



## Report of Scrutinizer

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (xii) and Rule No. 21(2) of the Companies (Management & Administration) Rules, 2014]**

To  
The Managing Director  
**M/s. JMD Telefilms Industries Ltd.**

Dear Sir,

I, Gayatri V. Phatak, Proprietor of M/s. G. S. Bhide & Associates, Practicing Company Secretary, Vapi, Gujarat, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process of **JMD Telefilms Industries Limited** ("the Company") in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of 31<sup>st</sup> Annual General Meeting of the Company to be held on Thursday, 24<sup>th</sup> September 2015.

The management of the Company is responsible to ensure the Compliances with the requirements of Companies Act, 2013 and Rules relating to voting through electronic means and ballot papers on the resolutions contained in the notice to the 31<sup>st</sup> Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the voting process is restricted to make a Scrutinizers' Report of the votes cast "IN FAVOUR" or "AGAINST". The Resolutions are based on the reports generated from the process of remote e-voting and ballot paper.

Further to the above, I submit my Report as under :-

1. The remote e-voting period commenced on Monday 21<sup>st</sup> September 2015 at 9.30 A.M. and concluded on Wednesday, 23<sup>rd</sup> September 2015 at 5.00 P.M. The e-voting services were provided by Central Depository Services (India) Ltd. (CDSL)
2. The Shareholders holding shares as on "cut-off date" i.e. September 17, 2015 were entitled to vote on the proposed resolutions stated in the Notice of the 31<sup>st</sup> Annual General Meeting.
3. The Result of remote e-voting along with the list of Shareholders who voted "For" and "Against" the below Resolutions were downloaded from the e-voting website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).
4. The Ballot box was opened in my presence and poll papers were diligently scrutinized. The Ballot Papers were reconciled with the records maintained by the Company / RTA of the Company and the authorizations / proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting and as well as on poll.





The Results of remote e-voting and ballot papers received at the 31<sup>st</sup> Annual General Meeting are as under –

**Resolution No. 1 – Ordinary Resolution**

To receive, consider and adopt the Directors' Report and Audited Statement of Accounts for the year ended 31<sup>st</sup> March 2015.

Voted **in favour** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	53299382	53299182	100.00%
Ballot at AGM	53630530	53630530	100.00%
<b>Total</b>	<b>106929912</b>	<b>106929512</b>	<b>100.00%</b>

Voted **against** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
E-voting	53299382	200	00.00%
Ballot at AGM	53630530	0	00.00%
<b>Total</b>	<b>106929912</b>	<b>200</b>	<b>00.00%</b>

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

**Resolution No. 2 – Ordinary Resolution**

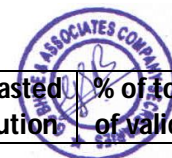
To consider payment of Dividend @ 5% or ` 0.05 per Equity Share of ` 1/- each

Voted **in favour** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	53299382	53299382	100.00%
Ballot at AGM	53630530	14	00.00%
<b>Total</b>	<b>106929912</b>	<b>53630396</b>	<b>49.85%</b>

Voted **against** of Resolution

Mode of Voting	Number of Members participated in the e-voting	No. of votes casted against Resolution	% of total number of valid votes cast





	and physical ballot		
E-voting	53299382	0	00.00%
Ballot at AGM	53630530	53630516	100.00%
<b>Total</b>	<b>106929912</b>	<b>53630516</b>	<b>50.15%</b>

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

**Resolution No. 3 – Ordinary Resolution**

Ratification of appointment of M/s. Mehta Kothari & Associates, Chartered Accountants, Mumbai (FRN - 106247W) as Statutory Auditors of the Company for the financial year 2015-2016.

Voted **in favour** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	53299382	53299082	100.00%
Ballot at AGM	53630530	53630530	100.00%
<b>Total</b>	<b>106929912</b>	<b>106929612</b>	<b>100.00%</b>

Voted **against** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
E-voting	53299382	300	00.00%
Ballot at AGM	53630530	0	00.00%
<b>Total</b>	<b>106929912</b>	<b>300</b>	<b>00.00%</b>

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

**Resolution No. 4 – Ordinary Resolution**





**Appointment of Mr. Johar Pal Singh (DIN : 00113986) as Independent Director of the Company for the period of 5 Years commencing from 11<sup>th</sup> December 2014; not liable to retire by Rotation**

Voted **in favour** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	53299382	53299082	100.00%
Ballot at AGM	53630530	53630530	100.00%
<b>Total</b>	<b>106929912</b>	<b>106929612</b>	<b>100.00%</b>

Voted **against** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
E-voting	53299382	300	00.00%
Ballot at AGM	53630530	0	00.00%
<b>Total</b>	<b>106929912</b>	<b>300</b>	<b>00.00%</b>

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

**Resolution No. 5 – Ordinary Resolution**

**Appointment of Mr. Mohit Jhunjunwala (DIN : 02905685) as Independent Director of the Company for the period of 5 Years commencing from 14<sup>th</sup> January 2015; not liable to retire by Rotation**

Voted **in favour** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	53299382	53299082	100.00%
Ballot at AGM	53630530	53630530	100.00%
<b>Total</b>	<b>106929912</b>	<b>106929612</b>	<b>100.00%</b>

Voted **against** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
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E-voting	53299382	300	00.00%
Ballot at AGM	53630530	0	00.00%
<b>Total</b>	<b>106929912</b>	<b>300</b>	<b>00.00%</b>

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

**Resolution No. 6 – Ordinary Resolution**

**Appointment of Ms. Renu Kedia (DIN : 07126779) as Independent Director of the Company for the period of 5 Years commencing from 4<sup>th</sup> March 2015; not liable to retire by Rotation**

Voted **in favour** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	53299382	53299082	100.00%
Ballot at AGM	53630530	53630530	100.00%
<b>Total</b>	<b>106929912</b>	<b>106929612</b>	<b>100.00%</b>

Voted **against** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
E-voting	53299382	300	00.00%
Ballot at AGM	53630530	0	00.00%
<b>Total</b>	<b>106929912</b>	<b>300</b>	<b>00.00%</b>

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

**Resolution No. 7 – Ordinary Resolution**

**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, 2015 up to March 31, 2018**





Voted **in favour** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	53299382	53299082	100.00%
Ballot at AGM	53630530	53630530	100.00%
<b>Total</b>	<b>106929912</b>	<b>106929612</b>	<b>100.00%</b>

Voted **against** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
E-voting	53299382	300	00.00%
Ballot at AGM	53630530	0	00.00%
<b>Total</b>	<b>106929912</b>	<b>300</b>	<b>00.00%</b>

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

**Resolution No. 8 – Special Resolution**

**Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013**

Voted **in favour** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	53299382	53299082	100.00%
Ballot at AGM	53630530	53630530	100.00%
<b>Total</b>	<b>106929912</b>	<b>106929612</b>	<b>100.00%</b>

Voted **against** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
E-voting	53299382	300	00.00%
Ballot at AGM	53630530	0	00.00%
<b>Total</b>	<b>106929912</b>	<b>300</b>	<b>00.00%</b>





**G. S. Bhide & Associates**  
Company Secretary

D-301, Surya Society, Charwada Road,  
G. I. D. C. Vapi-396 195, Gujarat

Mobile : +91 98255 06553  
Email : gayatribhideandco@gmail.com

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

The relevant records relating to electronic voting shall remain in our safe custody until the Chairman & Managing Director considers, approves and signs the minutes of 31<sup>st</sup> Annual General Meeting thereafter, the same shall be handed over to the Company Secretary for safe keeping.

For **G. S. BHIDE & ASSOCIATES**  
Company Secretaries



**GAYATRI V. PHATAK**

Proprietor

ACS No. 31886, C.P. No. 11816

Place : Mumbai

Date : September 26, 2015

We are the undersigned witnessed that the votes were unblocked from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>) in our presence at 5.05 P.M. on 23<sup>rd</sup> September 2015 at the office of the Scrutinizer.

**Madhu P. Dharewa**

Add: A-404, Divakar Bhavan, Maharana Pratap Road, Bhayandar (W) – 401 101

**Ashok K. Bothra**

Add : A-2/302, Tirupati Darshan, Balaji Nagar, Station Road, Bhayandar (W) – 401 101