



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 39TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ZODIAC-JRD-MKJ LIMITED WILL BE HELD ON THURSDAY, 24TH SEPTEMBER, 2026 AT 11:00 A.M. THROUGH VIDEO CONFERENCING AND OTHER AUDIO-VISUAL MEANS (VC/OAVM) TO TRANSACT THE FOLLOWING BUSINESSES:

Ordinary Business:

1. **To receive, consider and adopt the Audited Financial Statements for the Year Ended 31st March, 2026 along with notes thereon as on that date and the reports of Board of Directors and Auditors thereon:**

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

“RESOLVED THAT, the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with the reports of Board and Auditors thereon be and hereby considered and adopted.”

2. **To appoint a Director in place of Mr. Marc Christopher Weinmann (DIN: 07365743) , who retires by rotation and who being eligible, offers himself for reappointment:**

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

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Marc Christopher Weinmann (DIN: 07365743) who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as a Non- Executive Non- Independent Director of the Company, liable to retire by rotation.”

3. **To re-appoint the Statutory Auditors of the Company, and to fix their remuneration.**

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, 142 and other applicable provisions,

if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Board, Mr. Girish L Shethia, Chartered Accountant be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office for a period of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company to be held in the financial year 2030-2031, at such remuneration as may be determined by the Board in consultation with the auditors in addition to reimbursement of all out-of pocket expenses to be incurred by them in connection with the audit.

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

Special Business:

4. **Approval to Increase the Authorised Capital and consequential alteration of Capital Clause of Memorandum of Association 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 subject to the provisions of Section 61 read with Section 13, 64 and other applicable provisions, if any, of the Companies Act 2013 and relevant Rules made thereto, including any statutory modifications or re-enactments thereof, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from INR. 18,00,00,000/- (Indian Rupees Eighteen Crore Only) divided into 1,80,00,000 (One Crore Eighty Lakhs) Equity Shares of INR. 10/- (Indian Rupees Ten Each) to INR. 27,00,00,000/- (Indian Rupees Twenty- Seven Crores Only) divided into 2,70,00,000 (Two Crore Seventy Lakhs) Equity Shares of INR. 10/- (Indian Rupees Ten Each) ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company;



RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company as to share capital be and is hereby deleted and in its place and instead the following new Clause V be substituted.

- V. *The Authorised Share Capital of the Company is INR. 27,00,00,000/- (Indian Rupees Twenty-Seven Crores Only) divided into 2,70,00,000 (Two Crore Seventy Lakhs) Equity Shares of INR. 10/- (Indian Rupees Ten Each).*

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

5. **Approval for Zodiac JRD MKJ Employees Stock Option Plan 2026 and Grant of Employee Stock Options to the Employees of the Company thereunder:**

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 62(1)(b) of the Companies Act, 2013 ("the Act"), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions, if any, of the Act read with rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("the SEBI SBEBSE Regulations") and all other applicable provisions, if any, read with Rules framed there under (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred

to as the **"Board"**), approval and consent of the Shareholders of the Company (**"Shareholders"**) be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any duly constituted Committee thereof, including the Nomination and Remuneration Committee or any other Committee which the Board may constitute/designate to act as the 'Compensation Committee' under the SEBI SBEB Regulations or their delegated authority and to exercise its powers, including the powers, conferred by this resolution), to introduce and implement the "Zodiac JRD MKJ Employees Stock Option Plan 2026 (hereinafter inferred to as the **"Plan"**) and to the Board / Nomination and Remuneration Committee to create, offer and grant from time to time upto 7,68,294 Employee Stock Options (**"ESOPs"**) to the permanent employees including Directors of the company (other than promoter(s) or Directors not belonging to the promoter group of the company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), whether whole time or otherwise, whether working in India or out of India (hereinafter referred to as an **"Employee(s)"**), as may be decided solely by the Board / Nomination and Remuneration Committee under the Plan, exercisable into not more than 7,68,294 fully paid-up equity shares in the Company in aggregate of face value of Rs.10/- (Rupees Ten) each, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board / Nomination and Remuneration Committee in accordance with the provisions of the Plan and in due compliance with all applicable laws and regulations;

RESOLVED FURTHER THAT all actions taken by the Board / Nomination and Remuneration Committee in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified;

RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby further authorised to issue and allot equity shares upon exercise of ESOPs from time to time in accordance with the Plan and such equity shares shall rank *pari passu* in all respects with the then existing equity shares of the Company;



RESOLVED FURTHER THAT the number of ESOPs that may be granted to any specified Employee(s), in any financial year and in aggregate under the Plan shall be less than 1% of the issued share capital (excluding outstanding warrants and conversions) of the Company;

RESOLVED FURTHER THAT in case of any corporate action(s) such as bonus issues, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional equity shares are required to be issued by the Company to the Shareholders ("**Additional Shares**"), the ceiling as aforesaid of 7,68,294 ESOP's and equity shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment;

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.10/- (Rupees Ten) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees;

RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby also authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and (or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof;

RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed

from time to time under any applicable laws and regulations to the extent relevant and applicable to the Plan;

RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby further authorized to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorizing or directing the Board / Nomination and Remuneration Committee to appoint Merchant Bankers or Consultants, being incidental to the effective implementation and administration of Plan as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals, if required;

RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby also authorized to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board / Nomination and Remuneration Committee is authorized to do for the purpose of giving effect to this resolution."

6. **Approve Grant of Options under the Zodiac JRD MKJ Employees Stock Option Plan 2026 to the Employees of the Subsidiary Company/ies of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and subject to the approval of the members for implementation of **Zodiac JRD MKJ Employees Stock Option Plan 2026**, the consent of the members be and is hereby accorded to the Board of Directors of the Company (including the Nomination and Remuneration Committee) to offer, grant and issue stock options under the Plan to the **eligible employees of the subsidiary company(ies) and/or holding company of the Company**, whether working in India or outside India, on such terms and conditions as may be determined by the Board in accordance with the provisions of the Plan and applicable laws.



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps and actions as may be necessary for the effective implementation of the above resolution.”

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

**Sd/-
Nisha Arora
Company Secretary and Compliance Officer**

Date: 12.08.2026

Place: Mumbai

**Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013:****Item No. 03:**

The incumbent auditor Mr. Girish L Shethia, Chartered Accountant, were appointed u/s 139 as Statutory Auditors of the Company in the financial year 2025-26 to hold office till the conclusion of the Annual General Meeting to be held for the financial year 2025-26.

In view of the same, the Company needs to re-appoint them as the Statutory Auditors of the Company in the ensuing Annual General Meeting of the Company for the period of 5 years i.e. from the conclusion of 39th Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company.

Further, the Company has received consent and eligibility certificate from Mr. Girish L Shethia, Chartered Accountant, to the effect that their appointment, if made, would be in accordance with the Companies Act, 2013 and the Rules framed there under and that they satisfy the criteria provided in section 141 of the Companies Act, 2013. The Members are requested to consider the re-appointment of Mr. Girish L Shethia, Chartered Accountant, for the office of the Statutory Auditors of the Company to hold the office from the conclusion of the 39th Annual General Meeting till the conclusion of the 43rd Annual General Meeting

None of the Directors, Key Managerial Personnel (KMP) and their relatives are, in any way, concerned or interested in the resolution at Item No. 03 of the accompanying Notice.

Accordingly, the Board recommends the resolution as set out at Item No. 03 of this Notice for approval of the Members of the Company as a Ordinary Resolution.

Item No: 04

The existing Authorized Share Capital of the Company is INR. 18,00,00,000/- (Indian Rupees Eighteen Crore Only) divided into 1,80,00,000 (One Crore Eighty Lakhs) Equity Shares of INR. 10/- (Indian Rupees Ten Each). In line with the Business Plan of the Company approved by the Board of Directors, additional capital would be required in order to fund the growth and operations of the Company.

The Board of Directors at its Meeting held on 12.08.2026, approved the increase in Authorised Share Capital of the Company to INR. 27,00,00,000/- (Indian Rupees

Twenty- Seven Crores Only) divided into 2,70,00,000 (Two Crore Seventy Lakhs) Equity Shares of INR. 10/- (Indian Rupees Ten Each) each subject to approval of the Members.

Pursuant to the increase in authorised share capital of the Company, it is required to alter Memorandum of Association of the Company. Accordingly, the Board of Directors at its Meeting held on 12th August 2026, approved the alteration of Memorandum of Association of the Company (MOA), subject to approval of Members, by substituting the existing Clause V with the following new Clause V:

V. The Authorised Share Capital of the Company is INR. 27,00,00,000/- (Indian Rupees Twenty- Seven Crores Only) divided into 2,70,00,000 (Two Crore Seventy Lakhs) Equity Shares of INR. 10/- (Indian Rupees Ten Each)."

None of the Directors, Key Managerial Personnel (KMP) and their relatives are, in any way, concerned or interested in the resolution at Item No. 04 of the accompanying Notice.

Accordingly, the Board recommends the resolution as set out at Item No. 04 of this Notice for approval of the Members of the Company as an Ordinary Resolution.

Item No: 05 & 06

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation plan. Your Company believes in rewarding its employees including Directors of the Company as well as that of the Subsidiary Company(ies) for their continuous hard work, dedication and support, which has led the Company and the Subsidiary Company(ies) on the growth path. The Company intends to implement Zodiac JRD MKJ Employees Stock Option Plan 2026 ("Plan") with a view to attract and retain key talents working with the Company and its Subsidiary Company(ies) by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The Company seeks approval of the Shareholders in respect of Plan and for grant of Stock Options to the eligible employees, Directors of the Company, as may



be decided by the Board / Nomination and Remuneration Committee from time to time in due compliance with Companies, Act, 2013 and other applicable laws and regulations.

Further, the Company believes that employees of its **subsidiary company(ies)** also play an important role in the overall growth and success of the Company. Accordingly, it is proposed to extend the benefits of the ESOP Plan to eligible employees of such companies. In terms of Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, approval of the members by way of a special resolution is required for granting options to employees of subsidiary or holding companies.

The main features of the Plan are as under:

1. Brief description of the Scheme:

The ESOP Plan is intended to provide an opportunity to Eligible Employees to participate in the growth of the Company and to create long-term wealth. Under the Plan, Options will be granted to Eligible Employees which, upon vesting and exercise, will entitle them to subscribe to equity shares of the Company in accordance with the terms of the Plan.

2. Total number of Options to be granted:

7,68,294 Options would be available for grant to the eligible employees of the Company and eligible employees of the Subsidiary Company(ies) in aggregate under Plan, in one or more tranches exercisable into not exceeding 7,68,294 equity shares in aggregate in the Company of face value of Rs.10/- each fully paid-up.

Vested Options lapsed due to non-exercise and/ or unvested Options that get cancelled due to resignation/ termination of the employees or otherwise, would be available for being re-granted at a future date. The Board / Nomination and Remuneration Committee is authorized to re-grant such lapsed /cancelled options as per the provisions of Plan.

If any additional equity shares are required to be issued pursuant to any corporate action, the above ceiling of options or equity shares shall be deemed to increase in proportion of such additional equity shares issued subject to compliance of the applicable laws.

3. Identification of classes of employees entitled to participate in Plan

Following class/classes of employees are entitled to participate in Plan:

- a. a permanent employee as designated by the Company, who is exclusively working in India or outside India; or
- b. a Director of the Company, whether a whole-time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or
- c. a permanent employee as defined in sub clause (a) or (b), of a Group Company including Subsidiary company or its Associate Company, in India or outside India, or of a holding company of the Company, but does not include-
 - i. an employee who is a Promotor or a person belonging to the Promoter Group; or
 - ii. a Director who, either himself or through his relative or through any body-corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company.

4. Requirements of vesting and period of vesting:

The Options granted shall vest so long as an employee continues to be in the employment of the Company or the Subsidiary Company as the case may be. The Board / Nomination and Remuneration Committee may, at its discretion, lay down certain performance metrics on the achievement of which or on completion of certain period such Options would vest. The detailed terms and conditions relating to such performance-based vesting or time based vesting, and the proportion in which Options granted would vest shall be subject to the minimum vesting period of 1 year.

5. Maximum period within which the Options shall be vested:

Options granted under Plan would vest subject to maximum period of 5 years from the date of grant of Options.

**6. Exercise price or pricing formula:**

The exercise price per Option shall not be less than face value of one equity share and shall not exceed fair market price of the equity share of the Company as on date of grant of Option, which may be decided by the Board / Nomination and Remuneration Committee.

The Board / Nomination and Remuneration Committee can give cashless exercise of options, if required, to the employees and shall provide necessary procedures and/or mechanism for exercising such options subject to applicable laws, rules and regulations.

7. Exercise period and the process of Exercise:

The vested Options shall be allowed for exercise on and from the date of vesting. The vested Options need to be exercised within a maximum period of 6 years from the date of grant of such Options.

The vested Option shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Board / Nomination and Remuneration Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

In case of cashless system of exercise of vested Options, the Board / Nomination and Remuneration Committee shall be entitled to specify such procedures and/or mechanism for the Shares to be dealt with thereon as may be necessary and the same shall be binding on the Option grantees.

8. Appraisal process for determining the eligibility of employees under Plan:

The appraisal process for determining the eligibility of the employees will be decided by the Board / Nomination and Remuneration Committee from time to time.

The employees would be granted Options under the Plan based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Board / Nomination and Remuneration Committee from time to time.

9. Maximum number of Options to be issued per employee and in aggregate:

The number of Options that may be granted to any specific one employee of the Company or of its Subsidiary Company under the Plan, in any financial year under the Plan shall be less than 1% of the issued capital (excluding outstanding warrants and conversions) of the Company. The aggregate number of Options that may be granted to any specific employee over a period of time shall be as decided by the Board / Nomination and Remuneration Committee, from time to time.

Further, grant of Options equal to or exceeding **1% of the issued capital of the Company** (excluding outstanding warrants and conversions) to any one employee during any financial year shall be subject to separate special resolution of the shareholders of the Company.

10. Maximum quantum of benefit to be provided per employee under the Plan:

The maximum quantum of benefits that may be provided to each Eligible Employee under the Plan will depend upon the number of Options granted to such employee, the vesting schedule, the exercise price determined by the Board or the Nomination and Remuneration Committee, and the market value of the equity shares of the Company at the time of exercise of the Options.

Accordingly, it is not possible to determine with certainty the exact monetary value of the benefits that may accrue to an Eligible Employee at this stage. The benefit will be in the nature of the difference between the market price of the equity shares on the date of exercise and the exercise price payable by the employee.

11. Whether Plan is to be implemented and administered directly by the company or through a trust:

The Plan shall be implemented and administered directly by the company.

12. Whether Plan involves new issue of shares by the company or secondary acquisition by the trust or both:

The Plan involves new issue of shares by the company.

**13. Accounting and Disclosure Policies:**

The Company shall follow the requirements including the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 including any 'Guidance Note on Accounting for employee share -based Payments' issued in that regard from time to time.

14. Method of Option Valuation:

To calculate the employee compensation cost, the Company shall use the Fair Value method for valuation of the Option granted.

15. Lock in period / transferability of Employee Stock Options:

The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option grantee, the right to exercise all the Options granted to him till such date shall be transferred to his legal heirs or nominees within the period as may be prescribed under Plan.

16. Conditions under which option vested in employees may lapse:

The Options will lapse if the employment is terminated prior to Vesting. Even after the Options are vested, the unexercised Options may be forfeited if the Eligible Employee is terminated for misconduct, breach of employment contract, gross negligence, unethical practices, failure to comply with and confirm with Company's policies, willful suppression of material information or any other non-compliance or violation of any law in force ("Cause") or is absconding for more than 15 days, or if the Option has lapsed as provided in this Plan or if the Exercise Period, as specified has lapsed.

17. Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

Particulars	Time period for exercising Vested Options
Resignation / Termination for other than "Cause"	Vested Options to the extent exercisable, within (i) upto the last day of working with the Company; or (ii) prior to the lapse of the Exercise Period; whichever is earlier.
Termination for Cause	All vested Options shall stand cancelled with immediate effect.
Death / Permanent Disability	Vested Options shall be transferred in name of Nominee / Legal Heir. These Options can be exercised by Nominee / Legal Heir prior to the lapse of the Exercise Period.
Absconding for 15 days or more	All vested Options shall stand cancelled with immediate effect.
Long Leave / Sabbatical	Vested Options can be exercised on resuming service with Company.
Retirement	Vested Options can be exercised anytime within one year from date of retirement or prior to the lapse of the Exercise Period (whichever is earlier).

None of the Directors, Key Managerial Personnel (KMP) and their relatives are, in any way, concerned or interested in the resolution at Item No. 05 & 06 of the accompanying Notice.

Accordingly, the Board recommends the resolution as set out at Item No. 05 & 06 of this Notice for approval of the Members of the Company as a Special Resolution.

**Annexure to Notice****Item no. 2****Details of Directors Seeking Re-Appointment in the forthcoming Annual 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. Marc Christopher Weinmann
Date of Birth	18-10-1968
Age	57 Years
Qualifications	Diploma (Major in International Marketing and Economics)
Experience in Specific Functional Areas	Marc Christopher Weinmann, a German national, graduated from Robert-Mayer-Gymnasium (1988) after attending Chaminade College Prep in St. Louis (1986). He served 18 months in the German Army special forces before earning a Diploma-Kaufmann in International Marketing and Economics from the University of Mannheim (1995). His early career included sales leadership roles in Paris and Hong Kong. In 1998, he founded VEM Group, a global manufacturer of electric motors and drive systems based in Dresden and continues to lead the company as President and board member.
Date of first appointment on the Board	23-07-2025
Shareholding in the Company	Nil
Relationship with other Directors or with KMP	NA
Number of meetings attended during 2025-26	5
Terms and Conditions for appointment	NA
Remuneration proposed to be paid	NA
Last drawn remuneration	NA
Other Directorships (Excluding foreign companies)	03 1. VEM Plastic Molding Private Limited 2. VEM Tooling (India) Private Limited 3. Virtual Electronics Manufacturing Limited
Membership / Chairmanship of Committees of other Boards of other companies	NA

**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 39th Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM on 24th September 2026 at 11.00 A.M. (IST).
2. 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 39th Annual 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 39th Annual General Meeting will be provided by National Securities Depository Limited (NSDL).
3. The Members can join the 39th Annual 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 Annual 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 39th Annual General Meeting without restriction on account of first come first served basis.
4. The attendance of the Members attending the 39th Annual General Meeting through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 39th Annual General Meeting has been uploaded on the website of the Company at <https://zodiacjrdmkjtd.co.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The Notice of 39th Annual General Meeting is 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 39th Annual General Meeting) i.e. <https://www.evoting.nsdl.com/>
6. The 39th Annual General Meeting has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 03/2025 dated September 22, 2025, 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 (collectively referred to as "MCA Circulars"), allowed inter-alia the conducting of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") facilities on or before September 30, 2025, 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").
7. 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.
8. 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.
9. 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.zodiacjrmdkjtd.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.
10. 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.
 11. 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, 17th September 2026, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 12. A person who has acquired the shares and has become a shareholder of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Thursday, 17th September 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.
 13. The remote e-voting will commence on Monday, 21st September 2026 at 09:00 A.M. and will end on Wednesday, 23rd September 2026 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, 17th September, 2026 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.
 14. 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.
 15. 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, 17th September, 2026.
 16. The Register of Members and Transfer Books of the Company in respect of the Equity Shares of the Company will remain closed from Thursday, 17th September 2026 to Thursday, 24th September, 2026, both days inclusive.
 17. 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 AGM, in a fair and transparent manner.

Members seeking any information about any matter to be placed at the Annual General Meeting are requested to write to the Company on or before 17th September 2026, through e-mail on secretarial@zodiacjrmdkjtd.co.in. The same will be replied by the Company suitably.
 18. Members attending the Annual General Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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 AGM before e-voting or attending the AGM to secretarial@zodiacjrmdkjtd.co.in.
 19. The instructions of shareholders for e-voting and joining virtual meetings are as under:

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 holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.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 "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



NSDL Mobile App is available on

App Store Google Play



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 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 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 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.
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.

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911



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 '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.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on 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 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.
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.
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 with a copy marked to 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 to reset the password.

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.
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 or call on.: 022 - 4886 7000 or send a request to Sagar S. Gudhate, Senior Manager at 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@zodiacjrdmkjlttd.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@zodiacjrdmkjlttd.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- 3) Alternatively shareholder/members may send a request to 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.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
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/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM 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 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@zodiacjrdmkjlttd.co.in. The same will be replied by the company suitably.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM 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/AGM.



Contact Details:

Company : Zodiac-JRD-MKJ Limited
Registered Office: 1013, PJ Tower, Dalal Street, Fort, Mumbai- 400001.

Registrar And Share : MUFG Intime India Pvt. Ltd
Transfer Agent C 101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai - 400083.
Tel: 022 - 49186270
Fax: 022 - 49186060
Email id: rnt.helpdesk@in.mpms.muvg.com
Website: www.in.mpms.muvg.com

E-Voting Agency : National Securities Depository Limited (NSDL)
E-mail : evoting@nsdl.co.in

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

**Sd/-
Nisha Arora
Company Secretary and Compliance Officer**

**Date: 12.08.2026
Place: Mumbai**