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**ZODIAC - JRD - MKJ LIMITED**

**TWENTYSEVENTH ANNUAL REPORT  
2013 - 2014**

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## **BOARD OF DIRECTORS**

1. Mr. Jayantilal Jhaveri (Chairman)
2. Mr. Jayesh Jhaveri (Managing Director)
3. Mr. Devang Jhaveri (Whole-time Director)
4. Mr. Rajnikant Jhaveri
5. Mr. Rajnikant Chokshi
6. Mr. Jindat Kalidas Mehta
7. Mr. Champaklal Dolatram Mehta
8. Mrs. Neeta Jayesh Jhaveri.
9. Mr. Hasmukh Bachubhai Thakker.

## **AUDITORS**

M/s. Arun Ganatra & Co.  
Chartered Accountants

## **BANKERS**

RBS BANK  
BANK OF INDIA  
HDFC BANK LTD.

## **REGISTRARS & TRANSFER AGENT**

LINK INTIME INDIA PRIVATE LIMITED  
C-13, Pannalal Silk Mills Compound,  
L.B.S. Marg, Bhandup (West),  
Mumbai – 400 078.  
Tel. : 2596 3838

## **REGISTERED OFFICE**

910, Parekh Market, 39 J.S.S. Road,  
Opera House, Mumbai – 400 004.  
Website add: [www.zodiacjrmdkjlttd.com](http://www.zodiacjrmdkjlttd.com)  
Email id: [info@zodiacjrmdkjlttd.com](mailto:info@zodiacjrmdkjlttd.com)

## **FACTORY**

VARDHAMAN INDUSTRIAL PREMISES CO-OP. SOCIETY LTD.  
Gala No. 204, S.V. Road, Dahisar (E),  
Mumbai – 400 068.



NOTICE IS HEREBY GIVEN THAT THE TWENTY SEVEN ANNUAL GENERAL MEETING OF THE MEMBERS OF ZODIAC – JRD – MKJ LIMITED WILL BE HELD ON SATURDAY, 20th SEPTEMBER, 2014 AT 10.30 A.M. AT GARWARE CLUB HOUSE, 2ND FLOOR, BANQUET HALL NO.1, “D” ROAD CHURCHGATE, MUMBAI – 400 020 TO TRANSACT THE FOLLOWING BUSINESS.

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr. Rajnikant S Chokshi who retires by rotation and being eligible, does not offers himself for re-appointment.
4. To appoint a Director in place of Champaklal Dolatram Mehta who retires by rotation and, being eligible, offers himself for re-appointment.
5. To re-appoint Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the third consecutive Annual General Meeting hereafter and to consider and if thought fit to pass, with or without modification(s) the following resolution as on Ordinary Resolution.

“**RESOLVED THAT** pursuant to the provisions of Section 139,142 and other applicable provisions of the Companies Act,2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee and Board of the Company, M/s. Arun Ganatra & Co., Chartered Accountants be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the third consecutive Annual General Meeting hereafter (subject to ratification by the members at every Annual General Meeting held hereafter), at a remuneration and others terms as may be determined by the Audit Committee and finalized by the Board of Directors of the Company.

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

A proxy form duly completed and stamped, must reach the registered office of the company not less than 48 hours before the time for holding the aforesaid meeting.

2. Members/Proxies should bring the attendance slip sent herewith duly, filled in for attending the meeting. You are requested to bring the copy of Annual Report sent to you.
3. The register of members and the share transfer books of the company will remain closed from 11th September, 2014 to 20th September, 2014 (both days inclusive) in connection with the Annual General Meeting.

**4. INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT**

As required under the Listing Agreement, the particulars of the Director who are proposed to be appointed or re-appointed is furnished below:

- i) Item No. 3 of the Notice:  
Name of the Director : Mr. Rajnikant S Chokshi.  
Age : 73 years  
Qualification : B.Com. C.A.L.L.B.  
Expertise : Management and Technical  
Date of Appointment : 07-12-1992.
- ii) Item No. 4 of the Notice :  
Name of the Director : Mr. Champaklal Dolatram Mehta  
Age : 77 years  
Qualification : B.Com. C.A.  
Expertise : Administrative  
Date of Appointment : 06-01-2006

5. The Company has appointed M/s. **Link Intime India Pvt. Ltd.** as their Registrar for Transfer work and dematerialisation of Shares. The members are requested to send all their correspondence to **Link Intime India Pvt. Ltd.**, (Formerly Known as Intime Spectrum Registry Limited) C-13, Pannalal Silk Mills



Compound, L.B.S. Marg, Bhandup (W), Mumbai - 400 078.

6. Members holding shares in identical orders of names in more than one folio are requested to write to the Company's below mentioned Registrar & Transfer Agent and send their share certificates to enable consolidation of their holding into one folio:

**Link Intime India Pvt. Ltd.**, (Formerly Known as Intime Spectrum Registry Limited) C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai – 400 078.

- 7) Members holding shares in electronics form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on their dividends warrant as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for change / deletion in such bank details. Further instructions if any already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may therefore give instructions regarding bank accounts in which they wish to receive dividend to their Depository Participants.

- 8) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are Maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company's Registrars & Transfer Agent.

- 9) Members seeking any information on the Accounts are requested to write to the company, which should reach the company at least one week before the meeting so as to enable the management to keep the information ready. Replies will be provided only at the meeting.

- 10) The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market, Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Link Intime.

- 11) Pursuant to the Provisions of Section 205C of the Companies Act, 1956 unpaid dividend and Share Application Money unclaimed for a period of more than seven years have been transferred to the Investor Education Protection Fund during the year. Please check whether you have encashed Dividend Warrants for earlier years. If dividend Warrants are lost or have become time barred, please apply to company or its Registrars & Share Transfer Agents for duplicate / revalidated Dividend warrant.

<u>DIVIDEND FOR</u> <u>YEAR ENDED</u>	<u>AMOUNT</u> <u>(RS.)</u>	<u>DUE</u> <u>DATE</u>
31 ST MARCH, 2007	67917.00	24-09-2014
31 ST MARCH, 2008	86632.00	24-09-2015
31 ST MARCH, 2009	145351.00	24-09-2016
31 ST MARCH, 2010	129216.00	17-09-2017
31 ST MARCH, 2011	123233.00	28-09-2018
31 ST MARCH, 2012	69715.00	25-09-2019
31 ST MARCH, 2013	78033.00	21-09-2020

- 12) Your Company is under Compulsory Demat list by SEBI and Stock Exchange from August, 2000.



13) The Company is pleased to offer e-Voting facility for its Members to enable them to cast their Votes electronically.

The procedure and instructions for the same are as follows:

**The instructions for members for voting electronically are as under:-**

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (vi) 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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 last 8 digits of the demat account/folio number in the PAN field. In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB#	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.

Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field</b> .
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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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 33215** of the **ZODIAC-JRD-MKJ 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 resolution 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 changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (2) In case of members receiving the physical copy:**
- (i) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (3) General Instructions:**
- (i) The voting period begins on **Monday 15, September 2014 from 9.00am and ends on Tuesday 16, September, 2014 at 6.00 pm.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 15th August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Once a vote on a resolution is cast, the shareholder will not be allowed to change it subsequently.
- (iii) The results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.zodiacjrmdkjtd.com](http://www.zodiacjrmdkjtd.com) and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
- (iv) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days upto and including the date of the Annual General Meeting of the Company.
- (v) Mr. Virendra Bhatt, Practicing Company (C.P.No.124) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner,
- (vii) 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.co.in](http://www.evotingindia.co.in) in under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

By Order of the Board of Director  
For **ZODIAC-JRD-MKJ LIMITED**

Place : Mumbai  
Date : 19th August, 2014

**JAYANTILAL JHAVERI**  
CHAIRMAN

**REGISTERED OFFICE :**  
910, Parekh Market,  
39, J.S.S. Road,  
Opp. Kennedy Bridge,  
Opera House, Mumbai 400 004.

**Director's Report**

To  
The Members,  
ZODIAC-JRD-MKJ LIMITED

The Directors have pleasure in presenting the 27th Annual Report on the business and operations of your Company and the Audited Financial statement for the year ended **31st March, 2014**.

**(1) FINANCIAL RESULTS :**

The highlights of the Financial Results are :

	<b>Year ended 31-03-2014 (Rs. In Lakhs)</b>	Year ended 31-03-2013 (Rs. In Lakhs)
Total Income	<b>3000.43</b>	1716.99
Net Profit before Depreciation and Interest	<b>1022.14</b>	115.81
Less : Depreciation	<b>11.72</b>	14.00
Interest	<b>0.00</b>	0.00
Profit before Tax	<b>1010.42</b>	101.81
Less : Deferred Tax	<b>(1.46)</b>	2.74
Less : Current Tax	<b>285.00</b>	18.00
Profit after Tax	<b>726.88</b>	81.07
Balance Profit brought forward	<b>4356.65</b>	4305.87
Less: Prior Period Adjustments	<b>0.37</b>	0.01
Amt. Available for Appropriation	<b>5083.16</b>	4386.93
Less : Appropriation	<b>0.00</b>	0.00
Proposed dividend	<b>25.89</b>	25.89
Tax on Distributed Profit	<b>4.40</b>	4.40
Balance carried forward	<b>5052.87</b>	4356.65
Balance sheet		

**2. PERFORMANCE REVIEW.**

The Company's turnover for the year 2013-14 had been Rs.2106.78 Lacs as per compared to last year figure of Rs. 1671.55 Lacs. The company has made a net profit after taxation of Rs. 726.88 Lacs against Rs. 81.07 Lacs last year. Company is making efforts to increase export during the next year.

**3. DIVIDEND :**

The Directors are pleased to recommend a tax free dividend @5% i.e. Rs. 0.50 per share for the year ended 31st March, 2014. Total dividend Rs. 25,88,591

and total dividend distribution tax Rs. 4,39,931.

**4. PUBLIC DEPOSITS :**

The Company has not accepted any fixed deposits from the public as per Section 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.

**5. DIRECTORS :**

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Mr. Rajnikant S Chokshi, Directors of the Company, retire by rotation, and being eligible, does not offer himself for re-appointment.

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Mr. Champaklal Dolatram Mehta Directors of the Company, retire by rotation, and and being eligible, offers himself for re-appointment.

**6. AUDITORS :**

The Company's Auditors M/s. Arun Ganatra & Co., Chartered Accountants hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Board of Directors of the Company recommends for members approval the re-appointment of the Auditors to hold office from the conclusion of this Meeting until the conclusion of the third consecutive Annual General Meeting hereafter (subject to ratification by the members at every Annual General Meeting).

**7. DIRECTORS' RESPONSIBILITY STATEMENT :**

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors, give hereunder Directors Responsibility Statement pertaining to the accounts of the company based on the representation received from the operating management, confirm that:

- i) in preparation of the Annual Accounts for the year ended **31st March, 2014** the applicable accounting standards had been followed alongwith proper explanation relating to material departures, if any;
- ii) the directors had selected such accounting policies and applied consistently and made judgements and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year ended



**31st March, 2014** and the profit of the Company for the year under review ;

- iii) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) That the annual accounts for the year ended **31st March, 2014** have been prepared on a 'Going Concern Basis.'

**7. CORPORATE GOVERNANCE :**

Pursuant to Clause 49 of the listing agreements with Stock Exchanges, a Management Discussion & Analysis, Corporate Governance Report and Auditors Certificate regarding compliance of conditions of corporate Governance are made part of the Annual Report.

**8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO**

The prescribed particulars under section 217(1) (e) of the Companies Act, 1956, relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as detailed below.

- 1) Total power and fuel consumption.

(Rs.000)

Particulars	2013-2014	2012-2013
(i) Electricity Purchases Units (Lac KWH)	0.27	0.25
(ii) Total amount (Rs. In 000)	3.69	3.58
(iii) Rate KWH (Rs.)	13.67	14.32

- 2) Total energy consumption per unit of production.

Particulars	2013-2014	2012-2013
Cut & Polished Diamonds CTS	3110.79	2527.69
Gold Jewellery CTS	808.39	1830.19
GMS	2715.495	4866.119

- 3) Foreign Exchange Earnings and Outgoings.

(Rs. In Lacs)

Particulars	2013-2014	2012-2013
Total Foreign Exchange Earned	116.35	359.49
Total Foreign Exchange Outgo	4.91	3.41

**9. PARTICULARS OF EMPLOYEES :**

No employees of the Company was in receipt of remuneration during the financial year 2013-2014 in excess of the sum prescribed under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of the Employees) Rules, 1975.

**10. DISCLOSURE UNDER SECTION 274 (1) (g) :**

None of the Directors of the Company are disqualified for being appointed as Directors as specified Under Section 274 (1) (g) of the Companies Act, 1956 amended by the Companies (Amendment) Act, 2000.

**11. ACKNOWLEDGEMENTS :**

Your Directors wish to thank Shareholders, Suppliers, Customers, Banks and Employees for their co-operation and support. Your Directors also wish to place on record the support of the financial Institutions.

For and on behalf of the Board of Directors  
For **ZODIAC-JRD-MKJ LIMITED**

**JAYANTILAL JHAVERI**  
CHAIRMAN

Place : Mumbai  
Date : 19th August, 2014

**REGISTERED OFFICE :**

910, Parekh Market,  
39, J.S.S. Road,  
Opp. Kennedy Bridge,  
Opera House, Mumbai 400 004.





## CORPORATE GOVERNANCE REPORT

### **PHILOSOPHY ON CODE OF GOVERNANCE:**

Corporate Governance is concerned with creation of long term value of shareholders while also balancing interest of other stakeholders viz. Employees, Creditors, Government and the Society at large. Corporate Governance is crucial as it builds confidence and trust, which eventually leads to a more stable and sustained resources, flows and long term partnership with its investors and other stakeholders.

The Corporate Governance framework will encourage efficient use of resources and ensuring accountability for these resources. Its importance lays in the contribution to the overall growth and direction of the business, management accountability and transparency and above all, equitable treatment for its stakeholders.

In sum, Corporate Governance reinforces the concept of “Your Company” and emphasis that the Chairman and Board of Directors are fiduciaries and trustees, engaged in pushing the business forward and maximizing value for the shareholders.

### **CORPORATE GOVERNANCE:**

Your Company believes in adopting practices and protecting rights and interest of stakeholders. We further believe that the shareholders have the right to know complete information on the Board of Directors and the management, their interest in the organization as well as governance practice to be followed by them.

The Reporting on Corporate Governance is divided into five parts:

- Board of Directors
- Remuneration of Directors
- Committees of the Board
- Shareholder Information
- Other Disclosures.

### **I. BOARD OF DIRECTORS:**

The details of the Board of Directors of the Company are given below:

<b>Name of Director</b>	<b>Designation</b>	<b>Other Directorship</b>
Mr. Jayantilal Jhaveri	Chairman	1
Mr. Jayesh Jhaveri	Managing Director	2
Mr. Devang Jhaveri	Whole-Time Director	1
Mr. Rajnikant Jhaveri	Director	1
Mr. Rajnikant Chokshi	Director	-
Mr. Jindat K Mehta	Director	7
Mr. Champakalal Mehta	Director	8
Mr. Neeta Jayesh Jhaveri	Director	1
Mr. Has Mukh Bachubhai Thakkar	Director	-

As required by the Companies Act, 1956 & Clause 49 of the listing Agreement, none of the directors hold directorship in more than 15 Public Companies, membership of Board Committees (Audit/Remuneration/Investor Grievance Committees) in excess of 10 and Chairmanship of board committees as aforesaid in excess of 5.

### **Responsibilities**

The Board of Directors responsibilities include review of:

- Strategy and Business Plans
- Annual Operating and Capital Expenditure Budgets
- Investments and Exposure Limits
- Business Risk analysis and Control



- Senior Executive Appointment
- Compliance with Statutory/ Regulatory Requirements and review of major legal issues.
- Adoption of Quarterly Results/Annual Results
- Transactions pertaining to purchase, disposal of property, major provisions and write – offs.

**C. Board Meetings**

The meetings of the Board of Directors are Scheduled well in Advance and the Folder containing the Agenda for the meeting with detailed review of all aspects of the Company business, including performance of the Company, employee relations, details of investment, Capital Expenditure, etc. is circulated to all the Directors. It also highlights important matters discussed at the Audit Committee, Shareholders Grievance Committee and at the Sub- Committee of Directors. 6 Board Meetings were held during the period **31st March, 2014** i.e. on 28/05/2013, 30/07/2013, 06/08/2013, 21/09/2013, 29/10/2013, and 31/01/2014.

Name of Director	No of Board Meetings Held	No of Board Meetings Attend	Attendance at last AGM
Mr. Jayantilal Jhaveri	6	6	Yes
Mr. Jayesh Jhaveri	6	6	Yes
Mr. Devang Jhaveri	6	6	Yes
Mr. Rajnikant Jhaveri	6	6	Yes
Mr. Rajnikant Chokshi	6	6	Yes
Mr. Jindat K Mehta	6	6	Yes
Mr. Champakalal Mehta	6	6	Yes
Mr. Neeta Jayesh Jhaveri	6	6	Yes
Mr. Hasmukh Bachbhai Thakkar	6	6	Yes

**II. REMUNERATION OF DIRECTORS**

As the Company has no intention to pay any remuneration to any Director other than Managing Director & whole-Time Director, no need was felt to constitute a compensation and Remuneration Committee of Directors. The Remuneration Managing Director & Whole – Time Director is with the approval of shareholders of the Company in the General Meeting held on 21-09-2013.

Name	Remuneration (excluding perquisite) (in Rs.)	Total Remuneration (excluding perquisite)	Terms of Appointment FROM
Mr. Jayesh Jhaveri (Managing Director)	40000	40000	26-09-2013 to 25-09-2016
Mr. Devang R. Jhaveri (Whole- Time Director)	30000	30000	26-09-2013 to 25-09-2016

**PAYMENT OF SITTING FEES TO THE DIRECTOR**

Name of the Director	Sitting Fess paid in Rupees
1. Mr. Jayantilal A. Jhaveri	3000
2. Mr. Rajnikant A. Jhaveri	3000
3. Mr. Jayesh J. Jhaveri	N.A
4. Mr. Devang R. Jhaveri	N.A
5. Mr. Rajnikant S. Chokshi	5500
6. Mr. Jindat K. Mehta	5500



7. Mr. Champaklal D. Mehta	5500
8. Mrs. Neeta Jayesh Jhaveri	3000
9. Mr. Hasmukh Bachubhai Thakker	3000

**COMMITTEES OF THE BOARD****A. Audit Committee**

The Audit Committee of the Board of Directors was formed by the Board on 30th January, 2002 and the Committee comprises of Three members. The functions of the Committee are as specified in Clause 49 of the Listing Agreement entered with Stock Exchanges in which the Company's Shares are listed. There were 5 meetings held during the period under review i.e 28/05/2013, 30/07/2013, 06/08/2013, 29/10/2013, 31/01/2014 . The Attendance of members for the meetings are as follows:

Name of the Member	Designation	No. of Meetings Attended
Mr. Rajnikant S. Chokshi	Chairman	5
Mr. Jindat K. Mehta	Member	5
Mr. Champaklal D. Mehta	Member	5

**B. Remuneration Committee**

The Remuneration Committee was formed on 28th May,2013 by Board of Directors and it comprises of 3 members. The functions of the Committee are as specified in Clause 49 of the Listing Agreement entered with Stock Exchanges.

Name of The Member	Designation
Mr. Hasmukh B.Thakker	Chairman
Mr.Jindat K. Mehta	Member
Mr. Champaklal D. Mehta	Member

**C. SHARE TRANSFER & SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE**

- (1) The Share Transfer Committee was constituted on 30th January 2002. The Committee meets on a regular basis to approve transfer of shares, transmission of shares, splitting, consolidation, dematerialization and rematerialisation of shares. The shares in physical form sent for transfer in physical form are processed and registered by the Company within 30 days of receipt of Documents, if found in order & specially look into the redress of shareholder and investors complaints like transfer of shares, non-receipt of dividends, non-receipt of Annual Reports etc. The Share transfer & Shareholders/Investors Grievance Committee consists of

Name of Director	Designation
1. Mr. Jayantilal A.Jhaveri	Chairman
2. Mr. Rajnikant A. Jhaveri	Member
3. Mr. Jayesh J. Jhaveri	Member
4. Mr. Devang R. Jhaveri	Member

- (2) Total 6 meetings of Shareholders/Investors Grievance Committee were held during the year 2013-2014 on the following dates 08-04-2013, 11-10-2013, 17-10-2013, 17-01-2014, AND 30-01-2014

- (3) The attendance of the Shareholders/Investors Grievance Committee Member is as under

Name of Director	Category	No. of Meetings Held	No. of Meetings Attended
1. Mr. Jayantilal A.Jhaveri	Independent	5	5
2. Mr. Rajnikant A. Jhaveri	Director	5	5
3. Mr. Jayesh J. Jhaveri	Executive Director	5	5
4. Mr. Devang R. Jhaveri	Independent	5	5



- (4) Mr. Devang Jhaveri, Whole-Time Director is the Compliance Officer.
- (5) All the complaints received during the year were resolved to the satisfaction of the shareholders.

**IV. SHAREHOLDER INFORMATION****1. ANNUAL GENERAL MEETING :-**

Date and Time	:	20th September, 2014 at 10.30 am
Venue:	:	GARWARE CLUB HOUSE, BANQUET HALL NO. 1, 2ND FLOOR, 'D' ROAD, CHURCHGATE (W), MUMBAI 400 020.
Book Closure Dates	:	11th September, 2014 to 20th September, 2014
Dividend Payment Date	:	20th October, 2014
1. Registered Office	:	ZODIAC-JRD-MKJ LIMITED, 910, PAREKH MARKET, 39 J.S.S. ROAD, OPERA HOUSE, MUMBAI - 400004.
2. Equity Shares Listed	:	1. NATIONAL STOCK EXCHANGE OF INDIA, 2. THE STOCK EXCHANGE, MUMBAI (CODE NO.512587)

**6. STOCK PRICE DATA**

Period	THE STOCK EXCHANGE MUMBAI (B.S.E)	
	HIGH	LOW
APRIL, 2013	24.75	18.10
MAY, 2013	23.85	18.05
JUNE, 2013	19.05	16.45
JULY, 2013	17.75	15.55
AUGUST, 2013	17.30	16.45
SEPTEMBER, 2013	19.75	17.70
OCTOBER, 2013	19.80	16.65
NOVEMBER, 2013	18.45	15.90
DECEMBER, 2013	18.25	15.80
JANUARY, 2014	22.60	17.35
FEBRUARY, 2014	24.00	20.25
MARCH, 2014	23.80	19.15

Period	NATIONAL STOCK EXCHANGE OF INDIA LTD., (N.S.E)	
	HIGH	LOW
APRIL, 2013	25.50	20.00
MAY, 2013	-	-
JUNE, 2013	19.00	19.00
JULY, 2013	18.05	15.90
AUGUST, 2013	16.50	15.80
SEPTEMBER, 2013	17.60	16.55
OCTOBER, 2013	17.55	16.00
NOVEMBER, 2013	16.85	15.30
DECEMBER, 2013	16.55	16.05
JANUARY, 2014	20.20	16.15
FEBRUARY, 2014	23.15	20.00
MARCH, 2014	22.20	18.10



7. Registrar & Transfer Agent : Link Intime India Private Limited,  
(Formerly Known as Intime Spectrum Registry Limited)  
C-13, Pannalal Silk Mills Compound,  
1<sup>st</sup> Floor, L.B.S.Marg, Bhandup (West),  
Mumbai 400 078.

All the Share Transfer Deeds are processed quickly and share certificates are posted within 15 to 20 days from the date of receipt on an average. Incomplete Share Transfer Deeds are returned to transferee with a request to return after rectifying the deficiencies pointed out.

With effect from 31/08/2000 the Company's Equity Sharers are admitted in Dematerialized Form through CDSL & NSDL respectively. The Link Intime India Private Limited has provided to the Company necessary connectivity for the purpose.

8. Distribution of Shareholding as on 31st March, 2014

No. of Equity Shares Held	SHAREHOLDERS		SHARES	
	Nos	%	NOS.	%
1-5000	4304	92.8988	541033	10.4503
5001-10000	164	3.5398	132227	2.5540
10001-20000	79	1.7052	115724	2.2353
20001-30000	25	0.5396	64055	1.2373
30001-40000	14	0.3022	48218	0.9314
40001-50000	11	0.2374	51907	1.0026
50001-100000	12	0.2590	78933	1.5246
100001 & above	24	0.5180	4145085	80.0645
<b>Total</b>	<b>4633</b>	<b>100</b>	<b>5177182</b>	<b>100</b>

9. Category of Shareholding as on 31st March 2014.

Sr. No	CATEGORY	DEMATED		PHYSICAL		TOTAL
		SHARES	HOLDERS	SHARES	HOLDERS	
1	Other Corporate Bodies	71691	82	4600	18	76291
	Promoter Corporate bodies	204644	1	0	0	204644
2	Clearing Member	6969	19	0	0	6969
3	Directors	1776008	5	0	0	1776008
4	Foreign Company	1196215	2	300000	1	1496215
5	Mutual Fund	0	0	1000	2	1000
6	Nationalised Banks	500	1	-	-	500
7	Non-Nationalised Banks	0	0	100	1	100
8	NRIs	2103	13	-	-	2103
9	Non Resident (Non Repatriable)	721	4	-	-	721
10	Public	1043707	3002	165920	1474	1209627
11	Relatives of Directors	402996	7	0	0	402996
12	Trusts	0	0	8	1	8
	<b>Total</b>	<b>4705554</b>	<b>3136</b>	<b>471628</b>	<b>1497</b>	<b>5177182</b>

10. Financial Release Dates for 2014-2015 (Tentative and subject to change)

Quarter	Release Date
1st Quarter ending 30th June, 2014	End of July, 2014
2nd Quarter ending 30th September, 2014	End of October, 2014
3rd Quarter ending 31st December, 2014	End of January, 2015
4th Quarter ending 31st March, 2015	End of May, 2015

**V. OTHER DISCLOSURES:****1. Details of Annual/ Extra – Ordinary General Meetings**

Location and time of General Meetings held in last 3 years:

Year	AGM/EGM	Location	Date	Time
2010-2011	AGM	Thackers Caterers, Birla Krida Kendra Restaurant, Chowpatty, Mumbai-400007	28.09.2011	10.00 a.m.
2011-2012	AGM	Hotel Krishna Palace, Haveli Hall, 2 <sup>nd</sup> Floor, 96/98, Sleater Road, Nana Chowk, Grant Road West, Mumbai-400007	25.09.2012	10.30 a.m.
2012-2013	AGM	Garware Club House, Banquet Hall, 2 <sup>nd</sup> Floor, "D" Road, Churchgate (W) Mumbai-400020	21.09.2013	10.30 a.m.

**2. MEANS OF COMMUNICATION:**

- Company is publishing results in National & Regional Newspapers.
- Management Discussion & Analysis is part of Annual Report .
- Company has paid the Annual Listing Fess to N.S.E and B.S.E.

**3. OTHER DISCLOSURE:**

- There were no materially significant related party transactions with the promoters, Directors etc that may have potentially conflict with the interests of the Company at large.
- There were no non-compliance by the Company, penalties, structures imposed on the Company by Stock Exchange or SEBI or any statutory Authority, on any matter relating to the Capital Markets during the last three years.
- There were no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company.
- A list transactions with related parties as per Accounting Standard (AS)- 16 (15) to the Audited Accounts.

**Management Discussion & Analysis**

**Forward Looking Statements :** Forward looking statements are based on certain assumptions and expectations of future events. The company cannot guarantee that these assumptions and expectations are accurate or will be Realized. The Company's actual performance or achievements could thus differ materially on those projected in any such forward looking statements. The company assumes no responsibility to publicly amend, modify or revise any forward looking Statements, on the basis of any subsequent developments, information or events.

**Overall Review :** During the financial year under review the Sales have grown from Rs. 1671.55 Lacs to Rs.2106.78 Lacs, Other Income increased from Rs.45.45 Lacs to Rs.893.65 Lacs. Company's Net profit before extra ordinary items increase by 796.72 % from Rs.81.06 Lacs to Rs. 726.88 Lacs. Earning per share increased from Rs. 1.57 to Rs. 14.05

**Risk & Concern :** Risk is intrinsic to any business and is essential ingredient to growth. Your company is exposed to foreign exchange risk due to volatility in foreign exchange rate having an impact on exports business Company is dealing with the reputed clients in overseas market & taking maximum precaution before supplying material.

**Internal Control :** The company has an extensive system of internal controls which ensures optimal utilization and protection of resources, accurate reporting of financial transactions and compliance with applicable laws regulations as also internal policies and procedures. The internal control system is supplemented by extensive internal audits, regular reviews by management and well documented policies and guidelines to ensure reliability of financial and all other records to prepare financial statements and other data.

**Outlook for Future:** It is expected that the steps taken by the Company in the recent year have increased the turnover of the company, coupled with promising outlook for the business the company is engaged in, will translate into a healthy performance for the company. Barring unforeseen circumstances, the company expects to continue to report satisfactory performance in the future.



**COMPLIANCE CERTIFICATE FROM THE AUDITORS OF THE COMPANY**

To,  
The Members of  
**ZODIAC-JRD-MKJ LTD**

We have examined the compliance of conditions of Corporate Governance by **ZODIAC-JRD-MKJ LTD.** for the year ended **March 31,2014** as stipulated in clause 49 of the Listing agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representation made by the directors and management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance is pending for period exceeding one month against the company as per the records maintained by the Shareholders / Investors Grievance Committee.

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

**FOR ARUN GANATRA & CO.  
CHARTERED ACCOUNTANTS  
FRN No.: 100558W**

Place : Mumbai  
Date : 19th August, 2014

(A. L. GANATRA)  
PROPRIETOR  
Membership No. 031720



## AUDITOR'S REPORT

To,  
The Members of  
ZODIAC-JRD-MKJ LIMITED

### Report on the Financial Statements:-

We have audited the accompanying financial statements of ZODIAC-JRD- MKJ LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements:-

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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.

### Auditor's Responsibility:-

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness

of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion:-

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Profit and Loss Account, of the profit/loss for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements:-

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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, 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 Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
- e. On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause(g) of sub-section(1) of section 274 of the Companies Act, 1956.
- f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1959

nor has it issued any Rules under the said section, prescribing the Manner in which such cess is to be paid , no cess is due and payable by the Company.

**For ARUN GANATRA & CO.,  
Chartered Accountants  
FRN No.: 100558W**

Place : Mumbai  
Dated : 19th August, 2014

A. L. GANATRA  
(Proprietor)  
Membership No. 031720



## ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in paragraph 2 of our report of even date on the accounts for the year ended **31st March, 2014 of ZODIAC - JRD - MKJ LIMITED.**)

### 1. In respect to Fixed Assets :

The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets. All fixed assets have been physically verified by the management at periodical intervals during the year which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

### 2. In respect to its inventories :

(a) As explained to us, the management has conducted physical verification of inventory at reasonable intervals.

(b) According to the information and explanations given to us, the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(c) In our opinion & according to the information and explanations given to us the company has maintained proper records of inventory and no material discrepancies were noticed on physical verification.

3. According to information and explanations given to us, the company has not granted / taken any loans, secured or unsecured to/from companies, firms or other parties covered in register required to be maintained under section 301 of the Companies Act, 1956.

4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.

5. (a) In our opinion and according to the information and explanations given to us, there are the transactions made in pursuance of contract or arrangements, that need to be entered into the register required to be maintained under section 301 of the Companies Act, 1956 have been so entered.

(b) In our opinion and according to the information and explanations given to us, there are no transactions in pursuance of contract or arrangements entered in the register to be maintained under Section 301 of the Companies Act, 1956 aggregating during the year to Rs. 5,00,000/- (Rupees Five Lacs Only) or more in respect of any party.

6. The Internal Audit of the company has been carried out by an independent firm of Chartered Accountants. In our opinion, the internal audit functions carried out have been commensurate with the size and nature of its business.

7. We have been informed that the Central Government has not prescribed maintenance of cost records under section 209(1) (d) of the Companies Act, 1956.

8. According to the records of the Company, the Company is regular in depositing statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Customs Duty, Excise Duty, cess and other statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of Income-tax, wealth tax, sales-tax, customs duty and excise duty were outstanding at the year end for a period of more than six months from the date they became payable.

9. The Company has no accumulated losses at the end of the financial year and it has not incurred any cash losses during the current and immediately preceding financial year.

10. The Company does not have any borrowings from financial institution, bank and by way of debentures.

11. The Company has not granted any loans and advances on the basis of security by way of pledge of shares,



debentures and other securities. Therefore, the provisions of clause 4 (xii) of the Companies (Auditor's Report) Order, 2003 are not applicable to Company.

12. In our opinion and according to the information and explanations given to us, the nature of activities of the Company does not attract any special statute applicable to chit fund and nidhi / mutual benefit funds / societies.
13. In respect of dealing in securities and other investments, in our opinion and according to the information and explanations given to us, proper records have been maintained of the transactions and contracts and timely entries have been made therein. The securities and other investments have been held by the Company in its own name.
14. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by its subsidiaries and associates from banks or financial institutions.
15. The Company did not have any term loans outstanding during the year.
16. We have been informed by the management and on overall examination of the Balance Sheet of the company, we report that the funds have not been raised on short-term basis and or long term during the current financial year. Surplus funds of the company

which were not required for immediate utilization have been gainfully invested in Mutual Fund, Liquid Fund and investments,

17. The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
18. The Company has not issued any debentures during the year.
19. The Company has not raised any money through a public issue during the year.
20. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

**For ARUN GANATRA & CO.,  
Chartered Accountants  
FRN No.: 100558W**

Place : Mumbai  
Dated : 19th August, 2014

(A. L. GANATRA)  
Proprietor  
Membership No. 031720

**BALANCE SHEET AS AT 31ST MARCH 2014**

	NOTES NO	RUPEES	31-03-2014 RUPEES	31-03-2013 RUPEES
<b>EQUITY AND LIABILITIES:</b>				
<b>SHAREHOLDERS' FUND</b>				
Capital	1		51,771,820	51,771,820
Reserves and Surplus	2		582,064,081	512,442,041
		<b>TOTAL (a)</b>	<b>633,835,901</b>	<b>564,213,861</b>
<b>NON CURRENT LIABILITIES:</b>				
Deffered Tax Liabilities	3		698,383	844,362
Long Term Provision	4		437,750	409,500
		<b>TOTAL (b)</b>	<b>1,136,133</b>	<b>1,253,862</b>
<b>CURRENT LIABILITIES</b>				
Trade Payables	5		55,517,925	3,617,180
Other Current Liabilities			1,361,064	1,460,658
Short Term Provision			37,828,522	9,328,522
		<b>TOTAL (c)</b>	<b>94,707,511</b>	<b>14,406,360</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>TOTAL (a+b+c)</b>	<b>729,679,545</b>	<b>579,874,083</b>
<b>ASSETS:-</b>				
<b>Non-Current Assets</b>				
<b>FIXED ASSETS</b>				
Gross Block	6	20,733,236		37,827,645
Less: Depreciation		13,316,284		13,040,716
<b>Net Block</b>		<b>TOTAL (d)</b>	<b>7,416,952</b>	<b>24,786,929</b>
<b>Current Assets:-</b>				
Investments	7	151,121,752		48,134,573
Inventories	8	390,647,049		390,147,078
Sundry Debtors	9	139,127,132		106,098,791
Cash and Cash Equivalents	10	5,794,514		2,993,230
Short term Loans and Advances	11	35,572,146		7,713,481
		<b>TOTAL (e)</b>	<b>722,262,593</b>	<b>555,087,153</b>
<b>TOTAL ASSETS</b>		<b>TOTAL (d+e)</b>	<b>729,679,545</b>	<b>579,874,083</b>
<b>NOTES TO THE ACCOUNTS</b>	19			

As per our attached report of even date

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

For ARUN GANATRA &amp; CO.

Chartered Accountants

FRN No. 100558W

A. L. GANATRA  
(Proprietor)

Chairman

Managing Director

Director

MEMBERSHIP NO.: 31720

Place : Mumbai,

Date : 29th May, 2014

Place : Mumbai,

Date : 29th May, 2014

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2014**

	NOTES NO	31-03-2014 RUPEES	31-03-2013 RUPEES
<b>REVENUE FROM OPERATION:</b>			
Sales	12	210,678,126	167,155,365
Other Income	13	89,365,373	4,544,980
		<b>300,043,499</b>	171,700,345
<b>EXPENDITURE</b>			
Cost of materials consumed	14	58,099,724	57,349,122
Purchase In Stock in Trade	15	49,180,484	62,004,014
Changes in inventories of finished goods work in progress and Stock in trade	16	65,099,411	16,938,814
Employees benefit expenses	17	820,991	838,742
Finance costs (Interest)		0	0
Depreciation	6	1,172,218	1,400,507
Other expenses	18	24,629,098	22,988,773
		<b>199,001,926</b>	161,519,972
<b>PROFIT/(LOSS) BEFORE TAX</b>		<b>101,041,574</b>	10,180,373
Current Tax		28,500,000	1,800,000
Deffered Tax		(145,979)	274,315
Fringe Benefit Tax		0	0
<b>PROFIT/(LOSS) AFTER TAX FOR THE YEAR</b>		<b>72,687,553</b>	8,106,057
Balance profit/(Loss) brought forward		435,664,708	430,587,657
		<b>508,352,261</b>	438,693,714
Tax Adjustments of previous year		(36,990)	(249)
<b>PROFIT/(LOSS) AVAILABLE FOR APPROPRIATION</b>		<b>508,315,271</b>	438,693,465
<b>APPROPRIATIONS</b>			
Tax on Distributed Profit		439,931	439,931
Proposed Dividend		2,588,591	2,588,826
		<b>3,028,522</b>	3,028,757
<b>BALANCE CARRIED TO BALANCE SHEET</b>		<b>505,286,749</b>	435,664,708
<b>NOTES TO THE ACCOUNTS</b>	19		

As per our attached report of even date

For ARUN GANATRA &amp; CO.

Chartered Accountants

FRN No. 100558W

A. L. GANATRA  
(Proprietor)

MEMBERSHIP NO.: 31720

Place : Mumbai,

Date : 29th May, 2014

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Chairman

Managing Director

Director

Place : Mumbai,

Date : 29th May, 2014

**SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2014**

NOTES NO.1	NO OF SHARES	31-03-2014 RUPEES	NO OF SHARES	31-03-2013 RUPEES
<b>SHARE CAPITAL</b>				
Authorised				
Equity Shares of Rs. 10 Each	<b>11000000</b>	<b>110,000,000</b>	1000000	110,000,000
<b>Issued subscribed and paid up</b>				
Equity Shares of Rs. 10 each(*)	<b>5177182</b>	<b>51,771,820</b>	5177182	51,771,820
<b>TOTAL</b>		<b>51,771,820</b>		<b>51,771,820</b>

Note : Of the above shares 20,00,000 shares were allotted in October, 1992 as fully paid up against part discharge of purchase consideration towards the takeover of the business and 1125052 shares issue as per amalgamation on 26-03-2009.

**SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER MORE THAN 5% SHARES**

	NAME	31-03-2014 NO OF SHARES	HOLDING%	31-03-2013 NO OF SHARES	HOLDING%
1	Jayesh Jayantilal Jhaveri	1,023,107	19.76%	1,023,107	19.76%
2	Devang Rajnikant Jhaveri	346,550	6.69%	346,550	6.69%
3	AS-ME Estelle Co.Ltd.	901,065	17.40%	901,065	17.40%
4	AS-ME Estelle Co.Ltd.	295,150	5.70%	295,150	5.70%
5	Kanchanben R Jhaveri	399,214	7.71%	399,214	7.71%
6	Thorndike Holdings Ltd.	300,000	5.79%	300,000	5.79%

NOTES NO. 2	31-03-2014 RUPEES	31-03-2013 RUPEES
<b>RESERVES AND SURPLUS</b>		
General Reserve	<b>39,277,332</b>	39,277,332
Including Rs. 32559632 on compliance scheme of Amalgamation dated 23-01-2009		
Share Premium	<b>37,500,000</b>	37,500,000
Profit and Loss Account	<b>505,286,749</b>	435,664,709
Including Business Purchase General Reserve Rs. 28904942 (under scheme of amalgamation)		
	<b>582,064,081</b>	512,442,041
<b>NOTES NO. 3</b>		
<b>DEFFERED TAX LIABILITIES</b>		
Deffred Tax Liabilities	<b>698,383</b>	844,362
	<b>698,383</b>	844,362



NOTES NO. 4	31-03-2014 RUPEES	31-03-2013 RUPEES
<b>LONG TERM PROVISION</b>		
Provision for Employee Fund - Gratuity	437,750	409,500
	<b>437,750</b>	<b>409,500</b>
<b>NOTES NO. 5</b>		
Trade Payble	55,517,925	3,617,180
<b>Other Current Liabilities :-</b>		
Sundry Creditor for Expenses	487,769	684,230
Creditor for Statutory Dues	873,294	776,427
<b>Short Term Provision :-</b>		
Current Tax	34,800,000	6,300,000
Proposed Dividend	2,588,591	2,588,591
Tax on Proposed dividend	439,931	439,931
	<b>94,707,511</b>	<b>14,406,359</b>

NOTES NO.6 FIXED ASSETS

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01-04-2013 (Rs.)	ADDI- TIONS (Rs.)	DEDUC- TION (Rs.)	AS AT 31-03-2014 (Rs.)	AS AT 01-04-2013 (Rs.)	FOR THE YEAR (Rs.)	DEDUC- TION (Rs.)	AS AT 31-03-2014 (Rs.)	AS AT 31-03-2013 (Rs.)	AS AT 31-03-2014 (Rs.)
OFFICE PREMISES	20995076	0	17353826	3641250	1843944	272471	896650	1219765	19151132	2421485
FACTORY PREMISES	1076413	0	0	1076413	677904	35952	0	713856	398509	362557
PLANT & MACHINERY	8532716	22824	0	8555540.44	6145835	421860	0	6567695	2386881	1987845.44
<b>OFFICE EQUIPMENT</b>										
COMPUTER	1478929	0	0	1478929	1478929	0	0	1478929	0	0
OTHER EQUIPMENT	1808065	236593	0	2044658	748597	118229	0	866826	1059468	1177832
FURNITURE & FIXTURE	690395	0	0	690395	451173	44009	0	495182	239222	195213
VEHICLES	3246051	0	0	3246051	1694334	279697	0	1974031	1551717	1272020
<b>TOTAL</b>	<b>37827645</b>	<b>259417</b>	<b>17353826</b>	<b>20733236</b>	<b>13040716</b>	<b>1172218</b>	<b>896650</b>	<b>13316284</b>	<b>24786931</b>	<b>7416952</b>
PREVIOUS YEAR FIGURE (Rs.)	40474995	225084	2872434	37827645	14387305	1400507	2747096	13040716	26087690	24786929



NOTES NO.7	31-03-2014		31-03-2013	
	UNITS	RUPEES	UNITS	RUPEES
<b>INVESTMENTS (Non trade) :</b>				
<b>(A) QUOTED</b>				
Hico Product Limited	500	16,875	500	16,875
Opal industries Limited.	100	2,295	100	2,295
Softrak Technology Limited	500	8,220	500	8,220
Spic Fine Chemicals Limited	100	1,000	100	1,000
Supriya Pharmaceuticals Limited	400	8,000	400	8,000
Reliance Industries Ltd.	14940	24,609,293	14940	24,609,293
S.M.Dychem Limited	106	43,930	106	43,930
Reliance Communications Limited	3700	2,129,495	3700	2,129,495
RELIANCE POWER LIMITED	5662	4,594,840	5662	4,594,840
Tech Mahindra Limited	0	0	825	1,369,360
Mahindra Life Space Developers Limited	50	58,748	50	58,748
RELIANCE POWER LIMITED	80	21,492	80	21,492
Unitech Ltd	7650	1,677,899	7650	1,677,899
Idea Limited	0	0	1500	189,559
Hindustan Construction Ltd	200	26,125	200	26,125
Powergrid Corp. of India Ltd	900	96,587	900	96,587
Indian Hotel Co. Ltd.	246	34,719	246	34,719
DLF Limited	125	110,424	125	110,424
Alstom T&D India Limited	225	137,787	225	137,787
GMR Infra Limited	2100	257,705	2100	257,705
Bharat Heavy Electric Ltd	500	251,072	500	251,072
GTL Infra Ltd	1400	40,358	1400	40,358
Reliance Infrastructure ltd	50	126,444	50	126,444
Religare Enterprises Ltd	100	70,963	100	70,963
Adani Port and Special Economic	1250	319,826	1250	319,826
Punj Lloyed Ltd	50	21,141	50	21,141
Schneider Electric Infrastructure Limited	225	0	225	0
<b>TOTAL</b>	<b>(A)</b>	<b>34,665,239</b>	<b>(A)</b>	<b>36,224,157</b>
<b>(B) UNQUOTED</b>				
ISPAT Limited Preference Share	1960	60,596	1960	60,596
NATIONAL HIGHWAYS AUTHORITY OF INDIA (BOND)	500	5,000,000	0	0
		5,060,596		60,596
<b>TOTAL</b>	<b>(B)</b>	<b>5,060,596</b>	<b>(B)</b>	<b>60,596</b>





<b>(C) OTHER INVESTMENTS</b>	<b>31-03-2014 RUPEES</b>	<b>31-03-2013 RUPEES</b>
RELIANCE LIQ TP IO (WD) A/C. NO. 4042674813	0	176,464
UTI TREASURY ADVANTAGE INST. WD A/C.NO. 51425651703	0	11,673,356
AXIS BANKING DEBT FUND DDR A/C. NO. 9044812715	2505,028	0
AXIS FTP SER-56 (370DAYS) GROWTH PLAN A/C. NO. 9044812715	10,436,510	0
AXIS TREASURY ADVANTAGE FUND DAILY DIVIDEND A/C. NO. 9044812715	12,797,044	0
BIRLA SUNLIFE FIXED TERM PLAN SERIES JU(GR) A/C NO. 1009844419	7,400,000	0
BIRLA SUNLIFE FIXED TERM PLAN SERIES KG(GR) A/C NO. 1009844419	8,040,250	0
HDFC FLO.RATE FUND STPW0 (WD) A/C. NO. 328458/49	10,595,577	0
HDFC FMP 370D JAN-14(1) SER-29 RG A/C. NO. 328458/49	7,600,000	0
HDFC FMP 370 D MAR-2014-1 RG A/C. NO. 328458/49	5,000,000	0
ICICI PRUDENTIAL INTERVAL FUND SER VI AIP -A A/C.NO. 379791/86	5,038,327	0
ICICI PRUDENTIAL LIQUID REG.PLAN DAILY DIVIDEND A/C.NO. 379791/86	7,500,000	0
KOTAK FLOATER LONG TERM DAILY DIVIDEND A/C. NO. 1717847/69	5,850,319	0
RELIANCE FHF XXV SER-24 GROWTH PLAN A/C.NO. 4042674813	7,600,000	0
RELIANCE FHF XXV SER-28 GROWTH PLAN A/C.NO. 4042674813	9,422,833	0
RELIANCE FHF SER-33 GROWTH PLAN A/C.NO. 4042674813	2,500,000	0
TATA FLOATER FUND DAILY DIVIDEND A/C. NO. 222334/67	1,610,028	0
TATA FMP SER-46 SCH-O PLAN-A A/C .NO. 222334/67	7,500,000	0
<b>TOTAL (C)</b>	<b>111,395,917</b>	<b>11,849,820</b>
<b>Total Investment ( A + B + C )</b>	<b>151,121,752</b>	<b>48,134,574</b>

The aggregate market value of the quoted investments i.e. Equity Shares as on **31st March, 2014** was **Rs.15707602** (Rs. 13909476)

<b>NOTES NO.8</b>	<b>31-03-2014 RUPEES</b>	<b>31-03-2013 RUPEES</b>
<b>INVENTORIES</b> (As valued & certified by Managing Director)		
Raw Silver	501,785	663,449
Rough Diamonds	62,867,408	1,058,270
Cut & Polished Diamonds	271,323,385	326,981,184
Precious & Semi Precious Stones	4,587,723	4,343,867
Gold	5,783,169	2,036,942
Pearl	525,332	486,164
Silver alloy	553,267	386,754
Gold Jewellery (Finished)	44,504,980	54,190,448
	<b>390,647,049</b>	<b>390,147,078</b>



<b>NOTES NO.9</b>	<b>31-03-2014 RUPEES</b>	<b>31-03-2013 RUPEES</b>
<b>SUNDRY DEBTORS :</b>		
Sundry debtors (unsecured & considered good as certified by managing director)	<b>139,127,132</b>	106,098,791
Other debts (all due for less than 180 days)	<b>0</b>	0
	<b>139,127,132</b>	106,098,791
<b>NOTES NO.10</b>		
<b>CASH AND CASH EQUIVALENTS</b>		
Cash on hand (As certified by Managing Director)	<b>78,846</b>	118,375
Balance with scheduled banks In current accounts	<b>4,715,668</b>	1,874,855
Deposit with Bank	<b>1,000,000</b>	1,000,000
	<b>5,794,514</b>	2,993,230
<b>NOTES NO.11</b>		
<b>SHORT TERM LOANS AND ADVANCES</b>		
Unsecured and considered goods		
Advances recoverable in cash or in kind or for value to be received	<b>1,113,705</b>	1,369,216
Taxes paid	<b>34,284,843</b>	6,187,667
Deposit with Others	<b>173,598</b>	156,598
	<b>35,572,146</b>	7,713,481
<b>NOTES NO.12</b>		
<b>REVENUE FROM OPERATIONS :</b>		
<b>SALES OF PRODUCTS :</b>		
CUT AND POLISHED DIAMONDS	<b>175,134,704</b>	135,101,465
GOLD AND SILVER JEWELLERY	<b>35,543,422</b>	31,619,115
ROUGH DIAMONDS	<b>0</b>	0
PRECIOUS AND SEMI PRECIOUS STONES	<b>0</b>	434,785
	<b>210,678,126</b>	167,155,365
<b>NOTES NO.13 OTHER INCOME :</b>		
Interest on Bank Deposit (TDS.Rs.7760.97) (Pre. Year Rs. 8000.00)	<b>77,610</b>	80,000
Dividend on Mutual Fund	<b>3,707,858</b>	1,068,608
Profit on Sale of Shares/Mutual Fund	<b>606,165</b>	3,211,710
Discount	<b>22,239</b>	0
Profit on Sale of Fixed Asset TDS Rs. 989415.00 (0.00)	<b>84,887,324</b>	4,662
Factory rent	<b>45,000</b>	180,000
Speculation Profit/Loss	<b>259</b>	0
Interest on Sale-tax Refund	<b>18,919</b>	0
	<b>89,365,373</b>	4,544,980



NOTES NO.14	31-03-2014 RUPEES	31-03-2013 RUPEES
<b>Cost of materials consumed :- Raw Material Consumed (Diamonds)</b>		
Opening Stock	1,058,270	34,344,340
Purchases	114,459,111	7,201,447
Import Exchange Difference	-	-
Import Licence Premium	-	-
Import Expenses	-	-
	<b>115,517,381</b>	<b>41,545,787</b>
<b>Less : Closing Stock</b>	<b>62,867,408</b>	<b>1,058,270</b>
	<b>(a) 52,649,973</b>	<b>40,487,517</b>
<b>Raw Silver</b>		
Opening Stock	663,449	616,098
Purchases	5,150	50,460
Import Expenses	0	0
	<b>668,599</b>	<b>666,558</b>
<b>Less : Closing Stock</b>	<b>501,785</b>	<b>663,449</b>
	<b>(b) 166,814</b>	<b>3,109</b>
<b>Raw Gold</b>		
Opening Stock	2,036,942	2,172,376
Purchases	8,894,824	16,210,572
Import Exchange Difference	3,232	81,783
Import Expenses	72,771	62,931
	<b>11,007,769</b>	<b>18,527,662</b>
<b>Less : Closing Stock</b>	<b>5,783,169</b>	<b>2,036,942</b>
	<b>(c) 5,224,600</b>	<b>16,490,720</b>
<b>Raw pearl</b>		
Opening Stock	486,164	467,257
Purchases	39,168	18,907
Import Exchange Difference	0	0
Import Expenses	0	0
	<b>525,332</b>	<b>486,164</b>
<b>Less : Closing Stock</b>	<b>525,332</b>	<b>486,164</b>
	<b>(d) -</b>	<b>-</b>
<b>Raw silver alloy</b>		
Opening Stock	386,754	219,283
Purchases	224,850	535,247
	<b>611,604</b>	<b>754,530</b>
<b>Less : Closing Stock</b>	<b>553,267</b>	<b>386,754</b>
	<b>(e) 58,337</b>	<b>367,776</b>
<b>TOTAL (a+b+c+d+e)</b>	<b>58,099,724</b>	<b>57,349,122</b>



<b>NOTES NO.15</b>	<b>31-03-2014 RUPEES</b>	<b>31-03-2013 RUPEES</b>
<b>Purchase In Stock in Trade</b>		
Purchase of Cut & Polished Diamonds (including exchange diif and import expenses)	<b>48,936,628</b>	61,214,559
Purchase of Precious & Semi Precious Stone (including exchange diif and import expenses)	<b>243,856</b>	789,455
	<b>49,180,484</b>	62,004,014
<b>NOTES NO.16</b>		
<b>Changes in inventories of finished goods</b>		
<b>Opening Stock</b>		
Cut & Polished Diamonds, Precious & Semi Precious Stones & Gold Jewellery Finished	<b>385,515,499</b>	402,454,313
<b>Closing Stock</b>		
Cut & Polished Diamonds	<b>271,323,385</b>	326,981,184
Precious & Semi Precious Stones	<b>4,587,723</b>	4,343,867
Gold Jewellery (Finished)	<b>44,504,980</b>	54,190,448
<b>(INCREASE) / DECREASE IN STOCKS</b>	<b>65,099,411</b>	16,938,814
<b>NOTES NO.17</b>		
Employees benefit expenses		
Salaries, Bonus & other employees' benefits :		
Salary, Wages and Bonus	<b>663,000</b>	678,000
Contribution to Provident & other Funds	<b>157,991</b>	160,742
	<b>820,991</b>	838,742
<b>NOTES NO.18</b>		
<b>Other expenses :</b>		
Labour Charges	<b>17,402,303</b>	14,672,103
Consumable Stores & Tools	<b>39,440</b>	655,508
Rent, Rates & Taxes	<b>1,320,526</b>	1,322,581
Repairing to other Assets	<b>140,809</b>	53,792
Managerial Remuneration	<b>818,227</b>	809,012
Director's Sitting Fees	<b>28,500</b>	28,000
Miscellaneous expenses	<b>3,025,578</b>	3,435,225
Insurance	<b>210,656</b>	191,713
Electricity	<b>369,485</b>	358,016
Brokerage/Commission	<b>0</b>	61,809
Donation	<b>210,000</b>	200,000
Auditors Remuneration	<b>35,000</b>	35,000
Factory Rent	<b>0</b>	30,000
Director's travelling expenses(including foreign)	<b>899,603</b>	905,468
Bank Charges	<b>27,427</b>	127,790
Stock Exchange Listing Fees	<b>101,543</b>	102,756
	<b>24,629,098</b>	22,988,773



## NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2014

**NOTES - 19****NOTES ON ACCOUNTS****1. ACCOUNTING POLICIES****A) Basic of accounting:**

- i) All income and expenditure items are accounted on accrual basis except insurance claims and gratuity are accounted on realisation/ payment.
- ii) All fixed assets are stated at cost less depreciation.
- iii) In view of compliance of AS 23 the Company has not incurred financing cost during the year which requires capitalisation.

**B) Depreciation :**

Depreciation on the assets has been provided for by the straight line method at the rates specified in Schedule XIV of the Companies Act, 1956.

**C) Investment :**

All the investments of the company have been considered by the management to be of long term nature and are **VALUED** at cost.

**D) Inventories:**

Inventories are valued as under

	<u>2013-14</u>	<u>2012-13</u>
i) Rough Diamonds	<b>At Average Cost Of Purchases</b>	At Average Cost Of Purchases
ii) Cut & Polished Diamonds	<b>At Average Cost Of Purchases</b>	At Average Cost Of Purchases
iii) Raw Silver	<b>At Average Cost Of Purchases</b>	At Average Cost Of Purchases
iv) Gold in Gold Jewellery	<b>At Average Cost Of Purchases</b>	At Average Cost Of Purchases
v) Diamonds Studded in Gold Jewellery	<b>At Average Cost Of Purchases</b>	At Average Cost Of Purchases
vi) Precious & Semi precious stones	<b>At Average Cost Of Purchases</b>	At Average Cost Of Purchases
vii) Silver alloy	<b>At Average Cost Of Purchases</b>	At Average Cost Of Purchases
viii) Pearl	<b>At Average Cost Of Purchases</b>	At Average Cost Of Purchases

**E) Foreign Exchange Transaction**

- i) The transactions in foreign currency relating to imports & exports are recorded at the exchange rate prevailing at the time of the transaction.
  - ii) Realised gains/losses on foreign exchange transactions are recognised in the Profit and Loss Account, at the time of actual realisation of gains/ losses
  - iii) Unrealised exports are recorded at the exchange rate prevailing at the close of the year and unrealised exports for which Exchange sale forward contracts have been entered into with the banks are recorded at the exchange rate prevailing at the close of the year.
2. The company did not have a whole time company secretary and hence the accounts have been signed by Chairman & two Directors.
3. **Gratuity & Leave Encashment** : As informed by the directors the Company accounts liability towards leave encashment on Realisation/Payment basis. The company has made provision for Gratuity in compliance of AS -15
4. Contingent liability not provided in respect of :
- a) Income Tax Assessment orders have been received upto A.Y : 2008-09 and refund orders have been received for these years

5. a) **DETAILS OF LICENCED CAPACITY, INSTALLED CAPACITY AND ACTUAL PRODUCTION OF GOODS. MANUFACTURED (As certified by Managing Director.)**

	Units	LICENSED CAPACITY	INSTALLED CAPACITY	ACTUAL PRODUCTION
Cut & Polished Diamonds	CARATS	N.A	N.A	<b>3110.79</b>
		(N.A)	(N.A)	(2527.69)
Gold Jewellery	CARATS	N.A	N.A	<b>808.39</b>
	grams			<b>2715.495</b>
	CARATS			(1830.190)
	grams	(N.A)	(N.A)	(4866.119)

**Note : Actual production includes manufactured through outside jobwork.**

b) **DETAILS OF OPENING STOCK, CLOSING STOCK AND TURNOVER OF FINISHED GOODS (as valued and certified by Managing Director)**

	UNITS	OPENING STOCK		CLOSING STOCK		TURNOVER	
		QUANTITY	RS.	QUANTITY	RS.	QUANTITY	RS.
Cut & Polished Diamonds	Carats	15411.010	326981184	13190.05	271323385	10038.95	(*) 175134704
		(19300.98)	(372510209)	(15411.010)	(326981184)	(5976.70)	*(135101465)
Gold & Silver Jewellery (Finished)	Cts	1775.397	54190448	1576.253	44504980	1003.410	(**) 35543422
	Gmrs	5417.050		5176.100		2956.444	**(31619115)
	Cts	(909.216)	(26289199)	(1775.397)	(54190448)	(964.010)	0
	Gmrs	(3257.210)		(5417.050)		(2706.280)	0
Precious & Semi Precious Stones	Carats	11150.480	4343867	11934.680	4587723	0.000	(434785)
		(10487.80)	(3654905)	(11150.480)	(4343867)	(246.460)	

(\*) Export of Polished Diamonds includes Export Exchange Difference of **Rs. 5050083+LOCAL SALE RS.170084621** (Rs.462827+local sale Rs. 108394186)

(\*\*) Export of Jewellery includes Export Exchange Difference of **Rs. 6635011.00+LOCAL SALE 28576172** (Rs.730125.00+local sale Rs. 22183148)

(\*\*\*) Export of Precious & Semi-Precious includes Export Exchange Difference of **Rs.0** (0)



**c) DETAILS OF FINISHED GOODS PURCHASED**

	UNITS	2013-14		2012-13	
		QUANTITY	RS.	QUANTITY	RS.
Cut & Polished Diamonds	Carats	5512.84	48,936,628	1389.23	61,214,559
Semi Precious	Carats	784.20	243,856	909.14	789,455
Gold Jewellery	Carats	0.00	0	0.00	0

Import of Polished Diamonds includes Import Exchange Difference +Import expenses **Rs. 0** (Rs.1189894)  
 Import of Semi-Precious includes Import Exchange Difference +Import expenses **Rs. 0** (Rs.4480)

**d) DETAILS OF OPENING STOCK, PURCHASE AND CLOSING STOCK OF RAW MATERIALS (As valued and certified by Managing Director)**

	UNITS	OPENING STOCK		PURCHASES		TURN OVER		CLOSING STOCK	
		QUANTITY	RS.	QUANTITY	RS.	QUANTITY	RS.	QUANTITY	RS.
Rough Diamonds	Carats	211.73	1058270	23020.33	114459111	0.00	0	13501.15	62867408
		(6731.53)	(34344340)	(1556.08)	(7201447)	(0)	(0)	(211.73)	(1058270)
Raw Gold	Gms	671.492	2036942	4431.729	(*)8894824	0	0	1949.490	5783169
		(817.829)	(2172376)	(5242.239)	(16355286)	(0)	(0)	(671.492)	(2036942)
Pearl	Carats	4932.580	486164	216.400	39168	0	0	5148.980	525332
		(4747.73)	(467257)	(184.850)	(18907.00)	(0)	(0)	(4932.580)	(486164)
Raw Silver Alloy	Gms	5365.525	386754	300.000	224850	0	0	5125.125	553267
		(4217.755)	(219283)	(6250.000)	(535247)	(0)	(0)	(5365.525)	(386754)
Raw Silver	Carats	25196.404	663449	100.000	(**)5150	0	0	18984.993	501785
		(24663.784)	(616098)	(650.70)	(50460.00)	(0)	(0)	(25196.404)	(663449)

(\*) PURCHASES GOLD INCLUDES IMPORT EXCHANGE DIFFERENCE +IMPORT EXPENSES OF **RS.8970827** (144714)

(\*\*) PURCHASES SILVER INCLUDES IMPORT EXCHANGE DIFFERENCE +IMPORT EXPENSES OF **RS. 0** (0)

**e) DETAILS OF RAW MATERIAL CONSUMED**

	UNITS	QUANTITY	RS.
Rough Diamonds	Carats	9730.91	52649973
		(8075.88)	(40487517)
Raw Gold	Gms	3153.731	5224600
		(5388.576)	(16490720)
Raw Silver alloy	Gms	540.400	58337
		(5102.230)	(367776)
Raw Pearl	Carats	0	0
		(0)	(0)
Raw Silver		6311.411	166814
		(118.080)	(3109)

**f) Imported & Indigenous Consumption**

Raw Materials	RUPEES		% OF TOTAL CONSUMPTION	
	31-03-2014	31-03-2013	31-03-2014	31-03-2013
<b>Imported</b>				
Rough Diamonds	0	0	0	0
Raw Gold	352,124	606,995	6.74	3.68
Raw Silver alloy	0	0	0.00	0.00
Raw Pearl	0	0	0.00	0
Raw Silver	0	0	0.00	0
<b>Indegineous</b>				
Rough Diamonds	52,649,973	40,487,517	100.00	100.00
Raw Gold	4,872,476	15,883,725	93.26	96.32
Raw Silver alloy	58,337	367,776	100.00	100.00
Raw Pearl	0	0	100.00	100.00
Raw Silver	166,814	3,109	100.00	100.00
<b>Total</b>				
Rough Diamonds	52,649,973	40,487,517	100.00	100.00
Raw Gold	5,224,600	16,490,720	100.00	100.00
Raw Silver alloy	58,337	367,776	100.00	100.00
Raw Pearl	0	0	100.00	100.00
Raw Silver	166,814	3,109	100.00	100.00



**6. MANAGERIAL REMUNERATION**

Detail of remuneration paid/allowed by way of remuneration to the managing director & Executive director are as follows.

	2013-14	2012-13
	Rs.	Rs.
<b>1) To the Managing Director</b>		
Salary & Allowances	420000	360000
Reimbursement of Mediciam Premium	41775	37644
Total	461775	397644
<b>2) To the Whole time Director</b>		
Salary & Allowances	330000	300000
Reimbursement of Mediciam Premium	26452	111368
Total	356452	411368

Managerial Remuneration of **Rs. 818227** (Previous year Rs. 809012)

The company has been advised that computation of Net Remuneration u/s 349 of the Companies Act, 1956 need not be enumerated, since no commission is paid to Directors. Fixed monthly Remuneration is paid to Directors as per schedule XII of the Companies Act, 1956.

**7. PAYMENTS TO AUDITORS**

	2013-14 (Rs.)	2012-13 (Rs.)
Audit fees	25000	25000
Tax audit fee	7000	7000
Certification fee	3000	3000
Total (Rs.)	35000	35000

**8. DETAILS OF INTEREST**

	2013-14 (Rs.)	2012-13 (Rs.)
Paid to Bank	0	0
Paid to others	0	0

**9. CIF Value of imports :**

		2013-14 (Rs.)	2012-13 (Rs.)
<b>RAW GOLD</b>			
Raw material (Rs.)	(*)	3,52,124	6,06,995
RAW PEARL	(**)	0	0
Raw Pearl		(0)	(0)
Precious & Semi precious	(***)	0	68,984
		(0)	(0)
Cut & Polished diamonds	(****)	0	27,59,027
		(0)	(0)
Silver	(*****)	0	0
		(0)	(0)

(\*) PURCHASES GOLD INCLUDES IMPORT EXCHANGE DIFFERENCE +IMPORT EXPENSES OF **RS.76003** (144714)

(\*\*) PURCHASES SEMI PRECIOUS INCLUDES IMPORT EXCHANGE DIFFERENCE +IMPORT EXPENSES OF **RS.0** ( 4480)

(\*\*\*) PURCHASES SILVER INCLUDES IMPORT EXCHANGE DIFFERENCE +IMPORT EXPENSES OF **RS. 0** ( 0)

(\*\*\*\*) PURCHASE OF POLISHED DIAMOND INCLUDES IMPORT EXCHANGE DIFFERENCE OF **RS. 0** (1189894)

**10. Expenditure in Foreign currency (Including purchase of foreign exchange converted at Rupee value)**

		2013-14 (Rs.)	2012-13 (Rs.)
(A) Foreign Travelling		4,90,586	3,41,167
(B) Foreign Membership & other Fees		0.00	0.00
(C) Foreign Advertisement Expenses		0.00	0.00

**11. Earnings in Foreign Currency as per Bank Certificate of Export & Realisation :**

	2013-14 (Rs.)	2012-13 (Rs.)
FOB value of Exports	11634899	35948711

**12. Amount remitted during the period in foreign currency on account of Dividends.**

Number of Non-Resident Shareholders.	2 (2)
Number Of Shares held	1496215 (1496215)
Year to which dividend related	2012-13 (2011-12)

**13. Earning Per Share is computed with reference to the following**

	2013-14	2012-13
i) Profit after tax (Rs.)	72,724,543	8,106,307
ii) Basic & Weighted average number of equity shares	5,177,182	5,177,182
iii) Nominal value of equity Shares	10	10
iv) Basic & Diluted EPS	14.05	1.57

**14. Segment Accounting :**

The company's operation predominantly relate to single segment namely Diamonds and is primary basis for segmental informations. Since the Company operates in a single business, Segmentwise Reporting as defined in AS-17 of ICAI is not applicable.

**15. Related Party Disclosures in accordance with AS-18 issued by ICAI :**

a) Related Parties & nature of relationship with Associate Companies, Firms, Relatives of Directors

- 1) JRD Gems Pvt. Ltd.
- 2) JRD-MKJ Diamonds Pvt. Ltd.
- 3) International Gems Export (I) Corporation (FIRM)

**b) Transaction with related Parties :**

	2013-14	2012-13
1) Managing Director Remuneration	461775	397644
2) Whole-Time Director's Remuneration	356452	411368
{Refer Note No. 6 above for (1) (2)}		
	818227	809012

16 There are no subsidiary companies to Company. The company has not obtained any economic benefits from its activities with the associate Companies/firms hence provisions of AS-21 issued by I.C.A.I. are not applicable in current year.

**17. Deferred Tax :**

A The Company has adopted As-22"Accounting for taxes on income" issued by the Institute of Chartered Accountants of India.

B The effect of timing difference on account of : Difference between Book Depreciation & Depreciation under Income Tax Act, 1961.

	2013-14 (Rs.)	2012-13 (Rs.)
Deferred Tax	(145979)	274315

18 Figures for previous year have been regrouped to confirm to the current year's classifications and are shown in the brackets.

**For ARUN GANATRA & CO.**

Chartered Accountants  
FRN No. 100558W

(A. L. GANATRA)  
Proprietor  
MEMBERSHIP NO.: 31720  
Place : Mumbai,  
Dated : 29th May, 2014

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Chairman                      Managing Director                      Director

Place : Mumbai,  
Dated : 29th May, 2014



# CASH FLOW STATEMENT



ZODIAC - JRD - MKJ LTD.

<b>CASH FLOW STATEMENT</b>		As at 31st March,2014	As at 31st March,2013
<b>[A]</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit before Tax and Extraordinary items	101,041,574	10,180,373
	<b>Adjustments for Non Cash &amp; Non Operating Items:</b>		
	Export Exchange Difference	(1,586,044)	(1,192,952)
	Import Exchange Difference	3,232	1,247,600
	Discount	(22,239)	134
	Donation	210,000	200,000
	Depreciation	1,172,218	1,400,507
	Loss/(Profit) on sale of Fixed assets	(84,887,324)	(4,662)
	Interest paid	0	0
	Interest received	(77,610)	(80,000)
	Share Issue Expenses	0	0
	Investment Incomes	(4,314,023)	(4,280,318)
	Investment Expenses	2,254	1,174
	Income Tax Refund Interest	0	0
	<b>Operating Profit before Working Capital Changes</b>	<b>11,542,038</b>	<b>7,471,856</b>
	<b>Adjustments for Changes in Working Capital:</b>		
	Trade Receivables	(31,442,297)	(76,213,544)
	Other Receivables	255,511	(184,907)
	Inventories	(499,971)	50,126,589
	Deposits with others	(17,000)	0
	Trade Payables	51,897,513	(7,431,179)
	Other Current Liabilities	(108,355)	481,645
	Long Term Provisions (Gratuity)	28,250	28,250
	<b>Cash generated from Operations</b>	<b>31,655,688</b>	<b>(25,721,290)</b>
	<b>Adjustments for Interest paid/ Taxes paid/ Extraordinary items</b>		
	Interest Paid	0	0
	Donations	(210,000)	(200,000)
	Direct Taxes Paid	(27,136,990)	(2,000,250)
	Income Tax Refund	0	0
	Income Tax Refund Interest	0	0
	Cash Flow from Extraordinary items	0	0
	<b>Net Cash Flow from Operating Activities</b>	<b>4,308,698</b>	<b>(27,921,540)</b>
<b>[B]</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Purchase of Fixed Assets	(259,417)	(225,084)
	Sale of Fixed Assets	101,344,500	130,000
	TDS on sale of Property	(989,415)	0
	Creditors for Fixed Assets	31,000	(3,500)
	Purchase/Sale of Investments	(102,987,179)	27,440,789
	Debtors for Investments	0	0
	Fixed Deposits with Banks	0	0
	Capital Gains	606,165	3,211,710
	Interest Received	77,610	80,000
	TDS on Interest	(7,761)	(8,000)
	Dividend Received	3,707,858	1,068,608
	Speculation Profit	0	0
	Investment Expenses	(2,254)	(1,174)
	<b>Net Cash Flow from Investing Activities</b>	<b>1,521,107</b>	<b>31,693,349</b>
<b>[C]</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Proceeds from issue of Share Capital	0	0
	Proceeds from Long Term Borrowings	0	0
	Dividend Paid	(25,88,591)	(2,588,826)
	Tax on Distributed Profits	(4,39,931)	(419,934)
	<b>Net Cash Flow from Financing Activities</b>	<b>(30,28,522)</b>	<b>(3,008,760)</b>
	<b>Net Increase in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>28,01,284</b>	<b>763,049</b>
	<b>Net Increase in Cash &amp; Cash Equivalents</b>	<b>28,01,284</b>	<b>763,049</b>
	<b>Cash and Cash equivalents as at 1st April, 2013/2012</b>	<b>19,93,230</b>	<b>1,230,181</b>
	<b>Cash and Cash equivalents as at 1st April, 2014/2013</b>	<b>47,94,514</b>	<b>1,993,230</b>

## AUDITORS' REPORT

To,  
The Board of Directors  
ZODIAC-JRD-MKJ LIMITED,  
910, Parekh Market, 39, J. S. S. Road, Opera House, Mumbai - 400 004  
We have examined the attached Cash Flow Statement of The ZODIAC-JRD-MKJ LIMITED for the year ended **31st March, 2014** The Statement has been prepared by the Company in accordance with the requirements of the listing agreement Clause 32 with the Stock Exchanges and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the company covered by our report of 29th May, 2014, to the members of the company.

Place : Mumbai  
Dated : 29th May, 2014

For ARUN GANATRA & CO.  
Chartered Accountants **FRN No. 100558W**  
(Prop. A. L. GANATRA)  
MEMBERSHIP NO.: 31720



# SCHEDULE

Information pursuant to Part IV of Schedule VI of the Companies Act, 1956  
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE  
FOR THE YEAR ENDED 31ST MARCH, 2014

## I. REGISTRATION DETAILS

Registration No :

State Code :

Balance Sheet Date        
Date Month Year

## II. CAPITAL RAISED DURING THE YEAR (AMOUNT IN RS. THOUSANDS)

Public Issue

Right Issue

Bonus Issue

Private Placement

## III. POSITION OF MOBILIZATION AND DEPLOYMENT OF FUNDS (AMOUNT IN RS. THOUSANDS)

Total Liabilities

Total Assets

### SOURCES OF FUNDS

Paid up Capital

Reserve & Surplus

Non Current Liabilities

Current Liabilities

### APPLICATION OF FUNDS

Net Fixed Assets

Investments

Net Current Assets

Misc. Expenditure

## IV. PERFORMANCE OF COMPANY (AMOUNT IN RS. THOUSANDS)

Accumulated Losses

Turnover (Gross Income)

Total Expenditure

Profit before tax

Profit after tax

Earning per Share After Tax in Rs. (Weighted Average)

Dividend rate %

## V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF COMPANY (AS PER MONETARY TERMS)

Product Description :

i) Diamonds

Item Code No.

ii) Gold Jewellery

As per our report attached  
For ARUN GANATRA & CO.  
Chartered Accountants  
FRN No. 100558W

A. L. GANATRA  
(Proprietor)  
MEMBERSHIP NO.: 31720  
Place : Mumbai  
Date : 29th May, 2014

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Chairman Managing Director Director

Place : Mumbai  
Date : 29th May, 2014

# ZODIAC – JRD – MKJ - LIMITED

Registered Office : 910 Parekh Market, 39, J. S. S. Road, Opera House, Mumbai – 400 004  
Registrars : LINK INTIME INDIA PRIVATE LTD., C-13, Pannalal Silk Mills Compound,  
L. B. S. Marg, Bhandup (West), Mumbai – 400 078.

## PROXY FORM

FOLIO NO.

I/We \_\_\_\_\_  
of \_\_\_\_\_ being member(s) of Zodiac – JRD – MKJ - Limited  
hereby appoint (1) \_\_\_\_\_ of \_\_\_\_\_  
or failing (2) \_\_\_\_\_ of \_\_\_\_\_  
or failing (3) \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the company to be held on 20th September, 2014 at 10.30 a.m. at Garware Club House, Banquet Hall No.1, 2nd Floor, "D" Road, Churchgate Mumbai 400 020.

Their respective signatures are as under: As. witness my/our hand(s) this \_\_\_\_\_ day of \_\_\_\_\_ 2014

(1) \_\_\_\_\_  
(2) \_\_\_\_\_  
(3) \_\_\_\_\_

Affix of  
Rs. 1/-  
Reveue  
Stamp

### NOTE:

The proxy must be returned so as to each the Registered Office  
Of the Company or the office of the Company's Registrars not less  
than 48 hours before the commencement of the meeting

Signature by the said Member(s)

# ZODIAC – JRD – MKJ - LIMITED

Registered Office: 910 Parekh Market, 39, J. S. S. Road, Opera House, Mumbai – 400 004  
Registrars: LINK INTIME INDIA PRIVATE LTD., C-13, Pannalal Silk Mills Compound,  
L. B. S. Marg, Bhandup (West), Mumbai – 400 078.

## ATTENDANCE SLIP

FOLIO NO.

I / We hereby record my/our attendance at the Annual General Meeting of the Company being held on 20th September, 2014 at 10.30 a.m. at Garware Club House, Banquet Hall No.1, 2nd Floor, "D" Road, Churchgate, Mumbai 400 020 and/or at any Adjournment there of

NAME OF THE MEMBER/PROXY (IN BLOCK CAPITALS)

SIGNATURE OF THE MEMBER/PROXY

**BOOK - POST**

If undelivered, please return to :

**LINK INTIME INDIA PRIVATE LIMITED**

**UNIT : Zodiac - JRD - MKJ - Limited**

C-13, Pannalal Silk Mills Compound, L.B.S. Marg,  
Bhandup (West), Mumbai - 400 078.

Phone : 2596 3838



# ZODIAC-JRD-MKJ LTD

DIAMONDS • JEWELLERY • PRECIOUS & SEMI PRECIOUS STONES

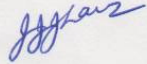
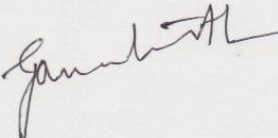

910, PAREKH MARKET,  
39, J.S.S. ROAD, KENNEDY BRIDGE,  
OPERA HOUSE, MUMBAI - 400 004. (INDIA)

CIN :- L65910MH1987PLC042107  
E-MAIL :- info@zodiacjrdmkjtd.com  
WEB SITE :- www.Zodiacjrdmkjtd.com

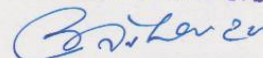
TEL. : 91-22-23869731 / 91-22-23866471  
FAX : 91-22-23800038  
Email : account\_zjml@yahoo.com

## FORM A

(Format of covering letter of the annual audit report to be filed with the Stock Exchange)

1	Name of the company	ZODIAC-JRD-MKJ LIMITED
2	Annual financial statements for the year ended	31 <sup>st</sup> March, 2014
3	Type of Audit observation	Unqualified
4	Frequency of observation	Whether appeared first time ...../repetitive...../since how long period..... N.A.
5	To be signed by –	
	<input checked="" type="checkbox"/> CEO / Managing Director <b>MR. JAYESH J JHAVERI</b>	x J 
	<input type="checkbox"/> CFO	
	<input type="checkbox"/> Auditor of the Company <b>MR. ARUN L. GANATRA</b>	x A 
	<input type="checkbox"/> Audit Committee Chairman <b>MR. RAJNIKANT S. CHOKSHI</b>	x RAJ 

For ZODIAC-JRD-MKJ LTD.

  
DIRECTOR.