



**NOTICE IS HEREBY GIVEN THAT THE THIRTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF ZODIAC-JRD-MKJ LIMITED WILL BE HELD ON FRIDAY, 20TH SEPTEMBER, 2019 AT 11.00 A.M. AT ORIENT CLUB, 9, CHOWPATTY SEA FACE, MUMBAI 400007 TO TRANSACT THE FOLLOWING BUSINESS.**

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Balance Sheet as at **31st March, 2019** and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Neeta J Jhaveri (Din: 01131017) who retires by rotation and, being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS**

3. **CONTINUING APPOINTMENT OF MR. JAYANTILAL A. JHAVERI (DIN: 00020250) AS A DIRECTOR CHAIRMAN OF THE COMPANY AFTER ATTAINING AGE OF 75 YEARS**

Subject to the approval of the shareholders, the Board recommended in the Meeting, Mr. Jayantilal A. Jhaveri (Din: 00020250) Director Chairman of the Company, shall continue to hold office as Director Chairman after attaining age of 75 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 Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, and subject to the consent of Members in the Annual General Meeting of the Company, Mr. Jayantilal. A. Jhaveri (Din: 00020250) be and is hereby accorded, shall continue to hold office as Director Chairman, of the Company after attaining age of 75 years of age.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby authorized to do all such steps as may be reasonable, necessary to give effect to this resolution subject.”

4. **CONTINUING APPOINTMENT OF MR. RAJNIKANT. A. JHAVERI (DIN: 00020351) AS A DIRECTOR OF THE COMPANY AFTER ATTAINING AGE OF 75 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 75 years.

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

**“RESOLVED THAT** pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, and subject to the consent of Members in the Annual General Meeting of the Company, Mr. Rajnikant A. Jhaveri (Din: 00020351) be and is hereby accorded, shall continue to hold office as Director Chairman, of the Company after attaining age of 75 years of age.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby authorized to do all such steps as may be reasonable, necessary to give effect to this resolution subject.”

5. **RE APPOINTMENT OF MR. JAYESH JAYANTILAL JHAVERI (DIN: 00020277) AS A MANAGING DIRECTOR OF THE COMPANY**

Subject to the approval of the shareholders, the Board recommended in the Meeting, Mr. Jayesh Jayantilal Jhaveri (DIN: 00020277), Managing Director, shall continue to hold office as Managing Director.

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 of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Article 206 of Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee, the re-appointment of Mr. Jayesh Jayantilal Jhaveri (DIN: 00020277) as Managing Director of the Company for a further period of 3 years w.e.f 26th September, 2019 till 25th September, 2022 be and is approved upon the terms and conditions as detailed in Explanatory Statement annexed to this notice, with the authority to the Board of Directors of the Company to revise the terms on recommendation of Nomination and Remuneration Committee and approval of Audit Committee with regard to remuneration from time to time within the limits provided in the said Schedule V or any amendment thereto for the time being in force.



**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Jayesh Jayantilal Jhaveri (DIN: 00020277) as Managing Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby authorized to do all such steps as may be reasonable, necessary to give effect to this resolution.”

**6. RE APPOINTMENT OF MR. DEVANG RAJNIKANT JHAVERI (DIN:00020235) AS A WHOLE TIME DIRECTOR OF THE COMPANY**

Subject to the approval of the shareholders, the Board recommended in the Meeting, Mr. Devang Rajnikant Jhaveri (DIN: 00020235), Wholetime Director of the Company, shall continue to hold office as Wholetime Director.

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 of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Article 206 of Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee, the re-appointment of Mr. Devang Rajnikant Jhaveri (DIN: 00020235) as Wholetime Director of the Company for a further period of 3 years w.e.f 26th September, 2019 till 25th September, 2022 be and is approved upon the terms and conditions as detailed in Explanatory Statement annexed to this notice, with the authority to the Board of Directors of the Company to revise the terms on recommendation of Nomination and Remuneration Committee and approval of Audit Committee with regard to remuneration from time to time within the limits provided in the said Schedule V or any amendment thereto for the time being in force.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Devang Rajnikant Jhaveri (DIN: 00020235) as Whole time Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby authorized to do all such steps as may be reasonable, necessary to give effect to this resolution.”

**7. APPOINTMENT OF MR. MOHIT THAKUR (DIN 08487825) AS AN INDEPENDENT DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013.**

Subject to the approval of the shareholders, the Board recommended in the Meeting, Mr. Mohit Kiran Thakur (Din: 08487825), Independent Director of the Company, shall continue to hold office as Director.

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

“**RESOLVED THAT** Mr. Mohit Kiran Thakur (Din: 08487825), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from August 06, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 78 of the Articles of Association of the Company and who is eligible for appointment be and is hereby appointed as Director of the Company.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Mohit Kiran Thakur (Din: 08487825), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a consecutive term of five years commencing from August 06, 2019 to August 06, 2024.”

**8. APPOINTMENT OF MRS. SHEELA SOMNATH KADECHKAR (DIN 06862410) AS AN INDEPENDENT DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013.**

Subject to the approval of the shareholders, the Board recommended in the Meeting, Mrs. Sheela Somnath Kadechkar (Din 06862410), Independent Director of the Company, shall continue to hold office as Director.



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

**“RESOLVED THAT** Mrs. Sheela Somnath Kadechkar (Din 06862410), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from August 06, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 78 of the Articles of Association of the Company and who is eligible for appointment be and is hereby appointed as Director of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mrs. Sheela Somnath Kadechkar (Din 06862410), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a consecutive term of five years commencing from August 06, 2019 to August 06, 2024.”

**9. SALE OF UNDERTAKING UNDER SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, approval and consent of the members of the Company be and is hereby granted to the Board of Directors to sell immovable property of the Company situated at 217, B Panchratna Co-operative Housing Society Limited, Opera House, Mumbai - 400004.

**RESOLVED FURTHER THAT** such sale be made upto price of 65 lacs (Sixty Five Lacs).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to take all such steps and actions as may be necessary to give effect to the resolution.

**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 Saturday, 14th September, 2019 to Friday, 20th September, 2019 (both days inclusive) in connection with the Annual General Meeting.
4. INFORMATION REQUIRED TO BE FURNISHED UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015

As required under the SEBI (Listing Obligations And Disclosures Requirements) Regulations, 2015, the particulars of the Director who are proposed to be appointed or re-appointed is furnished below:

Item No. 2, 3, 4, 5, 6, 7 & 8 of the Notice:

- Item No. 2 of the Notice :
 

Name of the Director	: Mrs. Neeta Jhaveri.
Age	: 62 years
Qualification	: B. A.
Expertise	: Management & Technical
Date of Appointment	: 28-01-2011.

**LIST OF COMPANIES IN WHICH I AM A DIRECTOR:**

SR. 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.	JRD GEMS Pvt. Ltd	Director	11/05/2009

**LIST OF COMPANIES IN WHICH I AM A MEMBER**

SR. No.	Name of Company	No. of shares	% to the paid up capital
1.	JRD GEMS Pvt. Ltd	100	0.68%

## ii) Item No. 3 of the Notice:

Name of the Director : Mr. Jayantilal Jhaveri  
 Age : 84 years  
 Qualification : Inter Science  
 Expertise : Management & Technical  
 Date of Appointment : 03-04-1992.

**LIST OF COMPANIES IN WHICH I AM A DIRECTOR:**

SR. 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.	JRD-MKJ Diamonds Pvt. Ltd.	Director	17/05/1991

**LIST OF COMPANIES IN WHICH I AM A MEMBER**

SR. No.	Name of Company	No. of shares	% to the paid up capital
1.	JRD-MKJ Diamonds Pvt. Ltd.	255	25.5%

## iii) Item No. 4 of the Notice:

Name of the Director : Mr. Rajnikant Jhaveri  
 Age : 76 years  
 Qualification : Inter Commerce  
 Expertise : Management & Technical  
 Date of Appointment : 03-04-1992

**LIST OF COMPANIES IN WHICH I AM A DIRECTOR:**

SR. 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.	JRD-MKJ Diamonds Pvt. Ltd.	Director	17/05/1991

**LIST OF COMPANIES IN WHICH I AM A MEMBER**

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

## iv) Item No. 5 of the Notice:

Name of the Director : Mr. Jayesh Jhaveri.  
 Age : 63 years  
 Qualification : B.Com.  
 Expertise : Management & Technical  
 Date of Appointment : 03-04-1992

**LIST OF COMPANIES IN WHICH I AM A MEMBER**

SR. 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.	JRD-MKJ Diamonds Pvt. Ltd.,	Director	17/05/1991
2.	JRD Gems Pvt., Ltd	Director	05/02/1991

**LIST OF COMPANIES IN WHICH I AM A MEMBER**

SR. No.	Name of Company	No. of shares	% to the paid up capital
1.	JRD-MKJ Diamonds Pvt. Ltd.	255	25.5%
2.	JRD Gems Pvt. Ltd.	800	5.48%

## v) Item No. 6 of the Notice:

Name of the Director : Mr. Devang Jhaveri.  
 Age : 49 years  
 Qualification : Inter Commerce  
 Expertise : Management & Technical  
 Date of Appointment : 03-04-1992.

**LIST OF COMPANIES IN WHICH I AM A DIRECTOR:**

SR. 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.	JRD-MKJ Diamonds Pvt. Ltd.	Director	17/05/1991

**LIST OF COMPANIES IN WHICH I AM A MEMBER**

SR. No.	Name of Company	No. of shares	% to the paid up capital
1.	JRD-MKJ Diamonds Pvt. Ltd.	138	13.8%

## vi) Item No. 7 of the Notice:

Name of the Director : Mr. Mohit Kiran Thakur  
 Age : 23 years  
 Qualification : B.Com C.A Inter  
 Expertise : Accounts  
 Date of Appointment : 06-08-2019.

**LIST OF COMPANIES IN WHICH I AM A DIRECTOR:**

SR. 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
-	-	-	-

**LIST OF COMPANIES IN WHICH I AM A MEMBER**

SR. No.	Name of Company	No. of shares	% to the paid up capital
-	-	-	-



vii) Item No. 8 of the Notice:

Name of the Director : Mrs. Sheela Kadechkar  
 Age : 67 years  
 Qualification : B.Com C.A Inter  
 Expertise : B. A. She has worked with Central Bank of India for 30 years as Bank Manager and has knowledge in accounts. She has also done Labour Law Training and has done ESI - EPF Course

Date of Appointment : 06-08-2019.

**LIST OF COMPANIES IN WHICH I AM A DIRECTOR:**

SR. 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.	-	-	-

**LIST OF COMPANIES IN WHICH I AM A MEMBER**

SR. No.	Name of Company	No. of shares	% to the paid up capital
-	-	-	-

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 dematerialization 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 YEAR ENDED	AMOUNT(RS.)	DUE DATE
31st MARCH, 2012	71982.00	25-09-2019
31st MARCH, 2013	71248.00	21-09-2020
31st MARCH, 2014	82612.00	20-09-2021
31st MARCH, 2015	92186.00	26-09-2022
31st MARCH, 2016	109708.00	24-09-2023
31st MARCH, 2017	111741.50	21-09-2024
31st MARCH, 2018	839973.00	18-09-2025

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

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

The procedure and instructions for the same are as follows:

The instructions for shareholders voting electronically are as under:



- (i) The voting period begins on Tuesday, 17th September, 2019 at 9.00 a.m. and ends on Thursday, 19th September, 2019 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 12th September, 2019 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](http://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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

- (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 190724005 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 etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.

	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).



A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- 14) In case of members receiving the physical copy:

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

- 15) 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.zodiacjrmdmkjlttd.com](http://www.zodiacjrmdmkjlttd.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](http://www.evotingindia.co.in) in under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

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

**Vishakha Mehta**  
Company Secretary /  
Compliance Officer

Place : Mumbai  
Date : 06th August, 2019

**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**

The Securities and Exchange Board of India (SEBI) has amended the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 vide circular dated May 9, 2018 which requires continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Though Mr. Jayantilal Jhaveri can hold office under the erstwhile resolution, he has already crossed 75 years of age during the term of his appointment. Hence this Special Resolution is placed before the shareholders in order to comply with the aforesaid circular.

Mr. Jayantilal Jhaveri (aged 84 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 Reliance 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 and 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 06th August, 2019, recommend Mr. Jayantilal Amratlal Jhaveri (Din: 00020250) Director of the Company for continuation of their holding of existing office after the age of 75 years during the

tenure of their term of appointment under the provisions of the Companies Act, 2013.

**ITEM NO.4**

The Securities and Exchange Board of India (SEBI) has amended the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 vide circular dated May 9, 2018 which requires continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Though Mr. Rajnikant Jhaveri can hold office under the erstwhile resolution, he has already crossed 75 years of age during the term of his appointment. Hence this Special Resolution is placed before the shareholders in order to comply with the aforesaid circular.

Mr. Rajnikant Jhaveri aged 76 is in the business of precious stones & semi-precious stones since 1962. Due to his efforts, the group's business in semi-precious and precious stones has flourished and has achieved many awards for export of semi – precious stones.

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 06th August, 2019, recommend Mr. Rajnikant. A. Jhaveri (Din: 00020351), Director of the Company for continuation of their holding of existing office after the age of 75 years during the tenure of their term of appointment under the provisions of the Companies Act, 2013.

Mr. Rajnikant Jhaveri is also director in JRD-MKJ Diamonds Pvt. Ltd.

He holds membership in Shareholders/Investors Grievance Committee.

Except Mr. Jayantilal Jhaveri, Mr. Jayesh Jhaveri, Mrs. Neeta Jhaveri and 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.5**

Subject to the approval of the shareholders, the Board recommended in their meeting held 06th August, 2019, Mr Jayesh Jayantilal Jhaveri (DIN: 00020277) is to be re-appointed as Managing Director of the Company w.e.f 26th September 2019 for a period of three years, up on the terms and conditions set out in the Agreement dated 26th September 2019 entered into between the Company with Mr. Jayesh Jayantilal Jhaveri (DIN: 00020277) (hereinafter referred to as the 'Agreement').





The remuneration is recommended as fair and complies with terms and conditions specified in Part I and Section II(A) of part II of Schedule XIII to the Companies Act, 1956

An abstract of the terms of the appointment giving details of the remuneration payable and perquisite to be provided to Mr Jayesh Jayantilal Jhaveri (DIN: 00020277) are set out below:

#### 1. PERIOD OF APPOINTMENT

The appointment is for a period of 3 years with effect from 26th September 2019 to 25th September 2022.

#### 2. REMUNERATION

Shri Jayesh Jayantilal Jhaveri (DIN: 00020277) will receive a remuneration of Rs.50,000 p.m (excluding perquisite effective from 26th September, 2019 as a Managing Director of the Company and the Board of Directors has power to increase the remuneration with consultation with the board from time to time.

He is also eligible to the following perquisite which shall not be included in the computation of the ceiling limit of remuneration

- a. Contribution to Provident fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961
- b. Gratuity payable at a rate not exceeding half month's salary for each completed year of service and
- c. Encashment of leave at the end of tenure.

#### MINIMUM REMUNERATION

Notwithstanding anything contrary herein contained, where in any financial year, during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Section II(A) of Part II of Schedule XIII to the Companies Act, 1956 as may be amended from time to time.

Your Directors recommend the resolution set out in the Item No. 5 of the Notice convening the meeting.

The draft agreement to be entered into between Jayesh Jayantilal Jhaveri(DIN: 00020277) and the Company is available for inspection by the members of the Company at its registered office from 11.00 a.m. to 6.00 p.m. Mr. Jayantilal A. Jhaveri, Mr. Rajnikant A Jhaveri, Mr. Devang R Jhaveri and Mrs. Neeta J. Jhaveri Directors of the Company is concerned or interested in the resolution.

This may be treated as abstract of the terms of appointment of Jayesh Jayantilal Jhaveri (DIN: 00020277) in terms of Section 302 of the Act.

#### ITEM NO.6

Subject to the approval of the shareholders, the Board recommended in their meeting held on 06th August, 2019, Mr Devang Rajnikant Jhaveri was re-appointed as Whole Time Director of the Company w.e.f 26th September 2019 for a period of three years, up on the terms and conditions set out in the Agreement dated 26th September 2019 entered into between the Company with Mr. Devang Rajnikant Jhaveri (DIN: 00020235) (hereinafter referred to as the 'Agreement').

The remuneration is recommended as fair and complies with terms and conditions specified in Part I and Section II(A) of part II of Schedule XIII to the Companies Act, 1956.

An abstract of the terms of the appointment giving details of the remuneration payable and perquisite to be provided to Mr Devang Rajnikant Jhaveri (DIN: 00020235) are set out below

#### 1. PERIOD OF APPOINTMENT

The appointment is for a period of 3 years with effect 26th September 2019 to 25th September 2022.

#### 2. REMUNERATION

Mr. Devang Rajnikant Jhaveri (DIN: 00020235) will receive a remuneration of Rs.40,000 p.m (excluding perquisite effective from 26th September, 2019 as a Whole Time Director of the Company and the Board of Directors has power to increase the remuneration with consultation with the board from time to time.

He is also eligible to the following perquisite which shall not be included in the computation of the ceiling limit of remuneration

- a. Contribution to Provident fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961
- b. Gratuity payable at a rate not exceeding half month's salary for each completed year of service and
- c. Encashment of leave at the end of tenure.

#### MINIMUM REMUNERATION

Notwithstanding anything contrary herein contained, where in any financial year, during the currency of the tenure of the Wholetime Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Section II(A) of Part II of Schedule XIII to the Companies Act, 1956 as may be amended from time to time.

Your Directors recommend the resolution set out in the Item No 6 of the Notice convening the meeting.



The draft agreement to be entered into between Devang Rajnikant Jhaveri and the Company is available for inspection by the members of the Company at its registered office from 11.00 a.m. to 6.00 p.m.

Mr. Jayantilal A. Jhaveri, Mr. Rajnikant A Jhaveri, Mr. Jayesh J Jhaveri and Mrs. Neeta J. Jhaveri Directors of the Company is concerned or interested in the resolution.

This may be treated as abstract of the terms of appointment of Devang Rajnikant Jhaveri (DIN: 00020235) in terms of Section 302 of the Act.

**ITEM NO.7**

Mr. Mohit Kiran Thakur (Din: 08487825) was appointed as an Additional Independent Director of the Company with effect from 06th August, 2019 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Mohit Kiran Thakur 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.

Mohit Kiran Thakur (Din: 08487825) Mr. Mohit Kiran Thakur is Independent Non Executive Director of the Company. He has been appointed as Director with effect from 06th August, 2019. His date of birth is December, 12,1996. He has done B.Com from KES College, Kandivali and completed IPCC exams of C.A. He is working with S.P Singh & Co. inAccounts.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 7 of the Notice for the appointment of Mohit Kiran Thakur (Din: 08487825) as a Independent, Non Executive Director.

A statement containing his profile is given as perAnnexure I.

Except Mohit Kiran Thakur (Din:08487825), 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**

Mrs. Sheela Somnath Kadechkar (Din:06862410) was appointed as an Additional Independent Director of the Company with effect from 06th August, 2019 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mrs. Sheela Somnath Kadechkar (Din:06862410) 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.

Mrs. Sheela Somnath Kadechkar (Din:06862410) is an Independent, Non Executive Director of the Company. He has been appointed as Independent, Non Executive Director with effect from 06th August, 2019. She has done B. A. She has also done Labour Law Training and has done ESI - EPF Course. She has worked with Central Bank of India for 30 years as Bank Manager and has knowledge in accounts. She has also done NPA & Recovery Management

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 8 of the Notice for the appointment of Mrs. Sheela Somnath Kadechkar (Din:06862410) as a Independent, Non Executive Director.

Astatement containing her profile is given as per Annexure I.

Except Mrs. Sheela Somnath Kadechkar (Din:06862410), 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**

The company has an office premises at 217, B Panchratna Co-operative Housing Society Limited, Opera House, Mumbai - 400004 which was acquired by the Company as administrative office at Pachratna, Opera House. At present the office is vacant since long which is affecting the profitability of the company. Hence the Company has decided to sell the same. The Board of Directors has given the authority to sale the property upto price of 65 lacs (Sixty Five Lacs).

Pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force),sale lease or otherwise disposal of the whole or substantially the whole of the undetaking of the Company requires approval of the Company.

The Board of Directors, thereof, recommends the resolution as set out in the resolution 9 for approval of members. 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.

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

**Vishakha Mehta**  
Company Secretary /  
Compliance Officer

Place : Mumbai  
Date : 06th August, 2019

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

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

	Re-Appointment	Re-Appointment	Re-Appointment	Appointment	Appointment
	Mrs. Neeta J Jhaveri	Mr. Jayantilal Jhaveri	Mr. Rajnikant Jhaveri	Mr. Mohit Thakur	Mr. Sheela Somnath Kadechkar
Date of Birth	22/03/1957	20/01/1935	22/02/1943	12/12/1996	22-11-1951
Date of Appointment /Re- appointment	28/01/2011	03/04/1992	03/04/1992	06/08/2019	06/08/2019
Qualification	B. A.	Inter Science	Inter Commerce	B.Com / C.A Inter	B. A.
Expertise in specific functional Area	Management & Technical	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 the key person behind the JRD group. He has been in the business of pearls, diamond, semi-precious stones and precious stones since 1962	Accounts	Accounts
List of Public Ltd. Companies (in India) in which outside Directorships held	Nil	Nil	Nil	Nil	Nil
Membership/Chairmanships of Committees of other Public Companies (includeson Audit Committee and Stakeholders Relationship Committee)	Nil	Nil	Nil	Nil	Nil

Place : Mumbai  
Date : 06th August, 2019

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

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

**Vishakha Mehta**  
Company Secretary /Compliance Officer