



# ZODIAC JRD-MKJ LIMITED

DIAMONDS • JEWELLERY • PRECIOUS & SEMI PRECIOUS STONES

506-513, Vardhaman Chambers, 17/G, Cawasji Patel Street, Fort, Mumbai 400001 Maharashtra India  
Tel: +91-22-2283-1050 / 51 • Email: info@zodiacjrdmkjld.co.in or secretarial@zodiacjrdmkjld.co.in  
CIN: L65910MH1987PLC042107 • Website: www.zodiacjrdmkjld.co.in • GSTIN: 27AAACZ0459K1Z1

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE EXTRA- ORDINARY GENERAL MEETING OF THE MEMBERS OF ZODIAC-JRD-MKJ LIMITED WILL BE HELD ON THURSDAY, 18<sup>TH</sup> DECEMBER, 2025, AT 11:00 A.M. THROUGH VIDEO CONFERENCING AND OTHER AUDIO-VISUAL MEANS (VC/OAVM) TO TRANSACT THE FOLLOWING BUSINESSES:**

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### Ordinary Business:

#### **1. Appointment of Statutory Auditor to fill Casual Vacancy:**

**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 Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation made by the Board of Directors through resolution passed on 20<sup>th</sup> November, 2025, Mr. Girish L Shethia, Chartered Accountant, be and is hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. H.G. Sarvaiya & Co, Chartered Accountants (Firm Registration No. 115705W);

**RESOLVED FURTHER THAT** Mr. Girish L Shethia, Chartered Accountant, be and is hereby appointed as the Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31<sup>st</sup> March, 2026 and such other audit/review/certification/work as may be required and/or deemed expedient, on such remuneration and out-of-pocket expenses, as may be fixed by the Management of the Company, in consultation with them.

**RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions.”



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## **Special Business:**

- 2. To regularise the appointment of Mr. Ajay Beniprasad Jajodia (DIN: 00726322), as a Non-Executive Independent Director of the Company:**

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and in compliance with the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) read with the Rules framed thereunder, Schedule IV to the Act, such other provisions as may be applicable r (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded to approve the appointment of Mr. Ajay Beniprasad Jajodia (DIN: 00726322), who was appointed as an Additional Director (Category: Non-Executive & Independent) of the Company by the Board of Directors with effect from 07<sup>th</sup> October, 2025, be and is hereby appointed as an Independent Director of the Company for the term of 5 years, not liable to retire by rotation and to hold office for 5 (Five) consecutive years i.e., upto 06<sup>th</sup> October, 2030 be and is hereby approved;

RESOLVED FURTHER THAT any Director of the Company be and are hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, may consider, necessary, expedient or desirable, in order to give effect to this Resolution.”

- 3. Alteration of Articles of Association of the Company to include provisions for the issuance of shares under the Employee Stock Option Plan:**

### **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 14 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, and subject to the approval of the members of the Company and such other approvals, consents and permissions as may be necessary, the Articles of Association of the Company be and are hereby altered by inserting/modifying the following clause:

*\*66A The Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee constituted or to be constituted by the Board, including the Nomination and Remuneration Committee), shall be empowered to:*

- a) formulate, approve, vary, amend, modify, suspend or terminate the ESOP Scheme(s), if any from time to time;*
- b) determine the eligibility criteria, terms and conditions, mode of grant, vesting, exercise price, duration, and other parameters under the Scheme;*
- c) implement the Scheme through such mode or structure as may be permissible, including by way of direct allotment of shares, or through trust route, or through secondary acquisition, or any*



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*other manner as may be allowed under applicable laws;*

*d) issue shares or grant options, from time to time, under the Scheme, and take all necessary actions in connection therewith, including the issuance of equity shares pursuant to the exercise of such options.*

*The Board shall have full authority to do all such acts, deeds, matters and things as may be required to give effect to the Scheme, and to ensure compliance with applicable laws and regulations in connection with such issuance or implementation of the Scheme, and shall not require any further approval of the shareholders unless otherwise specifically required by the Companies Act, 2013 or any other applicable laws."*

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to take all steps and do all such acts, matters, deeds and things and give such directions as may be required, necessary, expedient or desirable for giving effect to the aforesaid resolutions;

**RESOLVED FURTHER THAT** the Authorised Representatives be and are hereby severally authorized on behalf of the Company to:

- take all necessary steps to alter, modify, or revise the Articles of Association;
- verify, sign, execute and submit all necessary documents, forms and filings, including e-Form MGT-14, with the jurisdictional Registrar of Companies upon approval of the members at the Extra-Ordinary General Meeting;
- do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, expedient, usual or proper in the best interest of the Company;
- settle any doubts or difficulties that may arise in connection with giving effect to the foregoing resolutions; and

furnish a certified true copy of the above resolution(s) to any person(s) concerned for their information and records."

**By The Order of the Board of Directors  
For Zodiac-JRD-MKJ Limited.**

**Sd/-  
Pooja Shah  
Company Secretary Cum Compliance Officer**

**Date: 20/11/2025  
Place: Mumbai**



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## **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013:**

### **Item No 01:**

The Members of the Company at its Extra- Ordinary General Meeting held on 26<sup>th</sup> March, 2024 had appointed M/s H G Sarvaiya & Co, Chartered Accountants (FRN: 115705W) as the Statutory Auditors of the Company to hold office for the consecutive five years till the conclusion of General Meeting of the Company for the Financial Year 2028-29. However, M/s H G Sarvaiya & Co, Chartered Accountants vide their resignation letter dated 13<sup>th</sup> November, 2025 have resigned from the position of Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

As per the provisions of Section 139(8)(i) of the Companies Act 2013, any casual vacancy caused in the office of Statutory Auditor shall be filled by the Board of Directors and shall also be approved by the Company within three months of the recommendation of the Board and shall hold the office till the conclusion of the next annual general meeting.

The Board of Directors of the Company recommended the appointment of Mr. Girish L Shethia, Chartered Accountant as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s H G Sarvaiya & Co. Accordingly, shareholders' approval by way of ordinary resolution is sought.

Mr. Girish L Shethia, Chartered Accountant, have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 01 of the notice as an Ordinary resolution.

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

### **Item No 02:**

The Board of Directors of the Company at their meeting held on 07<sup>th</sup> October, 2025, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Ajay Beniprasad Jajodia (DIN: 00726322) as an Additional Director (Category: Non-Executive & Independent) of the Company. However, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.



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The Company has received the consent and requisite declarations from Mr. Ajay Beniprasad Jajodia as per the provisions of the Act and SEBI Listing Regulations including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16 {1(b)} of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Ajay Beniprasad Jajodia including his profile and specific areas of expertise are given in this Notice as “Annexure 1”.

Accordingly, the Board recommends the resolution as set out at Item No. 02 of this Notice for approval of the Members of the Company as an Ordinary Resolution.

Except Mr. Ajay Beniprasad Jajodia and his relatives, no other director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

### **Item No 03:**

The Company is planning to issue and allot equity shares under an Employee Stock Option Plan (“ESOP”) to motivate employees of the company and its subsidiary(ies) who are consistently performing well, and to create sense of ownership of the business to the employees of the Company and its subsidiary(ies) by the award of options, thereby acting as a retention tool as well as to align the efforts of such talent towards long term value creation in the organization and to attract premium talent. To enable such issuance, it is necessary that the Articles of Association (“AOA”) of the Company expressly permit the issuance of shares under an Employee Stock Option Plan. Regulation 5(3) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, mandates that the Compensation Committee shall, inter alia, formulate the detailed terms and conditions of the schemes, including those specified in Part B of Schedule I of the said Regulations. While the amendment of the Articles of Association (AOA) is governed by the provisions of the Companies Act, 2013, the proposed amendment specifically pertains to enabling the Company to issue shares under an Employee Stock Option Plan (ESOP). Accordingly, reference has been made in the resolutions to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, which govern such issuances. Accordingly, the Board of Directors, at its meeting held on 20<sup>th</sup> November, 2025, approved the insertion of Article 66A, the full text of which is annexed as Schedule I to the resolution in the Articles of Association of the Company, subject to approval of members at the General meeting. It is now proposed to take Shareholder’s approval for the said alteration of Articles of Association.

In terms of Sections 5 and 14 of the Companies Act, 2013, alteration of Articles of Association requires approval of the shareholders of the Company by way of Special Resolution.

All the documents referred to in the accompanying Notice are open for inspection in electronic form and at the Company’s Registered Office on all working days of the Company



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between 11:00 A.M. and 01:00 P.M.

The Board recommends the resolution as set out in Item No. 03 of the Notice for the approval of the members by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise, concerned or interested in the said resolution, except to the extent of their shareholding in the Company, if any.

**By The Order of the Board of Directors  
For Zodiac-JRD-MKJ Limited.**

**Sd/-**

**Pooja Shah**

**Company Secretary Cum Compliance Officer**

**Date: 20/11/2025**

**Place: Mumbai**



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## Annexure 1 to Notice

### Item no. 2

### Details of Directors Seeking Re-Appointment in the forthcoming Extra Ordinary General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

### A brief profile of Directors proposed to be appointed / re - appointed

Name of the Director	Mr. Ajay Beniprasad Jajodia
DIN	00726322
Age	55 Years
Date of Birth	23-08-1970
Qualifications	PGDBM (SME Programme) - IIM Ahmedabad (1994); B.Com - Mumbai University (1991); Diploma in Import & Export Management - Indo-American Society, Mumbai (1989)
Experience in Specific Functional Areas	<p>Mr. Ajay Jajodia is an experienced professional with over 30 years in the steel and IT industries. He is currently an Independent Director at Gini Silk Mills Limited and Proprietor of Ananya Mercantile Services, a sister concern of Jay Kay Steel Corporation.</p> <p>An alumnus of IIM Ahmedabad and Mumbai University, Mr. Jajodia has extensive expertise in business development, key account management, and strategic partnerships. He brings strong entrepreneurial and analytical skills to his professional engagements.</p>
Date of first appointment on the Board	07-10-2025
Shareholding in the Company	Nil
Relationship with other Directors or with KMP	NA
Number of meetings attended during 2024-25	NA
Terms and Conditions for appointment	On the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting on 07 <sup>th</sup> October, 2025 has appointed Mr. Ajay Beniprasad Jajodia as a Non- Executive Independent Director for the period of 5 Years.
Remuneration proposed to be paid	NA
Last drawn remuneration	NA



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Other Directorships (Excluding foreign companies)	01 Gini Silk Mills Limited- Independent Director
Membership / Chairmanship of Committees of other Boards of other companies	NA



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## Notes:

1. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the Extra- Ordinary General Meeting (“Meeting” or “EGM”) of the Company is being held through VC / OAVM on 18<sup>th</sup> December, 2025 at 11.00 A.M. (IST).
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Extra- Ordinary General Meeting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the Extra- Ordinary General Meeting will be provided by National Securities Depository Limited (NSDL).
4. The Members can join the Extra- Ordinary General Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Extra Ordinary General Meeting through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Extra- Ordinary General Meeting without restriction on account of first come first served basis.
5. The attendance of the Members attending the Extra-Ordinary General Meeting through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the Extra- Ordinary General Meeting has been uploaded on the website of the Company at <https://zodiacjrdmkjld.co.in/> . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Notice of Extra- Ordinary General Meeting is



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also disseminated on the website of National Securities Depository Limited (NSDL) (agency for providing the Remote e-Voting facility and e-voting system during the Extra- Ordinary General Meeting) i.e. <https://www.evoting.nsdl.com/>

7. The Extra- Ordinary General Meeting has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 9/2024 dated September 19, 2024, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022 and September 25, 2023, MCA Circular No. 03/2025 dated September 22, 2025 (collectively referred to as "MCA Circulars"), allowed inter-alia the conducting of EGMs through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") facilities, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The Securities and Exchange Board of India ("SEBI") has also, vide its Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular").
8. As mandated by SEBI, effective April 01, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised mode with a depository. Accordingly, the Members of the Company were requested to open a demat account and submit physical securities to their DPs.
9. Electronic copy of the Notice of the EGM of the Company, inter-alia, indicating the process and manner of electronic voting ("e-voting") is being sent to all the members whose email addresses are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.

Members are requested to register the same with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting the Form ISR-1 duly filled and signed by the holders Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs / MUFG Intime India Private Limited ("RTA") (Formerly known as Link Intime Private Limited) to enable servicing of notices/documents / Annual Reports and other communications electronically to their e-mail address in the future.

10. Members are requested to register the same with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting the Form ISR-1 duly filled and signed by the holders Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs / MUFG Intime India Private Limited ("RTA") (Formerly known as Link Intime Private Limited) to enable servicing of notices/documents / Annual Reports other communications electronically to their e-mail address in the future.



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11. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
12. Shareholders holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R&T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
  - a) For shares held in electronic form: to their Depository Participants (“DPs”).
  - b) For shares held in physical form: to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023.

To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

14. SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSDPoD1/P/CIR/2023/37 dated March 16, 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 17, 2024), in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details.

As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter-alia, furnish PAN, KYC, and nomination details. Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details. Any payments including dividend in respect of such folios shall only be made electronically with effect from April 01, 2024 upon registering all the required details.

The Company has informed shareholders holding shares of the Company in physical form for furnishing their PAN, KYC, and nomination details. The necessary forms in this regard have been made available on the website of the Company and RTA. Accordingly, the members are advised to register their details with the RTA or DPs,



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in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.

15. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the website of the Company's RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant
16. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website [www.zodiacjrdmkjtd.co.in](http://www.zodiacjrdmkjtd.co.in) Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

17. SEBI vide Circular no. SEBI/HO/OIAE/OIAE\_ AD-1/P/CIR/2023/131 dated July 31, 2023 (updated as on August 04, 2023) has specified that a shareholder shall first take up his/her/ their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal (<https://smartodr.in/login>). Shareholders are requested to take note of the same.

SEBI vide Circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/72 dated June 08, 2023, have directed all RTA to have a functional website to provide a mechanism for the investor to lodge service requests and complaints online and thereafter track the status and obtain periodical updates. Accordingly, Company's RTA, MUFG Intime India Private Limited had launch 'SWAYAM' a brand-new Investor Self-Service Portal, designed exclusively for the Investors. 'SWAYAM' is a secure, user-



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friendly web-based application, developed by “MUFG Intime India Private Limited” that empowers our Members to effortlessly access various services. We request you to get registered and have first-hand experience of the portal at <https://swayam.in.mpms.mufg.com/>.

18. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in this Notice will be available for inspection in electronic mode.
19. Shareholders whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Thursday, 11<sup>th</sup> December, 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
20. A person who has acquired the shares and has become a shareholder of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Thursday, 11<sup>th</sup> December, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the EGM by following the procedure mentioned in this part.
21. The remote e-voting will commence on Monday, 15<sup>th</sup> December, 2025 at 09:00 A.M. and will end on Wednesday, 17<sup>th</sup> December, 2025 at 05:00 P.M. During this period, the shareholders of the Company holding shares either in physical form or in demat form as on the Cut-off date. i.e. Thursday, 11<sup>th</sup> December, 2025 may cast their vote electronically. The shareholders will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
22. Once the vote on a resolution is cast by the Shareholder, he/she shall not be allowed to change it subsequently or cast the vote again.
23. The voting rights of the shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Thursday, 11<sup>th</sup> December, 2025.
24. The Company has appointed HD And Associates, Practicing Company Secretary (Membership No. ACS: 47700; CP No: 21073), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner.
25. Members seeking any information about any matter to be placed at the Extra Ordinary General Meeting are requested to write to the Company on or before 10<sup>th</sup>



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December, 2025, through e-mail on [secretarial@zodiacjrdmkjlttd.co.in](mailto:secretarial@zodiacjrdmkjlttd.co.in). The same will be replied by the Company suitably.

26. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@zodiacjrdmkjlttd.co.in](mailto:secretarial@zodiacjrdmkjlttd.co.in). The same will be replied by the company suitably.

27. Members attending the Extra- Ordinary General Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

28. Pursuant to Section 113 of the Act, institutional/ corporate members are requested to send a duly certified copy of the board resolution authorizing their representative to attend and vote at the EGM before e-voting or attending the EGM to [secretarial@zodiacjrdmkjlttd.co.in](mailto:secretarial@zodiacjrdmkjlttd.co.in).

29. The instructions of shareholders for e-voting and joining virtual meetings are as under:

**The remote e-voting period begins on Monday, 15<sup>th</sup> December, 2025 at 09:00 A.M. and ends on Wednesday, 17<sup>th</sup> December, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 11<sup>th</sup> December, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 11<sup>th</sup> December, 2025.**

## **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders	1. For OTP based login you can click on <a href="https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin">https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin</a>



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holding securities in demat mode with NSDL.

[.jsp](#). You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/Member**’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- Shareholders/Members can also download NSDL Mobile App



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“NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911



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## B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your



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- 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.



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5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [hardik@hdandassociates.com](mailto:hardik@hdandassociates.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com)

## **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [secretarial@zodiacjrjdkjtd.co.in](mailto:secretarial@zodiacjrjdkjtd.co.in) .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [secretarial@zodiacjrjdkjtd.co.in](mailto:secretarial@zodiacjrjdkjtd.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting**



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## and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

## **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to



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Tel: +91-22-2283-1050 / 51 • Email: [info@zodiacjrmdkjlttd.co.in](mailto:info@zodiacjrmdkjlttd.co.in) or [secretarial@zodiacjrmdkjlttd.co.in](mailto:secretarial@zodiacjrmdkjlttd.co.in)  
CIN: L65910MH1987PLC042107 • Website: [www.zodiacjrmdkjlttd.co.in](http://www.zodiacjrmdkjlttd.co.in) • GSTIN: 27AAACZ0459K1Z1

Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [secretarial@zodiacjrmdkjlttd.co.in](mailto:secretarial@zodiacjrmdkjlttd.co.in). The same will be replied by the company suitably.
6. For ease of conduct, members who would like to ask questions may send their questions in advance at least (7) days before EGM mentioning their name, demat account number / folio number, email id, mobile number at [secretarial@zodiacjrmdkjlttd.co.in](mailto:secretarial@zodiacjrmdkjlttd.co.in) and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.
7. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
8. The Scrutinizer shall, after the conclusion of voting at the EGM, unblock the votes cast through remote e-Voting and count the EGM, and shall make, not later than 48 hours from the conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the votes shall be final. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.zodiacjrmdkjlttd.co.in](http://www.zodiacjrmdkjlttd.co.in) and on the website of NDSL [www.evoting.nsdl.com](http://www.evoting.nsdl.com), immediately after declaration of the result and shall also be communicated to the Stock Exchanges where the shares of the Company are listed i.e. BSE and be made available on websites viz. [www.bseindia.com](http://www.bseindia.com).

## Contact Details:

Company : Zodiac-JRD-MKJ Limited  
Registered Office: 506, 513, 5th Floor, 17G, Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai - 400001, Maharashtra, India.

Registrar And Share Transfer Agent : MUFG Intime India Pvt. Ltd  
C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.  
Tel: 022 - 49186270  
Fax: 022 - 49186060  
Email id: [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)  
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# ZODIAC JRD-MKJ LIMITED

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E-Voting Agency : National Securities Depository Limited (NSDL)

E-mail : [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**By The Order of the Board of Directors  
For Zodiac-JRD-MKJ Limited.**

**Sd/-**

**Pooja Shah**

**Company Secretary Cum Compliance Officer**

**Date: 20/11/2025**

**Place: Mumbai**