for e-communication, members are

- entitled to receive such in physical form, upon making a request for the same by post or email. For any communication, the Shareholders may also send requests to the Company's email id : [jmdtele@gmail.com](mailto:jmdtele@gmail.com)
25. A route map showing directions to reach the venue of the 34<sup>th</sup> Annual General Meeting is given at the end of the Report.
  26. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
  27. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Ballot, the said resolutions will not be decided on a show of hands at the AGM. The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. September 14, 2018.
  28. In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Proxy cum Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Ms. Gayatri Phatak, Scrutinizer, C/o Purva Sharegistry (India) Private Limited, Unit: JMD Ventures Limited, No. 9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opposite Kasturba Hospital, Lower Parel, Mumbai-400 011, Tel. No: +91 22-2301 8261, Fax No.: +91 22 - 2301 2517, E-mail : [purvashr@mtnl.net.in](mailto:purvashr@mtnl.net.in) so as to reach her on or before September 21, 2018 by 5.00 p.m. Any Ballot Form received after the said date and time, shall be treated as invalid.
  29. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI LODR Regulations, 2015, the Company is pleased to provide to the members facility of "remote e-voting" (e-voting from place other than venue of the AGM) to exercise their votes at the 34<sup>th</sup> AGM by electronic means and the business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).
  30. The facility of voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 34<sup>th</sup> AGM. The Members attending the AGM, who have not casted their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The Members who have already casted their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.
  31. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.jmdlimited.com](http://www.jmdlimited.com) within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to BSE Limited, where the shares of the Company are listed.
  32. The Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
  33. Details of Scrutinizer: Gayatri Bhide, Practising Company Secretary (ACS No. 31886), M/s. G. S. Bhide & Associates, Vapi (Gujarat). E-mail: [gayatribhideandco@gmail.com](mailto:gayatribhideandco@gmail.com).



## 34. Voting through Electronic means -

- a) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - b) The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.
  - c) The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or [www.jmdl.com](http://www.jmdl.com)
  - d) The e-voting period commences on Wednesday, September 19, 2018 (9:00 am) and ends on Friday, September 21, 2018 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  - e) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 15, 2018. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 15, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [purvashr@mtnl.net.in](mailto:purvashr@mtnl.net.in).
  - f) The facility for voting through ballot paper / Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
35. The procedure to login to e-Voting website consists of two steps as detailed hereunder:
- Step 1 : Log-in to NSDL e-Voting system
- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com>.
  - ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
  - iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
  - iv. Your User ID details will be as per details given below :

- a. For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
  - b. For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
  - c. For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).
- v. Your password details are given below:
- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
  - c. How to retrieve your 'initial password'?
    1. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    2. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2 : Cast your vote electronically on NSDL e-Voting system.
- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

- ii. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
  - iii. Select "EVEN" of the Company.
  - iv. Now you are ready for e-Voting as the Voting page opens.
  - v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  - vi. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  - viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
36. General Guidelines for shareholders:
- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [gayatribhideandco@gmail.com](mailto:gayatribhideandco@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
37. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

#### EXPLANATORY STATEMENT

Explanatory statement pursuant to regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

#### ITEM NO. 3

The Members of the Company in at its 30<sup>th</sup> Annual General Meeting held on 22<sup>nd</sup> September 2014, had appointed M/s Mehta Kothari & Associates, Chartered Accountants, Mumbai (FRN: 106247W) as the Statutory Auditors of the Company to hold office from the conclusion of 30<sup>th</sup> AGM till the conclusion of the Annual General Meeting to be held in the year 2018, subject to ratification of the appointment by the Members at every AGM held after the 30<sup>th</sup> AGM of the Company.

M/s. Mehta Kothari & Associates, Chartered Accountants, Mumbai (FRN: 106247W) vide their letter dated 30<sup>th</sup> May, 2018 have resigned from the position of Statutory Auditors of the Company after the conclusion of forthcoming Annual General Meeting, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on 30<sup>th</sup> May, 2018, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN - 317159E), to hold office as the Statutory Auditors of the Company till the conclusion of 39<sup>th</sup> AGM and to fill the casual vacancy caused by the resignation of M/s. Mehta Kothari & Associates, Chartered Accountants, Mumbai (FRN: 106247W) subject to the approval by the members at the 34<sup>th</sup> Annual General Meeting of the Company, at such remuneration, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN - 317159E), to act as Statutory Auditors of the Company in place of M/s. Mehta Kothari & Associates, Chartered Accountants, Mumbai (FRN: 106247W) along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends an Ordinary Resolution set out in the Item No. 3 of Notice for approval by the Members.

#### ITEM NO. 4

Appointment of Kailash Prasad Purohit (DIN: 01319534) as Chairman & Managing Director

The Board at its meeting held on 5<sup>th</sup> April 2018, appointed Mr. Kailash Prasad Purohit as Chairman & Managing Director of the Company with effect from 1<sup>st</sup> April 2018.

Mr. Kailash Prasad Purohit is Graduate in Commerce. He is contributing to the success of the Company by his vision, experience and vides contacts. Your Board feels that his expertise in the field of Project Management, Marketing, Financial Management, Implementing Policies and Cost Control will certainly contribute to the success of the Company in coming years.

In regard to remuneration and perquisites, to be determined and paid, will be decided by the Nomination & Remuneration Committee and will be within the limits prescribed in the Act.

Mr. Kailash Prasad Purohit is interested in the resolutions set out respectively at Item No. 4 of the Notice with regard to his respective appointment.

The relatives of Mr. Kailash Prasad Purohit may be deemed to be interested in the resolutions set out respectively at Item No. 4 of the Notice, to the extent of his shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the resolutions set forth in the Item No. 4 of the Notice for approval of the members.

Annexure - I

Name of Director	Jagdish Prasad Purohit	Kailash Prasad Purohit
Directors' Identification No. (DIN)	00083125	01319534
Date of Birth	24 <sup>th</sup> February 1958	12 <sup>th</sup> October 1960
Date of Appointment on Board	22 <sup>nd</sup> March 2007	1 <sup>st</sup> April 2002
Qualification	B. Com. LLB	B. Com, LLB
Experience	Expertise in Accounts, Taxation, Capital & Money Market and also having good knowledge of Legal & Secretarial matters.	Rich professional experience of about 33 years in managing the entire spectrum of Accounting, Company Law Matters, Due Diligence, Fund Management, Legal / Statutory Issues and General Administration
Terms & Conditions of Appointment / Re-appointment	Retires by rotation in subsequent AGMs	3 Years commencing from 1 <sup>st</sup> April 2018
Remuneration details	Not more than ₹ 25,000/- per month plus reimbursement of out of pocket expenses.	Not more than ₹ 50,000/- per month plus reimbursement of out of pocket expenses.
Shareholding in Company	26.00 Lakh Shares in the name of Relatives & Trusts managed by Family Members	25.00 Lakh Shares or 17.33% of Paid-up Capital in his own name and 1.00 Lakh Shares in the name of Relatives & Trusts managed by Family Members
Relationship with Company and other Directors	Part of Promoter Group and brother of Mr. Kailash Prasad Purohit, Managing Director	Part of Promoter Group and brother of Mr. Jagdish Prasad Purohit, Non-Executive Director
No. of Board Meeting attended during the year	7 (Seven)	7 (Seven)
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	1. Warner Multimedia Ltd. 2. Unisys Softwares & Holding Industries Limited	1. Warner Multimedia Ltd. 2. JMD Sounds Ltd. 3. Prince Tradecom Limited
Memberships / Chairmanships of Audit and Stakeholders' relationship Committees across Public Companies	Membership – 3 Chairmanship – Nil	Membership – 3 Chairmanship – Nil

Mumbai, May 30, 2018

By order of the Board  
For JMD Ventures LimitedRegistered Office :  
Unit No. 323 & 324, 3rd Floor  
Building No. 9, Laxmi Plaza  
New Link Road, Andheri (West)  
Mumbai-400 053Nitin Dabriwal  
Company Secretary

## Directors' Report

To  
The Members,

Your Directors have pleasure in presenting the 34th Annual Report of your Company together with the Audited Statements of Accounts for the financial year ended March 31, 2018.

(₹in Lakh)

Financial Results	Year Ended 31.03.2018	Year Ended 31.03.2017
Gross Sales / Revenue for the year	3840.08	6124.34
Profit / (Loss) before Tax & Extra-ordinary Items	(151.55)	(16.20)
Less : Provision for Taxation (including Deferred Tax)	(3.25)	(4.77)
Profit / (Loss) after Tax	(148.30)	(11.43)
Add / (Less) : Prior Period Adjustments	-	0.44
Profit/(Loss) available for Appropriation	(148.30)	(10.99)
Appropriated as under :		
Transfer to General Reserves	-	-
Net Profit/(Loss) available after Appropriation	(148.30)	(10.99)
Balance of Profit brought forward from Previous Year	536.30	547.29
Balance of Profit carried forward to Next Year	388.00	536.30

### OVERVIEW OF ECONOMY

After two sub-par years, interjected by demonetisation and rollout of the Goods and Services Tax (GST), growth is seen recuperating to a respectable 7.5% next fiscal. This, however, is still below the 13-year average.

The key engines supporting the upturn are largely domestic and policy-driven, though a synchronous upturn in global growth will, undoubtedly, provide some tailwind.

The asset quality issues plaguing the public sector banks have reached such gargantuan proportions – with gross non-performing assets (GNPAs) touching 10.5% - that no meaningful and sustainable economic recovery is plausible without, at least, beginning of a resolution process.

The transparent and time-bound process driven by National Company Law Tribunal (NCLT) offers hope. While haircuts are likely to be deep – at 60%+ in our view in many large cases – the scale and timeframe of recovery will mark a watershed for Indian banking.

With improving economy and turning credit cycle, fresh slippages will moderate and NPAs will likely peak at 11% by March 2019. Continued government support through capital infusion, including growth capital, will, however, be critical for the lending cycle to start, a requisite for growth step-up.

### PERFORMANCE HIGHLIGHTS & OUTLOOK

The current financial year was a disappointing year for the Company as the Company has failed to deliver at any part of its business activities. Demonetization, implementation of GST without concert laws, lack of clarity, etc. have really affected the business module of the Company and is still to recover from these bouncers. On the other hand fall of rupee vs. USD has made its products expensive whereas lack of demand has further reduced the profitability of Company. The circumstances forced company to sell existing stock and to book loss and this is what appearing in the current years' financial statement.

On the Capital market front, the business has seriously affected due to free fall in mid-cap and small-cap stocks, the where the Company was having most exposure. The Company is facing difficult time due to continuous changing in Market regulators' policy and implementation of high margin in these stocks as well as tightening screw by way of implementing lower circuits and restrictions in pricing of shares. All these aspects have forced Company to re-think its strategy in to the Stock Market and is still to decide.

In regard to financials at standalone level, gross revenue from the operations stood at ₹ 3840.08 lakh compared to ₹ 6124.34 lakh for the previous year. PBT Margin stood at ₹(151.55) lakh in comparison to the last year figure of ₹ (16.20) lakh. Net Profit/(Loss) after tax and extra-ordinary items stood at ₹ (148.30) lakh in comparison to last year figure of ₹ (11.43) lakh.

The Company is in to the business of Music recording, trading of MVAS software, computer and mobile hardware, sale of online music through its music portal and sale of music DVDs at its Stores or through franchises and trading / investments activities Capital Market as well as providing financial assistance by way of providing short term loan.

The outlook for the current year is expected to be more tuff and challenging looking to the current scenario but is hopeful of coming out of it as time progresses.

#### BUSINESS SEGMENT

During the year, the Company was into the business of Music recording (Entertainment Industry), trading in Hardware and Software (Mobile Applications), sale of music CDs and music through online video platform viz. YouTube etc. and in its retail outlets or through franchisees, renting of recording studio as well as investment activities in capital market in accordance with the Accounting Standard 17 notified by Companies (Accounting Standards) Rules 2006.

#### SEGMENT WISE PERFORMANCE

##### MVAS Software & Hardware Segment

The gross revenue in the segment was of ₹ 1524.91 lakh in comparison to last years' figure of ₹ 4948.39 lakh. Profit margin from said activities stood at ₹ 1.05 lakh in comparison to previous years' figure of ₹ 3.50 lakh and thus registered a decline in comparison to previous financial year.

##### Music Activities & Recording Studio

The Company has earned a profit of ₹ 3.30 lakh only in comparison to last years' profit of ₹ 7.10 lakh from the segment showing a marginal growth in the segment.

##### Investments in Shares & Securities

The Company has incurred a net loss of ₹ (155.90) lakh in the segment. The loss was due to reduction in value of Shares and on the sale of shares into the market.

#### DIVIDEND AND RESERVES

Due to losses and in order to conserve resources, your Directors do not recommend any Dividend for the year under review.

During the year under review, sum of ₹ Nil were transferred to General Reserves.

**SHARE CAPITAL**

The paid up Equity Share Capital as on March 31, 2018 was ₹ 14.4292 Crore. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity. As on March 31, 2018, none of the Directors and/or Key Managerial Person of the Company hold instruments convertible in to Equity Shares of the Company.

**FINANCE AND ACCOUNTS**

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on March 31, 2018 has been prepared in accordance with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2018.

The Company continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

There is no audit qualification in the standalone financial statements by the statutory auditors for the year under review.

**CONSOLIDATED FINANCIAL STATEMENT**

The Consolidated Financial Statement of the Company is prepared in accordance with the relevant Indian Accounting Standards issued by the Institute of Chartered Accountants of India and forms an integral part of this Report.

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of Subsidiaries/Associate Companies/Joint Ventures is given in Form AOC-1 and forms an integral part of this Report.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Details of Loans, Guarantees and Investments, if any, covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

**SUBSIDIARY COMPANY & ITS PERFORMANCE**

Domestic Company

JMD Medico Services Limited

M/s. JMD Medico Services Limited, a Subsidiary Company, was incorporated on 24<sup>th</sup> April 2015 with a plan to enter into pharma segment, mainly to produce ayurvedic drugs, medicines and also household skin care products which will be marketed by JMD Ventures Limited.

The revenue of the Company for the year was ₹186.17 lakh on account of sale of its ayurvedic products; in comparison to last year's revenue of ₹ 49.37. In term of net profit/(loss) after tax and extra-ordinary items, the same was stood at ₹ (94.96) lakh in comparison to last years' amount of ₹ (31.71) lakh.

**RELATED PARTY TRANSACTIONS**

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of Listing Regulations; during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013 and the Rules made thereunder are not attracted and thus disclosure in term of Section 134(3)(h) r/w Rule 8 (2) of the



Companies (Accounts) Rules, 2014 and under Regulation 34(3) & 53(f), Para A of Schedule V of SEBI (LODR) Regulations, 2015 is attached as Annexure I. Further, there are no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website viz. [www.jmdlimited.com](http://www.jmdlimited.com)

#### MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis on the operations of the Company as prescribed under Part B of Schedule V read with regulation 34 (3) of the Listing Regulations, 2015 is provided in a separate section and forms part of the Directors' Report.

#### CHANGE IN NATURE OF BUSINESS, IF ANY.

There are no changes in the nature of business in the financial year 2017-18.

#### BOARD EVALUATION

The Board of Directors have laid down the manner for carrying out an annual evaluation of its own performance, its various Committees and individual directors pursuant to the provisions of the Act and relevant Rules and the Corporate Governance requirements are in compliance with Regulation 17 of Listing Regulations, 2015. The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of various criteria such as Board Composition, process, dynamics, quality of deliberations, strategic discussions, effective reviews, committee participation, governance reviews etc. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of criteria such as Committee composition, process, dynamics, deliberation, strategic discussions, effective reviews etc. The Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as transparency, analytical capabilities, performance, leadership, ethics and ability to take balanced decisions regarding stakeholders etc.

#### NUMBER OF MEETINGS OF THE BOARD

The details of the Board Meetings and other Committee Meetings held during the financial year 2017-18 are given in the separate section of Corporate Governance Report.

#### BOARD COMMITTEES

All Committees of the Board of Directors are constituted in line with the provisions of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### MANAGEMENT

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

#### DIRECTORS

There is no change in composition of Board during the year under review.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, none of the Directors of the Company are disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

## INDEPENDENT DIRECTORS

As per provisions of Section 149 of the 2013 Act, independent directors shall hold office for a term up to five consecutive years on the board of a company, but shall be eligible for re-appointment for another term up to five years on passing of a special resolution by the company and disclosure of such appointment in Board's Report. Further Section 152 of the Act provides that the independent directors shall not be liable to retire by rotation in the Annual General Meeting ('AGM') of the Company.

As per Regulation 25 of Listing Regulations (applicable from December 1, 2015), a person shall not serve as an independent director in more than seven listed entities: provided that any person who is serving as a whole time director in any listed entity shall serve as an independent director in not more than three listed entities. Further, independent directors of the listed entity shall hold at least one meeting in a year, without the presence of non-independent directors and members of the management and all the independent directors shall strive to be present at such meeting.

## DETAILS OF DIRECTORS/KMP APPOINTED AND RESIGNED DURING THE YEAR

Sl. No.	Name	Designation	Date of Appointment	Date of Resignation
1.	Mr. Pravin Sawant	CFO	-	1 <sup>st</sup> Nov 2017
2.	Mr. Shivkumar Yadav	CFO	1 <sup>st</sup> Nov 2017	-

## KEY MANAGERIAL PERSONNEL

- |    |                        |   |  |
|----|------------------------|---|--|
| 1. | Kailash Prasad Purohit | - | Chairman & Managing Director           |
| 2. | Nitin Dabriwal         | - | Company Secretary & Compliance Officer |
| 3. | Shiv Kumar Yadav       | - | Chief Financial Officer                |

## SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, TRIBUNALS OR COURTS

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

## MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

There have been no material changes and commitments affecting the financial position of the Company between the end of Financial Year and date of the report.

## DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013 the Board of Directors confirms that:

- that in the preparation of the Annual Accounts for the year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- the directors had selected 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 as at March 31, 2018 and of the profit/(loss) of the Company for the year ended on that date;

3. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the annual accounts have been prepared on a going concern basis;
5. that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
6. that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### INTERNAL AUDIT AND INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY

Your Company has an Internal Control System, which is commensurate with the size, scale, scope and complexity of its operations. To maintain its objectivity and independence, an independent firm of Chartered accountants has been appointed as the Internal Auditors, who report to the Chairman of the Audit Committee of the Board.

The Internal Auditors monitor and evaluate the efficacy and adequacy of internal control system in your Company, its compliance with operating systems, accounting procedures and policies of your Company. Based on the report of the Internal Auditors placed before the Audit Committee, process owners undertake corrective action in their respective areas and thereby strengthen the controls. The internal controls have been reported by the Auditors to be adequate and effective during the year.

#### VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a Whistle Blower Policy to report genuine concerns or grievances. The Whistle Blower Policy has been posted on the website of the Company i.e. [www.jmdlimited.com](http://www.jmdlimited.com)

#### INFORMATION TECHNOLOGY

Innovation and Technology are synonymous with the Company. The investment in technology acts as a catalyst and enables the Company to be innovative.

#### 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

##### Statutory Auditors

At the 30<sup>th</sup> Annual General Meeting held on Monday, 22<sup>nd</sup> September, 2014, M/s Mehta Kothari & Associates, Chartered Accountants, Mumbai (FRN: 106247W) were appointed as the Statutory Auditors of the Company to hold office from the conclusion of 30<sup>th</sup> AGM till the conclusion of the Annual General Meeting to be held in the year 2018, subject to ratification of the appointment by the Members at every AGM held after the 30<sup>th</sup> AGM of the Company.

M/s Mehta Kothari & Associates, Chartered Accountants, Mumbai (FRN: 106247W) vide their letter dated 30<sup>th</sup> May, 2018 have resigned from the position of Statutory Auditors of the Company after the conclusion of forthcoming 34<sup>th</sup> Annual General Meeting, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on 30<sup>th</sup> May, 2018, recommended the appointment of M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN - 317159E) as Statutory Auditors of the Company in place of M/s. Mehta Kothari & Associates, Chartered Accountants, Mumbai (FRN: 106247W) to hold office from the conclusion of 34<sup>th</sup> Annual General Meeting till the conclusion of 39<sup>th</sup> Annual General Meeting subject to ratification of their appointment at every Annual General Meeting.

Your Company has received a letter from M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN - 317159E) to the effect that their appointment, if made, would be under the second and third proviso to Section 139 (1) of the Companies Act, 2013 and that they are not disqualified within the meaning of Section 141 of the Companies Act, 2013 read with Rule 4(1) of the Companies (Audit and Auditors) Rules, 2014.

The Audit Report given by Mehta Kothari & Associates (erstwhile Statutory Auditors) for the financial year 2017-18, forming part of this Annual Report.

#### Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Sinu Surolia, Company Secretaries in Practice (C. P. No. 17293) to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed in this Annual Report as Annexure II.

#### EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, extract of the Annual Return for the financial year ended 31<sup>st</sup> March, 2018 made under the provisions of Section 92(3) of the Act is attached as Annexure III to this report.

#### PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the same is not applicable to the Company as none of employee is drawing remuneration in excess of the limits set out in the said rules and thus no disclosure has been provided in this Annual Report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 by way of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2016 dated June 30, 2016 ("Amended Managerial Remuneration Rules, 2016"), the report is not applicable to the Company.

#### DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013 READ WITH RULES

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 read with Rules thereunder, the Company has not received any complaint of sexual harassment during the year under review.

#### PARTICULARS UNDER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013

Since the Company is into the business of music recording, trading of MVAS Software, sale of online music through its music portal and sale of music DVDs at its Stores or through franchises, trading / investment activities Capital Market as well as providing financial assistance by way of providing short term loan; the information regarding Conservation of Energy, Technology Absorption, Adoption and Innovation, as defined under section 134(3)(m) of the Companies Act, 2013 read with Rule, 8(3) of the Companies (Accounts) Rules, 2014, is reported to be NIL.

**FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Company has not earned or used any foreign exchange during the year under review.

**PUBLIC DEPOSITS**

During the year under review, your Company has not accepted any deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

**REPORT ON CORPORATE GOVERNANCE**

As per Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

**CAUTIONARY STATEMENT**

Statements in this Directors' Report and Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

**APPRECIATION**

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

Mumbai, May 30, 2018

By order of the Board  
For JMD Ventures Limited

Registered Office :  
Unit No. 323 & 324, 3rd Floor  
Building No. 9, Laxmi Plaza  
New Link Road, Andheri (West)  
Mumbai-400 053

Kailash Prasad Purohit  
(DIN : 01319534)  
Chairman & Managing Director

## Management Discussions & Analysis

### MACRO ECONOMIC ENVIRONMENT

The Indian economy is expected to grow at an annual rate of 7.4% in 2018 and 7.8% in 2019, according to a recently released IMF Economic Outlook. India's economy is "lifted by strong private consumption as well as fading transitory effects of the currency exchange initiative and implementation of the national goods and services tax," notes the report. "Over the medium term, growth is expected to gradually rise with continued implementation of structural reforms that raise productivity and incentivize private investment."

India's projected 2018-19 growth rates are well above China's 6.6% and 6.4% over the same period. And things could get even worse for Chinese economic growth over the long-term, due to the continued rise of the country's nonfinancial debt. "Over the medium term, the economy is projected to continue rebalancing away from investment toward private consumption and from industry to services, but nonfinancial debt is expected to continue rising as a share of GDP, and the accumulation of vulnerabilities clouds the medium-term outlook," notes the IMF report.

To be fair, India's economic growth begins at a low level of resources utilization. Therefore, it can raise GDP growth by the better employment of excess resources with existing technologies. China's economy, by contrast, begins at higher resource utilization levels. Therefore, it can no longer raise GDP growth by using existing technologies. It must innovate, and that isn't easy given China's current economic structure where most of its economic sectors are under direct or indirect government control.

### OPPORTUNITIES

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. Proving its resilience to the world, the Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenues. The industry has been largely driven by increasing digitization and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people.

Indian media and entertainment (M&E) industry grew at a CAGR of 12.25 per cent from 2011-2017; and is expected to grow at a CAGR of 11.6 per cent to touch Rs 2,032 billion (US\$ 31.53 billion) by 2020 from Rs 1,308 billion (US\$ 19.46 billion) in 2016. The industry provides employment to 3.5-4 million people, including both direct and indirect employment in CY 2017.

The entertainment industry continues to be dominated by the television segment, with the segment accounting for 44.24 per cent of revenue share in 2016, which is expected to grow further to 48.18 per cent by 2021.

Google's video platform, YouTube, plans to increase its user base in India to 400 million, as rising internet penetration in the rural areas will enable the consumers to access videos on their smartphones.

### THREATS & CONCERNS

Corporate performance will mirror improving macros with revenue growth exceeding inflation meaningfully for the first time in over five years. We expect India Inc (excluding banking, financial services and insurance, and oil and gas companies) to report double-digit growth in earnings before interest, tax, depreciation and amortisation (EBITDA) for the first time in eight years. Revenue growth, too, is projected to touch a seven-year high.

The big picture shows improving growth dynamics and domestic consumption, infrastructure spending doing the heavy lifting and supportive tailwinds from global growth and exports.

The key risks to our forecasts stem from inability to resolve GST-related issues quickly and fiscal stress leading to a cut in capex by the government.

On the global side, faster-than-expected rate increases by central banks, flashpoints in trade policies, and geopolitical events impacting crude oil prices are among risks to other macroeconomic forecasts.

But with more dominant domestic drivers falling in place, we remain convinced of a meaningful, though below aspirational level, recovery in macro and micro growth for fiscal 2019.

#### HUMAN RESOURCES

The Company recognizes that its success is deeply embedded in the success of its human capital. During 2017-2018, 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.

#### CORPORATE SUSTAINABILITY AND SOCIAL RESPONSIBILITY

The provision of the Section 135 and Schedule VII of the Companies Act, 2013 as well as the provisions of the Companies (Corporate Social Responsibility Policy) Rules, 2014 effective from April 1, 2014 relating to CSR Initiatives are not applicable to the Company.

#### 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.

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.

By order of the Board

Registered Office :  
Unit No. 323 & 324, 3rd Floor  
Building No. 9, Laxmi Plaza  
New Link Road, Andheri (West)  
Mumbai-400 053

For JMD Ventures Limited  
Kailash Prasad Purohit  
(DIN : 01319534)  
Chairman & Managing Director

Mumbai, May 30, 2018

## Annexure – I

## DETAILS OF RELATED PARTY TRANSACTIONS

- A. (Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

All related party transactions entered during the year were in ordinary course of business and on arm's length basis and the same have been disclosed under Note No. 4.10 of the Notes to Financial Statements.

No material related party transactions arising from contracts/ arrangements with related parties referred to in the Section 188(1) of the Companies Act, 2013 were entered during the year by the Company. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

- B. Disclosures pursuant to Regulation 34(3) & 53(f) and Para A of Schedule V of SEBI (LODR) Regulations, 2015

Sl. No.	In the Account of	Disclosures of amount at the year end and the maximum loans/advances/Investments outstanding during the year. amount of	
1.	Holding Company	<ul style="list-style-type: none"> <li>o Loans and advances in the nature of loans to subsidiaries by name and amount</li> <li>o Loans and advances in the nature of loans to associates by name and amount</li> <li>o Loans and advances in the nature of loans to Firms/ Companies in which directors are interested by name and amount</li> </ul>	Not Applicable
2.	Subsidiary	<ul style="list-style-type: none"> <li>o Loans and advances in the nature of loans to subsidiaries by name and amount</li> <li>o Loans and advances in the nature of loans to associates by name and amount</li> <li>o Loans and advances in the nature of loans to Firms/Companies in which directors are interested by name and amount</li> </ul>	
3.	Holding Company	<ul style="list-style-type: none"> <li>o Investment by the loanee in the shares of parent Company and subsidiary Company has made a loan or advance in the nature of loan.</li> </ul>	

Registered Office :  
Unit No. 323 & 324, 3rd Floor  
Building No. 9, Laxmi Plaza  
New Link Road, Andheri (West)  
Mumbai-400 053

Mumbai, May 30, 2018

By order of the Board  
For JMD Ventures Limited

Kailash Prasad Purohit  
(DIN : 01319534)  
Chairman & Managing Director



**SECRETARIAL AUDIT REPORT  
FORM NO. MR-3**

FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH 2018

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

The Members,  
JMD Ventures Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by JMD Ventures Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided to us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of JMD Venture Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2013;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during audit period)
  - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;

- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
6. We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major head/groups of Acts, Laws and Regulations as applicable to the Company is given below –
- a. Acts as prescribed under Direct Tax and Indirect Tax
  - b. Acts as prescribed under Shop and Establishment Act of various local authorities.
7. We have also examined compliance with the applicable clauses of the following:
- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
  - b) Reserve Bank of India Act, 1934 and the rules made there under to the extent of provisions applicable to Non-Banking Financial Companies and Regulations made thereunder;
  - c) Provident Fund Act 1952;
  - d) The Listing Agreements entered into by the Company with BSE Limited.
  - e) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (with effect from December 1, 2015).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

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

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

Place : Kolkata  
Date : May 30, 2018

Sinu Surolia  
Practicing Company Secretary  
C. P. No. 17293

Annexure A to the Secretarial Audit Report

The Members,  
JMD Ventures Limited  
Mumbai

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test check basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Kolkata  
Date : May 30, 2018

Sinu Surolia  
Practicing Company Secretary  
C. P. No. 17293

## EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2018

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

FORM NO. MGT - 9

I. Registration & Other Details									
CIN	L67190MH2000PLC033180								
Registration Date	18/06/1984								
Name of the Company	JMD Ventures Limited								
Category / Sub-Category of the Company	Category : Company having Share Capital Sub-Category : Indian Non-Government Company								
Address of the Registered Office and contact details	Unit No. 323 & 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West) Mumbai-400 053 Tel : +91 22 6565 3451								
Whether listed company	Listed Company								
Name, address and contact details of Agent, if any Registrar and Transfer	Purva Sharegistry (India) Pvt. Ltd.No. 9, Shiv Shakti Ind. Estate, Gr. Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011 Tel : +91 22 2301 8261 / 0771								
II. Principal Business Activities of the Company									
All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:									
Name and Description of main Businesses	NIC Code of Business			% of Total Turnover of the Company					
Recording and Sale of Music DVDs & Instruments	47620			00.34%					
Trading of Software (MVAS) & Hardware	47413			39.71%					
Trading / Investment in Shares & Securities	66110			59.95%					
III. Details of Subsidiary / Associate / Holding Companies									
Name & Address of Company	CIN / GLN		Holding / Subsidiary / Associate		% of Shares Held		Applicable Section		
JMD Medico Services Limited Unit No. 323 & 324, 3rd Floor, Bldg. No. 9, Laxmi Plaza, New Link Road, Andheri (W), Mumbai - 400 053	U74999MH2015 PLC263785		Subsidiary		58.76%		2(6) & 2(87) of Companies Act, 2013		
IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)									
Category wise Shareholding									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	26000000	-	26000000	18.02	26000000	-	26000000	18.02	
b) Central Govt. (s)	-	-	-	-	-	-	-	-	
c) State Govt. (s)	-	-	-	-	-	-	-	-	
d) Bodies Corporate	4600000	-	4600000	3.19	4600000	-	4600000	3.19	-
e) Banks / FIs	-	-	-	-	-	-	-	-	
f) Any Other .....	-	-	-	-	-	-	-	-	
Sub Total A(1)	30600000	-	30600000	21.21	30600000	-	30600000	21.21	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	
b) Other - Individuals	-	-	-	-	-	-	-	-	
c) Bodies Corporate	-	-	-	-	-	-	-	-	
d) Banks / FIs	-	-	-	-	-	-	-	-	

e) Any Other .....	-	-	-	-	-	-	-	-	-
Sub Total A(2)									
Total Shareholding of Promoters (A1) + (A2)	30600000	-	30600000	21.21	30600000	-	30600000	21.21	-
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt. (s)	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub Total B(1)	-	-	-	-	-	-	-	-	-
(2) Non-Institutions									
a) Bodies Corporate									
i. Indians	86395503	-	86395503	59.87	8381368	-	8381368	58.09	1.78
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual Shareholders holding nominal share capital up to ₹ 2 lakh	8065870	24162	8090032	5.61	758696	1916	760612	5.27	0.34
ii. Individual Shareholders holding nominal share capital in excess of ₹ 2 lakh	16581178	1000000	17581178	12.18	1947535	100000	2047535	14.19	2.01
c) Others (Specify)									
i. HUF	1440291	-	1440291	1.00	153870	-	153870	1.07	0.07
ii. Clearing Members	151885	-	151885	0.11	18941	-	18941	0.13	0.02
iii. NRI	33111	-	33111	0.02	2874	-	2874	0.02	0.00
iv. NBFC	-	-	-	-	4000	-	4000	0.03	0.03
Sub Total B(2)	112667838	1024162	113692000	78.79	11267284	101916	11369200	78.79	-
Total Public Shareholding									
B = B(1) + B(2)	112667838	1024162	113692000	78.79	11267284	101916	11369200	78.79	-
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	143267838	1024162	144292000	100.00	14327284	101916	14429200	100.00	-

**ii) Shareholding of Promoters**

Shareholders Name	Shareholding at the beginning of the year			Shareholding during and at the end of the year			% change in shareholding during the year
	No. of Share	% of total shares of the company	% of Shares Pledged encumbered to total shares	No. of Shares	% of Shares shares of the company	% of Shares Pledge / encumbered to total shares	
Kailash Prasad Purohit	25000000	17.33	Nil	2500000	17.33	100.00	-
JMD Sounds Limited	600000	0.42	Nil	60000	0.42	Nil	-
Unisys Softwares & Holding Ind. Ltd.	4000000	2.77	Nil	400000	2.77	Nil	-
Jagdish Purohit (Saurabh Family Trust)	250000	0.17	Nil	25000	0.17	Nil	-
Pawan Kr. Purohit (Adarsh Trust)	200000	0.14	Nil	20000	0.14	Nil	-
Kailash Prasad Purohit (Renuka Trust)	150000	0.10	Nil	15000	0.10	Nil	-
Sushil Kr. Purohit (Priyanka Trust)	150000	0.10	Nil	15000	0.10	Nil	-
Anil Kr. Puorhit (Madhav Trust)	150000	0.10	Nil	15000	0.10	Nil	-
Anil Kr. Puorhit (Madhav Vinyas)	100000	0.07	Nil	10000	0.07	Nil	-

iii) Change in Promoters' Shareholding (Please specify, if there is no change)						
Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Date of Changes	Reason for Changes
	No. of shares	% of total shares of the company	No. of Shares	% of total shares of the Company		
At the beginning of the year	30600000	21.21	30600000	21.21	No change in Promoters' Shareholding except in face value of Shares of Rs. 1/- to Rs. 10/-	
At the end of the Year			30600000	21.21		

Note : Change in face value of Equity Shares from Rs. 1/- to Rs. 10/-

Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. Allotment / transfer / bonus / sweat equity etc):					
Name of Promoter / Promoter Group	Opening Bal	Shares Increase	Shares Decrease	Date of Increase/ Decrease	Reason for Changes
N. A.	30600000	-	-	-	-

iv) Shareholding of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs & ADRs)					
For Each of the Top 10	Shareholding at the beginning of the year		Date wise increase /decrease in Shareholding	Cumulative shareholding during and the end of the year	
	No. of Shares	% of total shares of the Company		No. of Shares	% of Total shaes of the Company
Giant Sales Private Limited	7174804	4.97%	Not Any	717649	4.97%
Brijdham Dealcom Pvt. Ltd.	6807393	4.72%	Not Any	680739	4.72%
Greenview Dealers Pvt. Ltd.	6664712	4.62%	Not Any	666471	4.62%
Premasagar Vinimay Pvt. Ltd.	6664712	4.62%	Not Any	666471	4.62%
Decent Vincom Private Limited	5597704	3.88%	Not Any	559770	3.88%
Compas Distributors Pvt. Ltd.	4450000	0.08%	Not Any	445000	0.08%
Religare Finvest Private Limited	4170168	2.92%	Not Any	417016	2.92%
Forum Suppliers Private Limited	3887420	2.69%	Not Any	388742	2.69%
Mayurpankh Vincom Pvt. Ltd.	3272918	2.27%	Not Any	327291	2.27%
Flame Dealers Pvt. Ltd.	3136000	2.17%	Not Any	313600	2.17%

v) Shareholding of Directors and Key Managerial Personnel				
For Each of Directors & KMP	Shares holding at the beginning of the year		Cumulative Shareholding during and at the end of the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year / at the end of the year	25000000	17.33	2500000	17.33
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	Not Applicable as there is no change in Shareholding of Directors / KMP during the year (Except change in face value of Shares from Rs. 1/- to Rs. 10/-)			

V. INDEBTEDNESS				
In Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans Excluding deposits (Rs. in Lac)	Unsecured Loans (Rs. in Lac)	Deposit (Rs. in Lac)	Total Indebtedness (Rs. in Lac)
Indebtedness at the beginning of the financial year	Nil	Nil	Nil	Nil
i. Principal Amount				
ii. Interest due but not Paid				
iii. Interest Accrued but not due				
Change in Indebtedness during the financial year	Nil	Nil	Nil	Nil
• Addition				
• Reduction				
Indebtedness at the end of the financial year	Nil	Nil	Nil	Nil
i. Principal Amount				
ii. Interest due but not Paid				
iii. Interest Accrued but not due				
<b>Total (i+ ii+ iii)</b>	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL						
Sr. No.	Particulars of Remuneration	Kailash Pd. Purohit (MD)	Jagdish Pd/ Purohit (NED)	Shiv Kr. Yadav (CFO)	Pravin T. Sawant (CFO)	Nitin Dabriwal (CS)
1.	Gross Salary	Nil	Nil	₹ 1,68,900/-	₹ 3,00,000/-	₹ 2,80,000/-
2.	Value of Perquisites	Nil	Nil	Nil	Nil	Nil
3.	Stock Options	Nil	Nil	Nil	Nil	Nil
4.	Sweat Equity	Nil	Nil	Nil	Nil	Nil
5.	Commission	Nil	Nil	Nil	Nil	Nil
6.	Others (Please specify)	Nil	Nil	Nil	Nil	Nil

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:					
Type	Section of the	Brief Description	Details of Penalty / Punishment/ Compounding	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
<b>A. Company</b>					
Penalty			No Instance		
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty			No Instance		
Punishment					
Compounding					
<b>C. Other Officers in Default</b>					
Penalty			No Instance		
Punishment					
Compounding					

**ANNEXURE TO DIRECTORS' REPORT****CORPORATE GOVERNANCE**

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2018, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The "Listing Regulations").

Corporate Governance is modus operandi of governing a corporate entity which includes a set of systems, procedures and practices which ensure that the Company is managed in the best interest of all corporate stakeholders i.e. shareholders, employees, suppliers, customers and society in general. Fundamentals of Corporate Governance include transparency, accountability, reporting and independence. For accomplishment of the objectives of ensuring fair Corporate Governance, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, SEBI Regulations, Accounting Standards, Secretarial Standards, etc. Corporate Governance has become a buzzword in the corporate world. Globalizations, widespread of shareholders, changing ownership structure, greater expectations, etc. have made a good Corporate Governance sin-quo-nun of modern management.

**COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Company's governance philosophy is based on trusteeship, transparency and accountability. As a corporate citizen, our business fosters a culture of ethical behavior and disclosures aimed at building trust of our stakeholders. The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders and the Charter-Business for Peace are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances.

The Company's governance framework is based on the following principles:

- Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- Timely disclosure of material operational and financial information to the stakeholders;
- Availability of Information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- Systems and processes in place for internal control; and
- Proper business conduct by the Board, Senior Management and Employees.

**GOVERNANCE STRUCTURE**

The Corporate Governance Structure at JMD Ventures Ltd. (JMD) is as under :-

1. Board of Directors : The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.
2. Committees of the Board : The Board has constituted the following committees viz. Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee. Each of said Committee has been managed to operate within a given framework.



## BOARD OF DIRECTORS

## Size &amp; 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.

The composition and category of the Board of Directors as at March 31, 2018, 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	DIN	Date of Joining	Committee Membership in other Listed Cos.	Committee Chairman-ship in other Listed Cos.	No. of Directorship in other Listed Cos.
Kailash Prasad Purohit*	Managing Director	01319534	1 <sup>st</sup> April 2002	Nil	Nil	1
Jagdish Prasad Purohit	Non-Executive Director	00083125	22 <sup>nd</sup> March 2007	3	Nil	2
Johar Pal Singh	Independent Director	00113986	11 <sup>th</sup> Dec 2014	2	2	2
Mrs. Saroj Devi Kothari	Independent Director	001312905	4 <sup>th</sup> Jan 2017	4	2	6

\*Chairman of the Board

## Notes:

1. Directorships exclude Private Limited Companies, Foreign Companies and Section 8 Companies.
2. Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders' Relationships Committee in Indian Public Limited companies other than M/s. JMD Ventures Limited.
3. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairperson of more than five such Committees.
4. Except Mr. Jagdish Prasad Purohit and Mr. Kailash Prasad Purohit, who are brothers in relation; no other Directors are related with each other.
5. Details of Director(s) retiring or being re-appointed are given in notice to Annual General Meeting.

## Chairman and Managing Director

His primary role is to provide leadership to the Board in achieving goals of the Company. He is responsible for transforming the Company into a successful organization. He is responsible, inter-alia, for the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors are encouraged to provide their expert guidance on the relevant issues raised in the meetings of the Board. He is also responsible for formulating the corporate strategy along with other members of the Board of Directors. His role, inter alia, includes:

- Provide leadership to the Board and preside over all Board and General Meetings.
- Achieve goals in accordance with Company's overall vision.
- Ensure that Board decisions are aligned with Company's strategic policy.
- Ensure to place all relevant matters before the Board and encourage healthy participation by all Directors to enable them to provide their expert guidance.
- Monitor the core management team.

Non-Executive Directors (including Independent Directors) play a critical role in balancing the functioning of the Board by providing independent judgments on various issues raised in the Board Meetings like formulation of business strategies, monitoring of performances, etc. Their role, inter- alia, includes:

- Impart balance to the Board by providing independent judgment.
- Provide feedback on Company's strategy and performance.
- Provide effective feedback and recommendations for further improvements.

#### Board Independence

The Non-Executive Independent Directors fulfill the conditions of independence as specified in Section 149 of Companies Act, 2013 and Rules made there under and to meet with requirements of Regulation 16(b) of Listing Regulations. Further, none of the Independent Director is serving more than seven listed companies. In case he/she is serving as a Whole-Time Director in any listed company, does not hold the position of Independent Director in more than three listed companies. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Regulations has been issued and draft of the same has been disclosed on website of the Company.

#### Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. The Board Meetings are pre-scheduled and a tentative annual calendar of the Board is circulated to the Directors well in advance to facilitate the Directors to plan their schedules. In case of business exigencies, the Board's calls the meeting as per requirements of prevailing Act.

The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company.

#### Information placed before the Board

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

#### Post Meeting Mechanism

The important decisions taken at the Board / Board Committee meetings are communicated to the concerned department/s and/or division.

#### Board Support

The Company Secretary attends the Board meetings and advises the Board on Compliances with applicable laws and governance.

#### Familiarization Programme for Directors

At the time of appointing Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected of him/her as a Director of the Company. The Director is also explained in detail the Compliance required from him/her under the Companies Act, 2013, requirements of Listing Regulations, 2015 and other relevant regulations and affirmation taken with respect to the same. The Chairman & Managing Director also has one to one discussion with the newly appointed Director to familiarize him/her with the Company's operations. Further, the Company has put in place a system to familiarize the Independent Directors about the Company, its services, business and the on-going events relating to the Company.

Further, at the time of appointment of Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a Director. The format of the letter of appointment is available on Company website.

#### Details of Board Meetings

The Board of Directors met 7 times on 5<sup>th</sup> April, 29<sup>th</sup> May, 14<sup>th</sup> September, 1<sup>st</sup> November, 11<sup>th</sup> November and 14<sup>th</sup> November in year 2017 and on 14<sup>th</sup> February in the year 2018 during the financial year 2017-2018.

Attendance of Board of Directors at the Board Meeting and at the last Annual General Meeting :

Name	Designation	Attendance at the AGM	Meetings Attended
Kailash Prasad Purohit*	Chairman & Managing Director	Yes	7
Jagdish Prasad Purohit	Non-Executive Director	Yes	7
Johar Pal Singh	Independent Director	Yes	7
Saroj Devi Kothari	Independent Director	Yes	7

\*Chairman of the Board

#### AUDIT COMMITTEE

Audit Committee of the Board of Directors ("the Audit Committee") is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 read with rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and the provisions of Regulation 18 of the Listing Regulations. All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Economics, Risk and International Finance. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function.

#### TERMS OF REFERENCE

The Audit Committee inter alia performs the functions of approving Annual Internal Audit Plan, review of financial reporting system, internal controls system, discussion on financial results, interaction with Statutory and Internal Auditors, one-on-one meeting with Statutory and Internal Auditors, recommendation for the appointment of Statutory Auditors and their remuneration, recommendation for the appointment and remuneration of Internal Auditors, Review of Business Risk Management Plan, Management Discussions and Analysis, Review of Internal Audit Reports, significant related party transactions. The Company has framed the Audit Committee Charter for the purpose of effective compliance of provisions of section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

## FUNCTIONS OF AUDIT COMMITTEE

The Audit Committee, while reviewing the Annual Financial Statements also reviews the applicability of various Accounting Standards (AS) referred to in Section 133 of the Companies Act, 2013. Compliance of the Accounting Standards as applicable to the Company has been ensured in the preparation of the Financial Statements for the year ended March 31, 2018.

The Audit Committee bridges the gap between the Internal Auditors and the Statutory Auditors. To ensure good Governance, the Company has been rotating Partners of Statutory Auditors. The Statutory Auditors are responsible for performing Independent audit of the Company's financial statements in accordance with the generally accepted auditing practices and issuing reports based on such audits, while the Internal Auditors are responsible for the internal risk controls.

Besides the above, Chairman and Managing Director, Chief Financial Officer, the representatives of the Statutory Auditors and the Internal Auditors are permanent invitees to the Audit Committee Meetings. The Company Secretary acts as a Secretary to the Committee as required by Regulation 18(1)(e) of the Listing Regulations.

The Company follows best practices in financial reporting. The Company has been reporting on quarterly basis, the Un-audited Financial Results as required by the Regulation 33 of the Listing Regulations. The Company's quarterly Un-audited Standalone Financial Results are made available on the web-site [www.jmdl.com](http://www.jmdl.com) and are also sent to the Stock Exchanges where the Company's equity shares are listed for display at their respective websites.

The Audit Committee also oversees and reviews the functioning of a vigil mechanism (implemented in the Company as Whistle Blower Policy) and reviews the finding of investigation into cases of material nature and the actions taken in respect thereof.

## INTERNAL CONTROLS AND GOVERNANCE PROCESSES

The Company continuously invests in strengthening its internal control and processes. The Audit Committee along with the CFO formulates a detailed plan to the Internal Auditors for the year, which is reviewed at the Audit Committee Meetings. The Internal Auditors attend the meetings of Audit Committee at regular intervals and submit their recommendations to the Audit Committee and provide a road map for the future.

## CONSTITUTION AND MEETINGS OF AUDIT COMMITTEE

The members of Audit Committee met five times on 29<sup>th</sup> May, 14<sup>th</sup> September, 11<sup>th</sup> September and 14<sup>th</sup> November in year 2017 and on 14<sup>th</sup> February in year 2018 during the financial year ended on 31st March 2018.

Name	Position	Number of Meetings Held	Meetings Attended
Kailash Prasad Purohit	Member	5	5
Johar Pal Singh	Chairman	5	5
Saroj Devi Kothari	Member	5	5

## NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of three Non-Executive Directors. All members of the Nomination & Remuneration Committee are financially literate and they have accounting or related financial management expertise.

### Terms of Reference

The Board has framed the Remuneration and Nomination Committee Charter which ensure effective Compliance of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations, which are as follows:

- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing/Whole-time Director(s) and Senior Management (one level below the Board);
- to help in determining the appropriate size, diversity and composition of the Board;
- to recommend to the Board appointment/reappointment and removal of Directors;
- to frame criteria for determining qualifications, positive attributes and independence of Directors;
- to recommend to the Board remuneration payable to the Directors (while fixing the remuneration to Executive Directors the restrictions contained in the Companies Act, 2013 is to be considered);
- to create an evaluation framework for Independent Directors and the Board;
- to provide necessary reports to the Chairman after the evaluation process is completed by the Directors;
- to assist in developing a succession plan for the Board;
- to assist the Board in fulfilling responsibilities entrusted from time-to-time;
- Delegation of any of its powers to any Member of the Committee or the Compliance Officer.

### POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

#### Criteria of selection of Non-Executive Directors

- The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of accounting, finance, taxation, law etc. However Women Director is exempted from said criteria.
- In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director –
  - a) Qualification, expertise and experience of the Directors in their respective fields;
  - b) Personal, Professional or business standing;
  - c) Diversity of the Board.
- In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

### Remuneration

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### CEO & Managing Director – Criteria for selection / appointment

For the purpose of selection of the CEO & MD, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

#### Remuneration for the CEO & Managing Director

- At the time of appointment or re-appointment, the CEO & Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO & Managing Director within the overall limits prescribed under the Companies Act, 2013.
- The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- The remuneration of the CEO & Managing Director is paid by way of salary, allowances, perquisites, amenities and retirement benefits.

### PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board has carried out the annual evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Chairman and Managing Director and the Non Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

#### Constitution and Meetings of Nomination & Remuneration Committee

The members of Nomination & Remuneration Committee met once i.e. on 1<sup>st</sup> November in year 2017 during the financial year ended on 31<sup>st</sup> March 2018.

Name	Position	Number of Meetings Held	Meetings Attended
Jagdish Prasad Purohit	Member	1	1
Johar Pal Singh	Chairman	1	1
Saroj Devi Kothari	Member	1	1

### STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholder's Relationship Committee is constituted in line with the provisions of Regulation 20 of the SEBI LODR Regulations 2015, read with Section 178 of the Act and rules made thereunder.

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non receipt of annual reports, notices, non receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debentures and other securities of the Company.

The Share Department of the Company and the Registrar and Share Transfer Agent, Purva Shareregistry (India) Private Limited attend to all grievances of the shareholders and investors received directly or through SEBI, Stock Exchanges and Registrar of Companies etc.

The Minutes of Stakeholders' Relationship 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. Nitin Dabriwal, Company Secretary as a Compliance Officer within the meaning of requirements of Regulation 6 of Listing Regulations.

#### Composition of Committee and Meetings attended

During the year, two meetings of the Stakeholders' Relationship Committee were held on 14<sup>th</sup> September in year 2017 and on 14<sup>th</sup> February in year 2018 during the financial year 2017-2018.

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

Name	Position	Category	Meetings Attended
Mr. Johar Pal Singh	Chairman	Independent, Non-Executive	2
Mrs. Saroj Devi Kothari	Member	Independent, Non-Executive	2
Mr. Kailash Prasad Purohit	Member	Chairman & Managing Director	2

#### Details of Shareholders' Complaints

There was Nil Complaint pending at the beginning of the Financial Year. During the year the Company did not receive any complaint from any of the shareholders. Further, there was no pending complaint at the close of the financial year.

As required under Regulation 40(9) of Listing Regulations, 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.

The Company has designated email id [jmdtele@gmail.com](mailto:jmdtele@gmail.com) to lodge Investor complaints. Apart from this, the SEBI has also facilitated Investors to lodge complaints directly on SCORES on SEBI website for faster addressing and resolutions of Investor Complaints.

#### Independent Directors' Meeting

During the year under review, the Independent Directors met on March 22, 2018, inter alia, to discuss:

- Evaluation of the Performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the Performance of Chairman of the Company; taking into account the views of the Executive and Non Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

#### GENERAL BODY MEETINGS

Location & time for the last three Annual General Meetings:

Annual General Meeting	Date & Time	Venue
33 <sup>rd</sup> Annual General Meeting	15 <sup>th</sup> September 2017, 12.15 PM	Unit No. 323 & 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 058
32 <sup>nd</sup> Annual General Meeting	23 <sup>rd</sup> September 2016, 12.15 PM	Unit No. 323 & 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 058
31 <sup>st</sup> Annual General Meeting	24 <sup>th</sup> September 2015, 10.30 AM	Unit No. 323 & 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 058

#### SPECIAL RESOLUTIONS PASSED AT LAST THREE ANNUAL GENERAL MEETINGS :

A Special Resolution was passed in the 31<sup>st</sup> Annual General Meeting held on 24<sup>th</sup> September 2015 for adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

No Special Resolution has been proposed or passed during remaining two out of last three Annual General Meetings.

#### PASSING OF RESOLUTION BY POSTAL BALLOT:

Special /Ordinary Resolutions were passed on 15<sup>th</sup> May 2015 for



- Change in Objects of the Company;
- Granting of borrowing powers under Section 180(1)(c) of the Companies Act, 2013;
- Granting of powers to create charges on Companies properties under Section 180(1)(a) of the Companies Act, 2013;
- Granting of powers to make Loans or Investments and to give Guarantees or provide Security under Section 186 of the Companies Act, 2013; and
- Change of Name of Company from JMD Telefilms Industries Ltd. to JMD Ventures Limited.

Special /Ordinary Resolutions were passed on 14<sup>th</sup> November 2017 for

- Change in Face Value of Equity Shares from Rs. 1/- to Rs. 10/-;
- Alteration in Capital Clauses of Memorandum & Articles of Association.

No Resolution has been proposed or passed by way of Postal Ballot during remaining two out of last three financial years.

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.

#### BOARD DISCLOSURES

Compliance with Governance Framework

The Company is in compliance with all mandatory requirements of Listing Regulations, 2015.

#### STRICTURES AND PENALTIES

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets activities during the last three years.

#### DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

#### RISK MANAGEMENT

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is examined periodically by the Board and the Audit Committee.

#### SEBI / STOCK EXCHANGE COMPLIANCE

The Company has complied with all requirements of the Listing Agreement entered into with Stock Exchanges and also SEBI Listing Regulations (effective from 1st December 2015). Consequently there

were no strictures or penalties imposed either by SEBI or Stock Exchange or any Statutory Authority for non-compliance of any matter related to the Capital Markets during the last three years.

#### PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations); with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. The Company Secretary & Head Compliance is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

#### DISCLOSURES

- (a) There are no transactions with related party 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, 2015 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. 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.

#### CODE OF BUSINESS CONDUCT & ETHICS

The Company has adopted Code of Business Conduct and Ethics ("the Code") which is applicable to the Board of Directors and Senior Management Team (one level below the Board of Directors) of the Company. The Board of Directors and the members of Senior Management Team are required to affirm semi-annual compliance of this Code. The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the Company website.

#### CONFLICT OF INTEREST

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. Members of Board while discharging their duties, avoid conflict of interest in the decision making process. The members

of Board restrict themselves from any discussions and voting in transactions that they have concern or interest.

#### VIGIL MECHANISM/WHISTLE BLOWER POLICY

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz. [www.jmdlimited.com](http://www.jmdlimited.com)

#### COMMUNICATION WITH THE MEMBERS/SHAREHOLDERS

- The unaudited quarterly / half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the close of the financial year as per the requirements of the Listing Regulations.
- The approved financial results are forthwith sent to the Stock Exchanges and are published in a national English newspaper and in local language (Marathi) newspaper, within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.
- The Company's financial results and official press releases are displayed on the Company's Website-[www.jmdlimited.com](http://www.jmdlimited.com).
- Any presentation made to the institutional investors or/and analysts are also posted on the Company's website.
- Management Discussion and Analysis forms part of the Annual Report, which is sent to the shareholders of the Company.
- The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre.
- The Annual Report of the Company, the quarterly / half yearly and the annual results and the press releases of the Company are also placed on the Company's website: [www.jmdlimited.com](http://www.jmdlimited.com) and can be downloaded from there.
- A separate dedicated section under 'Investor Relations' on the Company's website gives information on unclaimed dividends, notices to Board Meetings, quarterly compliance reports / communications with the Stock Exchanges and other relevant information of interest to the investors / public.

#### DISCLOSURES ON NON-MANDATORY REQUIREMENTS

Adoption of non-mandatory requirements of Listing Regulations is being reviewed by the Board from time-to-time.

#### 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 34<sup>th</sup> Annual General Meeting for the financial year ended on 31<sup>st</sup> March 2018 is as follows :-

Date	:	Saturday, 22 <sup>nd</sup> September 2018
Time	:	12.15 P.M.
Venue	:	Unit No. 323 & 324, 3rd Floor, Building No. 9, Laxmi Plaza New Link Road, Andheri (West), Mumbai-400 053
b. Financial Calendar	:	1st April to 31st March.

## c. Future Calendar for the next financial year :

Subject Matter	Tentative Dates
Financial Reporting of 1 <sup>st</sup> Quarter ended on 30 <sup>th</sup> June 2018	Mid of August, 2018
Financial Reporting of 2 <sup>nd</sup> Quarter ended on 30 <sup>th</sup> September 2018	Mid of November, 2018
Financial Reporting of 3 <sup>rd</sup> Quarter ended on 31 <sup>st</sup> December 2018	Mid of February 2019
Financial Reporting of 4 <sup>th</sup> Quarter ended on 31 <sup>st</sup> March 2019	During May 2019
Date of Annual General Meeting	During September 2019

d. Date of Book Closure : September 16 to September 22, 2018. (Both days inclusive)

e. Dividend Payment : No Dividend has been recommended for the year under review.

## f. Dividend History for Last 10 Years

Sr. No.	Year of Declaration of Dividend	Date of Declaration of Dividend	Amount Declared per Equity Share	Face Value of Equity Shares
1.	2007-2008	30 <sup>th</sup> June 2008	₹ 0.60	₹ 10.00
2.	2008-2009	2 <sup>nd</sup> June 2009	₹ 0.50	₹ 10.00
3.	2009-2010	31 <sup>st</sup> May 2010	₹ 0.10	₹ 1.00
4.	2010-2011	30 <sup>th</sup> June 2011	₹ 0.10	₹ 1.00
5.	2011-2012	30 <sup>th</sup> June 2012	₹ 0.10	₹ 1.00
6.	2012-2013	29 <sup>th</sup> May 2013	₹ 0.05	₹ 1.00
7.	2013-2014	28 <sup>th</sup> May 2014	₹ 0.05	₹ 1.00

## g. Unclaimed Dividend / Share Certificates

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125. The details of unclaimed/unpaid dividend are available on the website of the Company viz. [www.jmdl.com](http://www.jmdl.com)

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholders from IEPFA by following the procedure prescribed under the IEPF Rules.

Details of Unclaimed Dividend and Due Dates for transfer are as follows as on March 31, 2018:

Sr. No.	Year of Declaration of Dividend	Date of Declaration of Dividend	Unclaimed Amount (₹)	Due Date for transfer to IEPF Account
1.	2010-2011	30 <sup>th</sup> June 2011	1617.30	22 <sup>nd</sup> Sept 2018
2.	2011-2012	30 <sup>th</sup> June 2012	911.02	24 <sup>th</sup> Sept 2019
3.	2012-2013	29 <sup>th</sup> May 2013	0.00	19 <sup>th</sup> Sept 2020
4.	2013-2014	28 <sup>th</sup> May 2014	1380664.45	21 <sup>st</sup> Sept 2021

Further, as required to be disclosed under Regulation 34(3) read with Schedule V of Listing Regulations, Nil Shares are lying at the beginning or at the close of financial year in the Suspense Account. Further the Company did not moved in/out any Equity Share in said Suspense Account during the current financial year.

- h. Listing of Shares : BSE Limited (BSE)
- i. Listing Fees : Company has paid Annual listing Fees for FY 2017-18 to BSE
- j. Stock Code & : 511092 on BSE  
ISIN Code : INE047E01031 on CDSL & NSDL
- k. Market Price Data :

Month	Price on BSE (₹) & Volume			BSE Sensitive Index	
	High	Low	Volume	High	Low
April 2017	3.15	2.85	37,97,388	30,184.22	29,241.48
May 2017	3.09	2.80	70,90,634	31,255.28	29,804.12
June 2017	3.23	3.05	75,43,780	31,522.87	30,680.66
July 2017	3.21	2.97	56,52,389	32,672.66	31,017.11
August 2017	3.14	3.02	12,40,769	32,686.48	31,128.02
September 2017	3.20	3.08	12,217	32,524.11	31,081.83
October 2017	3.02	2.38	22,274	33,340.17	31,440.48
November 2017	2.34	2.16	58,775	33,865.95	32,683.59
December 2017	22.50	2.16	7,773	34,137.97	32,565.16
January 2018	22.80	20.80	6,140	36,443.98	33,703.37
February 2018	22.35	21.55	1,209	36,256.83	33,482.81
March 2018	22.70	21.45	11,001	34,278.63	32,483.84

Note : The Face value of Equity Shares has been consolidated from Rs. 1/- to Rs. 10/- w.e.f. December 21, 2017.

- l. Registrar & Share Transfer Agent

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

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

Tel : 022-2301 6761 / 2301 8261, Fax : 022-2301 2517, Email : purvashr@mtnl.net.in

Website : www.purvashare.com

m. Share Transfer Systems

The Share transfer is processed by the Registrar & Share Transfer Agent, Purva Sharegistry (India) Pvt. Ltd. and approved by Stakeholders' Relationship Committee, if the documents are complete in all respects, within 15 days from the date of lodgment.

n. Consolidation of Folios and avoidance of multiple mailing

In order to enable the Company to reduce costs and duplicity of efforts for providing services to investors, members who have more than one folio in the same order of names are requested to consolidate their holdings under one folio. Members may write to the Registrars and Transfer Agents indicating the folio numbers to be consolidated along with the original shares certificates to be consolidated.

o. Compliance with Secretarial Standards

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has complied with each one of them.

Categories	No. of Shares	% of Shareholding
Promoters, Directors & Relatives & Person acting in concert	3060000	21.21
Indian Bank / Mutual Funds	0	0.00
NBFC	4000	0.03
NRI/OCBS	2874	0.02
Private Corporate Bodies	8381368	58.09
Indian Public	2808147	19.46
Hindu Undivided Family	153870	1.07
Others (Clearing Members)	18941	0.13
Total .....	14429200	100.00

p. Shareholding Pattern as on 31<sup>st</sup> March 2018

q. Distribution of Shareholding as on 31<sup>st</sup> March 2018

No. of Equity Shares	No. of Share Holders	% of Share Holders	Total No. of Shares Held	% of Share Holding
1-5000	1502	79.72	160067	1.11
5001-10000	114	6.05	89991	0.62
10001-20000	65	3.45	103952	0.72
20001-30000	25	1.33	66584	0.46
30001-40000	24	1.27	86761	0.60
40001-50000	14	0.74	64034	0.44
50001-100000	39	2.07	311174	2.16
100001 and Above	101	5.36	13546637	93.88
Total....	1884	100.00	14429200	100.00

r. Dematerialization of Shares & Liquidity

The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have an option to dematerialize their shares with either of the Depositories.

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 15 days from the date of issue of Shares.

The Shares of Company are traded under "B" category on BSE Ltd. 99.10% of the Company's Equity Share Capital held under Public category has been dematerialized up to 31<sup>st</sup> March 2018.

s. 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 form SH-13 ([Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014] can be obtained from the Company's Registrar and Share Transfer Agent. It is also available on Public domain.

t. 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.

u. 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).

v. Electronic Clearing Service

The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories for depositing dividends. Dividend will be credited to the Members' bank account through NECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for

depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors. The Company complies with the SEBI requirement.

w Service of Documents through Electronic Mode

As a part of Green Initiatives, the members who wish to receive the notice/documents through e-mail, may kindly intimate their e-mail address to the Company's Registrar and Share Transfer Agent, Purva Shareregistry (India) Pvt. Ltd. to their dedicated e-mail id i.e., "purvashr@mtnl.net.in."

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

No Fund has been raised by the Company by way of Public Issue or Right Issue or Preferential Issue during last three years.

y. Investors Correspondence

Shareholders can contact the following Officials for secretarial matters of the Company :-

Mr. Nitin Dabriwal - jmdtele@gmail.com

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

Not Any

aa. 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.

bb. Location of Sound Recording Studio

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

cc. Address for Correspondence

Unit No. 323 & 324, 3rd Floor, Building No. 9  
Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053  
Tele-Fax : +91 22-6565 3451  
Website: www.jmdlited.com, Email: jmdtele@gmail.com



**CEO/CFO CERTIFICATION**

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of M/s. JMD Ventures Limited ("the Company") to the best of our knowledge and belief certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief, we certify that:
  - (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) We further state that to the best of our 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 if any, in internal control over financial reporting during the year;
  - (ii) significant changes, if any, 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 we 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.

For JMD Ventures Limited  
S/d-  
Shivkumar Yadav  
Chief Financial Officer

For JMD Ventures Limited  
S/d-  
Kailash Prasad Purohit  
Chairman & Managing Director  
DIN : 01319534

Mumbai, May 30, 2018

ANNUAL CERTIFICATE UNDER REGULATION 26(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with M/s. JMD Ventures Limited, Code of Business Conduct and Ethics for the year ended March 31, 2018.

Mumbai, May 30, 2018

For JMD Ventures Limited  
S/d-  
Kailash Prasad Purohit  
DIN : 01319534  
Chairman & Managing Director

**Auditors' Certificate on Corporate Governance**

To the Members of JMD Ventures Ltd.

1. This certificate is issued in accordance with the terms of our engagement letter with the Company.
2. We have examined the compliance of conditions of corporate governance by JMD Ventures Limited (the 'Company') for the year ended 31st March 2018, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

**Management's Responsibility**

3. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

**Auditor's Responsibility**

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the 'ICAI'), and the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

7. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended 31 March 2018.

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

**Restriction on use**

8. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

Mumbai, May 30, 2018

For MEHTA KOTHARI & ASSOCIATE  
Chartered Accountants  
FRN - 106247W

Pradip Mehta  
Partner  
Member - 35447

**Independent Auditors' Report**

The Shareholders,  
JMD Ventures Limited,  
Mumbai.

**Report on the Financial Statements**

We have audited the accompanying financial statements of JMD Ventures Limited, which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and profit/loss, (changes in equity)<sup>1</sup> and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity)<sup>2</sup> and cash flows of the Company in accordance with<sup>3</sup> the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

#### Auditors' Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

#### Report on Other Legal and Regulatory Requirements

As required by "the Companies (Auditor's Report) Order, 2016 ("the Order")", issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we consider appropriate and according to the information and explanation given to us, we give in the Annexure A a statement on the matters specified in the paragraph 3 and 4 of the Order.

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

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c. the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the directors as on 31 March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure B.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and according the explanations given to us, we report that :
  - i The Company does not have any pending litigations as at March 31, 2018 which would impact its financial position in its financial statements.

- ii The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses during the year ended March 31, 2018.
- iii There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund during the year ended March 31, 2018.

For Mehta Kothari & Associates  
Chartered Accountants  
FRN - 106247W

Place : Mumbai  
Date : May 30, 2018

Pradip C. Mehta  
Partner  
Membership No. 35447

**Annexure “A” to the Independent Auditors’ Report**

Referred to in paragraph 9 of the Independent Auditors’ Report of even date to the members of M/s. JMD Ventures Limited on the standalone financial statements for the year ended March 31, 2018 –

- 1)
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
  - b) These fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification, the same have been properly dealt with in the books of account;
- 2)
  - a) The management has conducted physical verification of inventory at reasonable intervals during the year.
  - b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- 3) The Company has not granted any loan to any parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence clauses (b) & (c) are not applicable.
- 4) The Company has not granted loans or made investment or given any guarantee or security as covered in the provisions of section 185 and 186 of the Companies Act, 2013 therefore, Clause (IV) of the order is not applicable to the company.
- 5) The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- 6) The requirement of maintaining Cost Records as specified by the Central Government under section 148(1) of the Companies Act, 2013 is not applicable to the company.
- 7)
  - a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees’ state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.
  - b) According to the information and explanations given to us, no disputed amounts payable in respect of provident fund, investor education and protection fund, employees’ state insurance, income-tax, wealth-tax, service tax, customs duty, excise duty cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
  - c) According to the information and explanations given to us, the dues outstanding of income tax, sales-tax, service tax, duty of customs, duty of excise or value added tax, which have not been deposited on account of any dispute, are as follows:

Name of the Statute	Nature of Dues	Disputed Amount (₹)	Financial Year for which it relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	8,10,730	2013-14	Income Tax Appellate CIT
Income Tax Act, 1961	Income Tax	5,37,730	2014-15	Income Tax Appellate CIT
Income Tax Act, 1961	Income Tax	55,19,210	2015-16	Income Tax Appellate CIT

- d) The Company is not required to transfer any funds to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act.
- 8) The Company has not taken loan from any financial institution or bank therefore, Clause (VIII) of the order is not applicable to the company.
- 9) According to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer, hence not commented upon.
- 10) Based on the Audit procedures performed for the purpose of reporting the true and fair view of financial statements and according to the information and explanations provided to us, we report that no material fraud by the Company or on the Company by the officers and employees of the Company has been noticed or reported during the year.
- 11) According to the information and explanations given to us, the managerial remuneration has been paid and provided in accordance with the requisite approvals mandated by the provisions of Section 197, read with Schedule V of the Act.
- 12) In our opinion, the Company is not a nidhi company. Therefore the provisions of Clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- 13) According to the information and explanations given to us, transactions with related parties are in compliances with section 177 and 188 of the Act where applicable and details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- 14) According to the information and explanations given to us, and on overall examination of Balance Sheet, the Company has not made any Preferential Allotment or private placement of Shares or fully or partly convertible debentures during the year and hence, reporting requirements under clause 3(xiv) are not applicable to the Company, and not commented upon.
- 15) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with Directors or persons connected with him.
- 16) According to the information and explanations given to us, we report that the Company is not required to be registered itself under section 45-IA of the Reserve Bank of India Act, 1934.

For Mehta Kothari & Associates  
Chartered Accountants  
FRN - 106247W

Place : Mumbai  
Date : May 30, 2018

Pradip C. Mehta  
Partner  
Membership No. 35447

**Annexure “B” to the Independent Auditors’ Report**

Referred to in paragraph 10(f) of the Independent Auditors’ Report of even date to the members of M/s. JMD Ventures Limited on the standalone financial statements for the year ended March 31, 2018

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of M/s. JMD Ventures Limited (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

2. The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

3. Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

6. A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A



company's internal financial control over financial reporting includes those policies and procedures that –

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- c) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Mehta Kothari & Associates  
Chartered Accountants  
FRN - 106247W

Place : Mumbai  
Date : May 30, 2018

Pradip C. Mehta  
Partner  
Membership No. 35447

## BALANCE SHEET AS AT 31st MARCH, 2018

PARTICULARS	Note No.	As at 31st March 2018 Rs.	As at 31st March 2017 Rs.	As at 1st April 2016 Rs.
<b>ASSETS</b>				
<b>NON- CURRENT ASSETS</b>				
Fixed Assets(Tangible)	2.1	60,64,552	80,60,208	1,09,53,286
Fixed Assets(Intangible)	2.1	2,94,79,103	2,94,79,103	2,94,79,103
Deferred tax assets (net)	2.2	8,74,047	5,42,812	-
Other Non-Current Assets	2.3	1,15,550	2,14,350	3,13,150
Long Term Loans & Advances	2.4	60,030	60,030	60,030
		3,65,93,282	3,83,56,503	4,08,05,569
<b>CURRENT ASSETS</b>				
Inventories	2.5	11,37,75,248	30,32,35,627	33,84,57,307
Trade Receivables	2.6	1,71,09,110	18,50,14,747	1,06,97,49,688
Cash and Cash Equivalent	2.7	44,48,078	40,29,214	19,60,755
Short-Term Loans and Advances	2.8	19,85,90,695	20,68,97,583	26,38,56,449
Other current assets	2.9	37,45,089	38,03,399	47,84,049
		33,76,68,220	70,29,80,570	1,67,88,08,248
<b>TOTAL</b>		<b>37,42,61,502</b>	<b>74,13,37,073</b>	<b>1,71,96,13,817</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity Share Capital	2.10	14,42,92,000	14,42,92,000	14,42,92,000
Other Equity	2.11	22,17,21,228	23,65,50,926	23,76,50,059
		36,60,13,228	38,08,42,926	38,19,42,059
<b>CURRENT LIABILITIES</b>				
Trade Payables	2.12	66,55,802	35,01,50,751	1,32,81,38,971
Other Current Liabilities	2.13	15,92,473	1,02,77,920	81,87,182
Short-Term Provision	2.14	-	65,477	13,45,605
		82,48,274	36,04,94,147	1,33,76,71,758
<b>TOTAL</b>		<b>37,42,61,502</b>	<b>74,13,37,073</b>	<b>1,71,96,13,817</b>
Accompanying Notes forming part of Financial Statements	1			

As per our Report of even date

For MEHTA KOTHARI & ASSOCIATES  
Chartered Accountants  
FRN : 106247W

Pradip C. Mehta  
Partner  
Membership No : 35447

Place : Mumbai  
Date : 30th May, 2018

For &amp; On behalf of the Board

Kailash Prasad Purohit  
Managing director  
(DIN:01319534)

Shiv Kumar Yadav  
CFO

Jagdish Prasad Purohit  
Director  
(DIN:0083125)

Nitin Dabriwal  
Company Secretary

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2018

PARTICULARS	Note No.	As at 31st March 2018 Rs.	As at 31st March 2017 Rs.
<b>INCOME</b>			
Revenue from Sale Proceeds	2.15	38,30,81,605	61,08,14,801
Other Operating Revenue	2.16	9,26,524	16,18,805
<b>TOTAL INCOME</b>		<b>38,40,08,129</b>	<b>61,24,33,605</b>
<b>EXPENSES</b>			
Increase/ Decrease of Stock-in-Trade	2.17	38,90,58,650	60,59,20,153
Changes in Inventories of Stock-in-Trade	2.18	-	-
Payments & Perquisites to Employees	2.19	29,62,202	20,25,568
Depreciation and Amortisation Expenses	2.1	19,95,656	29,93,078
Other Expenses	2.20	51,46,362	31,15,073
<b>TOTAL EXPENSES</b>		<b>39,91,62,870</b>	<b>61,40,53,872</b>
<b>PROFIT BEFORE TAX</b>		<b>(1,51,54,741)</b>	<b>(16,20,267)</b>
Tax Expenses :	2.21		
Current Tax		-	65,477
Income Tax for Earlier Years		6,192	-
Deffered Tax Assets		(3,31,235)	(5,42,812)
<b>NET PROFIT FOR THE YEAR</b>		<b>(1,48,29,698)</b>	<b>(11,42,932)</b>
Earnings per Equity Share :			
Basic and Diluted (Face Value of ' 10/- each, Previous Year ' 1/- each)		(0.10)	(0.01)
Accompanying Notes forming part of Financial Statements	1		

As per our Report of even date

For MEHTA KOTHARI & ASSOCIATES  
Chartered Accountants  
FRN : 106247W

Pradip C. Mehta  
Partner  
Membership No : 35447

Place : Mumbai  
Date : 30th May, 2018

For &amp; On behalf of the Board

Kailash Prasad Purohit  
Managing director  
(DIN:01319534)

Shiv Kumar Yadav  
CFO

Jagdish Prasad Purohit  
Director  
(DIN:0083125)

Nitin Dabriwal  
Company Secretary

Statement of Cash Flow Annexed to the Balance Sheet as at 31st March, 2018  
(in Rs.)

	31.03.2018	31.03.2017
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before Tax and Extra-ordinary Items	(1,51,54,741)	(16,20,267)
Adjustments for		
Interest Received	-	6,49,342
Deferred Tax assets	5,42,618	
Dividend Received	16,648	31,250
Depreciation on Fixed Assets	19,95,656	29,93,078
Operating profit before working capital changes	(1,31,42,437)	25,96,021
Adjustments for Capital Changes		
Decrease (Increase) in Inventories	18,94,60,379	3,52,21,680
Decrease (Increase) in Trade and other Receivables	16,79,05,637	88,47,34,940
Decrease (Increase) Loans & Advances	83,06,889	5,69,58,865
Decrease (Increase) other current assets	58,310	9,80,651
Trade Payable and Provisions	(35,22,45,873)	(97,71,77,611)
Cash Generated from operations	1,34,85,341	7,18,525
Income Tax Paid for the Year	-	(65,477)
Income Tax earlier year Year	(6,192)	43,799
Net Cash From Operating Activates (A)	3,36,712	32,92,868
<b>B. Cash Flow From Investing Activities</b>		
Decrease / (Increase) in Fixed Assets	19,95,656	28,93,079
Deferred tax assets	-	(5,42,618)
Decrease / (Increase) in Investments	-	-
Adjustments for Depreciation	(19,95,656)	(29,93,078)
Net Cash from Investing Activities (B)	-	(6,42,617)
<b>C. Cash Flow From Financing Activities</b>		
Interest Received	-	(6,49,342)
Dividend Received	(16,648)	(31,250)
Deferred Revenue Expenditure	98,800	98,800
Proposed Dividend	-	-
Dividend Tax	-	-
Net Cash used in Financing Activities (C)	82,152	(5,81,792)
	4,18,864	20,68,459
Net Decrease in Cash & Cash Equivalents (A+B+C)	(4,18,864)	(20,68,459)
Opening Balance of Cash & Cash Equivalents	40,29,214	19,60,755
Closing Balance of Cash & Cash Equivalents	44,48,078	40,29,214

For and on behalf of the Board

Mumbai, May 30, 2018

Kailash Prasad Purohit  
Chairman & Managing Director  
(DIN : 01319534)

We have verified the attached Cash Flow Statement of M/s. JMD Ventures Limited, derived from Audited Financial Statements and the books and records maintained by the Company for the year ended on 31st March 2018 and found the same in agreement therewith.

For Mehta & Kothari & Associates  
Chartered Accountants

Mumbai, May 30, 2018

Pradip C. Mehta  
Partner  
Membership No. 048979

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**A. Notes on Standalone Financial Statement for the year ended 31<sup>st</sup> March 2018****1. Corporate Information**

The Company has incorporated on 18th June 1984 at Mumbai, Maharashtra, India vide CIN L67190MH2000PLC033180 having registered office at Unit No. 323 & 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 058.

The Company operates in Music Industry and is also trading in Hardware and Computer Software. Beside this, the Company also in financial sector vides financing and trading and/or investments in shares & securities.

**2. Significant Accounting Policies and Key Accounting Estimates and Judgments****2.1 Basis of preparation of Financial Statements****a) Compliance with IND-AS**

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013. These financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013. The Company adopted Ind AS from 01April 2017.

Up to the year ended 31 March 2017, the Company prepared its financial statements in accordance with the requirements of previous Generally Accepted Accounting Principles (GAAP), which includes Standards notified under the Companies (Accounting Standards) Rules, 2006. These are the Company's first Ind AS financial statements. The date of transition to Ind AS is 01 April 2016. Details of the exceptions and optional exemptions availed by the Company and principal adjustments along with related reconciliations are detailed in Notes to Accounts.

**3. Basis of Accounting and preparation of Financial Statements****3.1 Fair Value Measurement of Financial Instruments**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and relevant provisions of the Companies Act, 2013.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 17 – Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 –Inventories or value in use in Ind AS 36–Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the Assets or Liabilities.

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

All assets and liabilities have been classified as current or non-current as per Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act 2013 and Ind AS 1- Presentation of Financial Statements based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

### 3.2 Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized.

Revenue from sales is recognized when significant risk and rewards in respect of ownership of the products are transferred, recovery of the consideration is reasonably certain. Revenue from sale of goods includes excise duty, sales tax and is net of returns.

Revenue from sales is recognized on dispatch of products from the Company's Office / Shop / Godown and in case of consignment sale, on further sale made by the agents.

Profit / loss earned on sale of investment/inventories are recognised on trade date basis. Profit/Loss on sale of Investment/inventories is determined on basis of FIFO cost of the investment sold.

Interest on investments and Loans and Advances is booked on a time proportion basis taking into account the amounts invested or loan given and the rate of interest.

Dividend income is recognized when the right to receive payment is established.

### 3.3 Property, Plant and Equipments

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognised as at 01 April 2016 measured as per the previous GAAP.

Cost is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. In respect of major projects involving construction, related pre-operational expenses form part of the value of assets capitalised. Expenses capitalised also include applicable borrowing costs for

qualifying assets, if any. All up gradation /enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

Depreciation on property, plant and equipment has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the tools and moulds, in whose case the life of the assets has been assessed as 5 years based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Land is not depreciated.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The estimated useful lives of property, plant and equipment of the Company are as follows:

Assets	Estimated useful life as estimated by the company	Estimated useful life under schedule II of Companies Act, 2013
Furniture and fixtures	10 years	10 years
Office equipment	5 year	5 year
Vehicles	8 years	8 years
Computers	3-6 years	3-6 years
Musical instruments	10-12 years	10-12 years

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the standalone statement of profit and loss.

#### 3.4 Investment property

Investment property are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16 – Property, Plant and Equipment requirement for cost model, other than those that meet the criteria to be classified as held for sale (or are included in a disposal group that is classified as held for sale) in accordance with Ind AS 105 – Non-current Assets Held for Sale and Discontinued Operations.

An investment property is de-recognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in standalone statement of profit and loss in the period in which the property is de-recognised.

For transition to Ind AS, the Company has elected to continue with the carrying value of its investment property recognised as of 01 April 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

### 3.5 Intangible Assets

Intangible assets that the Company acquires separately and from which it expects future economic benefits are capitalised upon acquisition and measured initially at cost comprising the purchase price (including import duties and non-refundable taxes) and directly attributable costs to prepare the asset for its intended use.

Internally generated assets for which the cost is clearly identifiable are capitalised at cost. All directly attributable expenditure incurred to prepare the asset for its intended use are recognised as the cost of such assets.

Research expenditure is recognised as an expense when it is incurred. Development costs are capitalised only after the technical and commercial feasibility of the asset for sale or use has been established. All directly attributable expenditure incurred to prepare the asset for its intended use are recognised as the cost of such assets.

Internally generated brands, websites and customer lists are not recognised as intangible assets.

The carrying value of intangible assets includes deemed cost which represents the carrying value of intangible assets recognised as at 01 April 2016 measured as per the previous GAAP.

The useful life of an intangible asset is considered finite where the rights to such assets are limited to a specified period of time by contract or law (e.g., patents, licences, trademarks, franchise and servicing rights) or the likelihood of technical, technological obsolescence (e.g., computer software, design, prototypes) or commercial obsolescence (e.g., lesser known brands are those to which adequate marketing support may not be provided). If, there are no such limitations, the useful life is taken to be indefinite.

Intangible assets that have finite lives are amortised over their estimated useful lives by the straight-line method unless it is practical to reliably determine the pattern of benefits arising from the asset. An intangible asset with an indefinite useful life is not amortised.

The estimated useful lives of intangible assets of the Company are as follows:

Computer Software	3 years
Technical Knowhow	5 years
Goodwill	-

All intangible assets are tested for impairment. Amortisation expenses and impairment losses and reversal of impairment losses are taken to the Standalone statement of profit and loss. Thus, after initial recognition, an intangible asset is carried at its cost less accumulated amortisation and / or impairment losses.

The useful lives of intangible assets are reviewed annually to determine if a reset of such useful life is required for assets with finite lives and to confirm that business circumstances continue to support an indefinite useful life assessment for assets so classified. Based on such review, the useful life may change or the useful life assessment may change from indefinite to finite. The impact of such changes is accounted for as a change in accounting estimate.

### 3.6 Impairment of Tangible and Intangible Assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated



in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit (CGU) to which the asset belongs.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in the standalone statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years. A reversal of an impairment loss is recognised immediately in standalone statement of profit and loss.

### 3.7 Borrowing costs

Interest and other costs connected with the borrowing for the acquisition / construction of qualifying fixed assets are capitalised up to the date such asset are put to use and other borrowing cost are charged to statement of profit & loss. Borrowing cost includes exchange rate difference to the extent regarded as an adjustment to the borrowing cost.

### 3.8 Research and Development:

There are no expenditure incurred on Research and Development under the head "Research and Development" during the year.

### 3.9 Foreign Currency Transactions

The functional and presentation currency of the Company is Indian Rupee.

Foreign currency transactions are recorded at the exchange rate prevailing on the date of the respective transactions. Gains / losses arising on foreign currency transactions settled during the year are recognised in the standalone statement of profit and loss.

Exchange differences arising on translation of monetary items are recognised in the standalone statement of profit and loss Exchange differences arising on monetary items that, in substance, form part of the Company's net investment in a foreign operation (having a functional currency other than Indian Rupee) are accumulated in foreign currency translation reserve.

Non-monetary items denominated in foreign currency are carried at cost.

### 3.10 Derivatives

The Company has not yet entered into derivative financial instruments, primarily foreign exchange forward contracts

### 3.11 Investment in Subsidiaries

Investment in subsidiaries is carried at cost.

### 3.12 Inventories

Inventories are valued at the lower of cost and net realisable value. Costs of inventories are determined using weighted average method. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its present location and condition and includes, where applicable, appropriate overheads based on normal level of activity. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Obsolete, slow moving and defective inventories are identified from time to time and, where necessary; a provision is made for such inventories.

### 3.13 Employee Benefits

#### Gratuity

The liability for gratuity has not been provided as per the provisions of Payment of Gratuity Act, 1972 since no employee of the company is eligible for such benefits during the year.

#### Provident Fund

The provisions of the Employees Provident Fund are not applicable to the company since the numbers of employees employed during the year were less than the minimum prescribed for the benefits.

#### Leave Salary

In respect of Leave Salary, the same is accounted as and when the liability arises in accordance with the provision of law governing the establishment.

### 3.14 Taxation

#### Current Tax

Current Tax is measured at the amount expected to be paid to tax authorities in accordance with the Income Tax Act, 1961. The Company's current tax is calculated using tax rates and tax laws that have been enacted during the period, together with any adjustment to tax payable in respect of previous years. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realise the asset and settle the liability simultaneously.

#### Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are off set when there is legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances related to the same taxation authority.

### 3.15 Government Grants

Government Grants are recognised where there is reasonable assurance that the grant will be received and all attached condition will be complied with. Grants related to specific fixed assets are deducted from the gross value of the concerned assets in arriving at their book values. Investment subsidy/employment generation subsidy / Interest rate subsidy and other revenue grants are credited to Statement of Profit and Loss or deducted from the related expenses.

### 3.16 Provisions and Contingent Liabilities

The Company recognises a provision when there is a present obligation as a result of an obligating event that probably requires outflow of resources and a reliable estimate can be made of the amount of the obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

A disclosure of a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure of contingent liability is made.

### 3.17 Operating Segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (CODM). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors.

Segments are organised based on business which have similar economic characteristics as well as exhibit similarities in nature of products and services offered, the nature of production processes, the type and class of customer and distribution methods.

Inter-segment revenue is reported on the basis of transactions which are primarily market led. Segment results represent profits before finance charges, unallocated expenses and taxes.

### 3.18 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through standalone statement of profit and loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in profit and loss.

Financial assets and liabilities are off set and the net amount is included in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to sale on a net basis or realise the asset and settle the liability simultaneously.

### 3.19 Financial Assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

#### Recognition

Financial assets include investments, trade receivables, derivative instruments, cash and cash equivalents, other bank balances, loans and other financial assets. Such assets are initially recognised at transaction price when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the standalone statement of profit and loss.

#### Classification

Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

- (a) Amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and / or interest.
- (b) Fair value through other comprehensive income, where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.
- (c) Fair value through statement of profit and loss, where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on their fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the standalone statement of profit and loss in the period in which they arise.
- (d) Trade receivables, cash and cash equivalents, other bank balances, loans and other financial assets are classified for measurement at amortised cost. Derivative instruments are measured at fair value through statement of profit and loss while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit and loss, an irrevocable election at

initial recognition may be made to present subsequent changes in fair value through other comprehensive income.

- (e) Financial assets at amortised cost are subsequently measured at amortised cost using effective interest method. The effective interest method is a method of calculating the amortised cost of an instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

### 3.20 Impairment

At each reporting date a financial asset such as investment, trade receivable, loans and other financial assets held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit loss is assessed and loss allowance is recognised if the credit quality of that financial asset has deteriorated significantly since initial recognition.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at fair value through other comprehensive income, the loss allowance is recognised in other comprehensive income and is not reduced from the carrying amount of the financial asset in the balance sheet.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the trade receivable does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in standalone statement of profit and loss.

### 3.21 Re-Classification

When and only when the business model is changed the Company shall reclassify all affected financial assets prospectively from the reclassification date as subsequently measured at amortised cost, fair value through other comprehensive income, fair value through standalone statement of profit and loss without restating the previously recognised gains, losses or interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial instruments.

### 3.22 De-Recognition

Financial assets are de-recognised when the right to receive cash flows from the assets has expired, or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership.

Consequently, if the asset is one that is measured at

- (a) Amortised cost, the gain or loss is recognised in the standalone statement of profit and loss.
- (b) Fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the standalone statement of profit and loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is reclassified within equity.

## 3.23 Financial Liabilities and Equity Instruments

Classification:

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a company are recognised at the proceeds received.

Financial Liabilities

Borrowings, trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Any discount or premium on redemption / settlement is recognised in the standalone statement of profit and loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the balance sheet.

Financial liabilities are de-recognised when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

## 3.24 Earnings per Share

Basic earnings per share are calculated by dividing the profit and loss for the year attributable to shareholders by the weighted average number of shares outstanding during the year. For the purpose of calculating diluted earnings per share, the profit and loss for the year attributable to shareholders and weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential shares.

Details of EPS is as under -

PARTICULARS	31.03.2018	31.03.2017
Net profit/(loss) for the year as per Statement of Profit and Loss (Rs.)	(15154741)	(1620267)
Weighted Average number of equity shares for calculating Basic EPS	14429200	144292000
Weighted Average number of equity shares for calculating Diluted EPS	14429200	144292000
Face value per Share (Rs)	10.00	1.00
Basic & Diluted EPS on Face Value of Rs.10	(0.10)	(0.01)

## 3.25 Use of Estimates and Judgments :

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

In particular, information about the significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are related to:

- i. Useful life of property, plant and equipment and intangible assets
- ii. Provision for product warranties
- iii. Provision for employee benefits
- iv. Fair value of financial assets / liabilities
- v. Provisions and contingent liabilities

#### 3.26 Useful life of Property, Plant and Equipment and Intangible Assets

As described in the significant accounting policies, the Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period. The Company is required to determine whether its intangible assets have indefinite or finite life which is a subject matter of judgment.

#### 3.27 Provision for Product Warranties

Provision is estimated in respect of warranty cost in the year of sale of goods and it represents the present value of the management's best estimate of the future outflow of economic benefit that will be required under the company's obligation for warranties. It is estimated by the management on the basis of a technical evaluation and based on specific warranties, claims and claim history.

The determination of provision for product warranties takes into account assumptions which is a subject matter of judgment.

#### 3.28 Provision for Employee Benefits

The determination of Company's liability towards defined benefit obligation and other long term employee benefits to employees is made through independent actuarial valuation including determination of amounts to be recognised in the standalone statement of profit and loss and in other comprehensive income. Such valuation depends upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to accounts.

#### 3.29 Fair Value Measurements and Valuation Processes

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party qualified valuers to perform the valuation, if required.

#### 3.30 Provisions and Contingent Liabilities

The Company has ongoing litigations with various regulatory authorities and third parties. Where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty.

4. Recent Accounting Pronouncements:

4.1 Ind AS 21 – The Effects of Changes in Foreign Exchange Rates

On 28 March 2018, Ministry of Corporate Affairs (MCA) has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21–The Effects of Changes in Foreign Exchange Rates which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. This amendment will come into force from 01 April 2018. The Company has evaluated the effect of this on the financial statements and the impact is not material.

4.2 Ind AS 115 - Revenue from Contract with Customers

On 28 March 2018, Ministry of Corporate Affairs (MCA) has notified the Ind AS 115 - Revenue from Contract with Customers. The core principle of the new standard is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The effective date for adoption of Ind AS 115 is financial periods beginning on or after 01 April 2018. The effect on adoption of Ind AS 115 on the financial statements is expected to be insignificant.

4.3 Financial Risk Management Objectives and Policies:

The Company's activities are exposed to a variety of Financial Risks from its Operations. The key financial risks include Market risk, Credit risk and Liquidity risk.

a) Market Risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises mainly three types of risk: Foreign currency risk, Interest rate risk and other price risk such as Equity price risk and Commodity Price risk.

b) Foreign Currency Risk:

There are no Foreign Currency transactions during the financial year.

c) Foreign Currency Sensitivity:

There are no Foreign Currency transactions during the financial year.

d) Interest Rate Risk and Sensitivity:

The Company does not have any term borrowings.

e) Commodity price risk:

The Company does not have any trading Activity During the Financial Year.

f) Trade Receivables:

Customer credit risk is managed based on company's established policy, procedures and controls. The company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.



## g) Credit Risk:

Credit risk is the risk that counterparty might not honor its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables).

Credit risk is reduced by receiving pre-payments and export letter of credit to the extent possible. The Company has a well-defined sales policy to minimize its risk of credit defaults. Outstanding customer receivables are regularly monitored and assessed. The Company follows the simplified approach for recognition of impairment loss and the same, if any, is provided as per its respective customer's credit risk as on the reporting date.

## h) Liquidity Risk:

Liquidity risk is the risk, where the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

## 4.4 Fair value of Financial Assets and Financial Liabilities

Sr. No.	Particulars	Fair Value Hierarchy	Note No.	As At 31st March, 2018		As At 31st March, 2017	
				Carrying Value	Fair Value	Carrying Value	Fair Value
I	Financial Assets						
(a)	At Fair Value :						
	— Equity, Investment and unquoted Shares and others		A	86862419	82993400	270902298	270902298
(b)	At Amortised Cost		B				
	- Trade Receivables			17109110	17109110	185014747	185014747
	- Loans, Security Deposit and Others			198590695	98590695	206897583	206897583
	- Cash and Cash Equivalents			4448078	4448078	4029214	4029214
	- Other Bank Balances			-	-	-	-
	- Other Financial Assets			3745089	3745089	3803399	3803399
	Total Financial Assets			310755391	306886372	670647241	670647241
II	Financial Liabilities						
(a)	At Amortised Cost		B				
	- Borrowings			-	-	-	-
	- Trade Payables			6655802	6655802	350150751	350150751
	- Other Financial Liabilities			1592473	1592473	10277920	10277920
	- Short term provision			-	-	65477	65477
	Total Financial Liabilities			8248274	8248274	360494147	360494147

The fair value of financial assets and liabilities are included at the amount at which instruments could be exchanged in a current transaction between the willing parties. The following methods and assumptions were used to estimate the fair value:

- The Company has opted to fair value its unquoted equity instruments at its Net Asset Value through Retained Earnings.
- The fair values of cash and cash equivalents, other bank balances, trade receivables, loans, other financial assets, short term borrowings, trade payables, and other financial liabilities approximates their carrying amounts largely due to the short-term maturities of these

instruments. Company has adopted Effective Interest Rate Method (EIR) for fair valuation of long term borrowings.

#### 4.5 Segment Details

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:

- a) Recording & Selling/ Distribution of Audio Video CDs
- b) Trading in Computer Software & Hardware Products
- c) Investments in Capital Market & Mutual Fund related activities

#### 4.6 Segment Revenue & Profit

1. Segment Revenue	Rs. in Lakh 2017-18	Rs. in Lakh 2016-17
a) Sale of Software & Hardware	1524.91	4948.39
b) Music Activities	13.10	73.35
c) Investment Activities	2302.07	1095.80
d) Other Un-allocable activities	-	6.80
Total Income from Operations .....	3840.08	6124.34
2. Segment Profit/(Loss) before Interest & Tax		
a) Sale of Software & Hardware	1.05	3.50
b) Music Activities	3.30	7.10
c) Investment Activities	(155.90)	(33.61)
d) Other Un-allocable activities	-	6.81
Profit before Tax .....	16.20	151.55

#### 4.7 Contingent Liabilities

Details of Contingent Liabilities have been disclosed in the Audit Report from Independent Auditors.

#### 4.8 Details of Loans given, Investments made, guarantees given covered under section 186(4) of The Companies Act, 2013

Sr. No	Name of Party	Rate of Interest	Tenure	Purpose	Amount (₹)	Amount of Repayment
1	Shree Metalicks Limited	9%	on Demand	Business	3,45,74,371	-
2	Kashi Prasad Bajaj	9%	on Demand	Business	1,88,822	1,88,822
3	Sunita Oberoi	12%	on Demand	Business	3,04,438	3,04,438

#### 4.9 Particulars of Director's Remuneration

₹ Nil has been paid towards Remuneration to Managing Director for the Year (P.Y. ₹ Nil)

#### 4.10 Related Party Transactions

Key Management Personnel –

- a. Mr. Kailash Prasad Purohit - Managing Director

- b. Mr. Jagdish Prasad Purohit - Non-Executive Director  
 c. Mr. Nitin Dabriwal - Company Secretary & Compliance Officer  
 d. Mr. Shiv Kumar Yadav - Chief Financial Officer (w.e.f. 1<sup>st</sup> Nov 2017)  
 e. Mr. Pravin Sawant - Chief Financial Officer (up to 31<sup>st</sup> Oct 2017)

## Subsidiary Companies –

JMD Medico Services Limited (Domestic Company)

## Group Companies or Companies under same management –

1. Blue Circle Services Limited
2. Prime Capital Market Limited
3. Unisys Softwares & Holding Industries Limited
4. Scan Infrastructures Limited
5. Warner Multimedia Limited
6. JMD Sounds Limited

## Details of transactions with Related Parties –

		Rs. in Lakh
Transaction with related parties	Nature of Transaction	Value (Rs.)
V B Industries Limited	Advance Paid & Received	125.00
Blue Circle Services Limited	Sundry Creditor	102.14
Unisys Softwares & Holding Industries Limited	Sundry Debtors	1162.35
Prime Capital Market Limited	Sale of Shares	5.63
Confident Commodeal LLP	Advance against Property	165.00
Rangmahal Mercandise Pvt Ltd	Advance against Property	600.00
Simply Serve Services Private Limited	Advance against Property	174.02
Jagsakti Distributors Private Limited	Advance against Property	35.00
JMD Sounds Limited	Advance against Shares & Rent	5.10
Chandrakala Purohit	Purchase of Shares	13.05

## 4.11 Deferred Tax on Income

Deferred Tax Asset (Net) for the year ended 31<sup>st</sup> March 2018 amounts to ' 8,74,047/-

## 4.12 Remuneration to Auditors

Particulars	31.03.2018	31.03.2017
Remuneration to Auditors for Audit Purpose (in ₹)	59,000	30,000

As per our Report of even date

For MEHTA KOTHARI & ASSOCIATES  
 Chartered Accountants  
 FRN : 106247W

Pradip C. Mehta  
 Partner  
 Membership No : 35447

Place : Mumbai  
 Date : 30th May, 2018

For &amp; On behalf of the Board

Kailash Prasad Purohit  
 Managing director  
 (DIN:01319534)

Shiv Kumar Yadav  
 CFO

Jagdish Prasad Purohit  
 Director  
 (DIN:0083125)

Nitin Dabriwal  
 Company Secretary

Notes forming part of the Financial Statements for the year ended March 31, 2018

## Note No. 2 OTHER NON- CURRENT ASSETS

Particulars	As at 31st March 2018 Rs.	As at 31st March 2017 Rs.	As at 1st April 2016 Rs.
Deferred Revenue Expenditure	1,15,550	2,14,350	3,13,150
Total	1,15,550	2,14,350	3,13,150

## 2.3 Deferred Tax Assets(Net)

Particulars	As at 31st March 2018 Rs.	As at 31st March 2017 Rs.	As at 1st April 2016 Rs.
Deferred Tax assets	8,74,047	5,42,812	-
Total	8,74,047	5,42,812	-

## 2.4 LONG TERM LOANS &amp; ADVANCES

Particulars	As at 31st March 2018 Rs.	As at 31st March 2017 Rs.	As at 1st April 2016 Rs.
Security Deposits	60,030	60,030	60,030
Total .....	60,030	60,030	60,030

## 2.5 INVENTORIES

(Valued at Cost)

Particulars	As at 31st March 2018 Rs.	As at 31st March 2017 Rs.	As at 1st April 2016 Rs.
Stock-in-Trade (Market price at cost whichever is lower)			
Audio Video Rights	3,05,12,600	3,05,12,600	3,05,12,600
Guitars	-	1,04,231	1,04,231
Audio Video CD (Kolkata)	-	47,776	1,59,090
Audio Video CD (Jaipur)	2,69,248	2,18,138	6,12,300
Mobile Phone (Kolkata)	-	14,50,584	14,50,584
Inventories as per Schedule 2.5A	8,29,93,400	27,09,02,298	30,56,18,502
Shares (Un- Quoted) as Per Schedule 2.5A			
Mutual Funds as Per Schedule 2.5A			
Gold Eternity as Per Schedule 2.5A			
Total	11,37,75,248	30,32,35,627	33,84,57,307

## 2.5A - INVENTORIES

Particulars	Note of shares	As at 31st March 2018 Rs.	As at 31st March 2017 Rs.	As at 1st April 2016 Rs.
Stock In Trade (as taken and certified by Management)				
Market price at cost whichever is lower				
IN FULLY PAID-UP EQUITY SHARES (QUOTED)				
Ashok LeyInd Ltd	5,000			1,20,977
Bhushan Steel Ltd	1,000			4,00,777
DB (International) Stock Brokers Limited	300	2,520	22,074	53,21,516
Himachal Futuristic Communication Ltd	1,00,000			16,00,000
Kavveri Telecom Products Limited	5,000	-	7,60,618	7,60,618
Kothari Petrochemicals Limited	25,000	-	1,75,761	1,75,761
K.M.Sugar Ltd	14,700	-	4,43,295	-
Mid East (India) Limited	25,000	-	7,50,000	7,50,000
Santowin Corporation Ltd	5,00,000	2,65,000	-	
Odyssey Corporation Ltd.	14,000	19,320	9,15,595	9,15,595
Scan Steels Ltd	50,000	10,90,000	16,87,231	16,87,231
Shipping Corporation Of India Ltd				4,04,391

Srei Infrastructure Finance Ltd			53,927	
Tata Tele (Maharashtra) Limited	2,266	14,389	77,767	77,767
		13,91,229	48,32,341	1,22,68,560
IN MUTUAL FUNDS (QUOTED)				
ICICI Prudential Equity Fund	5,236	1,00,000	1,00,000	1,00,000
DSP Merrill Lynch Opportunities Fund	9,780	1,00,000	1,00,000	1,00,000
Tata Infrastructure Mutual Fund	4,463	2,00,000	2,00,000	2,00,000
Kotak Mahindra Mutual Fund	13,415	14,00,000	14,00,000	14,00,000
Relince Capital Mutual Fund	540	1,00,000	1,00,000	1,00,000
		19,00,000	19,00,000	19,00,000
IN EQUITY SHARES OF GROUP CO. (QUOTED)				
Blue Circle Services Limited	1,15,580	41,43,543	64,36,124	64,36,124
TOTAL TRADE INVESTMENTS (A)		74,34,772	1,31,68,465	2,06,04,684
OTHER INVESTMENTS				
IN EQUITY SHARES OF SUBSIDIARY COMPANY				
Unquoted, Fully Paid Up				
JMD Broadcasting Pvt Ltd	2,56,666	-	5,40,60,000	5,40,60,000
Jmd Medico Services Ltd	57,00,000	5,70,00,000	2,00,00,000	-
		5,70,00,000	7,40,60,000	5,40,60,000
UN-QUOTED IN EQUITY SHARES				
Muskan Jute Mill Pvt Ltd	50,000	-	50,00,000	50,00,000
Apporva Exports Pvt Ltd	40,000	-	10,00,000	10,00,000
JYA Securities Ltd	2,835	-	2,83,500	2,83,500
Satabdi Tradelink Ltd	9,14,000	-	91,40,000	91,40,000
Sargam Vintrade Pvt Ltd	20,270	-	40,54,000	40,54,000
Paypoint India Network Pvt Ltd	1,30,450	13,04,500	-	-
Prince Tradecom Ltd	5,87,520	-	58,75,200	-
			-	-
		13,04,500	2,53,52,700	1,94,77,500
IN EQUITY SHARES OF GROUP CO. (UN-QUOTED)				
JMD Sounds Ltd	6,38,514	-	14,10,67,005	19,96,95,000
Popular tradecom Pvt Ltd	70,000	7,00,000	7,00,000	-
Bajao Music Private Limited	4,13,520	75,34,160	75,34,160	96,34,150
		82,34,160	14,93,01,165	20,93,29,150
IN PREFERENTIAL SHARES				
Bajao Music Pvt Ltd	1,24,960	68,72,800	68,72,800	-
OTHERS				
Gold Coins		21,47,168	21,47,168	21,47,168
TOTAL OTHER INVESTMENTS (B)		7,55,58,628	25,77,33,833	28,50,13,818
Total Inventoris (A+B)		8,29,93,400	27,09,02,298	30,56,18,502

## 2.6 TRADE RECEIVABLE

Particulars	As at 31st March 2018 Rs.	As at 31st March 2017 Rs.	As at 1st April 2016 Rs.
(Unsecured, Considered Good)			
Outstanding for a period Exceeding Six Months	1,71,09,110	-	52,01,64,472
Other Receivables	-	18,50,14,747	54,95,85,216
Total	1,71,09,110	18,50,14,747	1,06,97,49,688

## 2.7 CASH AND CASH EQUIVALENTS

Particulars	As at 31st March 2018 Rs.	As at 31st March 2017 Rs.	As at 1st April 2016 Rs.
Cash and Cash Equivalents			
Balances with Banks			
In Current Accounts	15,31,188	11,88,644	14,73,881
Cash on hand	29,16,890	28,40,570	4,86,874
Total	44,48,078	40,29,214	19,60,755

## 2.8 SHORT-TERM LOANS &amp; ADVANCES

Particulars	As at 31st March 2018 Rs.	As at 31st March 2017 Rs.	As at 1st April 2016 Rs.
(Unsecured, Considered Good)			
Inter-Corporate Deposits	3,45,74,371	3,45,74,372	3,45,74,372
Loans & Advances	-	10,77,368	21,91,616
Advances for Properties	11,15,97,553	11,29,49,313	11,49,59,313
Other Advances	5,24,18,771	5,82,96,531	11,21,31,148
Total	19,85,90,695	20,68,97,583	26,38,56,449

## 2.9 OTHER CURRENT ASSETS

Particulars	As at 31st March 2018 Rs.	As at 31st March 2017 Rs.	As at 1st April 2016 Rs.
(Unsecured, Considered Good)			
Advance Tax Payment	-	-	10,00,000
Tax Deducted at Source	6,624	64,934	2,24,268
TDS Refundable	30,13,639	30,13,639	30,14,797
VAT Refundable	7,24,825	7,24,825	5,44,984
	37,45,089	38,03,399	47,84,049

## 2.10 EQUITY SHARE CAPITAL

Particulars	As at 31st March 2018		As at 31st March 2017		As at 1st April 2016
	Number	(Rs.)	Number	(Rs.)	(Rs.)
<b>Authorised</b>					
Equity Shares of Rs. 10/- each (Previous Year Rs. 1/-)	1,50,00,000	150000000.00	15,00,00,000	15,00,00,000	15,00,00,000
<b>Issued, Subscribed &amp; Paid Up:</b>					
Equity Shares of Rs. 10/- each (Previous Year Rs. 1/-)	1,44,29,200	14,42,92,000	14,42,92,000	14,42,92,000	14,42,92,000
Total	1,44,29,200	14,42,92,000	14,42,92,000	14,42,92,000	14,42,92,000
Reconciliation of Number of shares.					
Shares outstanding at the beginning of the year	1,44,29,200	14,42,92,000	14,42,92,000	14,42,92,000	14,42,92,000
Add : Shares issued during the year	-	-	-	-	-
Shares outstanding at the end of the year	1,44,29,200	14,42,92,000	14,42,92,000	14,42,92,000	14,42,92,000

Rights, preference and restrictions attached to Equity Shares

The Company has one class of Equity shares having at par value of ' 10/- each. Each shareholder is eligible to one vote per share held.

## 2.11 OTHER EQUITY

Particulars	As at 31st March 2018 Rs.	As at 31st March 2017 Rs.	As at 1st April 2016 Rs.
Securities Premium Reserves			
Opening Balance	17,83,54,000	17,83,54,000	17,83,54,000
Less: Utilized for Issue of Bonus Shares	-	-	-
Total (A)	17,83,54,000	17,83,54,000	17,83,54,000
General Reserves			
Opening Balance	45,67,418	45,67,418	42,67,418
Add: Transferred From Statement Of Profit & Loss	-	-	3,00,000
Total (B)	45,67,418	45,67,418	45,67,418
Surplus in Statement of Profit & Loss			
Opening Balance	5,36,29,508	5,47,28,641	4,86,28,562
Add: Reversal of Provision for Dividend	-	-	41,92,494
Add: Reversal of Excess Provisioning of Tax	-	43,799	7,48,569
Add: Net Profit for the year	(1,48,29,698)	(11,42,932)	14,59,016
Amount available for Appropriations	3,87,99,810	5,36,29,508	5,50,28,641
Less: Appropriations			
Proposed Dividend	-	-	-
Tax on Proposed Dividend	-	-	-
Transfer To General Reserves	-	-	3,00,000
Total (C)	3,87,99,810	5,36,29,508	5,47,28,641
Total (A+B+C) .....	22,17,21,228	23,65,50,926	23,76,50,059

## 2.12 TRADE PAYABLES

Particulars	As at 31st March 2018 Rs.	As at 31st March 2017 Rs.	As at 1st April 2016 Rs.
creditors for Goods & Services	66,55,802	35,01,50,751	1,32,81,38,971
Total	66,55,802	35,01,50,751	1,32,81,38,971

## 2.13 OTHER CURRENT LIABILITIES

Particulars	As at 31st March 2018 Rs.	As at 31st March 2017 Rs.	As at 1st April 2016 Rs.
Other Payables			
Provision for Expenses	1,89,813	2,70,470	3,14,632
Tds Payable	-	17,450	-
Goods & Service tax payable	2,660	-	-
Trade Advances	14,00,000	99,90,000	78,72,550
Total	15,92,473	1,02,77,920	81,87,182

## 2.14 SHORT TERM PROVISIONS

Particulars	As at 31st March 2018 Rs.	As at 31st March 2017 Rs.	As at 1st April 2016 Rs.
Provision for Income Tax	-	65,477	13,45,605
Total	-	65,477	13,45,605

## Notes forming part of the Financial Statements for the Year ended March 31, 2018

## 2.15 Revenue form Sale Proceeds

Particulars	As at 31st March, 2018 ( Rs. )	As at 31st March, 2017 ( Rs. )
<b>Sale of Products</b>		
<b>Traded Goods</b>		
Hardwares & Softwares (Mumbai)	15,24,91,115	49,48,38,603
Audio Video CD (Kolkata)	2,55,050	4,51,482
Audio Video CD (Jaipur)	1,52,669	59,45,011
Sale of gitar and mobile	1,48,350	
Sale of Shares	23,00,34,421	10,95,79,705
<b>Total</b>	<b>38,30,81,605</b>	<b>61,08,14,801</b>

## 2.16 Other Operating Revenue

Particulars	As at 31st March, 2018 ( Rs. )	As at 31st March, 2017 ( Rs. )
Interest on Loan & ICD	-	6,49,342
Dividend Received	16,648	31,250
Sundry balance w/off	6,663	
U tube Income from Vedio	2,81,362	-
Rental from Music Studio	6,21,851	9,38,213
<b>Total</b>	<b>9,26,524</b>	<b>16,18,805</b>

## 2.17 Change in Value of Stock-in-Trade

Particulars	As at 31st March, 2018 ( Rs. )	As at 31st March, 2017 ( Rs. )
<b>OPENING STOCK</b>		
Mobile Phone (Kolkata)	14,50,584	14,50,584
Gitar	1,04,231	1,04,231
Audio Video CD (Kolkata)	47,776	1,59,090
Audio Video CD (Jaipur)	2,18,138	6,12,300
Mutual Fund	19,00,000	19,00,000
Gold Eternity	21,47,168	21,47,168
Equity Shares	26,68,55,129	30,15,71,335
	<b>27,27,23,026</b>	<b>30,79,44,707</b>
<b>ADD : PURCHASES</b>		
Softwares & Hardwares (Mumbai)	15,24,77,697	49,40,58,252
Audio Video CD (Kolkata)	-	66,676
Audio Video CD (Jaipur)	1,23,575	38,86,838
Equity Shares	4,56,92,500	7,37,86,707
	<b>19,82,93,772</b>	<b>57,17,98,473</b>
<b>LESS : CLOSING STOCK</b>		
Mobile Phone (Kolkata)	-	14,50,584
Gitar	-	1,04,231
Audio Video CD (Kolkata)	-	47,776
Audio Video CD (Jaipur)	2,69,248	2,18,138
Mutual Fund	19,00,000	19,00,000
Gold eternity	21,47,168	21,47,168
Equity Shares	7,76,41,732	26,79,55,130
	<b>8,19,58,148</b>	<b>27,38,23,027</b>
<b>Changes in Stock-in-Trade</b>	<b>38,90,58,650</b>	<b>60,59,20,153</b>



## 2.18 Changes in Inventories of Stock-in-Trade

## Audio Video Master Rights

Particulars	As at 31st March, 2018 ( Rs. )	As at 31st March, 2017 ( Rs. )
Opening Balance	3,05,12,600	3,05,12,600
Add: Purchase Audio Video Master Rights	-	-
Less : Closing Stock	3,05,12,600	3,05,12,600
Changes in value of Stock-in-Trade	-	-

## 2.19 Payments &amp; Perquisites to Employees

Particulars	As at 31st March, 2018 ( Rs. )	As at 31st March, 2017 ( Rs. )
Salaries and Wages	29,44,341	19,55,868
Staff Welfare	17,861	69,700
Total	29,62,202	20,25,568

## 2.20 Other Expenses

Particulars	As at 31st March, 2018 ( Rs. )	As at 31st March, 2017 ( Rs. )
Audit Fees	59,000	30,000
RTA Fees	79,495	84,105
Conveyance & Travelling Exp.	7,47,181	3,34,603
Listing & Depository Fees	5,70,488	2,88,393
Postage & Courier Expenses	7,550	12,320
Professional Fees	1,69,002	2,68,343
Printing & Stationery	35,190	43,780
Bank Charges	1,64,732	1,36,796
Coolie, Cartage & Fright Expenses	16,025	57,150
Sales Promotion & Advertisement Expenses	66,301	1,68,830
Rent & Electricity Expenses	2,11,896	1,16,253
Filling Fees	5,400	11,400
Insurance	1,12,306	1,02,308
Donation	17,00,000	1,51,000
Web Designing Charges	6,720	-
Rates & Taxes	7,500	5,000
Office Maintenance Charges	4,03,931	4,08,305
Studio Repairs & Maintenance	2,00,481	1,85,330
Deferred Revenue Expenditure (W/O)	98,800	98,800
Computer Maintenance	9,152	32,618
Demat Charges	5,000	1,055
Certification charges	12,500	-
Gst Paid	53,842	-
Internal Audit fee	10,000	-
Secretarial Audit fee	10,000	-
Vat Paid	11,860	2,44,361
TDS un-recoverable	-	-
Telephone Expenses	9,257	83,468
Motor Car Expenses	3,50,453	2,22,185
Miscellaneous Expense	12,301	28,670
Total	51,46,362	31,15,073

## 2.21 Tax Expenses

Particulars	As at 31st March, 2018 ( Rs. )	As at 31st March, 2017 ( Rs. )
Income Tax	-	65,477
Income Tax for Pervious Years	6,192	-
Total	6,192	65,477

**DEPRECIATION AS PER COMPANIES ACT AS ON 31ST MARCH, 2018**

**2.1 TANGIBLE ASSETS**

(Amt. in Rs.)

	Cost/Book Value as at 1st April 2017	Additions during the year	Deductions/ Adjustments during the year	Cost/Book Value as at 31st March 2018	Depreciation on Cost/Book Value as at 1st April 2017	Deductions Adjustments during the year	Depreciation for the year	Depreciation on Cost/Book Value as at 1st April 2017	Balance as at 31st March 2018	Balance as at 31st March 2017	Balance as at 1st April 2016
Furniture & Fixtures	4,96,652	-	-	4,96,652	3,60,564	-	18,930	3,79,494	1,17,158	1,36,088	1,58,076
Vehicles (Owned)	1,04,45,230	-	-	1,04,45,230	67,08,714	-	8,63,824	75,72,538	28,72,692	37,36,516	50,41,851
Office Equipments	2,07,936	-	-	2,07,936	1,64,035	-	10,627	1,74,662	33,274	43,901	58,334
Studio Equipments	8,97,817	-	-	8,97,817	8,46,308	-	13,336	8,59,644	38,173	51,509	69,504
Computer & Software	3,29,53,455	-	-	3,29,53,455	2,96,86,661	-	10,88,989	3,07,75,600	21,77,855	32,66,794	48,00,121
Premises at Mumbai	8,25,400	-	-	8,25,400	-	-	-	-	8,25,400	8,25,400	8,25,400
<b>TOTAL</b>	<b>4,58,26,490</b>	<b>-</b>	<b>-</b>	<b>4,58,26,490</b>	<b>3,77,66,282</b>	<b>-</b>	<b>19,95,656</b>	<b>3,97,61,938</b>	<b>60,64,552</b>	<b>80,60,208</b>	<b>1,09,53,286</b>
<b>2.6 INTANGIBLE ASSETS</b>											
Brands/Trademarks	2,94,79,103	-	-	2,94,79,103	-	-	-	-	2,94,79,103	2,94,79,103	2,94,79,103
	2,94,79,103	-	-	2,94,79,103	-	-	-	-	2,94,79,103	2,94,79,103	2,94,79,103
<b>Gross Total Assets</b>	<b>7,53,05,593</b>	<b>-</b>	<b>-</b>	<b>7,53,05,593</b>	<b>3,77,66,282</b>	<b>-</b>	<b>19,95,656</b>	<b>3,97,61,938</b>	<b>3,55,43,655</b>	<b>3,75,39,311</b>	<b>4,04,32,389</b>
Previous Year	7,20,73,321	1,00,000	-	7,52,05,593	3,47,73,204	-	29,95,078	3,77,66,282	3,75,39,311	4,04,32,389	

# Consolidated Accounts

**Auditors Report on the Consolidated Financial Statements of JMD Ventures Limited**

The Board of Directors of JMD Ventures Limited

**Report on the Consolidated Ind AS Financial Statements**

We have audited the accompanying consolidated Ind AS financial statements of JMD Ventures Limited (hereinafter referred to as 'the Holding Company'), and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its joint venture, comprising of the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Consolidated Ind AS financial statements"). The Consolidated financial statements for the year ended March 31, 2017 were audited and reported upon by another firm of Chartered Accountants. We have relied upon these financial statements for the purpose of opening balances as at April 01, 2017 which are regrouped or restated where necessary.

**Management's Responsibility for the Ind AS Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and change in equity of the Group including its joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder.

The respective Board of Directors of the companies included in the Group and of the joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Board of Directors of the Holding Company, as aforesaid.

**Auditors' Responsibility**

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit.

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

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

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

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors, referred to in the Other Matters paragraph below, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the consolidated state of affairs of the Group and its joint venture as at 31st March, 2018, and their consolidated profit and their consolidated cash flows and the consolidated changes in equity for the year ended on that date.

### **Other Matters**

We did not audit the financial statements of M/s. JMD Medico Services Limited (Sole Subsidiary Company). These financial statements have been audited by other auditors whose reports have been furnished to us and our opinion is based solely on the reports of the other auditors.

Our opinion on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements / consolidated financial statements and other financial information of the subsidiaries, associates and joint ventures, we report, to the extent applicable, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law maintained by the Holding Company and the Group including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company and the reports of the other auditors.
  - c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

- d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under Section 133 of the Act;
- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India are not disqualified as on 31<sup>st</sup> March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its Group incorporated in India and the operating effectiveness of such controls, refer to our separate Report in Annexure “A”.
- g) With respect to the other matters to be included in the Auditors’ Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us, we report that:
- i. The consolidated financial statements disclose the impact, if any, of pending litigations as at March 31, 2018 on the consolidated financial position of the Group, its associates and jointly controlled entities.
  - ii. The provision has been made in the Consolidated Financial Statements as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long term contracts including derivatives contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its Group incorporated in India during the year ended March 31, 2018.

For **Mehta Kothari & Associates**  
Chartered Accountants  
FRN - 106247W

Place : Mumbai  
Date : May 30, 2018

**Pradip C. Mehta**  
Partner  
Membership No. 35447

**ANNEXURE “A” TO INDEPENDENT AUDITORS’ REPORT**

**Referred to in paragraph 1(f) of the Independent Auditors’ Report of even date to the members of JMD Ventures Limited on the consolidated financial statements for the year ended March 31, 2018**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of JMD Ventures Limited (hereinafter referred to as “the Holding Company”) and its subsidiary company, (the Holding Company and its subsidiary together referred to as “the Group”) as of 31st March 2018 in conjunction with our audit of the consolidated Ind AS financial statements of the Holding Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company, its subsidiaries and joint venture which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by these entities, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the Guidance Note) issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Holding Company, its subsidiary companies and joint venture, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Holding Company, its subsidiaries and joint venture considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Other Matters**

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to one subsidiary company, which is company incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India. Our opinion is not qualified in respect of this matter.

For **Mehta Kothari & Associates**  
Chartered Accountants  
FRN - 106247W

Place : Mumbai  
Date : May 30, 2018

**Pradip C. Mehta**  
Partner  
Membership No. 35447



## CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2018

PARTICULARS	Note No.	As at 31st March 2018 ₹	As at 31st March 2017 ₹
<b>ASSETS</b>			
<b>NON- CURRENT ASSETS</b>			
Fixed Assets (Tangible)	4.1	86,44,911	97,71,283
Fixed Assets (Intangible)	4.1	2,94,79,103	2,94,79,103
Deferred Tax Assets (Net)	4.2	9,24,943	5,48,603
Other Non Current Assets	4.3	99,23,777	8,62,486
Long Term Loans & Advances	4.4	1,75,030	85,030
		4,91,47,764	4,07,46,505
<b>CURRENT ASSETS</b>			
Inventories	4.5	7,16,57,546	23,35,32,166
Trade Receivables	4.6	2,73,61,526	18,86,14,392
Cash and Bank Balances	4.7	3,61,55,463	1,38,49,964
Short-Term Loans and Advances	4.8	21,40,41,695	26,41,78,915
Other Current Assets	4.9	55,10,757	40,55,977
		35,47,26,987	70,42,31,414
<b>TOTAL</b>		40,38,74,751	74,49,77,919
<b>EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDERS' FUNDS</b>			
Equity Share Capital	4.10	14,42,92,000	14,42,92,000
Other Equity	4.11	21,27,99,270	23,31,88,066
		35,70,91,270	37,74,80,066
Minority Interest	4.12	3,62,42,210	14,32,393
<b>CURRENT LIABILITIES</b>			
Trade Payables	4.13	66,79,906	35,05,82,849
Other Current Liabilities	4.14	38,61,365	1,54,17,135
Short-Term Provisions	4.15	-	65,477
		1,05,41,271	36,60,65,460
<b>TOTAL</b>		40,38,74,751	74,49,77,919
Accompanying Notes forming part of Financial Statements	1		

As per our Report of even date

For MEHTA KOTHARI &amp; ASSOCIATES

Chartered Accountants

FRN : 106247W

Pradip C. Mehta

Partner

Membership No : 35447

For &amp; On behalf of the Board

Kailash Prasad Purohit

Managing director

(DIN:01319534)

Jagdish Prasad Purohit

Director

(DIN:0083125)

Place : Mumbai

Date : 29th May 2018

Shiv Kumar Yadav

CFO

Nitin Dabriwal

Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS  
FOR THE YEAR ENDED 31st MARCH, 2018

PARTICULAR	Note No.	31st March, 2018 ₹	31st March, 2017 ₹
<b>INCOME</b>			
Revenue from Sale Proceeds	4.16	39,88,41,334	61,57,51,522
Other Operating Revenue	4.17	37,83,338	9,69,627
<b>TOTAL INCOME</b>		<b>40,26,24,672</b>	<b>61,67,21,148</b>
<b>EXPENSES</b>			
Increase/ Decrease of Stock-in-Trade	4.18	39,60,30,129	60,83,62,477
Changes in Inventories of Stock-in-Trade	4.19	-	
Payments & Perquisites to Employees	4.20	1,66,36,434	39,70,934
Depreciation and Amortisation Expenses	4.1	25,91,885	31,54,653
Other Expenses	4.21	1,20,68,095	62,41,617
<b>TOTAL EXPENSES</b>		<b>42,73,26,543</b>	<b>62,17,29,681</b>
<b>PROFIT BEFORE TAX</b>		<b>(2,47,01,871)</b>	<b>(50,08,533)</b>
<b>Tax Expenses:</b>			
Current Tax	4.22	-	65,477
Income Tax for Earlier Years		6,192	-
Deferred Tax Assets		(3,82,131)	5,48,603
<b>NET PROFIT FOR THE YEAR</b>		<b>(2,43,25,932)</b>	<b>(45,25,407)</b>
Less / (Add) : Minority Interest		(39,37,136)	(46,432)
		(2,03,88,796)	(44,78,975)
Less : Transfer to General Reserves		-	-
		(2,03,88,796)	(44,78,975)
<b>Earnings per equity share:</b>			
Basic and Diluted (Face Value of ₹ 1/- each, Previous Year ₹ 1/- each)		(0.17)	(0.03)
Accompanying Notes forming part of Financial Statements	1		

As per our Report of even date

For MEHTA KOTHARI & ASSOCIATES For & On behalf of the Board  
Chartered Accountants  
FRN : 106247W

Pradip C. Mehta  
Partner  
Membership No : 35447

Kailash Prasad Purohit  
Managing director  
(DIN:01319534)

Jagdish Prasad Purohit  
Director  
(DIN:0083125)

Place : Mumbai  
Date : 29th May 2018

Shiv Kumar Yadav  
CFO

Nitin Dabriwal  
Company Secretary

Consolidated Statement of Cash Flow Annexed to the  
Balance Sheet as at 31st March, 2018

(in ₹)

	As at 31st March 2018	As at 31st March 2017
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before Tax and Extra-ordinary Items	(2,47,01,871)	(50,08,533)
Adjustments for		
Interest Received	-	-
Deferred Tax assets	3,82,131	5,48,603
Dividend Received	16,648	31,250
Depreciation on Fixed Assets	25,91,885	31,54,653
Operating profit before working capital changes	(2,17,11,207)	(12,74,027)
Adjustments for Capital Changes		
Decrease (Increase) in Inventories	16,18,74,620	5,08,65,141
Decrease (Increase) Long Term Loans & Advances	(90,000)	(25,000)
Decrease (Increase) in Trade and other Receivables	16,12,52,866	88,11,35,295
Decrease (Increase) Loans & Advances	5,01,37,220	5,75,78,809
Decrease (Increase) other current assets	(14,54,780)	7,38,759
Trade Payable and Provisions	(35,55,24,190)	(97,41,85,366)
Cash Generated from operations	1,61,95,736	1,61,07,638
Income Tax Paid for the Year	-	(65,477)
Income Tax earlier year Year	(6,192)	43,799
Net Cash From Operating Activates (A)	(55,21,663)	1,48,11,933
<b>B. Cash Flow From Investing Activities</b>		
Decrease / (Increase) in Fixed Assets	11,26,372	11,82,003
Deferred tax assets	(3,82,131)	(5,48,603)
Minority Interest	3,87,52,745	46,560
Adjustments for Depreciation	(25,91,885)	(31,54,653)
Net Cash from Investing Activities (B)	3,69,05,101	(24,74,693)
<b>C. Cash Flow From Financing Activities</b>		
Interest Received	-	-
Dividend Received	(16,648)	(31,250)
Deferred Revenue Expenditure	(90,61,291)	(5,06,256)
Net Cash used in Financing Activities (C)	(90,77,939)	(5,37,506)
	2,23,05,499	1,17,99,734
Net Decrease in Cash & Cash Equivalents (A+B+C)	(2,23,05,499)	(1,17,99,734)
Opening Balance of Cash & Cash Equivalents	1,38,49,964	20,50,230
Closing Balance of Cash & Cash Equivalents	3,61,55,463	1,38,49,964

For and on behalf of the Board

Mumbai, May 30, 2018

Kailash Prasad Purohit  
Chairman & Managing Director  
**DIN : 0139534**

We have verified the attached Cash Flow Statement of M/s. JMD Ventures Limited, derived from Audited Financial Statements and the books and records maintained by the Company for the year ended on 31st March 2018 and found the same in agreement therewith.

For Mehta & Kothari & Associates  
Chartered Accountants

Mumbai, May 30, 2018

Pradip C. Mehta  
Partner  
**Membership No. 048979**

## NOTE : 3

## 5. Significant Accounting Policies and Key Accounting Estimates and Judgments

## 5.1 Basis of preparation of Financial Statements

## a) Principles of Consolidation

The consolidated financial statements include the financial statements of JMD Ventures Ltd., (Parent Company and its subsidiary) and of its Subsidiary Companies namely JMD Medico Services Limited in which the Parent Company and its subsidiary has more than one-half of the voting power of an enterprise or where the Parent Company and its subsidiary controls the composition of the board of directors. In accordance with IND-AS 27 Separate Financial Statement, notified under sec 133 of the Companies Act, 2013, read with paragraph 7 of the Companies (Accounts) Rules 2014, the Parent Company and its subsidiary has accounted for its proportionate share of interest in Subsidiary Parent Company and its subsidiary by the proportionate consolidation method.

## a) Compliance with IND-AS

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013. These financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013. The Parent Company and its subsidiary adopted Ind AS from 01 April 2017.

Up to the year ended 31 March 2017, the Parent Company and its subsidiary prepared its financial statements in accordance with the requirements of previous Generally Accepted Accounting Principles (GAAP), which includes Standards notified under the Companies (Accounting Standards) Rules, 2006. These are the Parent Company and its subsidiary's first Ind AS financial statements. The date of transition to Ind AS is 01 April 2016. Details of the exceptions and optional exemptions availed by the Parent Company and its subsidiary and principal adjustments along with related reconciliations are detailed in Notes to Accounts.

## b) Basis of preparation

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 unrealised profits.

The financial statements of the Parent Company and its subsidiaries have been consolidated using uniform accounting policies.

The financial statements of the entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company i.e. year ended 31st March 2018.

The Consolidated Financial Statements for the year ended 31st March 2018 have been prepared on the basis of the financial statements of the following subsidiary entity.

- M/s. JMD Medico Services Limited

## 6. Basis of Accounting and preparation of Financial Statements

### 6.1 Fair Value Measurement of Financial Instruments

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and relevant provisions of the Companies Act, 2013.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 17 – Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 – Inventories or value in use in Ind AS 36 – Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the Assets or Liabilities.

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

All assets and liabilities have been classified as current or non-current as per Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act 2013 and Ind AS 1- Presentation of Financial Statements based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

### 6.2 Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized.

Revenue from sales is recognized when significant risk and rewards in respect of ownership of the products are transferred, recovery of the consideration is reasonably certain. Revenue from sale of goods includes excise duty, sales tax and is net of returns.

Revenue from sales is recognized on dispatch of products from the Company's Office / Shop / Godown and in case of consignment sale, on further sale made by the agents.

Profit / loss earned on sale of investment/inventories are recognised on trade date basis. Profit/Loss on sale of Investment/inventories is determined on basis of FIFO cost of the investment sold.

Interest on investments and Loans and Advances is booked on a time proportion basis taking into account the amounts invested or loan given and the rate of interest.

Dividend income is recognized when the right to receive payment is established.

### 6.3 Property, Plant and Equipments

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognised as at 01 April 2016 measured as per the previous GAAP.

Cost is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. In respect of major projects involving construction, related pre-operational expenses form part of the value of assets capitalised. Expenses capitalised also include applicable borrowing costs for qualifying assets, if any. All up gradation /enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

Depreciation on property, plant and equipment has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the tools and moulds, in whose case the life of the assets has been assessed as 5 years based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Land is not depreciated.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The estimated useful lives of property, plant and equipment of the Company are as follows:

Assets	Estimated useful life as estimated by the company	Estimated useful life under schedule II of Companies Act, 2013
Furniture and fixtures	10 years	10 years
Office equipment	5 year	5 year
Vehicles	8 years	8 years
Computers	3-6 years	3-6 years
Musical instruments	10-12 years	10-12 years

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the standalone statement of profit and loss.

#### 6.4 Investment property

Investment property are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16 – Property, Plant and Equipment requirement for cost model, other than those that meet the criteria to be classified as held for sale (or are included in a disposal group that is classified as held for sale) in accordance with Ind AS 105 – Non-current Assets Held for Sale and Discontinued Operations.

An investment property is de-recognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in standalone statement of profit and loss in the period in which the property is de-recognised.

For transition to Ind AS, the Company has elected to continue with the carrying value of its investment property recognised as of 01 April 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

#### 6.5 Intangible Assets

Intangible assets that the Company acquires separately and from which it expects future economic benefits are capitalised upon acquisition and measured initially at cost comprising the purchase price (including import duties and non-refundable taxes) and directly attributable costs to prepare the asset for its intended use.

Internally generated assets for which the cost is clearly identifiable are capitalised at cost. All directly attributable expenditure incurred to prepare the asset for its intended use are recognised as the cost of such assets.

Research expenditure is recognised as an expense when it is incurred. Development costs are capitalised only after the technical and commercial feasibility of the asset for sale or use has been established. All directly attributable expenditure incurred to prepare the asset for its intended use are recognised as the cost of such assets.

Internally generated brands, websites and customer lists are not recognised as intangible assets.

The carrying value of intangible assets includes deemed cost which represents the carrying value of intangible assets recognised as at 01 April 2016 measured as per the previous GAAP.

The useful life of an intangible asset is considered finite where the rights to such assets are limited to a specified period of time by contract or law (e.g., patents, licences, trademarks, franchise and servicing rights) or the likelihood of technical, technological obsolescence (e.g., computer software, design, prototypes) or commercial obsolescence (e.g., lesser known brands are those to which adequate marketing support may not be provided). If, there are no such limitations, the useful life is taken to be indefinite.

Intangible assets that have finite lives are amortised over their estimated useful lives by the straight-line method unless it is practical to reliably determine the pattern of benefits arising from the asset. An intangible asset with an indefinite useful life is not amortised.

The estimated useful lives of intangible assets of the Company are as follows:

Computer Software	3 years
Technical Knowhow	5 years
Goodwill	-

All intangible assets are tested for impairment. Amortisation expenses and impairment losses and reversal of impairment losses are taken to the Standalone statement of profit and loss. Thus, after initial recognition, an intangible asset is carried at its cost less accumulated amortisation and / or impairment losses.

The useful lives of intangible assets are reviewed annually to determine if a reset of such useful life is required for assets with finite lives and to confirm that business circumstances continue to support an indefinite useful life assessment for assets so classified. Based on such review, the useful life may change or the useful life assessment may change from indefinite to finite. The impact of such changes is accounted for as a change in accounting estimate.

## 2.6 Impairment of Tangible and Intangible Assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit (CGU) to which the asset belongs.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in the standalone statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years. A reversal of an impairment loss is recognised immediately in standalone statement of profit and loss.

## 6.7 Borrowing costs

Interest and other costs connected with the borrowing for the acquisition / construction of qualifying fixed assets are capitalised up to the date such asset are put to use and other borrowing cost are charged



to statement of profit & loss. Borrowing cost includes exchange rate difference to the extent regarded as an adjustment to the borrowing cost.

#### 6.8 Research and Development:

There are no expenditure incurred on Research and Development under the head "Research and Development" during the year.

#### 6.9 Foreign Currency Transactions

The functional and presentation currency of the Company is Indian Rupee.

Foreign currency transactions are recorded at the exchange rate prevailing on the date of the respective transactions. Gains / losses arising on foreign currency transactions settled during the year are recognised in the standalone statement of profit and loss.

Exchange differences arising on translation of monetary items are recognised in the standalone statement of profit and loss. Exchange differences arising on monetary items that, in substance, form part of the Company's net investment in a foreign operation (having a functional currency other than Indian Rupee) are accumulated in foreign currency translation reserve.

Non-monetary items denominated in foreign currency are carried at cost.

#### 6.10 Derivatives

The Company has not yet entered into derivative financial instruments, primarily foreign exchange forward contracts

#### 6.11 Investment in Subsidiaries

Investment in subsidiaries is carried at cost.

#### 6.12 Inventories

Inventories are valued at the lower of cost and net realisable value. Costs of inventories are determined using weighted average method. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its present location and condition and includes, where applicable, appropriate overheads based on normal level of activity. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Obsolete, slow moving and defective inventories are identified from time to time and, where necessary; a provision is made for such inventories.

#### 6.13 Employee Benefits

##### Gratuity

The liability for gratuity has not been provided as per the provisions of Payment of Gratuity Act, 1972 since no employee of the company is eligible for such benefits during the year.

##### Provident Fund

The provisions of the Employees Provident Fund are not applicable to the company since the numbers of employees employed during the year were less than the minimum prescribed for the benefits.

#### Leave Salary

In respect of Leave Salary, the same is accounted as and when the liability arises in accordance with the provision of law governing the establishment.

#### 6.14 Taxation

##### Current Tax

Current Tax is measured at the amount expected to be paid to tax authorities in accordance with the Income Tax Act, 1961. The Company's current tax is calculated using tax rates and tax laws that have been enacted during the period, together with any adjustment to tax payable in respect of previous years. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realise the asset and settle the liability simultaneously.

##### Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are off set when there is legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances related to the same taxation authority.

#### 6.15 Government Grants

Government Grants are recognised where there is reasonable assurance that the grant will be received and all attached condition will be complied with. Grants related to specific fixed assets are deducted from the gross value of the concerned assets in arriving at their book values. Investment subsidy/ employment generation subsidy / Interest rate subsidy and other revenue grants are credited to Statement of Profit and Loss or deducted from the related expenses.

#### 6.16 Provisions and Contingent Liabilities

The Company recognises a provision when there is a present obligation as a result of an obligating event that probably requires outflow of resources and a reliable estimate can be made of the amount of the obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. When a

provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

A disclosure of a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure of contingent liability is made.

#### 6.17 Operating Segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (CODM). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors.

Segments are organised based on business which have similar economic characteristics as well as exhibit similarities in nature of products and services offered, the nature of production processes, the type and class of customer and distribution methods.

Inter-segment revenue is reported on the basis of transactions which are primarily market led. Segment results represent profits before finance charges, unallocated expenses and taxes.

#### 6.18 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through standalone statement of profit and loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in profit and loss.

Financial assets and liabilities are off set and the net amount is included in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to sale on a net basis or realise the asset and settle the liability simultaneously.

#### 6.19 Financial Assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

##### Recognition

Financial assets include investments, trade receivables, derivative instruments, cash and cash equivalents, other bank balances, loans and other financial assets. Such assets are initially recognised at transaction price when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the standalone statement of profit and loss.

### Classification

Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

- (a) Amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and / or interest.
- (b) Fair value through other comprehensive income, where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.
- (c) Fair value through statement of profit and loss, where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on their fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the standalone statement of profit and loss in the period in which they arise.
- (d) Trade receivables, cash and cash equivalents, other bank balances, loans and other financial assets are classified for measurement at amortised cost. Derivative instruments are measured at fair value through statement of profit and loss while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit and loss, an irrevocable election at initial recognition may be made to present subsequent changes in fair value through other comprehensive income.
- (e) Financial assets at amortised cost are subsequently measured at amortised cost using effective interest method. The effective interest method is a method of calculating the amortised cost of an instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

### 2.20 Impairment

At each reporting date a financial asset such as investment, trade receivable, loans and other financial assets held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit loss is assessed and loss allowance is recognised if the credit quality of that financial asset has deteriorated significantly since initial recognition.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at fair value through other comprehensive income, the loss allowance is recognised in other comprehensive income and is not reduced from the carrying amount of the financial asset in the balance sheet.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the trade receivable does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in standalone statement of profit and loss.

#### 6.21 Re-Classification

When and only when the business model is changed the Company shall reclassify all affected financial assets prospectively from the reclassification date as subsequently measured at amortised cost, fair value through other comprehensive income, fair value through standalone statement of profit and loss without restating the previously recognised gains, losses or interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial instruments.

#### 6.22 De-Recognition

Financial assets are de-recognised when the right to receive cash flows from the assets has expired, or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership.

Consequently, if the asset is one that is measured at

- (a) Amortised cost, the gain or loss is recognised in the standalone statement of profit and loss.
- (b) Fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the standalone statement of profit and loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is reclassified within equity.

#### 6.23 Financial Liabilities and Equity Instruments

Classification:

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a company are recognised at the proceeds received.

Financial Liabilities

Borrowings, trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Any discount or premium on redemption / settlement is recognised in the standalone statement of profit and loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the balance sheet.

Financial liabilities are de-recognised when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

#### 6.24 Earnings per Share

Basic earnings per share are calculated by dividing the profit and loss for the year attributable to shareholders by the weighted average number of shares outstanding during the year. For the purpose of calculating diluted earnings per share, the profit and loss for the year attributable to shareholders and weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential shares.

#### 6.25 Use of Estimates and Judgments :

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

In particular, information about the significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are related to:

- i. Useful life of property, plant and equipment and intangible assets
- ii. Provision for product warranties
- iii. Provision for employee benefits
- iv. Fair value of financial assets / liabilities
- v. Provisions and contingent liabilities

#### 6.26 Useful life of Property, Plant and Equipment and Intangible Assets

As described in the significant accounting policies, the Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period. The Company is required to determine whether its intangible assets have indefinite or finite life which is a subject matter of judgment.

#### 6.27 Provision for Product Warranties

Provision is estimated in respect of warranty cost in the year of sale of goods and it represents the present value of the management's best estimate of the future outflow of economic benefit that will be required under the company's obligation for warranties. It is estimated by the management on the basis of a technical evaluation and based on specific warranties, claims and claim history.

The determination of provision for product warranties takes into account assumptions which is a subject matter of judgment.

#### 6.28 Provision for Employee Benefits

The determination of Company's liability towards defined benefit obligation and other long term employee benefits to employees is made through independent actuarial valuation including determination of amounts to be recognised in the standalone statement of profit and loss and in other comprehensive income. Such valuation depends upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to accounts.

#### 6.29 Fair Value Measurements and Valuation Processes

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party qualified valuers to perform the valuation, if required.

#### 6.30 Provisions and Contingent Liabilities

The Company has ongoing litigations with various regulatory authorities and third parties. Where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty.

### 7. Recent Accounting Pronouncements:

#### 7.1 Ind AS 21 – The Effects of Changes in Foreign Exchange Rates

On 28 March 2018, Ministry of Corporate Affairs (MCA) has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21–The Effects of Changes in Foreign Exchange Rates which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. This amendment will come into force from 01 April 2018. The Company has evaluated the effect of this on the financial statements and the impact is not material.

#### 7.2 Ind AS 115 - Revenue from Contract with Customers

On 28 March 2018, Ministry of Corporate Affairs (MCA) has notified the Ind AS 115 - Revenue from Contract with Customers. The core principle of the new standard is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The effective date for adoption of Ind AS 115 is financial periods beginning on or after 01 April 2018. The effect on adoption of Ind AS 115 on the financial statements is expected to be insignificant.

#### 7.3 Financial Risk Management Objectives and Policies:

The Company's activities are exposed to a variety of Financial Risks from its Operations. The key financial risks include Market risk, Credit risk and Liquidity risk.

## a) Market Risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises mainly three types of risk: Foreign currency risk, Interest rate risk and other price risk such as Equity price risk and Commodity Price risk.

## b) Foreign Currency Risk:

There are no Foreign Currency transactions during the financial year.

## c) Foreign Currency Sensitivity:

There are no Foreign Currency transactions during the financial year.

## d) Interest Rate Risk and Sensitivity:

The Company does not have any term borrowings.

## e) Commodity price risk:

The Company does not have any trading Activity During the Financial Year.

## f) Trade Receivables:

Customer credit risk is managed based on company's established policy, procedures and controls. The company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

## g) Credit Risk:

Credit risk is the risk that counterparty might not honor its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables).

Credit risk is reduced by receiving pre-payments and export letter of credit to the extent possible. The Company has a well-defined sales policy to minimize its risk of credit defaults. Outstanding customer receivables are regularly monitored and assessed. The Company follows the simplified approach for recognition of impairment loss and the same, if any, is provided as per its respective customer's credit risk as on the reporting date.

## h) Liquidity Risk:

Liquidity risk is the risk, where the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach is to ensure, as far as possible, that it will have

## i) Segment Details

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:

a) Recording & Selling/ Distribution of Audio Video CDs

b) Trading in Computer Software & Hardware Products



c) Investments in Capital Market & Mutual Fund related activities

d) Production, Sale and Distribution of Ayurvedic Medicines

#### 7.4 Segment Revenue & Profit

(Rs. in lakhs)

	2017-18	2016-17
1. Segment Revenue		
a) Software & Hardware	1524.91	4948.39
b) Music & Entertainment	13.10	73.35
c) Finance & Investment	2302.07	1095.80
d) Pharma & Medical	157.60	49.36
e) Other Un-allocable Activities	28.57	9.70
Total Income from Operations .....	4026.25	6167.21
2. Segment Profit/(Loss) before Interest & Tax		
a) Software & Hardware	1.05	3.50
b) Music & Entertainment	3.30	7.10
c) Finance & Investment	(155.90)	(33.61)
d) Pharma & Medical	(95.47)	(33.88)
e) Other Un-allocable Activities	-	6.81
Profit before Tax .....	(247.02)	(50.08)

#### 7.5 Related Party Transactions

Key Management Personnel in Subsidiary –

- |                            |   |                         |
|----------------------------|---|-------------------------|
| a. Ms. Chandrakala Purohit | - | Managing Director       |
| b. Mr. Anil Purohit        | - | Non-Executive Director  |
| c. Mr. Adarsh Purohit      | - | Chief Financial Officer |

Subsidiary Companies –

JMD Medico Services Limited (Domestic Company)

Group Companies or Companies under same management –

1. Blue Circle Services Limited
2. Prime Capital Market Limited
3. Unisys Softwares & Holding Industries Limited
4. Scan Infrastructures Limited
5. Warner Multimedia Limited
6. JMD Sounds Limited

#### 7.6 Earnings per Share (Consolidated)

Basic earnings per share are calculated by dividing the profit and loss for the year attributable to shareholders by the weighted average number of shares outstanding during the year. For the purpose of calculating diluted earnings per share, the profit and loss for the year attributable to

shareholders and weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential shares.

Details of EPS (Consolidated) is as under –

PARTICULARS	31.03.2018	31.03.2017
Net profit/(loss) for the year as per Statement of Profit and Loss (Rs. in Lakh)	(247.08)	(50.08)
Weighted Average number of equity shares for calculating Basic EPS	14429200	144292000
Weighted Average number of equity shares for calculating Diluted EPS	14429200	144292000
Face value per Share (Rs)	10.00	1.00
Basic & Diluted EPS on Face Value of Rs.10	(0.17)	(0.03)

#### 7.7 Remuneration to Auditors

Particulars	31.03.2018	31.03.2017
Remuneration to Auditors for Audit Purpose (in ₹)	74,000	50,000

As per our report of even date  
For Mehta Kothari & Associates  
Chartered Accountant  
FRN - 106247W

For & on behalf of the Board of Directors

Kailash Prasad Purohit  
(DIN : 01319534)  
Managing Director

Jagdish Prasad Purohit  
(DIN : 00083125)  
Director

Pradip C. Mehta  
Partner  
Membership No. 35447  
Mumbai, May 30, 2018

Shivkumar Yadav  
CFO

Nitin Dabriwal  
Company Secretary

## Notes forming part of the Financial Statements for the Year ended March 31, 2018

## 4.2 DEFERRED TAX ASSETS (NET)

Particulars	As at 31st March 2018 Rs	As at 31st March 2017 Rs
Deferred Tax Assets (Net)	9,24,943	5,48,603
Total	9,24,943	5,48,603

## 4.3 DEFERRED REVENUE EXPENDITURE

Particulars	As at 31st March 2018 Rs	As at 31st March 2017 Rs
Preliminary Expenses	8,178	37,936
Business Promotion Expenses	87,24,049	-
Deferred Revenue Expenditure	11,91,550	8,24,550
Total	99,23,777	8,62,486

## 4.4 LONG TERM LOANS &amp; ADVANCES

Particulars	As at 31st March 2018 Rs	As at 31st March 2017 Rs
Security Deposits	1,75,030	85,030
Total	1,75,030	85,030

## 4.5 INVENTORIES

Particulars	As at 31st March 2018 Rs	As at 31st March 2017 Rs
Stock-in-trade (Market price at cost whichever is lower)		
Audio Vedio Rights	3,05,12,600	3,05,12,600
Guitars	-	1,04,231
Audio Vedio CD (Kolkata)	-	47,776
Audio Vedio CD (Jaipur)	2,69,248	2,18,138
Mobile Phones (Kolkata)	-	14,50,584
Inventories as per Schedule 4.5A	4,08,75,698	20,11,98,837
Total	7,16,57,546	23,35,32,166

## 4.5A Break-up of Inventories

Particulars	Numbers	As at 31st March 2018 Rs	As at 31st March 2017 Rs
Stock In Trade (as taken and certified by management) (Market price at cost whichever is lower)			
INFULLY PAID-UP EQUITY SHARES (QUOTED)			
DB (International) Stock Brokers Limited	72,324	2,520	22,074
Kavveri Telecom Products Limited	5,000	-	7,60,618
Kothari Petrochemicals Limited	25,000	-	1,75,761
K.M.Sugar Ltd	14,700	-	4,43,295
Mid East (India) Limited	25,000	-	7,50,000
Odyssey Corporation Ltd.	14,000	19,320	9,15,595
Scan Steels Ltd	50,000	10,90,000	16,87,231
Santowin Corporation Ltd	5,00,000	2,65,000	-
Tata Tele (Maharashtra) Limited	2,266	14,389	77,767
		13,91,229	48,32,341
IN MUTUAL FUNDS (QUOTED)			
ICICI Prudential Equity Fund	5,236	1,00,000	1,00,000
Dsp Murline oppertunities fund	9,780	1,00,000	1,00,000
Tata Infrastructure Mutual Fund	4,463	2,00,000	2,00,000
Kotak Mahindra Mutual Fund	13,415	14,00,000	14,00,000
Relince Capital Mutual Fun	540	1,00,000	1,00,000
		19,00,000	19,00,000
INEQUITY SHARES OF GROUP CO. (QUOTED)			
Blue Circle Services Limited	1,15,580	41,43,543	64,36,124
TOTAL TRADE INVESTMENTS (A)		74,34,772	1,31,68,465
OTHER INVESTMENTS			
UN-QUOTED IN EQUITY SHARES			
Muskan Jute Mill Pvt Ltd	50,000	-	50,00,000
Apporva Exports Pvt Ltd	40,000	-	10,00,000
JYA Securities Ltd	2,835	-	2,83,500
Satabdi Tradelink Ltd	9,14,000	-	91,40,000
Sargam Vintrade Pvt Ltd	20,270	-	40,54,000
Paypoint India Network Pvt Ltd	1,30,450	13,04,500	-
Prince Tradecom Ltd	5,87,520	-	58,75,200
		13,04,500	2,53,52,700
INEQUITY SHARES OF GROUP CO. (UN-QUOTED)			
JMD Sounds Ltd	6,38,514	-	14,10,67,005
Popular Tradecom Pvt Ltd	70,000	7,00,000	7,00,000
Bajao Music Private Limited	4,13,520	75,34,160	75,34,160
		82,34,160	14,93,01,165

IN PREFERENTIAL SHARES			
Bajao Music Pvt Ltd	1,24,960	68,72,800	68,72,800
OTHERS			
Gold Coins		21,47,168	21,47,168
Ayurvedic Medicin		1,48,82,298	43,56,539
TOTAL OTHER INVESTMENTS (B)		3,34,40,926	18,80,30,372
Total (A+B)		4,08,75,698	20,11,98,837

## 4.6 TRADE RECEIVABLES

Particulars	As at 31st March 2018 Rs	As at 31st March 2017 Rs
(Unsecured, Considered Good)		
Outstanding for a period Exceeding Six Months	2,07,01,789	-
Other Receivables	66,59,737	18,86,14,392
Total	2,73,61,526	18,86,14,392

## 4.7 CASH AND CASHEQUIVALENTS

Particulars	As at 31st March 2018 Rs	As at 31st March 2017 Rs
Cash and Cash Equivalents		
Balances with Banks		
In Current Accounts	24,03,218	59,31,708
Fixed Deposit ( Axis Bank)	3,07,63,400	50,00,000
Cash on hand	29,88,845	29,18,256
Total	3,61,55,463	1,38,49,964

## 4.8 SHORT-TERM LOANS &amp; ADVANCES

Particulars	As at 31st March 2018 Rs	As at 31st March 2017 Rs
(Unsecured, Considered Good)		
Inter-Corporate Deposits	4,95,74,371	3,45,74,371
Loans & Advances	-	10,77,368
Advances for Properties	11,15,97,553	11,29,49,313
Other Advances	5,28,69,771	11,55,77,863
Total	21,40,41,695	26,41,78,915

## 4.9 OTHER CURRENT ASSETS

Particulars	As at 31st March 2018 Rs	As at 31st March 2017 Rs
Advance Tax Payment	-	-
Tax Deducted at Source	1,51,868	75,620
Duties & Taxes	16,20,424	
TDS Refundable	30,13,639	30,13,639
VAT Refundable	7,24,825	9,66,717
<b>Total</b>	<b>55,10,757</b>	<b>40,55,977</b>

## 4.10 EQUITY SHARE CAPITAL

Particulars	As at 31st March 2018		As at 31st March 2017	
	Number	Rs	Number	Rs
<u>Authorised</u> Equity Shares of ' 10/- each (Previous Year ' 1/-)	1,50,00,000	150000000.00	15,00,00,000	15,00,00,000
<u>Issued, Subscribed &amp; Paid Up:</u> Equity Shares of ' 10/- each (Previous Year ' 1/-)	1,44,29,200	14,42,92,000	14,42,92,000	14,42,92,000
<b>Total</b>	<b>1,44,29,200</b>	<b>14,42,92,000</b>	<b>14,42,92,000</b>	<b>14,42,92,000</b>

Reconciliation of number of shares.

Particulars	As at 31st March 2018		As at 31st March 2017	
	Number	Rs	Number	Rs
Shares outstanding at the beginning of the year	1,44,29,200	14,42,92,000	14,42,92,000	14,42,92,000
Add : Shares issued during the Year	-	-	-	-
Shares outstanding at the end of the year	<b>1,44,29,200</b>	<b>14,42,92,000</b>	<b>14,42,92,000</b>	<b>14,42,92,000</b>

Rights, Preference and Restrictions attached to Equity Shares

The Company has one class of Equity shares having at par value of ₹10/- each. Each shareholder is eligible to one vote per share held.

4.11 OTHER EQUITY		
Particulars	As at 31st March 2018 (Rs)	As at 31st March 2017 (Rs)
Securities Premium Reserves		
Opening Balance	17,83,54,000	17,83,54,000
Less: Utilized for Issue of Bonus Shares	-	-
Total (A)	17,83,54,000	17,83,54,000
General Reserves		
Opening Balance	45,67,418	45,67,418
Add: Transferred From Statement Of Profit & Loss	-	-
Total (B)	45,67,418	45,67,418
Surplus in Statement of Profit & Loss		
Opening Balance	5,02,66,648	5,47,01,824
Add: Reversal of Provision for Dividend	-	-
Add: Reversal of Excess Provisioning of Tax	-	43,799
Add: Net Profit for the year	(2,03,88,796)	(44,78,975)
Amount available for Appropriations	2,98,77,852	5,02,66,648
Less: Appropriations		
Proposed Dividend	-	-
Tax on Proposed Dividend	-	-
Transfer To General Reserve	-	-
Total (C)	2,98,77,852	5,02,66,648
Total (A+B+C) .....	21,27,99,270	23,31,88,066
4.12 MINORITY INTEREST		
Particulars	As at 31st March 2018 Rs	As at 31st March 2017 Rs
Opening Balance	2,79,346	13,85,833
Add / (Less) : Share of Profit / (Loss) for the Year	3,59,62,864	46,560
Total	3,62,42,210	14,32,393
4.13 TRADE PAYABLES		
Particulars	As at 31st March 2018 (Rs)	As at 31st March 2017 (Rs)
Total outstanding dues of Creditors	66,79,906	35,05,82,849
Total	66,79,906	35,05,82,849

## 4.14 OTHER CURRENT LIABILITIES

Particulars	As at 31st March 2018 (Rs)	As at 31st March 2017 (Rs)
Other Payables		
Provision for Expenses	9,66,746	16,83,232
R.O.C. fee payable	4,75,000	6,01,000
Vat Payable	-	23,292
Securities Deposit	1,66,350	1,66,350
Goods & service tax Payable	1,77,491	
Tds Payable	-	87,761
Trade Advances	20,75,778	1,28,55,500
Total	38,61,365	1,54,17,135

## 4.15 SHORT TERM PROVISIONS

Particulars	As at 31st March 2018 (Rs)	As at 31st March 2017 (Rs)
Provision for Income Tax (Net of Tax Paid)	-	65,477
Total	-	65,477



## Notes forming part of the Financial Statements for the Year ended March 31, 2018

## 4.16 Revenue form Sale Proceeds

Particulars	As at 31st March 2018 ₹	As at 31st March 2017 ₹
<b>Sale of Products</b>		
<b>Traded Goods</b>		
Hardwares & Softwares (Mumbai)	15,24,91,115	49,48,38,603
Audio Video CD (Kolkata)	2,55,050	4,51,482
Audio Video CD (Jaipur)	1,52,669	59,45,011
Sale of Ayurvedic Medicin	1,57,59,729	49,36,721
sale of gitar & mobile phone	1,48,350	-
Sale of Shares	23,00,34,421	10,95,79,705
<b>Total</b>	<b>39,88,41,334</b>	<b>61,57,51,522</b>

## 4.17 Other Operating Revenue

Particulars	As at 31st March 2018 ₹	As at 31st March 2017 ₹
Interest on Loan & fdr	18,68,184	-
Dividend Received	16,648	31,250
Business Promotion Expenses W/off	9,88,630	164
U Tube Income From Vedio	2,81,362	-
Sundry balance w/off	6,663	
Rental from Music Studio	6,21,851	9,38,213
<b>Total</b>	<b>37,83,338</b>	<b>9,69,627</b>

## 4.18 Change in Value of Stock-in-Trade

Particulars	As at 31st March 2018 ₹	As at 31st March 2017 ₹
<b>OPENING STOCK</b>		
Mobile Phone (Kolkata)	14,50,584	14,50,584
Gitar	1,04,231	1,04,231
Audio Video CD (Kolkata)	47,776	1,59,090
Audio Video CD (Jaipur)	2,18,138	6,12,300
Mutual Fund	19,00,000	19,00,000
Gold eternity	21,47,168	21,47,168
Ayurvedic Medicine	43,56,539	-
Opening Stock Of Shares	26,68,55,129	30,15,71,335
	<b>27,70,79,565</b>	<b>30,79,44,707</b>
<b>ADD : PURCHASES</b>		
Softwares & Hardwares (Mumbai)	15,24,77,697	49,40,58,252
Audio Video CD (Kolkata)	-	66,676
Audio Video CD (Jaipur)	1,23,575	38,86,838
Ayurvedic Medicine	1,74,97,238	67,98,863
Purchase of Shares	4,56,92,500	5,26,86,707
	<b>21,57,91,010</b>	<b>55,74,97,336</b>

<b>LESS : CLOSING STOCK</b>		
Mobile Phone (Kolkata)	-	14,50,584
Gitar	-	1,04,231
Audio Video CD (Kolkata)	-	47,776
Audio Video CD (Jaipur)	2,69,248	2,18,138
Mutual Fund	19,00,000	19,00,000
Gold eternity	21,47,168	21,47,168
Ayurvedic Medicine	1,48,82,298	43,56,539
Shares	7,76,41,732	24,68,55,130
	<b>9,68,40,446</b>	<b>25,70,79,566</b>
<b>Changes in Stock-in-Trade</b>	<b>39,60,30,129</b>	<b>60,83,62,477</b>

**4.19 Changes in Inventories of Stock-in-Trade**

<b>Particulars</b>	<b>As at 31st March 2018 ₹</b>	<b>As at 31st March 2017 ₹</b>
<b>Audio Video Master Rights</b>		
Opening Balance	3,05,12,600	3,05,12,600
Add: Purchase Audio Video Master Rights	-	-
Less : Closing Stock	3,05,12,600	3,05,12,600
<b>Changes in value of Stock-in-Trade</b>	<b>-</b>	<b>-</b>

**4.20 Payments & Perquisites to Employees**

<b>Particulars</b>	<b>As at 31st March 2018 ₹</b>	<b>As at 31st March 2017 ₹</b>
Salaries and Wages	1,26,19,970	38,99,364
Sales Promotion Expenses	34,73,720	
D.A Expenses	4,33,291	
Staff Welfare Expenses	1,09,453	71,570
<b>Total</b>	<b>1,66,36,434</b>	<b>39,70,934</b>

**4.21 Other Expenses**

<b>Particulars</b>	<b>As at 31st March 2018 ₹</b>	<b>As at 31st March 2017 ₹</b>
Audit Fees	74,000	50,000
RTA Fees	79,495	84,105
Conveyance & Travelling Exp.	25,03,129	11,42,379
Listing & Depository Fees	5,70,488	1,92,007
Postage , Tranpotation & Courier Expenses	8,25,237	79,425
Professional Fees	2,34,128	2,88,393
Printing & Stationery	6,91,688	12,320
Bank Charges	1,75,571	3,22,137
Coolie, Cartage & Fright Expenses	24,740	2,500
Sales Promotion & Advertisement Expenses	1,66,601	1,63,775
Rent & Electricity Expenses	6,81,236	1,87,983

Filling Fees	36,600	2,49,807
Insurance	1,45,460	12,54,560
Donation	17,22,500	2,88,653
Web Designing Charges	6,720	16,500
Rates & Taxes	12,500	1,02,308
Board Meeting & AGM Expenses	-	1,51,000
Office Maintenance Charges	8,07,017	48,300
Studio Repairs & Maintenance	2,00,481	5,000
Deferred Revenue Expenditure (W/O)	98,800	-
Computer Maintenance	1,28,185	4,55,065
Demat Charges	5,000	1,85,330
Certification charges	12,500	1,01,100
Gst Paid	2,80,800	58,259
Internal Audit fee	10,000	1,055
Secretarial Audit fee	10,000	-
Sundry balance w/off	-	2,51,187
VAT Audit Fees	-	1,12,572
Vat Paid	11,860	2,22,185
TDS un-recoverable	-	54,158
Telephone Expenses	2,08,609	46,407
Motor Car Expenses	3,68,001	5,100
Miscellaneous Expense	93,024	8,000
Discount	3,506	2,456
Processing Charges	18,610	76,095
Commission & CNF Expenses	17,24,151	-
Trade Mark Registration Fee	13,200	-
Trade Licence Fee	5,400	-
Interest on Tds	2,960	126
Internet Charges	51,700	-
Tax Audit Fee	10,000	-
Entry tax	21,865	-
Equipment Charges	28,560	-
Accounting Charges	-	12,000
Preliminary Expenses W/off	3,774	9,370
<b>Total</b>	<b>1,20,68,095</b>	<b>62,41,617</b>

**4.22 Tax Expenses**

Particulars	As at 31st March 2018 ₹	As at March 2017 ₹
Income Tax	-	65,477
Income Tax for Pervious Years	-	-
<b>Total</b>	<b>-</b>	<b>65,477</b>

		(in ₹)									
		Cost/Book Value as at 1st April 2017	Additions during the year	Deductions/ Adjustments during the year	Cost/Book Value as at 31st March 2018	Depreciation on Cost/Book Value as at 1st April 2017	Deductions/ Adjustments during the year	Depreciation for the year	Depreciation on Cost/Book Value as at 1st April 2018	Balance as at 31st March 2018	Balance as at 31st March 2017
4.1 TANGIBLE ASSETS											
Furniture & Fixtures		4,96,652	-	-	4,96,652	3,60,564	-	18,930	3,79,494	1,17,158	1,36,088
Vehicles (Owned)		1,23,06,230	13,19,513	-	1,36,25,743	68,69,318	-	14,32,164	83,01,482	53,24,261	54,36,912
Office Equipments		2,07,936	-	-	2,07,936	1,64,035	-	10,627	1,74,662	33,274	43,901
Studio Equipments		8,97,817	-	-	8,97,817	8,46,308	-	13,336	8,59,644	38,173	51,509
Computer & Software		3,29,65,105	1,46,000	-	3,31,11,105	2,96,87,632	-	11,16,828	3,08,04,460	23,06,645	32,77,473
Premises at Mumbai		8,25,400	-	-	8,25,400	-	-	-	-	8,25,400	8,25,400
<b>TOTAL</b>		<b>4,76,99,140</b>	<b>14,65,513</b>	<b>-</b>	<b>4,91,64,653</b>	<b>3,79,27,857</b>	<b>-</b>	<b>25,91,885</b>	<b>4,05,19,742</b>	<b>86,44,911</b>	<b>97,71,283</b>
2.6 INTANGIBLE ASSETS											
Brands/Trademarks		2,94,79,103	-	-	2,94,79,103	-	-	-	-	2,94,79,103	2,94,79,103
		<b>2,94,79,103</b>	<b>-</b>	<b>-</b>	<b>2,94,79,103</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,94,79,103</b>	<b>2,94,79,103</b>
<b>Gross Total Assets</b>		<b>7,71,78,243</b>	<b>14,65,513</b>	<b>-</b>	<b>7,86,43,756</b>	<b>3,79,27,857</b>	<b>-</b>	<b>25,91,885</b>	<b>4,05,19,742</b>	<b>3,81,24,014</b>	<b>3,92,50,386</b>
Previous Year		7,52,05,593	19,72,650	-	7,52,05,593	3,47,73,204	-	31,54,653	3,18,57,486	3,92,50,386	-

**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures

**Part “A”: Subsidiaries**

(Amount in ₹ in Lakh, Except Dividend and % of Shareholding)

Sl. No.	Particulars	Details
1.	Name of the Subsidiary	JMD Medico Services Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as Holding Company
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable
4.	Share Capital	970.00
5.	Reserves & Surplus	(126.74)
6.	Total Assets	866.19
7.	Total Liabilities	866.19
8.	Other Non-Current Assets	98.08
9.	Turnover	186.17
10.	Profit / (Loss) before Taxation	(95.47)
11.	Provision for Taxation including Deferred Tax	0.51
12.	Profit / (Loss) after Taxation	(94.96)
13.	Proposed Dividend	Nil
14.	% of Shareholding	58.76

**Note 1 :**

- Names of subsidiaries which are yet to commence operations – N.A.
- Names of subsidiaries which have been liquidated or sold during the year – N.A.

**Note 2 :**

Part “B”: Associates and Joint Ventures of the format are not applicable to the Co.

As per our report of even date  
For Mehta Kothari & Associates  
Chartered Accountant  
FRN - 106247W

For & on behalf of the Board of Directors

Kailash Prasad Purohit  
(DIN : 01319534)  
Managing Director

Jagdish Prasad Purohit  
(DIN : 00083125)  
Director

Pradip C. Mehta  
Partner  
Membership No. 35447  
Mumbai, May 30, 2018

Shivkumar Yadav  
CFO

Nitin Dabriwal  
Company Secretary

# JMD Ventures Limited

CIN : L67190MH2000PLC033180

Regd. Office : Unit No. 323 & 324, 3rd Flr, Bldg No. 9, Laxmi Plaza, New Link Road,  
Andheri (West), Mumbai-400 053

Tel : +91 22 6565 3451; Email : jmdtele@gmail.com; Website : www.jmdlimited.com

## ATTENDANCE SLIP

<b>Regd. Folio / DP ID &amp; Client ID</b>		
	<b>Name and Address of the Shareholder</b>	

1. I hereby record my presence at the 34<sup>th</sup> Annual General Meeting of the Company, to be held on Saturday, 22<sup>nd</sup> September 2018 at 12.15 P.M. at Unit No. 323 & 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053 and at any adjournment thereof.
2. Signature of the Shareholder/Proxy Present
3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
4. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

Please hand it over at the Attendance Verification Counter at the Entrance of the Meeting Venue

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING VENUE



### ELECTRONIC VOTING PARTICULARS

(1) EVSN (E-Voting Sequence No.)	(2) USER ID	(3) PAN or Relevant No. as under	(4) Bank Account No.
			(See Note No.1)

#### Notes:

1. Where Bank Account Number is not registered with the Depositories or Company, please enter your User Id as mentioned in column (2) above.
2. Please read the Instructions printed under the Item No. 33 to the Notice dated 30<sup>th</sup> May 2018 of the 34<sup>th</sup> Annual General Meeting. The e-Voting period starts from 9.00 A.M. on 19.09.2018 and ends at 5.00 P.M. on 21.09.2018, the e-voting module shall be disabled by NSDL for voting thereafter.

No. gift of any nature will be distributed at the Annual General Meeting

# JMD Ventures Limited

CIN : L67190MH2000PLC033180

Regd. Office : Unit No. 323 & 324, 3rd Flr, Bldg No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053  
Tel : +91 22 6565 3451; Email : jmdtele@gmail.com; Website : www.jmdlimited.com

## Form No. MGT – 11, PROXY FORM / BALLOT FORM

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

Name of the Member \_\_\_\_\_

Registered Address \_\_\_\_\_

Folio No. / DP/Client ID \_\_\_\_\_ Email ID \_\_\_\_\_

I/We being the members of \_\_\_\_\_ Shares of JMD Ventures Limited, hereby appoint -

1. \_\_\_\_\_ having email Id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him

2. \_\_\_\_\_ having email Id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him

3. \_\_\_\_\_ having email Id \_\_\_\_\_ Signature \_\_\_\_\_

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34<sup>th</sup> Annual General Meeting of the Company, to be held on Saturday, 22<sup>nd</sup> September 2018 at 12.15 PM at Unit No. 323 & 324, 3rd Floor, Building No. 9, Laxmi Plaza, New Link Road, Andheri (West), Mumbai-400 053 and at any adjournment thereof in respect of such resolution(s) as are indicated below :

	Ordinary Business :	For	Against
1.	Adoption of Financial Statements, both Standalone & Consolidated, for the year ended March 31, 2018.		
2.	Re-appointment of Mr. Jagdish Prasad as Non-Executive, Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment		
<b>Special Business :</b>			
3.	Appointment of M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN - 317159E) as Statutory Auditors of the Company for the term of 5 years.		
4.	Appointment of Mr. Kailash Prasad Purohit as Chairman & Managing Director for a term of 3 Years commencing from 1 <sup>st</sup> April 2018		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of Shareholder \_\_\_\_\_ Signature of Proxy \_\_\_\_\_

Affix  
Revenue  
Stamp  
Rs. 1/-

**Notes :**

1. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. A Proxy need not be a Member of the Company.
3. Optional. Please put a '√' in the appropriate column against the resolutions indicated in the box.



-----  
**Location Plan of Registered Office (Venue of AGM) of M/s. JMD Ventures Ltd.**



# JMD Ventures Limited

CIN : L67190MH2000PLC033180

Regd. Office : Unit No. 323 & 324, 3rd Flr, Bldg No. 9, Laxmi Plaza, New Link Road, Andheri (West),  
Mumbai-400 053

Tel : +91 22 6565 3451; Email : [jmdtele@gmail.com](mailto:jmdtele@gmail.com); Website : [www.jmdllimited.com](http://www.jmdllimited.com)

Dear Shareholder(s),

This is to inform you that the company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE & CSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., Phone no. and E-mail id in our records. We would also like to update your current signature records in our system to have better services in future.

To achieve this we solicit your co-operation in providing the following details to us :

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No.	:	
PAN No.	:	
E-mail ID	:	
Telephone Nos. with STD Code	:	+91
Name and Signatures	:	1.
		2.
		3.

Thanking you,

**For JMD Ventures Limited**

S/d-

**Nitin Dabriwal**

**Company Secretary & Compliance Officer**









If undelivered, please return to

**JMD Ventures Limited**

**Unit No. 323 & 324, 3rd Floor, Bldg No. 9, Laxmi Plaza, New Link Road  
Andheri (W), Mumbai – 400 053**