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ZODIAC - JRD - MKJ LIMITED

**THIRTIETH ANNUAL REPORT
2016 - 2017**



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ZODIAC - JRD - MKJ LIMITED
CIN NO: L65910MH1987PLC042107

BOARD OF DIRECTORS

- | | |
|---|------------------|
| 1. Mr. Jayantilal A. Jhaveri (Promoter /Chairman) | DIN NO. 00020250 |
| 2. Mr. Jayesh J Jhaveri (Promoter /Managing Director/CFO) | DIN NO. 00020277 |
| 3. Mr. Devang R Jhaveri (Promoter /Whole-time Director) | DIN NO. 00020235 |
| 4. Mr. Rajnikant A Jhaveri (Promoter /Non Executive Director) | DIN NO. 00020351 |
| 5. Mr. Mukesh K Desai (Independent Director) | DIN NO. 06847896 |
| 6. Mr. Jindat K Mehta (Independent Director) | DIN NO. 00020303 |
| 7. Mrs. Neeta J Jhaveri (Promoter / Non Executive Director) | DIN NO. 01131017 |
| 8. Mr. Hasmukh B Thakker (Independent Director) | DIN NO. 03351903 |
| 9. Mr. Uday Shah (Independent Director) | DIN NO. 07679833 |
| 10. Mr. Jayesh Kadakia (Independent Director) | DIN NO. 06825529 |

COMPANY SECRETARY & COMPLIANCE OFFICER

Vishakha Mehta

AUDITORS

M/s. Arun Ganatra & Co.
Chartered Accountants

BANKERS

ING VYSYA BANK LTD,
BANK OF INDIA,
HDFC BANK LIMITED

REGISTRARS & TRANSFER AGENT

LINK INTIME INDIA PRIVATE LIMITED
C-101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai – 400 083
Tel.: 22 49186270

REGISTERED OFFICE

910, Parekh Market, 39 J.S.S. Road,
Opera House, Mumbai – 400 004.
Website add: www.zodiacjrmdkjlt.com
Email id: info@zodiacjrmdkjlt.com

FACTORY

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

LISTED AT

Bombay Stock Exchange of India Ltd
National Stock Exchange of India Ltd



NOTICE IS HEREBY GIVEN THAT THE THIRTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF ZODIAC – JRD – MKJ LIMITED WILL BE HELD ON THURSDAY, 21ST SEPTEMBER, 2017 AT 10.00 A.M. AT GARWARE CLUB HOUSE, 2ND FLOOR, BANQUET HALL NO.4, “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, 2017 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 statutory auditors and fix their remuneration. “

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Chokshi & Chokshi LLP, Chartered Accountants (Firm Registration No. 101872W/W100045), be appointed as statutory auditors of the Company, in place of retiring auditors M/s Arun Ganatra & Co, Chartered Accountants (ICAI Registration No.100558W), to hold office from the conclusion of this Thirtieth Annual General Meeting (AGM) until the conclusion of the Thirty Fifth Annual General Meeting (AGM), subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. **TO APPOINT A DIRECTOR IN PLACE MR. JAYANTILAL. A. JHAVERI (DIN:00020250) WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT AS CHAIRMAN OF THE COMPANY AFTER ATTAINING AGE OF 70 YEARS**

Subject to the approval of the shareholders, the Board recommended in the Meeting, Mr. Jayantilal. A. Jhaveri (Din: 00020250) who retires by rotation and, being eligible, offers himself for re-appointment, Director of the Company, and shall continue to hold office as Director after attaining age of 70 years.

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

“**RESOLVED THAT** pursuant to the provisions and of section and other applicable provisions if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time, and subject to the approval of shareholder in the Annual General Meeting of the Company, Mr. Jayantilal. A. Jhaveri (Din: 00020250), who retires by rotation and, being eligible, offers himself for re-appointment, Director of the Company, shall continue to hold office as Director, of the Company after attaining age of 70 years.”

5. **CONTINUING APPOINTMENT OF MR. RAJNIKANT. A. JHAVERI (DIN: 00020351) AS A DIRECTOR OF THE COMPANY AFTER ATTAINING AGE OF 70 YEARS**

Subject to the approval of the shareholders, the Board recommended in the Meeting , Mr. Rajnikant. A. Jhaveri (Din: 00020351), Director of the Company, shall continue to hold office as Director after attaining age of 70 years.

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

“**RESOLVED THAT** pursuant to the provisions and of section and other applicable provisions if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time, and subject to the approval of shareholder in the Annual General Meeting of the Company, Mr. Rajnikant. A. Jhaveri (Din: 00020351), Director of the Company, shall continue to hold office as Director of the Company after attaining age of 70 years.”

6. **APPOINTMENT OF MR. UDAY SHAH (DIN: 07679833) AS AN INDEPENDENT DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Uday Sah (DIN 07679833), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on January 30, 2017 and



whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from January 30, 2017."

7. APPOINTMENT OF MR. JAYESH KADAKIA (DIN: 06825529) AS AN INDEPENDENT DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Jayesh Kadakia (DIN 06825529), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on May 25, 2017 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from May 25, 2017."

8. APPOINTMENT OF MR. JINDAT MEHTA (DIN: 00020303) AS AN INDEPENDENT DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Jindat Mehta (DIN 00020303), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on June 16, 2017 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from June 16, 2017."

9. APPOINTMENT OF MR. HASMUKH THAKKER (DIN 03351903) AS AN INDEPENDENT DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Hasmukh Thakker (Din 03351903), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on June 16, 2017 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from June 16, 2017."



10. APPOINTMENT OF MR. MUKESH DESAI (DIN 06847896) AS AN INDEPENDENT DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mukesh Desai (Din 06847896), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on June 16, 2017 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from June 16, 2017.”

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/HERSELF 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 15th September, 2017 to 21st September, 2017 (both days inclusive) in connection with the Annual General Meeting.

4. INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENTS

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. Jayantilal Jhaveri.
Age : 82 years
Qualification : Inter Science
Date of Appointment : 03-04-1992.

Sl. No.	Name of Companies/ Bodies Corporate (Indian as well as Overseas)	Nature of Interest or concern (Whether Director/ Managing Director)	Date on which interest or concern arose
1.	J R D MKJ Diamonds Pvt. Ltd.	Director	17/05/1991

LIST OF COMPANIES IN WHICH I AM A MEMBER

Sl. No.	Name of Company	No. of shares	% to the paid up capital
1.	JRD-MKJ Diamonds Pvt. Ltd.	255	25.5%
2.	ZODIAC – JRD – MKJ LIMITED	86173	1.66%

5. The Company has appointed M/s. **Link Intime India Pvt. Ltd.** (Formerly Known as Intime Spectrum Registry Limited) 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**, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.
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, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.
- 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 on 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 advice any change in their address or bank mandates immediately to the Company's Registrar & 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 125 of the Companies Act, 2013 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.

DIVIDEND FOR YEARENDED	AMOUNT (RS.)	DUE DATE
31st MARCH, 2010	128753.00	17-09-2017
31st MARCH, 2011	122320.00	28-09-2018
31st MARCH, 2012	72282.00	25-09-2019
31st MARCH, 2013	71448.00	21-09-2020
31st MARCH, 2014	82862.00	20-09-2021
31st MARCH, 2015	92386.00	26-09-2022
31st MARCH, 2016	260,008.00	24-09-2023

- 9) Your Company is under Compulsory Demat list by SEBI and Stock Exchange from August, 2000.
- 10) 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 shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 18th September, 2017 at 9.00 a.m. and ends on Wednesday, 20th September, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 14th September, 2017 of (Record Date), 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
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 sequence number which is printed on Postal Ballot / Attendance Slip indicated 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 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.
- (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 170719029 for the relevant 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 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 and Custodians.

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.



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.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xix) 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.

(2) In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(3) General Instructions:

- (i) Once a vote on a resolution is cast, the shareholder will not be allowed to change it subsequently.
- (ii) 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 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.

- (iii) 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.
- (iv) 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,
- (v) 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 in under help section or write an email to helpdesk.evoting@cdslindia.com

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

Place : Mumbai **Vishakha Mehta**
Date : 18th August, 2017 Company Secretary /Compliance Officer

REGISTERED OFFICE :

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



A STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING THE ABOVE MENTIONED ITEMS AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.3

Though it is not mandatory, this statement is provided for reference.

M/s Arun Ganatra & Co, Chartered Accountants (ICAI Registration No.100558W) were appointed as auditor in the annual general meeting in the year 1992. In terms of their appointment made in annual general meeting held on 20th September, 2014, they are holding office of the auditor up to the conclusion of AGM of the Company to be held in the year 2016- 2017.

As per provision to Section 139(2) of the Companies Act, 2013, a transition period of the three years from the commencement of the Act is provided to appoint a new auditor when the existing auditor's firm has completed two terms of five consecutive years.

Accordingly, as per the said requirements of the Act, M/S Choski & Chokshi LLP, Chartered Accountants, are proposed to be appointed as auditors for a period of 5 years, commencing from the conclusion of 30th AGM (thirtieth) till the conclusion of 35th AGM (thirty fifth) subject to rectification by members every year, as may be applicable.

M/S Choski & Chokshi LLP, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice.

ITEM NO.4

Mr. Jayantilal Jhaveri (aged 82 years) has done Inter Science. He is the Chairman, Promoter, Director of the Company. He is the key person behind the JRD group. He has been in the business of pearls, diamond, semi-precious stones and precious stones since 1953. He started his carrier in the business of development and

export of precious & semi precious stones. He has been acting as Government approved valuer since 1973. He is the moving spirit behind the Groups progress.

Under his stewardship, the Groups profitability, turn over and margins have continuously shown an upward trend. He is known philanthropist and social workers, he is associated with several charitable institution. He holds trusteeship in various institutions including Sir H. N Relaince Foundation Hospital and Research Centre, Palanpur Samaj Kendra Charitable Trust etc.

Mr. Jayantilal Jhaveri is also director in J R D MKJ Diamonds Pvt. Ltd.

He holds membership in Shareholders/Investors Grievance Committee.

Except Mr. Rajnikant Jhaveri, Jayesh Jhaveri, Neeta Jhaveri Devang Jhaveri, none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in resolution set out in item no.4 of notice of approval of members.

In view of the introduction of the Companies Act, 2013 (new Act) with effect from 1st April 2014 and also for an abundant precaution, subject to the approval of the shareholders, the Board recommended in their meeting held on 18th August, 2017, recommend Mr. Jayantilal Amratlal Jhaveri (Din: 00020250) Director of the Company for continuation of their holding of existing office after the age of 70 years during the tenure of their term of appointment under the provisions of the Companies Act, 2013.

ITEM NO.5

In view of the introduction of the Companies Act, 2013 (new Act) with effect from 1st April 2014 and also for an abundant precaution, subject to the approval of the shareholders, the Board recommended in their meeting held on 18th August, 2017, recommend Mr. Rajnikant. A. Jhaveri (Din: 00020351), Director of the Company for continuation of their holding of existing office after the age of 70 years during the tenure of their term of appointment under the provisions of the Companies Act, 2013.

LIST OF PRIVATE COMPANIES IN WHICH I AM A MEMBER & DIRECTOR

SR. No.	Name of Company	No. of shares	% to the paid up capital	Category
1.	JRD-MKJ Diamonds Pvt. Ltd.,	132	13.2%	Director



Except Mr. Jayantilal Jhaveri, Jayesh Jhaveri, Neeta Jhaveri Devang Jhaveri , none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in resolution set out in item no.5 of notice of approval of members.

ITEM NO.6

Mr. Uday Shah (DIN .07679833) was appointed as an Additional Independent Director of the Company with effect from January 30th , 2017 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Uday Shah holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from him in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Mr. Uday Shah is an Independent, Non Executive Director of the Company. He has been appointed as Independent, Non Executive Director with effect from January 30th , 2017. He has done Study in S. B. Gurda Arts & P. K. Patel Collage, Navsari and done B. Com and has also has knowledge in finance. He is a Singer, Music Composer, Poet and Music Teacher. He has done research in Hindi Books 'Ghazal Dhara' (Chhand Shastra & Taal Shastra of Ghazal). He does not hold directorship in any other company.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 6 of the Notice for the appointment of Mr. Uday Shah as a Independent, Non Executive Director.

A statement containing his profile is given as per Annexure 1.

Except Mr. Uday Shah, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.6.

ITEM NO. 7

Mr. Jayesh Kadakia (DIN: 06825529) was appointed as an Additional Independent Director of the Company with effect from May 25, 2017 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Jayesh Kadakia (DIN: 06825529) holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Independent, Non Executive Director. The Company has received a Notice from him in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Mr. Jayesh Kadakia an Independent, Non Executive Director of the Company. He has done Study in M.V.L.U Collage, Andheri and done B.Com from Bombay University and has also has knowledge in finance. He is a Cricketer, Poet and Accountant.

He is Director in following Companies:

List of Companies

CIN/FCRN	Company Name
U70200MH2015PTC261460	REAL ESTATE PROPERTIES PRIVATE LIMITED
U72200PN2006PTC145379	SYNCADA INDIA OPERATIONS PRIVATE LIMITED
U74999MH2001PTC294958	WOOLMARK SERVICES INDIA PRIVATE LIMITED
U74999MH2014PTC260113	CAM PAK INDIA PRIVATE LIMITED

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 7 of the Notice for the appointment of Mr. Jayesh Kadakia as a Independent, Non Executive Director.

A statement containing his profile is given as per Annexure 1.

Except Mr. Jayesh Kadakia, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.7.

ITEM NO.8

Mr. Jindat Mehta (Din: 00020303) was appointed as an Additional Independent Director of the Company with effect from June 16, 2017 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Jindat Mehta (Din: 00020303) holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Independent, Non Executive Director.

The Company has received a Notice from him in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Mr. Jindat Mehta (Din: 00020303) an Independent, Non Executive Director of the Company. He has been appointed as Director with effect from June 16, 2017. His date of birth is August 7th, 1964. He is a member of the Institute of Chartered Accountants of India and has been on the Board of various companies for the past



several years. These companies are into the business of construction, chemicals and pharmaceuticals.

He is Director in following Companies:

List of Companies

CIN/FCRN	Company Name	Begin Date	End Date
U24110MH1997PTC110754	ASHA DISPERSIONS PRIVATE LIMITED	19/09/1997	-
U24239MH2010PTC202876	ASHA TRANS PHARMA PRIVATE LIMITED	08/05/2010	-
U27200MH1988PTC046727	ASHA CELLULOSE (INDIA) PVT LTD	02/01/2007	-
U45200MH1981PTC024441	VAIKUNTH BUILDERS PVT LTD	30/09/2010	-
U45202MH2008PTC183464	ZEEL CONSTRUCTIONS PRIVATE LIMITED	12/06/2008	-
U70100MH1987PTC045027	SHAILEEN CONSTRUCTION PVT LTD	19/05/1990	-
U70100MH1987PTC045091	SONALITA CONSTRUCTION PVT LTD	20/09/1994	-
U70102MH1981PTC026909	HOUSING ORGANIZATION MANAGEMENT AND EXECUTION PVT LTD	30/09/2013	-

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 8 of the Notice for the appointment of Mr. Jindat Mehta (Din: 00020303) as a Independent, Non Executive Director.

A statement containing his profile is given as per Annexure 1.

Except Mr. Jindat Mehta (Din: 00020303), being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.8.

ITEM NO.9

Mr. Hasmukh Thakker (Din 03351903) was appointed as an Additional Independent Director of the Company with effect from June 16, 2017 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Hasmukh Thakker holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Independent, Non Executive Director The Company has received a Notice from him in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Mr. Hasmukh Thakker (Din 03351903) is an Independent, Non Executive Director of the Company. He has been appointed as Independent, Non Executive Director with effect from June 16, 2017. His date of birth is March 5th , 1955. He is LCEH Homeopathy Doctor and Professional Medical Practitioner.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 9 of the Notice for the appointment of Mr. Hasmukh Thakker (Din 03351903) as a Independent, Non Executive Director.

A statement containing his profile is given as per Annexure 1.

Except Mr. Hasmukh Thakker (Din 03351903), being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.9.

ITEM NO.10

Mr. Mukesh Desai (Din 06847896) was appointed as an Additional Independent Director of the Company with effect from June 16, 2017 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Mukesh Desai (Din 06847896) holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from him in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Mr. Mukesh Desai (Din 06847896) is an Independent, Non Executive Director of the Company. He has been appointed as Director with effect from June 16, 2017. His date of birth is March 8th, 1953. He has done B.Com, (He has more than 35 years of work experience and areas of specialization in the field of Accounting).

List of Companies

CIN/FCRN	Company Name	Begin Date	End Date
U70200MH2015PTC261460	REAL ESTATE PROPERTIES PVT. LTD.	29/01/2015	-
U72900GJ2009PTC058981	KENDLE DATA AND TECHNOLOGIES (INDIA) PVT. LTD.	10/06/2014	-
U73100DL2004PTC247296	KENDLE INDIA PVT. LTD.	10/06/2014	-
U73100DL2007PTC247376	INC RESEARCH CDS SERVICES PVT. LTD.	10/06/2014	-
U74900TN2015FTC101421	GROUPON SHARED SERVICES PVT. LTD.	30/03/2017	-
U74991DL2006FTC150592	RITCHIE BROS AUCTIONEERS INDIA PVT. LTD.	30/09/2014	-



The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 10 of the Notice for the appointment of Mr. Mukesh Desai (Din 06847896) as an Independent, Non Executive Director.

A statement containing his profile is given as per Annexure 1.

Except Mr. Mukesh Desai (Din 06847896), being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is

concerned or interested, financial or otherwise, in the resolution set out at Item No.10.

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

Place : Mumbai

Vishakha Mehta

Date : 18th August, 2017 Company Secretary /Compliance Officer

REGISTERED OFFICE :

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

Annexure 1

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

	Re Appointment	Appointment				
	Mr. Jayantilal Jhaveri	Mr. Uday Shah	Mr. Jayesh Kadakia	Mr. Mukesh Desai	Mr. Jindat Mehta	Mr. Hasmmukh Thakker
Date of Birth	20/01/1935	10/09/1971	19/07/1961	08/03/1953	07/08/1964	05/03/1955
Date of Appointment /Re- appointment	03/04/1992	30/01/2017	25/05/2017	16/06/2017	16/06/2017	16/06/2017
Qualification	Inter Science	B.Com and has also has knowledge in finance and accounting	B.Com and has also has knowledge in finance and accounting	B.Com and has also has knowledge in accounting	Chartered Accountant (CA)	LCEH Homeopathy Doctor and Professional Medical Practitioner
Expertise in specific functional Area	He is the key person behind the JRD group. He has been in the business of pearls, diamond, semi-precious stones and precious stones since 1953	He is a Singer, Music Composer, Poet and Music Teacher. He has done research in Hindi Books 'Ghazal Dhara' (Chhand Shastra & Taal Shastra of Ghazal).	He is an Accountant.	He has more than 35 years of work experience and areas of specialization in the field of Accounting	He is a member of the Institute of Chartered Accountants of India	He is LCEH Homeopathy Doctor and Professional Medical Practitioner
List of Public Ltd. Companies (in India) in which outside Directorships held	Nil	Nil	Nil	Nil	Nil	Nil
Membership/ChairmanShips of Committees of other Public Companies (includes on Audit Committee and Stakeholders Relationship Committee)	Nil	Nil	Nil	Nil	Nil	Nil

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

REGISTERED OFFICE :

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

Place : Mumbai

Vishakha Mehta

Date : 18th August, 2017 Company Secretary /Compliance Officer

**Director's Report**

To,
The Members,
ZODIAC-JRD-MKJ LIMITED

The Directors have pleasure in presenting the 30th Annual Report on the business and operation of the company together with the Audited Financial Statements for the year ended 31st March, 2017.

1. FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year figures is given hereunder:

(Rupees in Lacs)

	Year Ended 31.03.2017	Year Ended 31.03.2016
Total Income	1903.34	1639.31
Net Profit before Depreciation and Interest	166.77	99.34
Less : Depreciation	6.07	6.16
Interest	0.00	0.00
Profit before Tax	160.70	93.18
Less : Deferred Tax	(0.31)	0.00
Less : Current Tax	32.00	28.00
Profit after Tax	129.01	65.17
Balance Profit brought forward	5130.16	5098.76
Less : Prior Period Adjustments	7.78	2.62
Amt. Available for Appropriation	5251.40	5161.31
Less : Appropriation	0.00	0.00
Proposed dividend	25.89	25.89
Tax on Distributed Profit	5.27	5.27
Balance carried forward Balance sheet	5220.24	5130.16

2. PERFORMANCE REVIEW:

The Company's turnover for the year FY 2016-17 had been Rs. 1806.25 Lacs as per compared to last year figure of Rs. 1608.99 Lacs. The company has made a net profit after taxation of Rs. 129.01 Lacs against Rs. 65.17 Lacs last year. Company is making efforts to increase the turnover during the next year.

3. DIVIDEND:

The Directors are pleased to recommend a tax free dividend at the rate of 5% i.e. Rs. 0.50 per share for the year ended 31st March, 2017. Total Dividend Rs. 25,88,591 and total dividend distribution tax Rs. 5,26,985.

4. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The Company has transferred sum of Rs. 143888.00 pertaining to the final dividend amount for the year ended 31st March, 2009, during the financial year 2016-17 to the Investor Education and Protection Fund established by the Central Government, in compliance with Section 125 of the Companies Act, 2013.

The said amount represents unclaimed dividends which were lying with the Company for a period of seven years from their respective due dates of payment.

5. PUBLIC DEPOSITS

The Company has not accepted any public deposits and as such, no amount of principal or interest on public deposits was outstanding during the year under review.

6. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this Report.

7. BUSINESS OVERVIEW

It is one of the toughest time for Diamond + Jewellery Trade for the current year. Your Company is no exception and face a challenging time during the year 2016-2017. Because of slow down economy in Europe, U.S.A., Japan & China, customer's sentiments were affected. Your Company is looking to further strengthen its business to enable it to constantly innovate and adopt to changing consumer trend. In spite of many variations & uncertainty in economy, we hope your company will look forward for a good time will come ahead in near future. The Company turnover for the



current year is Rs. 1806.25 Lacs as compared to last year was Rs. 1608.99 Lacs. The Company made a net profit for the current year after taxation of Rs. 129.01 Lacs compared to the last year was Rs. 65.17 Lacs.

8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 (3) (m) of Companies Act, 2013 read with Companies (Accounts) Rules, 2014 as detailed below:

1) Total power and fuel consumption. (Rs.000)

Particulars	2016-2017	2015-2016
Electricity Purchases Units (Lac KWH)	0.26	0.29
Total amount (Rs. In 000)	3.66	4.55
Rate'KWH (Rs.)	14.08	15.69

2) Total energy consumption per unit of production.

Particulars	2016-2017	2015-2016
Cut & Polished Diamonds CTS	2151.39	3885.45
Gold Jewellery CTS}	868.816	475.301
GMS}	3698.946	1281.207

3) Foreign Exchange Earnings and Outgoings.
(Rs. In Lacs)

Particulars	2016-2017	2015-2016
Total Foreign Exchange Earned	0	0
Total Foreign Exchange Outgo	0	0

9. CORPORATE SOCIAL RESPONSIBILITY (CSR):-

The object of CSR Policy of the Company is to continue to contribute towards social welfare projects for Prime Minister National Relief Fund and to do such other activities as may be permissible under Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

CSR Report for the Financial Year 2016-17:-

The CSR Report for the Financial Year 2016-17 is annexed to this report as Annexure-I

The CSR Policy is uploaded on the Company's website at the web link:

<http://www.zodiacjrmdmkjlt.com/investorrelations.aspx>

10. LOANS, GUARANTEES OR INVESTMENTS:-

The details of the Loans, Guarantees or Investments made under Section 186 of the Companies Act, 2013 by the Company, to other Body Corporates or persons are given in notes to the financial statements.

11. CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All related party transactions done by the Company during the financial year were arm's length and in ordinary course of business. All related party transactions were placed in the meetings of Audit Committee and the Board of Directors for their necessary review and approval. During the financial year the Company has not entered into any material transaction (as per Clause 49 of the Listing Agreement) with any of its related parties which may have potential conflict with the interest of the Company at large. Disclosures pursuant to Accounting Standards on related party transactions have been made in the notes to the Financial Statements.

12. DEPOSITORY SYSTEM :-

The Company has entered into agreement with the National Securities Depository Limited as well as the Central Depository Services (India) Limited (CDSL) to enable shareholders to hold shares in a dematerialized form. The Company also offers simultaneous dematerialization of the physical shares.

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL INFORMATION :-

a. TO TAKE NOTE OF APPOINTMENT OF MR. UDAY S SHAH AS ADDITIONAL , NON EXECUTIVE (INDEPENDENT) DIRECTOR ON THE BOARD OF THE COMPANY

The Chairman informed the Board that to board base the existing Board, it is proposed to appoint Mr. Uday S Shah as an Additional, Non – Executive Director (Independent Director) who will hold the office upto the date of ensuing Annual General Meeting. The Board considered the same and passed the following resolution:



“RESOLVED THAT pursuant to the Section 161 and other applicable provisions, if any, of the Companies Act, 2013, Mr Uday S Shah who has consented to act as such, be and is hereby appointed as an Additional Non – Executive, Independent Director of the Company with effect from January 30 , 2017 to hold office till the conclusion of the ensuing Annual General Meeting of the Shareholders of the Company.

“RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to file the necessary e forms with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary in connection to give effect to the resolution.”

b. TO TAKE NOTE OF APPOINTMENT OF MR. JAYESH KADAKIA AS ADDITIONAL AND NON EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY.

The Chairman informed the Board that to board base the existing Board, it is proposed to appoint Mr. Jayesh Kadakia as an Additional and Independent Director who will hold the office upto the date of ensuing Annual General Meeting. The Board considered the same and passed the following resolution:

“RESOLVED THAT pursuant to the Section 161 and other applicable provisions, if any, of the Companies Act, 2013, Mr Jayesh Kadakia who has consented to act as such, be and is hereby appointed as an Additional Non Executive Independent Director of the Company with effect from May 25, 2017 to hold office till the conclusion of the ensuing Annual General Meeting of the Shareholders of the Company.

“RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to file the necessary e forms with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary in connection to give effect to the resolution.”

c. TO TAKE NOTE OF RESIGNATION OF MR. JINDAT MEHTA FROM DIRECTORSHIP OF THE COMPANY

The Chairman placed on table a letter dated May 25, 2017 received from Mr. Jindat Mehta tendering his resignation from the directorship of the Company w.e.f. May 25, 2017.

The Board considered and accepted his resignation from the office of the director of the Company. The Board placed on record it's appreciation of the valuable services and guidance rendered by Mr. Jindat Mehta as the director of the Company. Thereupon, the Board unanimously passed the following resolution:

“RESOLVED THAT the Board of directors of the Company do hereby accepts the resignation tendered by Mr. Jindat Mehta from the office of director of the Company w.e.f. May 25, 2017.

RESOLVED FURTHER THAT the Board places on record its appreciation for the assistance and guidance provided by Mr. Jindat Mehta during his tenure as Director of the Company”.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to file the necessary e forms with the Registrar of Companies, and to do all such, deeds and things as may be necessary in connection to give effect to the resolution.”

d. TO TAKE NOTE OF RESIGNATION OF MR. MUKESH DESAI FROM DIRECTORSHIP OF THE COMPANY.

The Chairman placed on table a letter dated May 25, 2017 received from Mr. Mukesh Desai tendering his resignation from the directorship of the Company w.e.f. May 25, 2017.

The Board considered and accepted his resignation from the office of the director of the Company. The Board placed on record it's appreciation of the valuable services and guidance rendered by Mr. Mukesh Desai as the director of the Company. Thereupon, the Board unanimously passed the following resolution:

“RESOLVED THAT the Board of directors of the Company do hereby accepts the resignation tendered by Mr Mukesh Desai from the office of director of the Company w.e.f. May 25, 2017.

RESOLVED FURTHER THAT the Board places on record its appreciation for the assistance and guidance provided by Mr. Mukesh Desai during his tenure as Director of the Company”.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to file the necessary e forms with



the Registrar of Companies, and to do all such, deeds and things as may be necessary in connection to give effect to the resolution.”

e. TO TAKE NOTE OF RESIGNATION OF MR. HASMUKH THAKKER FROM DIRECTORSHIP OF THE COMPANY

The Chairman placed on table a letter dated May 25, 2017 received from Mr. Hasmukh Thakker tendering his resignation from the directorship of the Company w.e.f. May 25, 2017.

The Board considered and accepted his resignation from the office of the director of the Company. The Board placed on record it's appreciation of the valuable services and guidance rendered by Mr.Hasmukh Thakker as the director of the Company. Thereupon, the Board unanimously passed the following resolution:

“**RESOLVED THAT** the Board of directors of the Company do hereby accepts the resignation tendered by Mr. Hasmukh Thakker from the office of director of the Company w.e.f. May 25, 2017.

RESOLVED FURTHER THAT the Board places on record its appreciation for the assistance and guidance provided by Mr. Hasmukh Thakker during his tenure as Director of the Company”.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to file the necessary e forms with the Registrar of Companies, and to do all such, deeds and things as may be necessary in connection to give effect to the resolution.”

f. TO TAKE NOTE OF APPOINTMENT OF MR. MUKESH DESAI AS ADDITIONAL AND NON EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY.

The Chairman informed the Board that to board base the existing Board, it is proposed to appoint Mr. Mukesh Desai as an Additional Non Executive Independent Director who will hold the office upto the date of ensuing Annual General Meeting. The Board considered the same and has passed the following resolution:

“**RESOLVED THAT** pursuant to the Section 161 and other applicable provisions, if any, of the Companies Act, 2013, Mr Mukesh Desai who has consented to act as such, be and is hereby appointed as an Additional, Non Executive Independent Director of the Company with effect from June 16,2017 to hold office till the conclusion of the ensuing Annual General Meeting of the Shareholders of the Company.

“**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally authorized to file the necessary e forms with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary in connection to give effect to the resolution.”

g. TO TAKE NOTE OF APPOINTMENT OF MR. JINDAT MEHTA AS ADDITIONAL AND NON EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY.

The Chairman informed the Board that to board base the existing Board, it is proposed to appoint Mr. Jindat Mehta as an Additional Non Executive Independent Director who will hold the office upto the date of ensuing Annual General Meeting. The Board considered the same and has passed the following resolution:

“**RESOLVED THAT** pursuant to the Section 161 and other applicable provisions, if any, of the Companies Act, 2013, Mr Jindat Mehta who has consented to act as such, be and is hereby appointed as an Additional Non Executive Independent Director of the Company with effect from June 16, 2017 to hold office till the conclusion of the ensuing Annual General Meeting of the Shareholders of the Company.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to file the necessary e forms with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary in connection to give effect to the resolution.”

h. TO TAKE NOTE OF APPOINTMENT OF MR. HASMUKH THAKKER AS ADDITIONAL AND NON EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY.

The Chairman informed the Board that to board base the existing Board, it is proposed to appoint Mr. Hasmukh Thakker as an Additional



Non Executive Independent Director who will hold the office upto the date of ensuing Annual General Meeting. The Board considered the same and will pass the following resolution:

“RESOLVED THAT pursuant to the Section 161 and other applicable provisions, if any, of the Companies Act, 2013, Mr Hasmukh Thakker who has consented to act as such, be and is hereby appointed as an Additional Non Executive Independent Director of the Company with effect from June 16, 2017 to hold office till the conclusion of the ensuing Annual General Meeting of the Shareholders of the Company.

“RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to file the necessary forms with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary in connection to give effect to the resolution.”

(i) Retirement by Rotation

In accordance with the provisions of the Companies Act, 2013, Mr. Jayantilal Jhaveri retires by rotation and is eligible for re-appointment.

14. DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules as per the Listing Agreement.

15. NUMBER OF BOARD MEETINGS

The Company had 6 Board Meetings during the financial year under review. The Board Meetings were held in compliance with the Companies Act, 2013. The details of the same are provided in the Corporate Governance Report.

16. DISCLOSURE UNDER SECTION 164(2) OF THE COMPANIES ACT, 2013

The Company has received the disclosure in Form DIR-8 from its Directors being appointed or re-appointed and has noted that none of the Directors are disqualified under Section 164(2) of the Companies Act, 2013 read with Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014.

17. BOARD EVALUATION

In compliance with the requirements of Section 134(3) of the Companies Act, 2013, the performance of the Board was carried out during the year under review. The Board was evaluated for its performance based on the following factors:

1. Attendance of Board Meetings and Committees;
2. Contribution made to the Board discussions and future planning;
3. Level of commitment to the stakeholders' interest;
4. Initiatives towards the growth of the business and profitability;
5. Providing outlook, view points and feedback taking the Company ahead beyond expectations.

The evaluation involves Self-Evaluation by the Board Member and thereafter in the following manner:

- a) **Individual Directors** - The performance of the individual Directors' is evaluated by the Nomination and Remuneration Committee.
- b) **Board and Committees** – The Board evaluated its own performance and also of the Committees taking into consideration the above mentioned factors. A member of the Board does not participate in the discussion of his / her evaluation.

18. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2017, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) that such accounting policies have been selected and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2017 and profit/ loss of the Company for the year under review;



- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that the internal financial controls were adequate and were operating effectively.
- f) that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

19. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Board has framed a Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178 (3) of the Companies Act, 2013 based on the recommendation of Nomination and Remuneration Committee. The details of this Policy is explained in the Corporate Governance Report.

20. AUDITORS

Pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Chokshi & Chokshi LLP, Chartered Accountants (Firm Registration No. 101049W/E300004), be appointed as statutory auditors of the Company, in place of retiring auditors M/s Arun Ganatra & Co, Chartered Accountants (ICAI Registration No.100558W), to hold office from the conclusion of this Thirtieth Annual General Meeting (AGM) until the conclusion of the Thirty Fifth Annual General Meeting (AGM), subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

21. AUDITORS REPORT

The notes to accounts referred to in the Auditor's Report are self-explanatory and, therefore, do not call for any further comments.

22. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITOR

There were no qualifications, reservations or adverse remarks made by the Auditor.

23. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

In accordance with the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has got the Secretarial Audit conducted from the Practicing Company Secretary. A Secretarial Audit Report issued by Ms. I Javeri, Practicing Company Secretary, in Form MR – 3, in respect of the secretarial audit of the Company for the financial year ended 31st March 2017, is provided in Annexure – II.

24. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

During the period under review, there have been late filings to the stock exchanges in certain instances – Regulation 7 (3) of SEBI (LODR) Regulations, 2015 for half year ended 30th September, 2016.

Directors Comment:

Company will take enough care in future.

25. COST AUDITORS

The Company is not required to maintain cost records as per the Companies (Cost Records and Audit) Amendments Rules, 2014 as the turnover of the Company for the Financial Year 2016-17 was below 35 crores.

26. PARTICULARS OF EMPLOYEES

No employees of the Company was in receipt of remuneration during the financial year 2016-2017 in excess of the sum prescribed under Section 134 of the Companies Act, 2013 read with Companies (Appointment & Remuneration) Rules 2014.



27. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

28. LISTING

The Company's Equity Capital is listed on the Bombay Stock Exchange and National Stock Exchange of India Ltd. The Company confirms that it has paid annual listing fees due to these stock exchanges for the year 2016-2017 and has been diligent in observing all the compliances as stipulated in the Listing Agreement.

29. INSURANCE

The Company's plant & machinery, buildings, stocks & assets are adequately insured

30. INTERNAL CONTROL SYSTEM

Your Company continuously invests in strengthening its internal control processes and has appointed M/s. Pravin K. Chheda & Co., Chartered Accountants, as the Internal Auditors of the Company. The Company has put in place an adequate system of internal control commensurate with its size and nature of business. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company and ensuring compliance with corporate policies. Procedures to ensure conformance with the policies, standards and delegations of authority have been put in place covering all activities. Audit Committee periodically reviews the performance of internal audit system.

The Company has a rigorous business planning system to set targets and parameters for operations which are reviewed with actual performance to ensure timely initiation of corrective action, if required. The Audit Committee reviews adherence to internal control systems and internal audit reports. Further, the Board annually reviews the effectiveness of the Company's internal control system.

31. CORPORATE GOVERNANCE

A separate report on Corporate Governance along with the Auditor's Certificate on its compliance is attached as Annexure – III to this Report.

32. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The Company has constituted an Audit Committee as required under Section 177 of the Companies Act, 2013 and has also established Vigil Mechanism for their employees and Directors to report their genuine concerns or grievances. The details of the same are explained in the Corporate Governance Report. The Board has accepted all the recommendations of the Audit Committee.

33. SHARES

a) Buy Back of Securities

The Company has not bought back any of its securities during the year under review.

b) Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.

c) Bonus Shares

No Bonus Shares were issued during the year under review.

d) Employees Stock Option Plan

The Company has not provided any Stock Option Scheme to the employees

34. EXTRACT OF ANNUAL RETURN

The extract of Annual Return (MGT – 9) pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished and is attached to this Report.

35. 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
ZODIAC-JRD-MKJ LIMITED

Date: 18th August, 2017
Place: Mumbai

MR. JAYANTILAL JHAVERI
Chairman



Annexure: I

REPORT ON CSR ACTIVITIES

The object of CSR Policy of the Company is to continue to contribute towards Prime Minister National Relief Fund and to do such other activities as may be permissible under Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The CSR Committee consist of following members:

Name of the Member	Category
Mr. Rajnikant Jhaveri	Non Executive Director/Chairman
Mrs. Neeta Jhaveri	Non Executive Director
Mr. Mukesh Desai	Independent Director

The two percent of the average net profit of the Company for the last three financial years amounted to Rs. 8,20,988/- The Company has spent Rs. 8,20,988/- on Prime Minister National Relief Fund.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR project or activity identified.	Sector in which the Project is covered	Projects or pro- grams (1) Local area or other(2) Specify the State and district where projects or programs was undertaken	Amount committed on the project or Programs wise	Amount spent on the projects or Programs Sub-heads: (1) Direct expenditure on projects or programs. (2) Overheads:	Cumulative expenditure upto there reporting period	Amount spent: Direct or through implementing agency*
1.	Prime Minister National Relief Fund	-	-	-	-	-	8,20,988.00

*CSR for the current year is Rs. 2,54,515 to be utilized next year.

The CSR Committee is responsible for formulating the CSR Policy and its review from time to time and also for monitoring that the CSR activities of the Company are implemented in line with the CSR regulations.



Annexure: II

Form No. MR-3

**DRAFT SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31,
2017**

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

To,
The Members,
ZODIAC-JRD-MKJ LIMITED

I have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ZODIAC-JRD-MKJ LIMITED (Hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provides me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017 has prima facie complied with the statutory provisions listed hereunder:

I have examined the books, papers, minutes' books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - Not Applicable during the audit period;

(v) The following Regulations and Guidelines prescribed under Securities and Exchange Board of India Act, 1992 (SEBI Act):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the financial year ended 31st March, 2017:-

- (a) The Securities And Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (b) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (c) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (d) The Securities and Exchange Board of India (Issue and listing of Debt securities) Regulations, 2008;
- (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) The Company has prima facie complied with the applicable clauses of the following:

- (a) The Listing Agreements & SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 entered into by the Company with the stock exchanges viz., BSE Limited, National Stock Exchange Limited and Delhi Stock Exchange Association Limited.
- (b) Secretarial Standards 1 & 2 Issued by the Institute of Company Secretaries of India.



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

During the period under review, there have been late filings to the stock exchanges in certain instances – Regulation 7(3) of SEBI (LODR) Regulations, 2015 for half year ended 30th September 2016.

I further report that I rely on statutory auditor's reports in relation to the financial statements and comments and accuracy of financial figures for, Sales Tax, Wealth Tax, Value Added Tax, Related Party Transactions, Provident Fund, ESIC, etc. as disclosed under financial statements, Accounting Standard 18 and note on foreign currency transactions during our audit period.

I further report that for the compliance with respect to all other applicable laws I rely on the certificate given by the Mr. Mangaldas Pathak (Labour Law Consultant).

I further report that as per the information provided, the company has prima facie given adequate notice to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting.

I further report that as per the minutes of the meetings, majority decisions of the Board were unanimous and no dissenting views were found as part of the minutes.

I further report that there are prima facie adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that the management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers/files required

by the concerned authorities and internal control of the concerned department.

I further report that during the audit period the company has no specific events like Public Issue/ Right/ Preferential issue of shares/Debentures/ sweat equity, etc.

I further report that:

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the Management has conducted the affairs of the company.

Place: Mumbai
Date: June 28, 2017

Sd/-
Ms. I. Javeri
ACS No – 2209
COP No – 7245



Form No. MGT - 9
EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON

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

I. REGISTRATION AND OTHER DETAILS:

CIN	L65910MH1987PLC042107
Registration Date	06.01.1987
Name of the Company	ZODIAC-JRD-MKJ LIMITED
Category/Sub-Category of the Company	Company Limited by Shares/ Indian Non-Government Company
Address of the Registered office and contact details	910, PAREKH MARKET, 39-J.S.S.ROAD, OPP. KENNEDY BRIDGE, OPERA HOUSE, MUMBAI - 400 004.
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	LINK INTIME INDIA PRIVATE LIMITED., C-101, 247 PARK, LBS MARG, VIKHROLI (WEST), MUMBAI 400083

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	IMPORTER,EXPORTER AND MANUFACTURER OF CUT AND POLISHED DIAMONDS	383105005	16,80,48,090 (93.04)
2	IMPORTER,EXPORTER AND MANUFACTURER OF STUDDED GOLD JEWELLERY	883102006	1,25,76,501 (6.96)
	TOTAL		18,06,24,591 (100.00%)

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
	NA	NA	NA	NA	NA



i. Category-wise Share Holding as of 31/03/2017

Category of Shareholders	No. of Shares held at the beginning of the year 2016				No. of Shares held at the end of the year 2017				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Promoter									
Indian									
Individual/ HUF	2179004	-	2179004	42.0886	2179004	-	2179004	42.0886	0%
Central Govt	-	-	-	-	-	-	-	-	-
State Govt(s)	-	-	-	-	-	-	-	-	-
Bodies Corp	204644	-	204644	3.9528	204644	-	204644	3.9528	0%
Banks / FI	-	-	-	-	-	-	-	-	-
Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	2383648	-	2383648	46.0414	2383648	-	2383648	46.0414	0%
Foreign									
NRIs-Individuals	-	-	-	-	-	-	-	-	-
Other-Individuals	-	-	-	-	-	-	-	-	-
Bodies Corp.	-	-	-	-	-	-	-	-	-
Banks / FI	-	-	-	-	-	-	-	-	-
Any Other....	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-
Public Shareholding									
Institutions									
Mutual Funds	-	1000	1000	0.0193	-	1000	1000	0.0193	0%
Banks / FI	-	100	100	0.0019	0	100	100	0.019	0.00
Central Govt	-	-	-	-	-	-	-	-	-
State Govt(s)	-	-	-	-	-	-	-	-	-
Venture Capital Funds	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
FIs	-	-	-	-	-	-	-	-	-
Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	1100	1100	0.0212	-	1100	1100	0.0212	0.0097
2. Non Institutions									
Bodies Corp. (i) indian (ii) Overseas	147981	4600	152581	2.9472	97217	4600	101817	1.9666	-0.9806



Individuals									
(i) individual shareholders holding nominal share capital upto Rs. 1 lakh	547327	158220	705547	13.6280	553926	155920	709846	13.7110	0.830
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	359675	0	359675	6.9473	399267	0	399267	7.7121	0.7648
Others(Specify)									
i) Non Resident Indians (Non Repat)	223	0	223	0.0043	707	0	707	0.0137	0.0094
Non Resident Indians (Repat)	1063	0	1063	0.0205	947	0	947	0.0183	-0.0022
ii) Foreign Corporate Bodies	1496215	0	1496215	28.9002	1496215	0	1496215	28.9002	0.000
iii) Clearing Members	3618	0	3618	0.0699	12475	0	12475	0.2410	0.1711
iv) Trust	0	8	8	0.0002	0	8	8	0.0002	0.000
v) HUF	73504	0	73504	1.4198	71152	0	71152	1.3743	-0.0455
Sub-total (B) (2)	2629606	162828	2792434	53.9373	2631906	160528	2792434	53.9373	0.0000
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2629606	163928	2793534	53.9586	2631906	161628	2793534	53.9586	0.000
C.Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	5013254	163928	5177182	100	5015554	161628	5177182	100	

ii. Shareholding of Promoters as of 31/03/2017

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Jayesh Jhaveri	10,23,107	19.76	-	10,23,107	19.76	-	0%
2	Kanchanben Rameshchandra Jhaveri	3,99,214	7.71	-	3,99,214	7.71	-	0%
3	Devang Rajnikant Jhaveri	3,46,550	6.69	-	3,46,550	6.69	-	0%
4	Rajnikant Amratlal Jhaveri	2,41,009	4.66	-	2,41,009	4.66	-	0%
5	JRD-MKJ Diamonds Pvt Ltd	2,04,644	3.95	-	2,04,644	3.95	-	0%
6	Jayantilal Amratlal Jhaveri	86,173	1.66	-	86,173	1.66	-	0%
7	Rameshchandra Jhaveri	79,169	1.53	-	79,169	1.53	-	0%
8	Kokilaben Rajnikant Jhaveri	1,064	0.02	-	1,064	0.02	-	0%
9	Neeta Jayesh Jhaveri	1,064	0.02	-	1,064	0.02	-	0%
10	Jigna Devang Jhaveri	1,054	0.02	-	1,054	0.02	-	0%
11	Pinal Jayesh Jhaveri	200	0.00	-	200	0.00	-	0%
12	Aashni Jhaveri	200	0.00	-	200	0.00	-	0%
13	Pooja Jayesh Jhaveri	200	0.00	-	200	0.00	-	0%
	Total	2383648	46.04	-	2383648	46.04	-	0%

**iii. Change in Promoters' Shareholding (please specify, if there is no change)**

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	No Change	No Change	No Change	No Change
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change
3	At the End of the year	No Change	No Change	No Change	No Change

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. no		Shareholding at the beginning of the year (April 1, 2016)		Cumulative Shareholding at the end of the year (March 31, 2017)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	SUBRAMANIAN P	41660	0.8047	171300	3.3087
2	RAJIV MEHTA	10476	0.2023	50068	0.9671
3	ANSHUL GUPTA	44000	0.8499	44000	0.8499
4	XTENDED BUSINESS REPORTING LTD.	0	0	43809	0.8462
5	RAJ MANGAL	35918	0.6938	34018	0.6571
6	SANDEEP KUMAR	32303	0.6239	32303	0.6239
7	PRAVIN GOVINDBHAI PATEL	30000	0.5795	31534	0.6091
8	N B PRADEEPKUMAR	18064	0.3489	17000	0.3284
9	GANESH STOCKINVEST PVT. LTD.	33699	0.6509	3246	0.0627
10	SANGEETHA S	73690	1.4234	0	0
11	ANSHU AGGARWAL	49722	0.9604	0	0
12	ISHAAN METALS PVT. LTD.	48886	0.9443	0	0

v. Shareholding of Directors and Key Managerial Personnel:

Sr. no		Shareholding at the beginning of the year (April 1, 2016)		Cumulative Shareholding at the end of the year (March 31, 2017)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	JAYESH J. JHAVERI	1023107	19.7619	1023107	19.7619
2	DEVANG R JHAVERI	346550	6.6938	346550	6.6938
3	RAJNIKANT AMRATLAL JHAVERI	241009	4.6552	241009	4.6552
4	JAYANTILALAMRATLAL JHAVERI	86173	1.6645	86173	1.6645

**vi. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding / accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not				
Total (i+ii+iii)				
Change in Indebtedness during the financial year	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
- Addition - Reduction				
Net Change	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
Indebtedness at the end of the financial year	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due				
Total (i+ii+iii)				



vii. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount
		JAYESH J JHAVERI (MD & CFO)	DEVANG R JHAVERI	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5,40,000	4,20,000	10,25,253
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	13,226	52,027	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
	Stock Option	0	0	0
	Sweat Equity	0	0	0
	Commission - as%of profit - others, specify...	0	0	0
	Others, please specify	0	0	0
	Total (A)	5,53,226	4,72,027	10,25,253
	Ceiling as per the Act	The remuneration paid is within the ceiling as per the Act	The remuneration paid is within the ceiling as per the Act	

B. Remuneration to the directors:

Sl. No.	Particulars of Remuneration	Name of Director					Total Amount
		Mukesh Desai	Jindat Mehta	Champaklal Mehta	Hasmukh Thakkar	Uday Shah	
	Independent Directors						
	- Fee for attending board committee-meetings	5000	4500	5500	2500	500	18000
	- Commission	-	-	-	-	-	-
	- Others, please specify	-	-	-	-	-	-
	Total (1)	5000	4500	5500	2500	500	18000
	Other Non-Executive Directors						
	- Fee for attending board committee-meetings	2500	3000	3000	-	-	8500
	- Commission						
	- Others, please specify						
	Total(2)	-	-	-	-	-	-
	Total(B)=(1+2)	7500	7500	8500	2500	500	26500
	Total Managerial Remuneration						
	Overall Ceiling as per the Act						

**C. Remuneration to Key Managerial Personnel Other Than MD / Manager / WTD**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	3,00,000	NIL	3,00,000
	Stock Option	NIL	NIL	NIL	NIL
	Sweat Equity	NIL	NIL	NIL	NIL
	Commission - as% of profit - others, specify...	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	3,00,000	NIL	3,00,000

PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty / Punishment / Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any (give details)
A. Company					
Penalty					
Punishment			NOT APPLICABLE		
Compounding					
B. Directors					
Penalty					
Punishment			NOT APPLICABLE		
Compounding					
C. Other Officers in Default					
Penalty					
Punishment			NOT APPLICABLE		
Compounding					



Annexure : III

CORPORATE GOVERNANCE REPORT**1. 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.

2. 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.

3. BOARD OF DIRECTORS:

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

Name of Director	Designation	Other Directorship
Mr. Jayantilal A Jhaveri	Chairman	1
Mr. Jayesh J Jhaveri	Managing Director & CFO	2
Mr. Devang R Jhaveri	Whole-Time Director	1
Mr. Rajnikant A Jhaveri	Director	1
Mr. Mukesh K Desai	Director	7
Mr. Jindat K Mehta	Director	8
Mr. Neeta Jayesh Jhaveri	Director	1
Mr. Hasmukh B Thakkar	Director	-
Mr. Uday Shah	Director	-
Mr. Jayesh Kadakia	Director	4

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.

4. 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, 2017** i.e. on 25/05/2016, 28/07/2016, 24/09/2016, 19/08/2016, 25/10/2016, 30/01/2017

Name of Director	No of Board Meetings Held	No of Board Meetings Attend	Attendance at last AGM
Mr. Jayantilal A Jhaveri	6	6	Yes
Mr. Jayesh J Jhaveri	6	6	Yes
Mr. Devang R Jhaveri	6	6	Yes
Mr. Rajnikant A Jhaveri	6	5	Yes
Mr. Jindat K Mehta	6	6	Yes
Mr. Champakalal D Mehta	6	6	Yes
Mr. Neeta J Jhaveri	6	6	Yes
Mr. Hasmukh B Thakkar	6	5	Yes
Mr. Mukesh K Desai	6	6	Yes

I. REMUNERATION OF DIRECTORS

As the Company has no intention to pay any remuneration to any Director other than Managing Director & whole-Time Director,. The Remuneration Managing Director & Whole – Time Director is with the approval of shareholders of the Company in the General Meeting held on 24-09-2016.

Name	Remuneration (excluding perquisite) (in Rs. Per month)	Total Remuneration (excluding perquisite Per month)	Terms of Appointment FROM
Mr. Jayesh Jhaveri (Managing Director)	50000	50000	26-09-2016 to 25-09-2019
Mr. Devang R. Jhaveri (Whole- Time Director)	40000	40000	26-09-2016 to 25-09-2019

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	2500
3. Mr. Jayesh J. Jhaveri	N.A
4. Mr. Devang R. Jhaveri	N.A
5. Mrs. Neeta J. Jhaveri	3000



6. Mr. Jindat K. Mehta	5000
7. Mr. Champaklal D. Mehta	5000
8. Mr. Mukesh K Desai	5000
9. Mr. Hasmukh Bachubhai Thakker	2500
10. Mr. Uday Shah	500

5. 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 4 meetings held during the period under review i.e 25/05/2016, 28/07/2016, 25/10/2016, 30/01/2017. The Attendance of members for the meetings are as follows:

Name of the Member	Designation	No. of Meetings Attended
Mr. Mukesh K Desai	Chairman	4
Mr. Jindat K. Mehta	Member	4
Mr. Champaklal D. Mehta	Member	4

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. There was 2 meeting held on 25.10.2016 and 30.01.2017 The Attendance of members for the meetings are as follows:

Name of The Member	Designation	No. of Meetings Attended
Mr. Hasmukh B.Thakker	Chairman	2
Mr. Jindat K. Mehta	Member	2
Mr. Champaklal D. Mehta	Member	2

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	No. of Meeting Attended
1. Mr. Jayantilal A.Jhaveri	Chairman	4
2. Mr. Rajnikant A. Jhaveri	Member	3
3. Mr. Jayesh J. Jhaveri	Member	4
4. Mr. Devang R. Jhaveri	Member	4

- (2) Total 4 meetings of Shareholders/Investors Grievance Committee were held during the year 2016-2017 on the following dates 25/05/2016, 28/07/2016, 25/10/2016, 30/01/2017.
- (3) Mrs. Vishakha Mehta, Company Secretary is the Compliance Officer.
- (4) All the complaints received during the year were resolved to the satisfaction of the shareholders.



5. SHAREHOLDER INFORMATION

1. ANNUAL GENERAL MEETING :-

- Date and Time : 21st September, 2017 at 10.00 am
 Venue: : GARWARE CLUB HOUSE, BANQUET HALL NO. 4,
 2ND FLOOR, 'D' ROAD, CHURCHGATE (W),
 MUMBAI 400 020.
 Book Closure Dates : 15th September,2017 to 21st September, 2017
 Dividend Payment Date : 16th October, 2017
 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, 2016	35.65	30.00
MAY, 2016	38.40	29.10
JUNE, 2016	39.00	34.40
JULY, 2016	38.20	32.50
AUGUST, 2016	39.50	33.60
SEPTEMBER, 2016	41.00	33.15
OCTOBER, 2016	41.35	34.00
NOVEMBER, 2016	40.65	35.55
DECEMBER, 2016	40.00	34.00
JANUARY, 2017	39.15	35.20
FEBRUARY, 2017	37.50	32.80
MARCH, 2017	38.65	31.00

Period	NATIONAL STOCK EXCHANGE OF INDIA LTD., (N.S.E)	
	HIGH	LOW
APRIL, 2016	36.50	30.50
MAY, 2016	37.60	32.30
JUNE, 2016	40.35	34.40
JULY, 2016	38.75	33.50
AUGUST, 2016	39.60	33.50
SEPTEMBER, 2016	41.40	32.35
OCTOBER, 2016	40.00	32.30
NOVEMBER, 2016	40.65	34.00
DECEMBER, 2016	40.00	35.50
JANUARY, 2017	41.00	35.00
FEBRUARY, 2017	36.65	32.20
MARCH, 2017	35.60	32.05



- 7. Registrar & Transfer Agent :** Link Intime India Private Limited,
(Formerly Known as Intime Spectrum Registry Limited)
C – 101, 247 Park, LBS Marg,
Vikhroli (West), Mumbai – 400 083.

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, 2017

No. of Equity Shares Held	SHAREHOLDERS		SHARES	
	Nos	%	NOS.	%
1-5000	3864	94.1062	4616840	8.9177
5001-10000	125	3.0443	1008670	1.9483
10001-20000	48	1.169	689560	1.3319
20001-30000	15	0.3653	376370	0.7270
30001-40000	8	0.1948	272620	0.5266
40001-50000	10	0.2435	488530	0.9436
50001-100000	8	0.1948	577660	1.1158
100001 & above	28	0.6819	43741570	84.4891
Total	4106	100.00	51771820	100.00

9. Category of Shareholding as on 31st March 2017.

Sr. No	CATEGORY	DEMATED			PHYSICAL			TOTAL Shares	%
		SHARES	HOLDERS	%	SHARES	HOLDERS	%		
1	Other Corporate Bodies	97217	64	1.8777	4600	18	0.0888	101817	1.9666
	Promoter Corporate bodies	204644	1	3.9528	0	0	0	204644	3.9528
2	Clearing Member	12475	22	0.2410	0	0	0	12475	0.2410
3	Directors	1776008	5	34.3045	0	0	0	1776008	34.3045
4	Foreign Company	1496215	3	28.9002	0	0	0	1496215	28.9002
5	Mutual Fund	0	0	0	1000	2	0.0193	1000	0.0193
6	Nationalised Banks/Hindu Undivided Family	71152	56	1.3743	0	0	0	71152	1.3743
7	Non-Nationalised Banks	0	0	0	100	1	0.0019	100	0.0019
8	NRIs	947	7	0.0183	0	0	0	947	0.0183
9	Non Resident (Non Repa-triable)	707	5	0.0137	0	0	0	707	0.0137
10	Public	953193	2522	18.4114	155920	1390	3.0116	1109113	21.4231
11	Relatives of Directors	402996	9	7.7841	0	0	0	402996	7.7841
12	Trusts	0	0	0	8	1	0.0002	8	0.0002
	Total	5015554	2694	96.8780	161628	1412	3.1220	5177182	100

**10. Financial Release Dates for 2017-2018 (Tentative and subject to change)**

Quarter	Release Date
1st Quarter ending 30th June, 2017	End of July, 2017
2nd Quarter ending 30th September, 2017	End of October, 2017
3rd Quarter ending 31st December, 2017	End of January, 2018
4th Quarter ending 31st March, 2018	End of May, 2018

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

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

Year Date	AGM/ EGM	Location	Time	Particulars of Special Resolution Passed
2013-2014 20-09-2014	AGM	Garware Club House, Banquet Hall No.1, 2nd Floor, “D” Road, Churchgate (W), Mumbai - 400020.	10.30 a.m.	-
2014-2015 26-09-2014	AGM	Garware Club House, Banquet Hall No.4, 2nd Floor, “D” Road, Churchgate (W), Mumbai - 400020.	10.30 a.m.	-
2015-2016 24.09.2016	AGM	Garware Club House, Banquet Hall No.4, 2nd Floor, “D” Road, Churchgate (W), Mumbai - 400020.	10.25 a.m.	<ol style="list-style-type: none"> 1. Continuing appointment of Mr. Jayantilal. A. Jhaveri (Din:00020250) as a Chairman of the company after attaining age of 70 years. 2. Continuing appointment of Mr. Rajnikant. A. Jhaveri (Din: 00020351) as a Director of the company after attaining age of 70 years. 3. Re appointment of Mr. Jayesh jayantilal jhaveri (Din: 00020277) as a Managing Director of the company. 4. Re appointment of mr. Devang rajnikant jhaveri (Din:00020235) as a Whole Time Director of the Company. 5. Approval to deliver document through a particular mode as may be sought by the member

During the year there was no Special Resolution through Postal Ballot.

2. MEANS OF COMMUNICATION:

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



3. OTHER DISCLOSURE:

- a. 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.
- b. 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.
- c. There were no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company.
- d. A list transactions with related parties as per Accounting Standard (AS)- 16 (15) to the Audited Accounts.

4. 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. 1608.99 Lacs to Rs.1806.25 Lacs, Other Income increased from Rs.30.32 Lacs to Rs.97.10 Lacs. Company's Net profit before extra ordinary items increase by 97.96 % from Rs.65.17 Lacs to Rs. 129.01 Lacs. Earning per share increased from Rs. 1.21 to Rs. 2.34.

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 31,2017** 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 : 18th August, 2017

(A. L. GANATRA)
PROPRIETOR
Membership No. 31720



PART B: COMPLIANCE CERTIFICATE [See Regulation 17(8)]

CFO CERTIFICATION

We, to the best of our knowledge and belief, certify that.

- a. We have reviewed financial statements and the cash flow statements for the year ended March 31, 2017 and that to the best of our knowledge and belief;
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have disclosed, based on our evaluation wherever applicable to the Auditors and the Audit Committee that;
 - i. There were no material deficiencies in internal controls over financial reporting during the year;
 - ii. All the significant changes in accounting policies during the year, if any, have been disclosed in the notes to the financial statement; and
 - iii. There were no instances of significant fraud of which we are become aware and the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Mumbai
April 30, 2017

Sd/-
Jayesh Jhaveri
CFO and Managing Director



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, 2017, 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 specified under Section 133 of the Act, read with Rule 7 of the Companies Accounts Rules, 2014. 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, 2017;
- (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, 2015 ("the Order") issued by the Central Government of India in terms of section 143(II) 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 143(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 section 133 of the Companies Act, 2013;
- e. On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of clause(g) of sub-section(1) of section 164 of the Companies Act, 2013.
- 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, 1956 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.
3. Under Section 135 of the Company Act, 2013, the Company was required to spend Rs. 820988.00 for Corporate Social Responsibility during the financial year 2016-17. The company has spent Rs.820988.00 as per the activity covered under the Corporate Social Responsibility Policy Rules.
4. The Directors had devised proper systems to ensure Internal Financial Control and compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

A. L. GANATRA
(Proprietor)

Place : Mumbai
Dated : 18th August, 2017

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, 2017** 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 189 of the Companies Act, 2013.

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 189 of the Companies Act, 2013 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 189 of the Companies Act, 2013 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 148(1) of the Companies Act, 2013.

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 189 of the Companies Act, 2013.
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**

A. L. GANATRA
(Proprietor)

Place : Mumbai
Dated : 18th August, 2017

Membership No. 031720

**BALANCE SHEET AS AT 31ST MARCH 2017**

PARTICULARS	NOTES NO	31-03-2017 RUPEES	31-03-2016 RUPEES
(1) ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	1	43,91,868	47,00,053
(b) Capital work-in-progress		0	0
(c) Investment Property		0	0
(d) Godwill		0	0
(e) Other Intangible assets		0	0
(f) Intangible assets other than bearer plants		0	0
(h) Financial Assets			
(i) Investments		0	0
(ii) Trade Receivables		0	0
(iii) Loans		0	0
(iv) Others (to be specified)		0	0
(i) Deferred tax assets (net)		0	0
(j) Other non-current assets		0	0
Sub-total Non-Current Assets		43,91,868	47,00,053
(2) Current Assets			
(a) Inventories	2	38,86,90,604	44,61,31,956
(b) Financial Assets			
(i) Investment	3	10,53,64,076	10,74,42,480
(ii) Trade Receivables	4	16,82,26,319	10,61,08,662
(iii) Cash & cash Equivalents	5	63,96,064	40,75,964
(iv) others (to be specified) Advances	6	3,27,82,558	3,44,90,269
(c) Current Tax Assets		0	0
(d) Other current assets	7	1,73,598	1,73,598
Sub-total Current Assets		70,16,33,219	69,84,22,929
TOTAL ASSETS		70,60,25,087	70,31,22,982
EQUITY AND LIABILITIES:-			
Equity:-			
(a) Equity Share capital	8	5,17,71,820	5,17,71,820
(b) Other Equity (Reserve & Surplus)	9	59,88,01,139	58,97,93,631
TOTAL Equity		65,05,72,959	64,15,65,451



PARTICULARS	NOTES NO	31-03-2017 RUPEES	31-03-2016 RUPEES
LIABILITIES			
(1) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings		0	0
(ii) Trade Payables		0	0
(iii) Other Financial Liabilities (other than those specified in item (b), to be specified)		0	0
(b) Provisions		0	0
(c) Deferred tax Liabilities	10	11,94,072	12,24,861
(d) Other non-current liabilities	11	5,55,050	5,02,450
sub-total Non-Current Liabilities		17,49,122	17,27,311
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings		0	0
(ii) Trade payables	12	1,81,03,219	2,30,94,391
(iii) Other Financial Liabilities (other than those specified in item (c), to be specified)		0	0
(b) Other Current Liabilities	13	7,84,210	5,20,250
(c) Provision	14	3,48,15,576	3,62,15,576
(d) Current Tax Liabilities			
sub-total -Current Liabilities		5,37,03,005	5,98,30,217
TOTAL EQUITY & LIABILITIES		70,60,25,085	70,31,22,979

As per our attached report of even date

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

A. L. GANATRA
(Proprietor)

MEMBERSHIP NO.: 31720

Place : Mumbai,

Date : 25th May, 2017

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Chairman Secretary Managing Director Director

Place : Mumbai,

Date : 25th May, 2017

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2017**

Sr. No.	PARTICULARS	NOTES NO	31-03-2017 RUPEES	31-03-2016 RUPEES
I	Revenue From Operations			
	Sales	15	18,06,24,591	16,08,98,884
	Other Income	16	97,09,516	30,32,285
	Total Income (I)		19,03,34,107	16,39,31,169
II	EXPENSES			
	a) Cost of materials consumed	17	2,52,41,784	5,91,90,506
	b) Purchase of Stock-in-trade	18	7,88,64,544	11,05,39,351
	c) Changes in inventories of finished goods, Stock-in Trade and work in progress	19	45249672.00	(4,64,41,064)
	d) Employee benefits expenses	20	15,90,853	12,57,283
	e) Finance costs		0.00	220
	f) Depreciation and amortization expenses	1	6,06,785	6,15,690
	g) Other expenses	21	2,27,09,835	2,94,50,709
	Total Expenses (II)		17,42,63,473	15,46,12,695
III	Profit(loss) before exceptional items and tax (I-II)		1,60,70,635	93,18,474
IV	Exceptional Items		(7,78,122)	(2,61,553)
V	Profit(loss) before tax (III-IV)		1,52,92,513	90,56,921
VI	Tax Expense:			
	(1) Current tax		32,00,000	28,00,000
	(2) Defferred tax		(30,789)	1,592
VII	Profit (Loss) for the period from continuing operations (V-VI)		1,21,23,302	62,55,329
VIII	APPROPRIATIONS:			
	Tax on Distributed Profit		5,26,985	5,26,985
	Proposed Dividend		25,88,809	25,88,591
			31,15,794	31,15,576
IX	Balance profit/(Loss) brought forward		51,30,16,299	50,98,76,547
	Balance Carried To Balance Sheet		52,20,23,807	51,30,16,300
X	Earnings per equity share of Rs. 10 each (for continuing operation)			
	(1) Basic		2.34	1.21
	(2) Diluted		2.34	1.21

As per our attached report of even date

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

A. L. GANATRA
(Proprietor)

MEMBERSHIP NO.: 31720
Place : Mumbai,
Date : 25th May, 2017

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Chairman Secretary Managing Director Director

Place : Mumbai,
Date : 25th May, 2017

**SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2017****FIXED ASSETS : PROPERTY, PLANT AND EQUIPMENT****NOTES NO.1**

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01-04-2016 (Rs.)	ADDITIONS (Rs.)	DEDUCTION (Rs.)	AS AT 31-03-2017 (Rs.)	AS AT 01-04-2016 (Rs.)	FOR THE YEAR (Rs.)	DEDUCTION (Rs.)	AS AT 31-03-2017 (Rs.)	AS AT 31-03-2016 (Rs.)	AS AT 31-03-2017 (Rs.)
OFFICE PREMISES	3641250	0	0	3641250	1310355	57167	0	1367522	2330895	2273728
FACTORY PREMISES	1076413	0	0	1076413	750316	34123	0	784439	326097	291974
PLANT & MACHINERY	8574040	0	0	8574040	7751234	139811	0	7891045	822806	682995
OFFICE EQUIPMENT										
COMPUTER	1597099	56400	0	1653499	1503160	27121	0	1530281	93939	123218
OTHER EQUIPMENT	2073075	242200	0	2315275	1727425	165417	0	1892842	345650	422433
FURNITURE & FIXTURE	690395	0	0	690395	568420	38563	0	606983	121975	83412
VEHICLES	3246051	0	0	3246051	2587360	144583	0	2731943	658691	514108
TOTAL	20898323	298600	0	21196923	16198271	606785	0	16805055	4700053	4391868
PREVIOUS YEAR FIGURES (RS.)	20733236	223459	125572	20831123	13316284	2358671	92372	15582583	7416952	5248541

CURRENT ASSETS:

NOTES NO. 2	31-03-2017 RUPEES	31-03-2016 RUPEES
INVENTORIES (As valued & certified by Managing Director)		
Raw Silver	5,01,785	5,01,785
Rough Diamonds	1,52,88,826	2,74,80,506
Cut & Polished Diamonds	31,16,54,510	37,13,23,192
Precious & Semi Precious Stones	66,09,581	45,09,533
Gold	94,44,892	94,44,892
Pearl	4,96,936	4,96,936
Silver alloy	7,15,809	7,15,809
Gold Jewellery (Finished)	4,39,78,265	3,16,59,303
	38,86,90,604	44,61,31,956



NOTES NO. 3

INVESTMENTS (Non trade) :	31-03-2017		31-03-2016	
	UNITS	RUPEES	UNITS	RUPEES
(A) QUOTED				
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	2,46,09,293	14940	2,46,09,293
S.M.Dychem Limited	106	43,930	106	43,930
Reliance Communications Limited	3700	21,29,495	3700	21,29,495
RELIANCE POWER LIMITED	5662	45,94,840	5662	45,94,840
Mahindra Life Space Developers Limited	50	58,748	50	58,748
RELIANCE POWER LIMITED	80	21,492	80	21,492
Unitech Ltd	7650	16,77,899	7650	16,77,899
Hindustan Construction Ltd	200	26,125	200	26,125
Indian Hotel Co. Ltd.	246	34,719	246	34,719
DLF Limited	125	1,10,424	125	1,10,424
Alstom T&D India Limited	225	1,37,787	225	1,37,787
GMR Infra Limited	2100	2,57,705	2100	2,57,705
Bharat Heavy Electric Ltd	500	2,51,072	500	2,51,072
GTL Infra Limited	1400	40,358	1400	40,358
Reliance Infrastructure Ltd	50	1,26,444	50	1,26,444
Religare Enterprises Ltd	100	70,963	100	70,963
Punj Lloyed Ltd	50	21,141	50	21,141
Schneider Electric Infrastructure Limited	225	0	225	0
TOTAL	(A)	3,42,48,826	(A)	3,42,48,826
(B) UNQUOTED				
ISPAT Limited Preference Share	1960	60,596	1960	60,596
NATIONAL HIGHWAY Authority of India	5000	0	5000	53,00,000
Rural Electrification Corp Ltd	5000	50,00,000	5000	50,00,000
TOTAL	(B)	50,60,596	(B)	1,03,60,596

**(C) OTHER INVESTMENTS**

PARTICULARS	31-03-2017 RUPEES	31-03-2016 RUPEES
BIRLA SUNLIFE FIXED TERM PLAN SERIES KG(GR) A/C NO. 1009844419	80,40,250	80,40,250
HDFC FMP 370D JAN-14(1) SER-29 RG A/C. NO. 328458/49	0	76,00,000
HDFC FMP 370 D MAR-2014-1 RG A/C. NO. 328458/49	50,00,000	50,00,000
ICICI PRUDENTIAL INTERVAL FUND SER VI AIP -A A/C.NO. 379791/86	0	50,38,327
ICICI PRUDENTIAL LIQUID REG.PLAN DAILY DIVIDEND A/C.NO. 379791/86	0	75,00,000
RELIANCE FHF XXV SER-24 GROWTH PLAN A/C.NO. 4042674813	76,00,000	76,00,000
RELIANCE FHF SER-33 GROWTH PLAN A/C.NO. 4042674813	25,00,000	25,00,000
TATA FMP SER-46 SCH-O PLAN-A A/C .NO. 222334/67	0	75,00,000
AXIS BANKING DEBT FUND DDR A/C. NO. 9044812715	0	60,54,480
RELIANCE QUARTERLY INTERVAL FUND SERIES-II 4042674813	0	60,00,000
BIRLA SUN LIFE SAVING FUND DAILY DIVIDEND REGULAR PLAN 1009844419	50,76,507	0
ICICI PRUDENTIAL FLEXIBLE INCOME PLAN DAILY DIVIDEND 379791/86	1,63,94,755	0
RELIANCE FIXED HORIZON FUND XXXIII-S-2 A/C NO. 4042674813	1,02,00,000	0
TATA ULTRA SHORT TERM FUND REGULAR PLAN DAILY DIVIDEND 222334/67	9,43,142	0
UTI FIXED TERM INCOME FUND SER XXVI-V-514256517034	1,03,00,000	0
TOTAL(C)	6,60,54,654	6,28,33,057
Total Investment (A + B + C)	10,53,64,076	10,74,42,480

The aggregate market value of the quoted investments i.e. Equity Shares as on 31st March, 2017 was Rs. 20542516 (Rs. 13488425)

NOTES NO. 4	31-03-2017 RUPEES	31-03-2016 RUPEES
SUNDRY DEBTORS :		
Sundry debtors (unsecured & considered good as certified by managing director)	16,82,26,319	10,61,08,662
Other debts (all due for less than 180 days)	0	0
	16,82,26,319	10,61,08,662
NOTES NO. 5		
CASH AND CASH EQUIVALENTS		
Cash on hand (As certified by Managing Director)	2,84,668	98,989
Balance with scheduled banks In current accounts	61,11,396	39,76,975
Deposite with Bank		
	63,96,064	40,75,964
NOTES NO. 6		
SHORT TERM LOANS AND ADVANCES		
Unsecured and considered goods		
Advances recoverable in cash or in kind or for value to be received	8,19,203	17,17,168
Taxes paid	3,19,63,356	3,27,73,101
	3,27,82,558	3,44,90,269
NOTES NO. 7		
Other Current Assets:-		
Deposite with Others	1,73,598	1,73,598
	1,73,598	1,73,598



NOTES NO. 8

	NO OF SHARES	31-03-2017 RUPEES	NO OF SHARES	31-03-2016 RUPEES
SHARE CAPITAL				
Authorised				
Equity Shares of Rs. 10 Each	11000000	11,00,00,000	11000000	11,00,00,000
Issued subscribed and paid up				
Equity Shares of Rs. 10 each(*)	5177182	5,17,71,820	5177182	5,17,71,820
TOTAL		5,17,71,820		5,17,71,820

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	31-03-2017 NO OF SHARES	HOLDING%	31-03-2016 NO OF SHARES	HOLDING%
1	Jayesh Jayantilal Jhaveri	1,023,107	19.76%	1023,107	19.76%
2	Devang Rajnikant Jhaveri	346,550	6.69%	346,550	6.69%
3	Estelle Co. Ltd.	901,065	17.40%	901,065	17.40%
4	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. 9 OTHER EQUITY:	31-03-2017 RUPEES	31-03-2016 RUPEES
RESERVES AND SURPLUS		
General Reserve	3,92,77,332	3,92,77,332
Including Rs. 32559632 on compliance scheme of Amalgamation dated 23-01-2009		
Share Premium	3,75,00,000	3,75,00,000
Profit and Loss Account	52,20,23,807	51,30,16,299
Including Business Purchase General Reserve Rs. 28904942 (under scheme of amalgamation)		
	59,88,01,139	58,97,93,631
NOTES NO. 10		
DEFERRED TAX LIABILITIES		
Deffred Tax Liabilities	11,94,072	1,2,24,861
	11,94,072	1,2,24,861



NOTES NO. 11		
OTHER NON-CURRENT LIABILITIES:		
LONG TERM PROVISION		
Provision for Employee Fund - Gratuity	5,55,050	5,02,450
	5,55,050	5,02,450
NOTES NO. 12		
Trade Payble	1,81,03,219	2,30,94,391
	1,81,03,219	2,30,94,391
NOTES NO. 13		
Other Current Liabilities :-		
Sundry Creditor for Expenses	4,89,666	3,80,722
Creditor for Statutory Dues	2,94,544	1,39,528
	7,84,210	5,20,250
NOTES NO. 14		
PROVISION:		
Short Term Provision :-		
Current Tax	3,17,00,000	3,31,00,000
Proposed Dividend	25,88,591	25,88,591
Tax on Proposed dividend	5,26,985	5,26,985
	3,48,15,576	3,62,15,576
	5,37,03,005	5,98,30,217
NOTES NO.15		
REVENUE FROM OPERATIONS:-		
SALES OF PRODUCTS:-		
CUT AND POLISHED DIAMONDS	16,80,48,090	14,55,54,382
GOLD AND SILVER JEWELLERY	1,25,76,501	1,53,44,502
ROUGH DIAMONDS	0	0
PRECIOUS AND SEMI PRECIOUS STONES	0	0
	18,06,24,591	16,08,98,884
NOTES NO.16		
OTHER INCOME :-		
Interest on Bank Deposit (TDS.Rs.0) (Pre. Year Rs. 0.00)	0	3,397
Dividend on Mutual Fund and Shares	5,95,337	14,08,475
Profit on Sale of Shares/Mutual Fund	77,67,147	9,99,139
Discount	0	5,201
Sundry creditor W/Back	72,854	0
Factory rent	6,75,000	0
Speculation Profit/Loss	0	0
Interest on Bond	5,99,178	6,00,000
Interest on Income-Tax Refund	0	16,071
	97,09,516	30,32,285



		31-03-2017 RUPEES	31-03-2016 RUPEES
NOTES NO.14			
Cost of materials consumed :-			
Raw Material Consumed (Diamonds)			
Opening Stock		2,74,80,506	2,75,61,454
Purchases		1,30,50,104	5,53,81,091
Import Exchange Difference		0	0
Import Licence Premium		0	0
Import Expenses		0	0
		4,05,30,610	8,29,42,545
Less : Closing Stock		1,52,88,826	2,74,80,506
	(a)	2,52,41,784	5,54,62,039
Raw Silver			
Opening Stock		5,01,785	5,01,785
Purchases		0	0
Import Expenses		0	0
		5,01,785	5,01,785
Less : Closing Stock		5,01,785	5,01,785
	(b)	0	0
Raw Gold			
Opening Stock		94,44,892	90,62,004
Purchases		0	40,82,959
Import Exchange Difference		0	0
Import Expenses		0	0
		94,44,892	1,31,44,963
Less : Closing Stock		94,44,892	94,44,892
	(c)	0	37,00,071
Raw pearl			
Opening Stock		4,96,936	5,25,332
Purchases		0	0
Import Exchange Difference		0	0
Import Expenses		0	0
		4,96,936	5,25,332
Less : Closing Stock		4,96,936	4,96,936
	(d)	0	28,396
Raw silver alloy			
Opening Stock		715,809	715,809
Purchases		0	0
		715,809	715,809
Less : Closing Stock		715,809	715,809
	(e)	0	0
TOTAL (a+b+c+d+e)		2,52,41,784	5,91,90,506



NOTES NO.15	31-03-2017	31-03-2016
	RUPEES	RUPEES
Purchase in Stock in Trade		
Purchase of Cut & Polished Diamonds (including exchange diif and import expenses)	7,67,35,851	11,05,18,352
Purchase of Precious & Semi Precious Stone (including exchange diif and import expenses)	21,28,693	20,999
Purchase of Gold Jewellery (including exchange diif and import expenses)	0	0
	7,88,64,544	11,05,39,351
NOTES NO.19		
Changes in inventories of finished goods		
Opening Stock		
Cut & Polished Diamonds, Precious & Semi Precious Stones & Gold Jewellery Finished	40,74,92,028	36,10,50,964
Closing Stock		
Cut & Polished Diamonds	31,16,54,510	37,13,23,192
Precious & Semi Precious Stones	66,09,581	45,09,533
Gold Jewellery (Finished)	4,39,78,265	3,16,59,303
(INCREASE) / DECREASE IN STOCKS	4,52,49,672	(4,64,41,064)

NOTES NO. 20	31-03-2017	31-03-2016
	RUPEES	RUPEES
Employees benefit expenses		
Salaries, Bonus & other employees' benefits :		
Salary, Wages and Bonus	13,09,200	10,46,100
Contribution to Provident & other Funds	2,81,653	2,11,183
	15,90,853	12,57,283

NOTES NO. 21	31-03-2017	31-03-2016
Other expenses :-	RUPEES	RUPEES
Labour Charges	1,43,99,606	2,18,50,994
Rent, Rates & Taxes	3,28,229	3,52,963
Repairing to other Assets	81,635	1,08,483
Managerial Remuneration	10,25,253	9,10,076
Director's Sitting Fees	26,500	32,500
Miscellaneous expenses	41,42,363	33,30,155
Insurance	1,60,760	2,10,264
Electricity	3,66,239	4,54,566
Brokerage/Commission	3,44,701	3,52,702
Donation	0	15,000
Auditors Remuneration	35,000	35,000
Director's travelling expenses (including foreign)	4,33,457	5,79,764
Bank Charges	12,652	13,338
Stock Exchange Listing Fees	5,32,451	3,78,170
Expenses on CSR Activities	8,20,988	8,26,734
	2,27,09,835	2,94,50,709



NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2017

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 II-Part "C" of the Companies Act, 2013, with the necessary adjustments made for the previous period through Depreciation amount in the Current Year.

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>2016-17</u>	<u>2015-16</u>
i) Rough Diamonds	At Average Cost of Purchases	At Average Cost of Purchases
ii) Cut & Polished Diamonds	At Average Cost of Purchases	At Average Cost of Purchases
iii) Raw Silver	At Average Cost of Purchases	At Average Cost of Purchases
iv) Gold in Gold Jewellery	At Average Cost of Purchases	At Average Cost of Purchases
v) Diamonds Studded in Gold Jewellery	At Average Cost of Purchases	At Average Cost of Purchases
vi) Precious & Semi precious stones	At Average Cost of Purchases	At Average Cost of Purchases
vii) Silver alloy	At Average Cost of Purchases	At Average Cost of Purchases
viii) Pearl	At Average Cost of Purchases	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 has a whole time company secretary and the accounts have been signed by Secretary, Chairman, Managing Director, & one 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.Y.2014-15. The company has filed Appeal with the office of the Commissioner of Income Tax (Appeal-10) Mumbai for A.Y.2014-15.

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

	<u>Units</u>	<u>LICENSED CAPACITY</u>	<u>INSTALLED CAPACITY</u>	<u>ACTUAL PRODUCTION</u>
Cut & Polished Diamonds	CARATS	N.A (N.A)	N.A (N.A)	2151.39 (3885.45)
Gold Jewellery	CARATS	N.A	N.A	868.816
	grams			3698.946
	CARATS			(475.301)
	grams	(N.A)	(N.A)	(1281.207)

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	RS.	CLOSING STOCK	RS.	TURNOVER	RS.
		QUANTITY		QUANTITY		QUANTITY	
Cut & Polished Diamonds	Carats	18364.250	37,13,23,192	17562.58	31,16,54,510	6419.68	(*) 168048090
		(16594.640)	(327121705)	(18364.250)	(371323192)	(5923.51)	(145554382)
Gold & Silver Jewellery	Cts	1085.084	3,16,59,303	1538.540	4,39,78,265	415.360	(**)12545884
(Finished)	Gmrs	3360.802		5811.584	0	1248.164	0
	Cts	(1000.603)	(29291703)	(1085.084)	(31659303)	(390.820)	(15180170)
	Gmrs	(3202.229)	0	(3360.802)	0	(1122.634)	0
Precious & Semi Precious	Carats	12128.870	45,09,533	71789.780	66,09,581	302.280	30617
Stones		(12396.610)	(4637556)	12128.870	(4509533)	(400.810)	(164332)

(*) Export of Polished Diamonds includes Export Exchange Difference of **Rs. 0+ LOCAL SALE RS.168048090** Rs.251978+local sale Rs. 145302404)

(**) Export of Jewellery includes Export Exchange Difference of Rs. 0+LOCAL SALE 12576501 (Rs.437174.00+local sale Rs. 14907328)

c) DETAILS OF FINISHED GOODS PURCHASED

	UNITS	2016-17		2015-16	
		QUANTITY	RS.	QUANTITY	RS.
Cut & Polished Diamonds	Carats	3466.62	7,67,35,851	3816.67	11,05,18,352
Semi Precious	Carats	59963.19	21,28,693	133.07	20,999

Import of Polished Diamonds includes Import Exchange Difference +Import expenses Rs. 0 (Rs.0)

Import of Semi-Precious includes Import Exchange Difference +Import expenses Rs. 0 (Rs.0)

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	7189.50	27561454	3832.69	13050104	0.00	0	4186.65	15288826
		(5323.90)	(27480506)	(14228.63)	(55381091)	0.00	0	(7189.50)	(27480506)
Raw Gold	Gms	3321.269	9444892	0.000	0	0	0	3321.269	9444892
		(306.700)	(9062004)	(1539.080)	(4082959)	(0)	(0)	(3321.269)	(9444892)
Pearl	Carats	5148.980	496936	0.000	0	0	0	5148.980	496936
		(5148.980)	(525332)	(0)	0.00	(0)	(0)	(5148.980)	(496936)
Raw Silver Alloy	Gms	5325.125	715809	0.000	0	0	0	5325.125	715809
		(5325.125)	(715809)	(0)	(162542)	(0)	(0)	(5325.125)	(715809)
Raw Silver	Carats	18984.993	501785	0.000	0	0	0	18984.993	501785
		(18984.993)	(501785)	(0)	0.00	(0)	(0)	(18984.993)	(501785)

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

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

e) **DETAILS OF RAW MATERIAL CONSUMED**

	UNITS	QUANTITY	RS.
Rough Diamonds	Carats	6835.54	25241784
		(12363.03)	(55462039)
Raw Gold	Gms	0.000	0
		(1278.512)	(3700071)
Raw Silver alloy	Gms	0.000	0
		(0)	(0)
Raw Pearl	Carats	0.000	0
		(0)	(0)
Raw Silver		0.000	0
		(0)	(0)

f) **Imported & Indigenous Consumption**

Raw Materials	RUPEES		% OF TOTAL CONSUMPTION	
	31-03-2017	31-03-2016	31-03-2017	31-03-2016
Imported				
Rough Diamonds	0	0	0.00	0.00
Raw Gold	0	0	0.00	0.00
Raw Silver alloy	0	0	0.00	0.00
Raw Pearl	0	0	0.00	0.00
Raw Silver	0	0	0.00	0.00
Indigenous				
Rough Diamonds	2,52,41,784	5,54,62,039	100.00	100.00
Raw Gold	0	37,00,071	100.00	100.00
Raw Silver alloy	0	0	100.00	100.00
Raw Pearl	0	28,396	100.00	100.00
Raw Silver	0	0	100.00	100.00
Total				
Rough Diamonds	2,52,41,784	5,54,62,039	100.00	100.00
Raw Gold	0	37,00,071	100.00	100.00
Raw Silver alloy	0	0	100.00	100.00
Raw Pearl	0	28,396	100.00	100.00
Raw Silver	0	0	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.

	2016-17	2015-16
	Rs.	Rs.
1) To the Managing Director		
Salary & Allowances	540000	480000
Reimbursement of Medclaim Premium	13226	32106
Total	553226	512106
2) To the Whole time Director		
Salary & Allowances	420000	360000
Reimbursement of Medclaim Premium	52027	37970
Total	472027	397970

Managerial Remuneration of Rs.1025253 (Previous year Rs. 910076)

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

	(Rs.) 2016-17	(Rs.) 2015-16
Audit fees	25000	25000
Tax audit fee	7000	7000
Certification fee	3000	3000
Total (Rs.)	35000	35000

8. DETAILS OF INTEREST

	(Rs.) 2016-17	(Rs.) 2015-16
Paid to Bank	0	0
Paid to others	0	220

9. CIF Value of imports :

		(Rs.) 2016-17	(Rs.) 2015-16
RAW GOLD			
Raw material (Rs.)	(*)	0	0
		(0)	(0)
RAW PEARL			
Raw Pearl	(**)	0	0
		(0)	(0)
Precious & Semi precious			
	(***)	0	0
		(0)	(0)
Cut & Polished diamonds			
	(****)	0	0
		(0)	(0)
Silver			
	(*****)	0	0
		(0)	(0)

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

(**) PURCHASES RAW PEARL INCLUDES IMPORT EXCHANGE DIFFERENCE +IMPORT EXPENSES OF RS.0 (0)

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

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

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

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

		(Rs.) 2016-17	(Rs.) 2015-16
(A)	Foreign Travelling	3,57,972.00	4,67,391
(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 :

	(Rs.) 2016-17	(Rs.) 2015-16
FOB value of Exports	0	0

**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	2015-16
	(2014-15)

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

		2016-17	2015-16
i)	Profit after tax (Rs.)	1,21,23,302	62,55,328
ii)	Basic & Weighted average number of equity shares	5177182	5177182
iii)	Nominal value of equity Shares	10	10
iv)	Basic & Diluted EPS	2.34	1.21

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 :

		2016-17	2015-16
1)	Managing Director Remuneration	553226	512106
2)	Whole-Time Director's Remuneration {Refer Note No. 6 above for (1) (2)}	472027	397970
		1025253	910076

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.

	2016-17	2015-16
	(Rs.)	(Rs.)
Deferred Tax	(30789)	1592

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 : 25th May, 2017

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Chairman Secretary Managing Director Director

Place : Mumbai,
Dated : 25th May, 2017



Cash Flow Statement

	As at 31st March, 2017	As at 31st March, 2016
[A] CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and Extraordinary items	16070635	9318474
Adjustments for Non Cash & Non Operating Items:		
Export Exchange Difference	0	(689152)
Import Exchange Difference	0	0
Discount	30892	(5201)
Sundry DR/CR balances w/off	(72854)	0
CSR Expenses	820988	841734
Depreciation	606785	615690
Loss/(Profit) on sale of Fixed assets	0	0
Interest paid	0	220
Interest received	0	(3397)
Factory Rent	(675000)	0
Investment Incomes	(8961662)	(3007616)
Investment Expenses	0	3535
Income Tax Refund Interest	0	(16071)
Operating Profit before Working Capital Changes	7819784	7058216
Adjustments for Changes in Working Capital:		
Trade Receivables	(63306198)	4152268
Other Receivables	868665	(369565)
Inventories	57441352	(46714608)
Deposits with others	0	0
Trade Payables	(3740646)	18878496
Other Current Liabilities	248237	(235241)
Long Term Provisions (Gratuity)	52600	36450
Cash generated from Operations	(616206)	(17193984)
Adjustments for Interest paid/ Taxes paid/ Extraordinary items		
Interest Paid	0	(220)
Donation/Expenses on CSR Activities	(820988)	(841734)
Direct Taxes Paid	(4568377)	(3887828)
Income Tax Refund	0	0
Income Tax Refund Interest	0	16071
Cash Flow from Extraordinary items	0	0
Net Cash Flow from Operating Activities	(6005571)	(21907695)
[B] CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(298600)	(67200)
Sale of Fixed Assets	0	0
Factory Rent	675000	0
Advance Rent	25000	0
Purchase/Sale of Investments	2078403	17942703
Debtors for Investments	0	0
Fixed Deposits with Banks	0	1000000
Capital Gains	7767147	999139
Interest Received	0	3397
TDS on Interest	0	0
Dividend Received	595337	1408475
Interest on Bonds	599178	600000
Investment Expenses	0	(3535)
Net Cash Flow from Investing Activities	11441465	21882979
[C] CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of Share Capital	0	0
Proceeds from Long Term Borrowings	0	0
Dividend Paid	(2588809)	(2588591)
Tax on Distributed Profits	(526985)	(530005)
Net Cash Flow from Financing Activities	(3115794)	(3118596)
Net Increase in Cash & Cash Equivalents (A+B+C)	2320100	(3143312)
Net Increase in Cash & Cash Equivalents	2320100	(3143312)
Cash and Cash equivalents as at 1st April, 2016/2015	4075964	7219276
Cash and Cash equivalents as at 1st April, 2017/2016	6396064	4075964

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, 2017 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 25th May, 2017, to the members of the company.

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

Place : Mumbai
Dated : 25th May, 2017

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ZODIAC – JRD – MKJ - LIMITED

CIN : L65910MH1987PLC042107

Registered Office: 910 Parekh Market, 39, J. S. S. Road, Opera House, Mumbai – 400 004.

Registrars: LINK INTIME INDIA PRIVATE LTD., C – 101, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400 083

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 21st September, 2017 at 10.00 a.m. at Garware Club House, Banquet Hall No.4, 2nd Floor, "D" Road, Churchgate Mumbai 400 020.

Table with 4 columns: Resolution No., Resolution, For, Against. Contains 10 numbered resolutions regarding financial statements, dividends, and director appointments.

Signed this.....day of2017

Signature of Shareholder.....

Signature of Proxy holder(s)

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.



ZODIAC – JRD – MKJ - LIMITED

CIN : L65910MH1987PLC042107

Registered Office : 910 Parekh Market, 39, J. S. S. Road, Opera House, Mumbai – 400 004.

Registrars : LINK INTIME INDIA PRIVATE LTD., C – 101, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400 083

ATTENDANCE SLIP

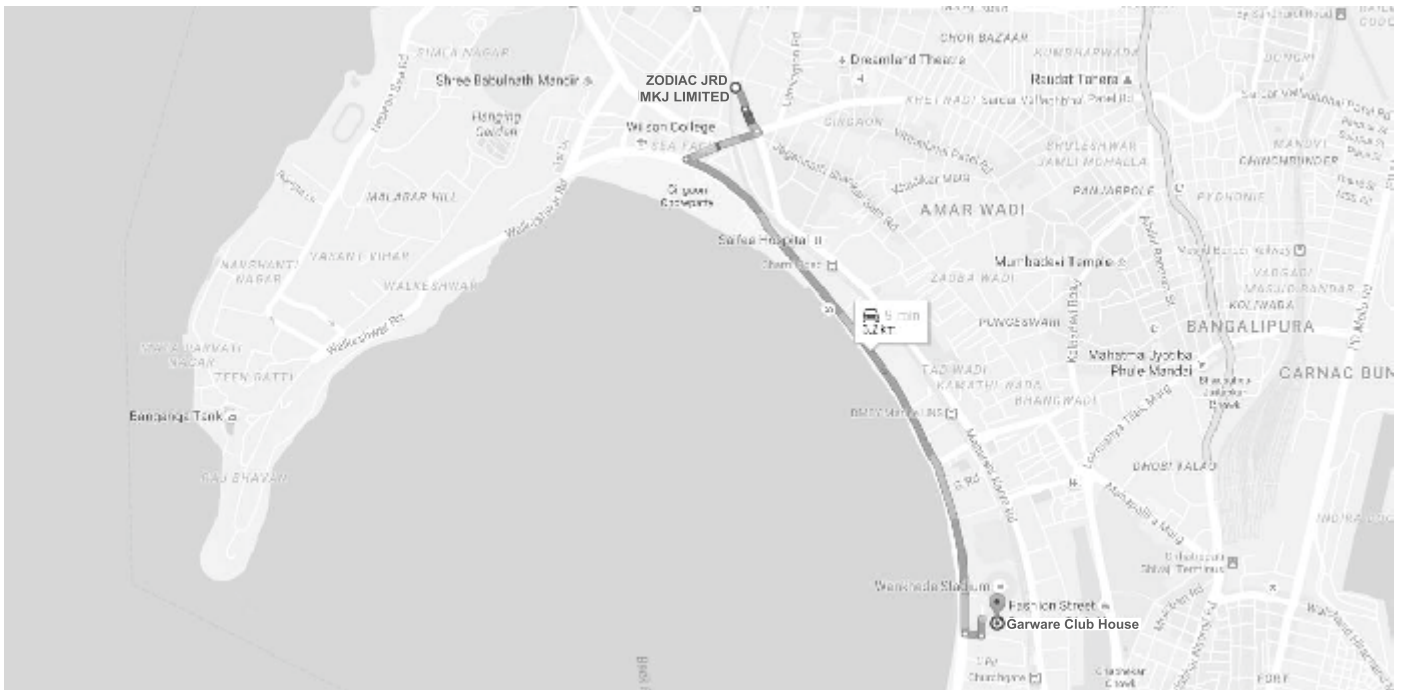
I/we hereby record my/our presence at the 30th Annual General Meeting of the Company held on Thursday 21st September, 2017 at 10:00 a.m. at Garware Club House, Banquet Hall No.4, 2nd Floor, “D” Road, Churchgate Mumbai 400 020.

Note: Please sign this Attendance Slip and hand it over at the ENTRANCE OF THE MEETING HALL

	Serial:	
Name and Address of the Shareholder (s):		
Joint Holder (s):		
Registered Folio /DP ID & Client ID		
No. of Share (s)		
If Shareholder (s), please sign here	If Proxy, please mention name and sign here	
	Name of the Proxy	Signature



ROUTE MAP



Book Post / By Courier

If undelivered, please return to :

LINK INTIME INDIA PRIVATE LIMITED

UNIT: Zodiac - JRD - MKJ - Limited

C-101, 247 Park, L. B. S. Marg,
Vikhroli (West), Mumbai – 400 083.

Tel.: 22 4918 6270