



ZODIAC JRD-MKJ LIMITED

DIAMONDS • JEWELLERY • PRECIOUS & SEMI PRECIOUS STONES

1013, P. J. Tower, Stock Exchange Towers, Dalal Street, Fort, Mumbai 400001, Maharashtra, India
Tel: +91-22-2283-1050 / 51 • Email: info@zodiacjrdmkjtd.co.in or secretarial@zodiacjrdmkjtd.co.in
CIN: L65910MH1987PLC042107 • Website: www.zodiacjrdmkjtd.co.in • GSTIN: 27AACZ0459K1Z1

Date: 24.09.2026

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001.
Scrip Code: 512587

Subject: Disclosure pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Dear Sir,

Pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 and section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, we submit herewith details regarding the voting results of the business transacted at the 39th Annual General Meeting of the Company held on Thursday, 24th September, 2026, in the prescribed format.

We have also enclosed the Scrutinizer's Report received from M/s. HD and Associates, Practicing Company Secretaries on e-voting of the 39th Annual General Meeting.

Kindly take the same on your record.

Thanking You,

Yours Faithfully,

For Zodiac JRD-MKJ Limited

Mahesh
Ratilal Shah

Digitally signed by
Mahesh Ratilal Shah
Date: 2026.09.24
20:21:30 +05'30'

Mahesh Shah
Managing Director
DIN:00217516



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Annexure - A

Summary of Proceedings of the Annual General Meeting of Zodiac JRD-MKJ Limited

Type of Meeting	Annual General Meeting
Date and Time	24 th September, 2026; 11:00 A.M.
Time of Commencement	11:00 A.M.
Time of Conclusion	11:29 A.M.
Mode / Venue	Video Conferencing and Other Audio-Visual Means
Total Members attended AGM	47
Total Number of Shareholders as on Record Date	4507
No of Shareholders Present in the meeting either in person or through proxy: - Promoters and Promoter Group - Public	Not Applicable
No of Shareholders Present in the meeting through Video Conferencing: - Promoters and Promoter Group - Public	08 39

Sr No.	Particulars of resolutions	Type of Resolution
Ordinary Business		
1	To receive, consider and adopt the Audited Financial Statements for the Year Ended 31 st March, 2026 along with notes thereon as on that date and the reports of board of directors and auditors thereon.	Ordinary Resolution
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.	Ordinary Resolution
3	To re-appoint the Statutory Auditors of the Company, and to fix their remuneration.	Ordinary Resolution
Special Business		
4	Approval to Increase the Authorised Capital and consequential alteration of Capital Clause of Memorandum of Association of the Company	Ordinary 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.	Special Resolution



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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.	Special Resolution
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Resolution Required: Ordinary			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.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	3493498	2665614	76.3021	2665614	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2665614	76.3021	2665614	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-Voting	7857651	828335	11.0708	828291	44	99.9947	0.0053
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		828335	11.0708	828291	44	99.9947	0.0053
Total		10975625	3493949	31.8337	3493905	44	99.9987	0.0013



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Resolution Required: Ordinary			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.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	3493498	2665614	76.3021	2665614	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2665614	76.3021	2665614	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-Voting	7857651	828335	11.0708	828288	47	99.9943	0.0057
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		828335	11.0708	828288	47	99.9943	0.0057
Total		10975625	3493949	31.8337	3493902	47	99.9987	0.0013



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Resolution Required: Ordinary			To re-appoint the Statutory Auditors of the Company, and to fix their remuneration.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	3493498	2665614	76.3021	2665614	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2665614	76.3021	2665614	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-Voting	7857651	828335	11.0708	828288	47	99.9943	0.0057
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		828335	11.0708	828288	47	99.9943	0.0057
Total		10975625	3493949	31.8337	3493902	47	99.9987	0.0013



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Resolution Required: Ordinary			Approval to Increase the Authorised Capital and consequential alteration of Capital Clause of Memorandum of Association of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	3493498	2665614	76.3021	2665614	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2665614	76.3021	2665614	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-Voting	7857651	828335	11.0708	828288	47	99.9943	0.0057
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		828335	11.0708	828288	47	99.9943	0.0057
Total		10975625	3493949	31.8337	3493902	47	99.9987	0.0013



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Resolution Required: Special			Approval for Zodiac JRD MKJ Employees Stock Option Plan 2026 and Grant of Employee Stock Options to the Employees of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	3493498	2665614	76.3021	2631359	34255	98.7149	1.2851
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2665614	76.3021	2631359	34255	98.7149	1.2851
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-Voting	7857651	828335	11.0708	828288	47	99.9943	0.0057
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		828335	11.0708	828288	47	99.9943	0.0057
Total		10975625	3493949	31.8337	3459647	34302	99.0182	0.9818



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Resolution Required: Special			Approve Grant of Options under the Zodiac JRD MKJ Employees Stock Option Plan 2026 to the Employees of the Subsidiary Company or Companies.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	3493498	2665614	76.3021	2631359	34255	98.7149	1.2851
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2665614	76.3021	2631359	34255	98.7149	1.2851
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-Voting	7857651	828335	11.0708	828288	47	99.9943	0.0057
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		828335	11.0708	828288	47	99.9943	0.0057
Total		10975625	3493949	31.8337	3459647	34302	99.0182	0.9818

HD AND ASSOCIATES
COMPANY SECRETARIES

Address: Office Number 411, Parikh Market Building,

Opera House, Mumbai-400004.

Email : Hardik@hdandassociates.com ; Tel: +91 22 316 30303

Report of Scrutinizer

Date: 24th September, 2026

To,
The Chairman,
Zodiac-JRD-MKJ Limited,
1013, PJ Tower, Dalal Street, Fort, Mumbai - 400001.

Re: Consolidated Scrutinizer's Report on Remote E-voting and E-voting during the 39th Annual General Meeting held on Thursday, 24th September, 2026 in terms of provisions of the Companies Act 2013 read with the Rules and Circulars issued thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars issued thereunder.

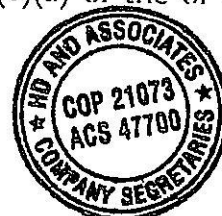
Dear Sir,

A. I, Hardik Darji, Proprietor of M/s HD and Associates, Practicing Company Secretaries, appointed as the Scrutinizer vide resolution passed by the Board of Directors of the Company dated 12th August, 2026, to scrutinize the following: -

To Scrutinize Remote e-voting process and the e-voting facility offered to the shareholders of the Company during the course of 39th Annual General Meeting (hereinafter referred as AGM) held on 24th September, 2026, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the resolutions mentioned in the notice of 39th Annual General Meeting dated 12th August, 2026.

The voting rights were reckoned as on Thursday, 17th September, 2026 being the Cut-off date for the purpose of deciding the entitlements of members eligible for voting on the Resolutions.

B. The AGM was held through Video Conferencing(VC)/ Other Audio Visual Means (OAVM) pursuant to provisions of the Companies Act, 2013 & Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with MCA General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars') and Regulation 36(1)(a) of the of SEBI (Listing



HD AND ASSOCIATES

Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), unless any Member had requested a physical copy of the Annual Report.

- C. I have also attended the AGM through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) as per the specific Login ID for Scrutinizer provided by Company.
- D. The Company had availed remote e-voting facility offered by National Securities Depository Limited (NSDL), for the purpose of e-voting by the members of the Company from Monday, 21st September 2026 (from 09:00 A.M. IST) and ended on Wednesday, 23rd September, 2026 (till 05:00 P.M. IST). The e-voting facility was also offered during the course of AGM for the members who had not voted on the resolutions through remote e-voting facility, the NSDL e-voting platform was blocked thereafter.
- E. The votes cast under the remote e-voting facility and e-voting during AGM were thereafter unblocked and counted after the conclusion of the voting at the AGM in the presence of two witnesses (Names, Address and signature given below) who were not in employment of the Company.
- F. After the closure of the voting at the Annual General Meeting, the report on voting done for the meeting was generated in my presence and the voting was diligently scrutinized.
- G. I have scrutinized and reviewed the remote e-voting and e-voting during the AGM tendered therein based on the data downloaded from the NSDL e-voting system.
- H. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules relating to AGM by Video Conferencing(VC)/Other Audio Visual Means (OAVM) and the e-voting on the resolutions contained in the notice of the AGM, my responsibility as the scrutinizer for the voting process is restricted to make the Scrutinizer's Report of the total votes cast votes in favor and against including invalid votes (if any) on resolutions contained in the said notice, based on the Report generated from the e-voting system provided by NSDL.
- I. I have scrutinized and reviewed the entire e-voting process and votes tendered therein as per the data downloaded from the NSDL e-voting system, and on the basis of the votes received on the same, I hereby report the following:



A handwritten signature in black ink, appearing to be "Raj", written over the stamp.

HD AND ASSOCIATES

Particulars	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes Nos. (V)
	Nos. (i)	As a % of the total number of valid votes (Favour and Against) [ii= i/(i+iii)* 100]	Nos. (iii)	As a % of the total number of valid votes (Favour and Against) [iv= iii/(i+iii)* 100]	
Item No. 01- Ordinary Resolution: 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	34,93,905	99.99	44	0.01	--

Note: Decimals up to 2 digits have been considered.

Since Resolutions are put to Vote through only e-voting process voting by poll is not applicable.

Thus, based on the Results, the Ordinary Resolution as contained in Item No. 01 is passed with requisite majority.



HD AND ASSOCIATES

Particulars	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes Nos. (V)
	Nos. (i)	As a % of the total number of valid votes (Favour and Against) [ii= $i/(i+iii)^* 100$]	Nos. (iii)	As a % of the total number of valid votes (Favour and Against) [iv= $iii/(i+iii)^* 100$]	
Item No. 02- Ordinary Resolution: 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:	34,93,902	99.99	47	3,493,949	

Note: Decimals up to 2 digits have been considered.

Since Resolutions are put to Vote through only e-voting process voting by poll is not applicable.

Thus, based on the Results, the Ordinary Resolution as contained in Item No. 02 is passed with requisite majority.



HD AND ASSOCIATES

Particulars	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes Nos. (V)
	Nos. (i)	As a % of the total number of valid votes (Favour and Against) [ii= $i/(i+iii)^* 100$]	Nos. (iii)	As a % of the total number of valid votes (Favour and Against) [iv= $iii/(i+iii)^* 100$]	
<u>Item No. 03- Ordinary Resolution:</u> To re-appoint the Statutory Auditors of the Company, and to fix their remuneration.	34,93,902	99.99	47	0.01	--

Note: Decimals up to 2-digits have been considered.

Since Resolutions are put to Vote through only e-voting process voting by poll is not applicable.

Thus, based on the Results, the Ordinary Resolution as contained in Item No. 03 is passed with requisite majority.



[Handwritten signature]

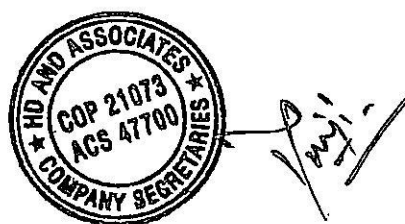
HD AND ASSOCIATES

Particulars	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes Nos. (V)
	Nos. (i)	As a % of the total number of valid votes (Favour and Against) [ii= $i/(i+iii)^* 100$]	Nos. (iii)	As a % of the total number of valid votes (Favour and Against) [iv= $iii/(i+iii)^* 100$]	
Item No. 04- Ordinary Resolution: Approval to Increase the Authorised Capital and consequential alteration of Capital Clause of Memorandum of Association of the Company:	34,93,902	99.99	47	0.01	--

Note: Decimals up to 2 digits have been considered.

Since Resolutions are put to Vote through only e-voting, process voting by poll is not applicable.

Thus, based on the Results, the Ordinary Resolution as contained in Item No. 04 is passed with requisite majority.



HD AND ASSOCIATES

Particulars	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes Nos. (V)
	Nos. (i)	As a % of the total number of valid votes (Favour and Against) [ii= $i/(i+iii)^* 100$]	Nos. (iii)	As a % of the total number of valid votes (Favour and Against) [iv= $iii/(i+iii)^* 100$]	
<u>Item No. 05-</u> Special Resolution: Approval for Zodiac JRD MKJ Employees Stock Option Plan 2026 and Grant of Employee Stock Options to the Employees of the Company thereunder.	34,59,617	99.01	34,302	0.98	--

Note: Decimals up to 2 digits have been considered.

Since Resolutions are put to Vote through only e-voting process voting by poll is not applicable.

Thus, based on the Results, the Special Resolution as contained in Item No. 05 is passed with requisite majority.



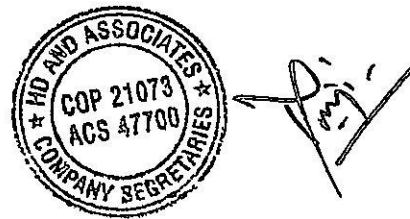
HD AND ASSOCIATES

Particulars	Votes in favour of the Resolution		Votes against the Resolution		Invalid Votes Nos. (V)
	Nos. (i)	As a % of the total number of valid votes (Favour and Against) [ii= $i/(i+iii)^* 100$]	Nos. (iii)	As a % of the total number of valid votes (Favour and Against) [iv= $iii/(i+iii)^* 100$]	
<u>Item No. 06-</u> <u>Special Resolution:</u> Approve Grant of Options under the Zodiac JRD MKJ Employees Stock Option Plan 2026 to the Employees of the Subsidiary Company/ les of the Company:	34,59,647	99.01	34,302	0.98	--

Note: Decimals up to 2 digits have been considered.

Since Resolutions are put to Vote through only e-voting process voting by poll is not applicable.

Thus, based on the Results, the Special Resolution as contained in Item No. 06 is passed with requisite majority.



HD AND ASSOCIATES

- J. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company secretary for preserving safely after the chairman considers, approves and signs the minutes of the AGM.
- K. Restriction on use This report has been issued at the request of the Company for (i) submission to stock Exchange i.e., BSE Limited, (ii) placing on website of the Company and [iii] website of National Securities Depository Limited (NSDL). This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or in to whose hands it may come without my prior consent in writing.

Thanking You
Yours Faithfully,

FOR HD AND ASSOCIATES
COMPANY SECRETARIES



HARDIK DARJI



PRACTICING COMPANY SECRETARY

PROPRIETOR

ACS NO. 47700 C.P.NO.: 21073

FRN: S2018MH634200

PLACE: MUMBAI

DATE: 24TH SEPTEMBER, 2026

UDIN: A04770011001595851

PEER REVIEW NO: 2208/2022

Witnesses:



Darshita Hatage
411, Parikh Market Building,
Opera House, Mumbai-400004.



Pooja Parmar
411, Parikh Market Building,
Opera House, Mumbai-400004.