



JMD TELEFILMS INDUSTRIES LIMITED

CIN: L67190MH2000PLC033180

Register Office: 323/324, 3rd Floor, Building No.9, Laxmi Plaza,
Laxmi Industrial Estate, New Link Road, Andheri West, Mumbai-400 053

T: (+91) 2265653453/65643453, F: (+91) 22 40148764

Email: jmdtele@gmail.com, website: jmdlimited.com.

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Rules") including any statutory modification or re-enactment thereof for the time being in force, the Resolutions appended below is proposed to be passed by way of Postal Ballot which includes voting by electronic means.

The proposed resolutions and explanatory statement pertaining to the said resolutions setting out all material facts' concerning the resolutions and the reasons thereto is annexed hereto for your consideration. The Postal Ballot Form for voting by you as Member of the Company is also enclosed. The Company has appointed M/s. N. Kanodia & Co., Practicing Chartered Accountants (M. No: 069995; FRN: 327668E), as Scrutinizer for conducting this Postal Ballot process in a fair and transparent manner.

The Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer at the Registered Office of the Company on or before the close of working hours (i.e., 5.00 P.M.) on 15th May, 2015.

In compliance with Clause 35B of the Listing Agreement and provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide Electronic Voting ("e-voting") facility as an alternate, to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of **Central Depository Services (India) Limited** to provide e-voting facility to its Members. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form and vice versa. In case a Member votes through e-voting facility as well as sends his/her vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

The e-voting facility is available at the link www.evotingindia.com. Please refer the instructions for e-voting given after the Proposed Resolutions for the process and manner in which e-voting is to be carried out.

The Scrutinizer will submit her report to the Managing Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The Managing Director of the Company and in his absence the Company Secretary will announce the results post at the Board Meeting scheduled to be held at 06.00 P.M. on 16th May, 2015 at the Registered Office of the Company. The said results would be displayed at the notice board of the Registered Office of the Company, intimated to the Bombay Stock Exchange Limited where the Company's shares are listed, published in the newspaper and displayed on the Company's website viz. www.jmdlimited.com.

By Order of the Board
FOR JMD TELEFILMS INDUSTRIES LIMITED

SD/-
KAILASH PRASAD PUROHIT
MANAGING DIRECTOR
DIN : 01319534

Place : Mumbai
Date : 02nd April 2015



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PROPOSED RESOLUTIONS:

SPECIAL BUSINESS:

1. CHANGE IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the Companies (Incorporation) Rules, 2014, the consent of the Board of Director be and is hereby accorded for the alteration of the Object Clause of the Memorandum of Association of the Company by inserting Clause no. III. (A) (5.) & III.(A)(6.) as mentioned below after the existing Clause III.(A)(4.) subject to shareholders approval;

5. To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biological, nutraceuticals, healthcare, Ayurveda and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products, dry salters, mineral waters, wines, cordials, liquors, soups, broths and other restoratives or foods and also to deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and tinctures extracts and to carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, etc. and also to carry on the business of chemists, druggists, buyers, sellers, agents, distributors and stockiest of all kinds of pharmaceuticals and allied products.

6. To carry on the business of an investment company and to buy, sell, hold, underwrite, invest in finance, acquire whether by way of direct subscription, market purchase or otherwise, trade in and deal in odd lot shares, debenture, debenture stock, bonds, gold bonds, unit, whether for own business or for commission, brokerage or otherwise for any other person firm or body corporate, paid, unpaid, partly paid shares, stocks, bonds, debentures, debenture stocks, obligations and securities of all kinds issued or guaranteed by any public or private company, body corporate, government, state, dominion, sovereign, ruler, commissioners, public body or authority supreme, municipal, local or otherwise firm or person whether in India or elsewhere.

RESOLVED FURTHER THAT Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



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2. CHANGE IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of pursuant to the provisions of Section 4 & 13 and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the Companies (Incorporation) Rules, 2014 read with Table A to the Schedule I of the Companies Act, 2013, the consent of the Members be and is hereby accorded for alteration of the Object Clause of the Memorandum of Association of the Company so as to make it in compliance with the provisions as mentioned in the Table A to the Schedule I of the Companies Act, 2013, without making any alterations to the Objects of the Company, except so far as mentioned in the forgoing resolution;

RESOLVED FURTHER THAT Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. CHANGE IN THE NAME OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 4(4), 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force and the rules framed there under, and subject to the approval of the Registrar of Companies, Maharashtra, Mumbai consent of the members of the Company be and is hereby accorded, for change of the name of the Company from “JMD Telefilms Industries Limited” to “JMD Ventures Limited;

RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be substituted by the following;

The Name of the Company is **JMD Ventures Limited**.

RESOLVED FURTHER THAT Clause 2 of the Articles of Association of the Company be substituted by the following;

“The Company” means **JMD Ventures Limited**.

RESOLVED FURTHER THAT Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



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4. GRANTING OF BORROWING POWERS UNDER SECTION 180(1) (c) OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT in supersession of all previous resolutions passed by the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of the members, be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) for borrowing, on behalf of the Company, any sum or sums of money, from time to time, as they may consider fit, any sum of money, in any manner, and without prejudice to the generality thereof, by way of loans, advances, credits, acceptance of deposits or otherwise in Indian rupees or any other foreign currency, from any bank or banks, or any financial Institutions, other person or persons, and whether the same may be secured or unsecured, and if secured, whether domestic or international, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company’s assets and effects or properties including uncalled capital, stock in trade (including raw materials, stores, spares and components in stock or stock in transit), notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) and remaining undischarged at any given time, will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose so however that the total amount up-to which money may be borrowed by the Board under this resolution, at any one time shall not exceed, in the aggregate, the sum of Rs.25,00,00,000 (Rupees Twenty Five Crores only) and /or in equivalent foreign currency;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company and/ or Committee of Directors constituted for this purpose and/or one or more Directors of the Company authorized by the Board of Directors to exercise the power under this resolution, be and is hereby authorized to decide all terms and conditions in relation to such borrowing or loan, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required.”



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5. GRANTING OF POWERS TO CREATE CHARGE ON COMPANIES PROPERTIES UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof), the consent of the members hereby accorded, to mortgage, hypothecate, pledge and / or charge, in addition to the mortgage, hypothecate, pledge and/or charge already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and/or immovable properties of the Company (both present and future) and/or any other assets or properties, either tangible or intangible, of the Company and/or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of defaults, in favor of the Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of loans, debentures (comprising fully / partly Convertible Debentures and / or Non- Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, up to the limits approved or as may be approved by the shareholders under Section 180(1)(c) of the Act (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company including any increase as a result of devaluation / revaluation / fluctuation in the rate of exchange.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company and/or Committee of Directors constituted for this purpose and/or one or more Directors of the Company authorized by the Board of Directors to excises the power under this resolution, be and is hereby authorized to decide all terms and conditions in relation to such creation of charge, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required.”



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6. GRANTING OF POWERS TO MAKE LOANS OR INVESTMENTS AND TO GIVE GAURANTEES OR PROVIDE SECUTIRY UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Companies Act, 2013 (including any statutory modification or re-enactment thereof), if any, the consent of the members is accorded, to make any loans or investments and to give any guarantees or to provide security in connection with a loan made by any other person to, or to any other person by, a body corporate as the Board of Directors may think fit, for an amount not exceeding Rs. 25 Crore (Rupees Twenty Five Crore only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of Companies Act, 2013 as in their absolute discretion deem beneficial and in the interest of the Company."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company and/or Committee of Directors constituted for this purpose and/or one or more Directors of the Company authorized by the Board of Directors to excises the power under this resolution, be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans made or guarantees given or securities to be provided and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

By Order of the Board
FOR JMD TELEFILMS INDUSTRIES LIMITED

Sd/-
KAILASH PRASAD PUROHIT
MANAGING DIRECTOR
DIN : 01319534

Place : Mumbai
Date : 02nd April 2015



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NOTES

1. Explanatory Statement and reasons for the proposed Resolution pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on 03rd April, 2015.
3. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rules and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the physical Postal Ballot Form. If a Member has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. However, in case Members cast their vote both via physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited (CDSL) for facilitating e-voting. Please note that e-voting is optional.
4. The Board of Directors of the Company has appointed N.Kanodia & Co, Practicing Chartered Accountants (M. No: 069995; FRN: 327668E), as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
5. The Resolution will be taken as passed effectively on the date of announcement of the result by the Managing Director and in his absence by the Company Secretary, if the result of the Postal Ballots indicates that the requisite majority of the Members had assented to the Resolution. The result of the Postal Ballot will be declared at the Board Meeting scheduled to be held at 6.00 P.M. on 16th May, 2015 at the Registered Office of the Company. After declaration, the result of the Postal Ballot shall also be posted on the Company's website www.jmdllimited.com besides communicating the same to the Bombay Stock Exchange Limited where the shares of the Company are listed.
6. A copy of the document (more specifically Memorandum of Association and Articles of Association of the Company along with the proposed drafts amendments) referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on any working day excluding Saturday and Sunday till the last date for receiving Postal Ballot Forms by the Scrutinizer i.e. 15th May, 2015.
7. The Postal Ballot Form and the prepaid self-addressed business reply envelope are enclosed for use of Members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
8. Voting rights shall be reckoned in proportion to the paid-up Equity Shares registered in the name of the Member as on 03rd April, 2015.
9. **GENERAL INFORMATION**
 - (i) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.



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- (ii) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- (iii) Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

10. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- (i) Members desiring to cast their vote by Postal Ballot should complete and sign the Postal Ballot Form and send it to the Scrutinizer, N.Kanodia & Co, Practicing Chartered Accountants (M. No: 069995; FRN: 327668E), at the Company's Registered Office at 323/324, 3rd Floor, Building No.9, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri West, Mumbai-400 053, in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- (ii) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- (iii) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (i.e) duly attested.
- (iv) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- (v) Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours (i.e. 05.00 P.M.) on 15th May, 2015 at the Registered Office of the Company. Postal Ballot Forms received after this date & time will be considered invalid.
- (vi) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- (vii) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to M/s. Purva Sharegistry (India) Pvt. Ltd., 9 Shiv Shakti Ind.Estt., J R Boricha Marg, Lower Parel East, Mumbai 400 011, Email: purvashr@mtnl.net.in Phone: +91-022-2301 8261, Fax: +91-022-2301 2517 or to the e-mail ID jmdtele@gmail.com . Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours (i.e. 05.00 P.M.) on 15th May, 2015 at the Registered Office of the Company. Postal Ballot Forms received after this date & time will be considered invalid.
- (viii) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same



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would not be considered and would be destroyed by the Scrutinizer.

11. VOTING THROUGH ELECTRONIC MEANS

- (i) The voting period begins on 16th April, 2015 and ends on 14th May, 2015. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the record date i.e. 3rd April, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 digits client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

- a) Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
 - (a) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digit of the sequence number in the PAN Field.
 - (b) In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
 - b) Enter the date of birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
 - c) Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
 - (a) Please enter the DOB or Bank details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (IV).
- (viii) After entering these details appropriately, click on "SUBMIT" tab.



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- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (xi) Click on the EVSN for the relevant JMD Telefilms Industries Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolutions you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders & Custodians:
 - (a) Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to www.evoting.com and register themselves as Corporates and Custodians respectively.
 - (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - (c) After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s)/folio numbers on which they wish to vote.
 - (d) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - (e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (f) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.



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12. Institutional Members / Bodies Corporate (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at jmdtele@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 15th May, 2015, upto 05.00 P.M. without which the vote shall not be treated as valid.
13. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 03rd April, 2015.
14. N.Kanodia & Co, Practicing Chartered Accountants (M. No: 069995; FRN: 327668E), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a reasonable period of time a period not exceeding one (1) working days from the conclusion of the e- voting period unblocks the votes in the presence of at least two (2) witnesses not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.



JMD TELEFILMS INDUSTRIES LIMITED

CIN: L67190MH2000PLC033180

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Email: jmdtele@gmail.com, website: jmdlimited.com.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

ITEM NO. 1:

The Board of Directors in its meeting held on Thursday, 2nd day of April, 2015 discussed the need of changing the main object of the Company to diversify in the fields of Pharmaceuticals trading and manufacturing. The proposed business activities can be conveniently and advantageously combined with the existing business of the Company, upon its undertaking.

In order to enable the Company to do so, it is required to alter the Object clause of the Memorandum of Association of the Company.

The Board recommends the resolution set forth in Item No.1 for the approval of the Members as special resolution.

No director, key managerial personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 1.

ITEM NO. 2:

The provisions of Companies Act, 2013 require the Company to bring in line its Memorandum of Association in accordance with the provisions as mentioned in the Table A to the Schedule I of the Companies Act, 2013.

The Directors, therefore, recommend the adoption of the said Resolution as a Special Resolution.

No director, key managerial personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

ITEM NO. 3

The Board of Director of the company at the meeting held on 2nd March, 2015 decided to change the name of the company from "**JMD Telefilms Industries Limited**" to "**JMD Ventures Limited**" and the subsequently said name was also reserved by the Registrar of Companies, Maharashtra, Mumbai.

Subject to the approval of the resolution as mentioned in the Item No. 1 of the notice, the company would be able to venture in to Pharmaceuticals Trading and Manufacturing business activity and thus the current name "**JMD Telefilms Industries Limited**" will not depict a true and fair view of the nature of business activity of the company. Thus to bring the name in line with the objects of the company it is proposed to change the name of the company from "**JMD Telefilms Industries Limited**" to "**JMD Ventures Limited**"

The Directors, therefore, recommend the adoption of the said Resolution as an Ordinary Resolution.

No director, key managerial personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.



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ITEM NO. 4

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in Excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution.

It is, therefore, necessary that the members pass a special Resolution under section 180(1) (c) and other applicable provision of the Companies Act, 2013, as set out at Item No.4 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the company. Approval of members is being sought to borrow money upto 25 Crores (Rupee Twenty Five Crores) in excess of the aggregate of the paid up share capital and free reserve of the Company.

The resolutions contained in Item No. 4 of the accompanying Notice, accordingly, seek members' approval for increasing the borrowing limits and for authorizing the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) of the Company to complete all the formalities in connection with the increase in the borrowing limits.

No director, key managerial personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

The Board recommends the resolution set forth in Item No.4 for the approval of the Members as special resolution.

Item No.5

Subject to the approval of the resolution mentioned in Item No. 4 of the notice, The proposed borrowings by the Company, if required, is to be secured by mortgage or charge on all or any of the movable or immovable or any other tangible and intangible assets / properties of the Company (both present & future), in favor of any lender including the financial institutions / banks / debenture trustees etc. in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

The mortgage and / or charge on any of the movable and / or immovable or any other tangible and intangible assets / properties and / or the whole or any part of the undertaking(s) of the Company, to secure borrowings of the Company with a power to the charge holders to take over the management of the business of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

The resolutions contained in Item No. 5 of the accompanying Notice, accordingly, seek members' approval for disposal of the Company's undertaking(s) by creation of mortgage / charge etc. thereon and for authorizing the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) of the Company to complete all the formalities in connection with creating charge on Company's properties, respectively.

The Board of Directors of your Company recommends this Resolution for your approval to be passed as Special Resolution.

No director, key managerial personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5 except to the extent of their shareholding.



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Item No.6

These investments, loans, guarantees and securities are made / proposed to be made out of own /surplus funds internal accruals / borrowed funds, the objective of which is optimum utilization of funds of the Company and also to achieve long term strategic and business objectives. The investments, loans, guarantees and securities will be made on terms and conditions most beneficial to the Company and at prevailing market rates and in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

Board of Directors of your company if is of the view that in the betterment of the Company's future and growth prospective, passing of a resolution under Section 186 of the Companies Act, 2013 is the need of the time.

The Board of Directors of your Company recommends this Resolution for your approval to be passed as Special Resolution.

No director, key managerial personnel or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5 except to the extent of their shareholding.

**By Order of the Board
FOR JMD TELEFILMS INDUSTRIES LIMITED**

Sd/-

**KAILASH PRASAD PUROHIT
MANAGING DIRECTOR
DIN : 01319534**

**Place : Mumbai
Date : 02nd April 2015**



JMD TELEFILMS INDUSTRIES LIMITED

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POSTAL BALLOT FORM

(Please read the instructions overleaf carefully before completing this form)

BALLOT FORM NO. : _____

Name and Registered Address of the Sole/First named Shareholder :	
Name(s) of Joint Holder(s) (if any) :	
Registered Folio No. / DPID No. and Client ID No. :	
Number of Share(s) held	
EVSN (E-voting Sequence Number) :	150409003
User ID :	As per e-voting instructions mentioned in the Note no. 11 of the Notice
Password :	As per e-voting instructions mentioned in the Note no. 11 of the Notice

I/We, hereby exercise my/our vote(s) in respect of the resolutions to be passed through Postal Ballot for the businesses set out in the Notice by sending my/our assent or dissent to the said Resolutions by placing the tick (√) mark at the appropriate box below:

Item No.	RESOLUTIONS	No. of Shares	For	Against
	Special Business		I/We assent to the Resolution	I/We assent to the Resolution
1.	Special Resolution for change in object clause of the Memorandum of Association of the Company.			
2.	Special Resolution for change in object clause of the Memorandum of Association of the Company.			
3.	Ordinary Resolution for change of name of the company.			
4.	Special Resolution for Granting of Powers under section 180(1) (c) of the Companies Act, 2013.			
5.	Special Resolution for Granting of Powers to create charge on Company's Properties under section 180(1) (a) of the Companies Act, 2013			
6.	Special Resolution for Granting of Powers to make loans or investments and to give guarantees or to provide security under section 186 of the Companies Act, 2013.			

Place:

Date:

(Signature of Sole/First Shareholder)

Note: Please read the instructions carefully before exercising your vote.



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INSTRUCTIONS

1. A shareholder desiring to exercise his vote by Postal Ballot may complete this postal ballot form and send it to the Scrutinizer in the attached pre-paid self-addressed envelope. However, envelopes containing postal ballots, if deposited in person or sent by courier at the expense of the shareholder will also be accepted.
2. The self-addressed envelope bears the address of the registered office of the Company where the Scrutinizer who has been appointed by the Board of Directors of the Company shall receive the duly filled in ballot form.
3. This postal ballot form should be filled up and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
4. Unsigned postal ballot forms will be rejected.
5. Where the postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the postal ballot form. A Member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form.
6. A Shareholder need not use all his votes or needs to cast all his votes in the same way.
7. Duly completed postal ballot forms should reach the Scrutinizer not later than the close of working hours (i.e. 05.00 P.M.) on 15th May, 2015. Any postal ballot form received after this date will be treated as if the reply from the shareholder has not been received.
8. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified in item 7 above.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date 03rd April, 2015.
10. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility to members to exercise their right to vote for the resolution proposed to be passed through postal ballot vide electronic means and the voting may be done through e-voting services provided by Central Depository Services (India) Limited. However, the e-voting is optional for the members.
12. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 03rd April, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
13. M/s. N.Kanodia & Co, Practicing Chartered Accountants (M. No: 069995; FRN: 327668E) has been appointed as the Scrutinizer to conduct the entire postal ballot process in a fair and transparent manner.
14. Members are informed that the votes casted electronically shall be treated as final, in case, votes are casted by any member through both the modes, i.e., electronically as well as by exercising the votes vide postal ballot forms.
15. The Scrutinizer's decision on the validity of the vote shall be final and binding.