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**ZODIAC - JRD - MKJ LIMITED**

**TWENTYSIXTH ANNUAL REPORT**  
**2012 - 2013**

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## **BOARD OF DIRECTORS**

1. Mr. Jayantilal Jhaveri (Chairman)
2. Mr. Jayesh Jhaveri (Managing Director)
3. Mr. Devang Jhaveri (Whole-time Director)
4. Mr. Rajnikant Jhaveri
5. Mr. Rajnikant Chokshi
6. Mr. Jindat Kalidas Mehta
7. Mr. Champaklal Dolatram Mehta
8. Mrs. Neeta Jayesh Jhaveri.
9. Mr. Hasmukh Bachubhai Thakker.

## **AUDITORS**

M/s. Arun Ganatra & Co.  
Chartered Accountants

## **BANKERS**

RBS BANK  
BANK OF INDIA  
HDFC BANK LTD.

## **REGISTRARS & TRANSFER AGENT**

LINK INTIME INDIA PRIVATE LIMITED  
C-13, Pannalal Silk Mills Compound,  
L.B.S. Marg, Bhandup (West),  
Mumbai – 400 078.  
Tel. : 2596 3838

## **REGISTERED OFFICE**

910, Parekh Market, 39 J.S.S. Road,  
Opera House, Mumbai - 400 004.  
Website add: [www.zodiacjrjdmkjlt.com](http://www.zodiacjrjdmkjlt.com)  
Email id: [info@zodiacjrjdmkjlt.com](mailto:info@zodiacjrjdmkjlt.com)

## **FACTORY**

VARDHAMAN INDUSTRIAL PREMISES CO-OP. SOCIETY LTD.  
Gala No. 204-206, S.V. Road,  
Dahisar (E), Mumbai - 400 068.



NOTICE IS HEREBY GIVEN THAT THE TWENTY SIX ANNUAL GENERAL MEETING OF THE MEMBERS OF ZODIAC - JRD - MKJ LIMITED WILL BE HELD ON SATURDAY, 21ST SEPTEMBER, 2013 AT 10.30 A.M. AT GARWARE CLUB HOUSE, BANQUET HALL, 2ND FLOOR, 'D' ROAD, CHURCHGATE (W), MUMBAI 400 020. TO TRANSACT THE FOLLOWING BUSINESS.

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Balance Sheet as at **31st March, 2013** and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr. Rajnikant S Chokshi who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Rajnikant A Jhaveri who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint M/s. Arun Ganatra & Co., Chartered Accountant as Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion the next Annual General Meeting and authorize Board of Directors to fix their remuneration.

**SPECIAL BUSINESS:**

- 6 **To consider and if thought fit, to pass with or without modification the following resolution as a Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 198, 269 read with Schedule XIII, 309, 310 and 314 or any other applicable provision of the Companies Act, 1956 & subject to approval of members, Mr Jayesh Jhaveri be and is hereby re-appointed as Managing Director with effect from 26th September, 2013 for a period of 3 years on such terms and conditions set out in the Agreement dated : 26th September, 2013 entered into between the company and Mr. Jayesh Jhaveri a copy of which, initialed by the Chairman of the Board for the purpose of identification, is placed before the meeting.

- 7 **To consider and if thought fit, to pass with or without modification the following resolution as a Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 198, 269 read with Schedule XIII, 309, 310 and 314 or any other applicable provision of the Companies Act, 1956 & subject to approval of members, Mr Devang Rajnikant Jhaveri be and is hereby reappointed as a Whole-Time Director with effect from 26th September, 2013 for a period of 3 years on such terms and conditions set out in the agreement dated : 26th September, 2013 entered into between the Company and Mr Devang Rajnikant Jhaveri a copy of which, initialed by the Chairman of the Board for the purpose of identification, is placed before the meeting."

**NOTES :**

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

A proxy form duly completed and stamped, must reach the registered office of the company not less than 48 hours before the time for holding the aforesaid meeting.

- 2) Members/Proxies should bring the attendance slip sent herewith duly, filled in for attending the meeting. You are requested to bring the copy of Annual Report sent to you.
- 3) The register of members and the share transfer books of the company will remain closed from 11th September, 2013 to 21st September, 2013 (both days inclusive ) in connection with the Annual General Meeting.
- 4) Members holding shares in identical orders of names in more than one folio are requested to write to the Company's below mentioned Registrar & Transfer Agent and send their share certificates to enable consolidation of their holding into one folio.
- 5) Members seeking any information on the Accounts are requested to write to the company, which should reach the company at least one week before the meeting so as to enable the management to keep



the information ready. Replies will be provided only at the meeting.

- 6) Pursuant to the Provisions of Section 205C of the Companies Act, 1956 unpaid dividend and Share Application Money unclaimed for a period of more than seven years have been transferred to the Investor Education Protection Fund during the year. Please check whether you have encashed Dividend Warrants for earlier years. If dividend Warrants are lost or have become time barred, please apply to company or its Registrars & Share Transfer Agents for duplicate / revalidated Dividend warrant.

<u>DIVIDEND FOR YEAR ENDED</u>	<u>AMOUNT (RS.)</u>	<u>DUE DATE</u>
31 ST MARCH, 2006	41264=50	24-09-2013
31 ST MARCH, 2007	67917=00	24-09-2014
31 ST MARCH, 2008	87415=00	24-09-2015
31 ST MARCH, 2009	146301=00	24-09-2016
31 ST MARCH, 2010	129416=00	17-09-2017
31 ST MARCH, 2011	125009=00	28-09-2018
31 ST MARCH, 2012	70840=00	25-09-2019

- 7) Member are requested to immediately notify in their own interest the change in their addresses to the Company's Registrars & Transfer Agent :  
**Link Intime India Pvt. Ltd.,**  
C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (w), Mumbai-400 078.

**8) INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT**

As required under the Listing Agreement, the particulars of the Director who are proposed to be appointed or re-appointed is furnished below:

- i) Item No. 3 of the Notice:

Name : Mr. Rajnikant S Chokshi.  
Age : 69 years  
Qualification : B.Com. L.L.B, C.A.  
Expertise : Management and Technical  
Date of Appointment : 07-12-1992.

- ii) Item No. 4 of the Notice :

Name : Mr. Rajnikant .A. Jhaveri  
Age : 70 years  
Qualification : Inter Commerce  
Expertise : Management and Technical  
Date of Appointment : 03-04-1992.

- iii) Item No. 5 of the Notice:

Name : Mr. Jayesh Jhaveri  
Age : 57 years  
Qualification : B. Com  
Expertise : Marketing  
Date of Appointment : 03-04-1992

- iv) Item No. 6 of the Notice:

Name : Mr. Devang Jhaveri  
Age : 43 years  
Qualification : B.Com  
Expertise : Manufacturing & Operations  
Date of Appointment : 03-04-1992

- 9) Members holding shares in electronics form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on their dividends warrant as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for change / deletion in such bank details. Further instructions if any already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may therefore give instructions regarding bank accounts in which they wish to receive dividend to their Depository Participants.

- 10) The Company has appointed M/s. **Link Intime India Pvt. Ltd.** as their Registrar for Transfer work and dematerialisation of Shares. The members are requested to send all their correspondence to **Link Intime India Pvt. Ltd.**, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai – 400 078.

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

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

Place : Mumbai  
Date : 6th August, 2013

**JAYANTILAL JHAVERI**  
CHAIRMAN

**REGISTERED OFFICE :**

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



**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956**

**ITEM NO: 6**

Subject to the approval of the shareholders, the Board recommended in their meeting held on 28th May, 2013, Mr Jayesh Jayantilal Jhaveri is to be re-appointed as Managing Director of the Company w.e.f 26th September 2013 for a period of Three years, up on the terms and conditions set out in the Agreement dated 26th September 2013 entered into between the Company with Mr Jayesh Jayantilal Jhaveri (hereinafter referred to as the 'Agreement')

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

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

**1. PERIOD OF APPOINTMENT**

The appointment is for a period of 3 years with effect from 26<sup>th</sup> September 2013 to 25<sup>th</sup> September 2016.

**2. REMUNERATION**

Shri Jayesh Jayantilal Jhaveri will received a remuneration of Rs.40,000 p.m (including perquisite effective from 26<sup>th</sup> September, 2013 as a Managing Director of the Company and the Board of Directors has power to increase the remuneration with consultation with the board from time to time.

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

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

**MINIMUM REMUNERATION**

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

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

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

Mr.Jayantilal Jhaveri, Mr. Devang Jhaveri, Mr Rajnikant Chokshi, Mr Champaklal Mehta, Directors of the Company is concerned or interested in the resolution.

This may be treated as abstract of the terms of appointment of Jayesh Jayantilal Jhaveri in terms of Section 302 of the Act

**ITEM NO: 7**

Subject to the approval of the shareholders, the Board recommended in their meeting held on 28th May, 2013, Mr Devang Rajnikant Jhaveri was re-appointed as Whole Time Director of the Company w.e.f 26th September 2013 for a period of Three years, up on the terms and conditions set out in the Agreement dated 26th September 2013 entered into between the Company with Mr Devang Rajnikant Jhaveri (hereinafter referred to as the 'Agreement')

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

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

**1. PERIOD OF APPOINTMENT**

The appointment is for a period of 3 years with effect from 26<sup>th</sup> September 2013 to 25<sup>th</sup> September 2016.



## **2. REMUNERATION**

Shri Devang Rajnikant Jhaveri will received a remuneration of Rs.30,000 p.m (including perquisite effective from 26<sup>th</sup> September, 2013 as a Whole Time Director of the Company and the Board of Directors has power to increase the remuneration with consultation with the board from time to time.

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

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

## **MINIMUM REMUNERATION**

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

Your Directors recommend the resolution set out in the

Item No 7 of the Notice convening the meeting.

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

Mr.Jayantilal Jhaveri, Mr. Jayesh Jhaveri, Mr Rajnikant Chokshi, Mr Champaklal Mehta , Directors of the Company is concerned or interested in the resolution.

This may be treated as abstract of the terms of appointment of Devang Rajnikant Jhaveri in terms of Section 302 of the Act.

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

**JAYANTILAL JHAVERI**  
CHAIRMAN

Place : Mumbai

Date : 28th May, 2013

## **REGISTERED OFFICE :**

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

**Director's Report**

To  
The Members,  
ZODIAC-JRD-MKJ LIMITED

The Directors have pleasure in presenting the 26<sup>th</sup> Annual Report on the business and operations of your Company and the Audited Financial statement for the year ended **31<sup>st</sup> March, 2013**.

**(1) FINANCIAL RESULTS :**

The highlights of the Financial Results are :

	<b>Year ended 31-03-2013 (Rs. In Lakhs)</b>	Year ended 31-03-2012 (Rs. In Lakhs)
Total Income	<b>1716.99</b>	1911.35
Net Profit before Depreciation <b>and Interest</b>	<b>115.81</b>	144.31
Less : Depreciation	<b>14.00</b>	14.13
Interest	<b>0.00</b>	0.00
Profit before Tax	<b>101.81</b>	130.18
Less : Deferred Tax	<b>2.74</b>	3.19
Less : Current Tax	<b>18.00</b>	27.00
Profit after Tax	<b>81.07</b>	99.99
Balance Profit brought forward	<b>4305.87</b>	4237.29
Less: Prior Period Adjustments	<b>0.01</b>	1.32
<b>Amt. Available for Appropriation</b>	<b>4386.93</b>	<b>4335.96</b>
Less : <b>Appropriation</b>	<b>0.00</b>	0.00
<b>Proposed dividend</b>	<b>25.89</b>	<b>25.89</b>
Tax on Distributed Profit	<b>4.40</b>	4.20
<b>Balance carried forward</b>	<b>4356.65</b>	4305.87
<b>Balance sheet</b>		

**PERFORMANCE REVIEW.**

The Company's turnover for the year 2012-13 had been Rs.1671.55 Lacs as per compared to last year figure of Rs. 1866.50 Lacs. The company has made a net profit after taxation of Rs. 81.06 Lacs against Rs. 98.67 Lacs last year. Company is making efforts to increase export during the next year

**2. DIVIDEND :**

The Directors are pleased to recommend a tax free dividend @5% i.e. Rs. 0.50 per share for the year

ended **31<sup>st</sup> March, 2013**. Total dividend Rs. 25,88,591 and total dividend distribution tax Rs. 4,39,931.

**3. PUBLIC DEPOSITS :**

The Company has not accepted any fixed deposits from the public as per Section 58A of the Companies Act,1956 and the Companies (Acceptance of Deposits) Rules, 1975.

**4. DIRECTORS :**

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Mr.Rajnikant S Chokshi and Mr. Rajnikant .A. Jhaveri, Directors of the Company, retire by rotation, and being eligible, offer themselves for re-appointment.

Subject to the approval of the shareholders' at the ensuing Annual General Meeting, Mr. Jayesh Jhaveri is proposed to be re-appointed as the Managing Director of the Company for a period of 3 years and Mr. Devang Jhaveri is proposed to be appointed as the Whole-time Director of the Company for a period of 3 years.

**5. AUDITORS :**

The Auditors M/s. Arun Ganatra & Co., Chartered Accountants, retire on the conclusion of the forthcoming Annual General Meeting and are eligible offer themselves for re-appointment.

**6. DIRECTORS' RESPONSIBILITY STATEMENT :**

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors, based on the representation received from the operating management, confirm that:

- i) in preparation of the Annual Accounts for the year ended **31<sup>st</sup> March,2013** the applicable accounting standards had been followed alongwith proper explanation relating to material departures, if any;
- ii) the directors had selected such accounting policies and applied consistently and made judgements and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year ended **31<sup>st</sup> March, 2013** and the profit of the Company for the year under review ;
- iii) That proper and sufficient care has been taken for the maintenance of adequate accounting



records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv) That the annual accounts for the year ended **31<sup>st</sup> March, 2013** have been prepared on a 'Going Concern Basis.'

**7. CORPORATE GOVERNANCE :**

Pursuant to Clause 49 of the listing agreements with Stock Exchanges, a Management Discussion & Analysis, Corporate Governance Report and Auditors Certificate regarding compliance of conditions of corporate Governance are made part of the Annual Report.

**8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO**

The prescribed particulars under section 217(1) (e) of the Companies Act, 1956, relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as detailed below.

1) Total power and fuel consumption.

(Rs.)

Particulars	2012-2013	2011-2012
Electricity Purchases		
i) Units (Lac KWH)	<b>0.25</b>	0.27
ii) Total amount (Rs. In 000)	<b>3.58</b>	2.78
iii) Rate'KWH (Rs.)	<b>14.32</b>	10.30

2) Total energy consumption per unit of production.

Particulars	2012-2013	2011-2012
Cut & Polished Diamonds CTS	<b>2527.69</b>	1477.57
Gold Jewellery CTS	<b>1830.19</b>	796.224
GMS	<b>4866.119</b>	2631.151

3) Foreign Exchange Earnings and Outgoings.

(Rs. In Lacs)

Particulars	2012-2013	2011-2012
Total Foreign Exchange Earned	<b>359.49</b>	796.39
Total Foreign Exchange Outgo	<b>3.41</b>	5.43

**9. PARTICULARS OF EMPLOYEES :**

No employees of the Company was in receipt of remuneration during the financial year 2012-2013 in excess of the sum prescribed under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of the Employees) Rules, 1975

**10. DISCLOSURE UNDER SECTION 274 (1) (g) :**

None of the Directors of the Company are disqualified for being appointed as Directors as specified Under Section 274 (1) (g) of the Companies Act, 1956 amended by the Companies (Amendment) Act, 2000.

**11. ACKNOWLEDGEMENTS :**

Your Directors wish to thank Shareholders, Suppliers, Customers, Banks and Employees for their co-operation and support. Your Directors also wish to place on record the support of the financial Institutions..

NOTE: THE COMPANY HAS PASSED SPECIAL RESOLUTION ON DATED 10-11-2012 VIDE POSTAL BALLOT FOR SALE OF OFFICE NO. DW-5261, AT BHARAT DIAMOND BOURSE, BANDRA KURLA COMPLEX, MUMBAI, STILL DATE IT IS NOT SOLD.

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

**JAYANTILAL JHAVERI**  
CHAIRMAN

Place : Mumbai  
Date : 6th August, 2013

**REGISTERED OFFICE :**

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



## CORPORATE GOVERNANCE REPORT

### **PHILOSOPHY ON CODE OF GOVERNANCE:**

Corporate Governance is concerned with creation of long term value of shareholders while also balancing interest of other stakeholders viz. Employees, Creditors, Government and the Society at large. Corporate Governance is crucial as it builds confidence and trust, which eventually leads to a more stable and sustained resources, flows and long term partnership with its investors and other stakeholders.

The Corporate Governance framework will encourage efficient use of resources and ensuring accountability for these resources. Its importance lays in the contribution to the overall growth and direction of the business, management accountability and transparency and above all, equitable treatment for its stakeholders.

In sum, Corporate Governance reinforces the concept of "Your Company" and emphasis that the Chairman and Board of Directors are fiduciaries and trustees, engaged in pushing the business forward and maximizing value for the shareholders.

### **CORPORATE GOVERNANCE:**

Your Company believes in adopting practices and protecting rights and interest of stakeholders. We further believe that the shareholders have the right to know complete information on the Board of Directors and the management, their interest in the organization as well as governance practice to be followed by them.

The Reporting on Corporate Governance is divided into five parts:

Board of Directors  
Remuneration of Directors  
Committees of the Board  
Shareholder Information  
Other Disclosures.

### **I. BOARD OF DIRECTORS:**

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

Name of Director	Designation	Other Directorship
Mr. Jayantilal Jhaveri	Chairman	1
Mr. Jayesh Jhaveri	Managing Director	2
Mr. Devang Jhaveri	Wholetime Director	1
Mr. Rajnikant Jhaveri	Director	1
Mr. Rajnikant Chokshi	Director	-
Mr. Jindat K Mehta	Director	7
Mr. Champakalal Mehta	Director	5
Mr. Neeta Jayesh Jhaveri	Director	1
Mr. Hasmukh Bachubhai Thakker	Director	-

As required by the Companies Act, 1956 & Clause 49 of the listing Agreement, none of the directors hold directorship in more than 15 Public Companies, membership of Board Committees (Audit/Remuneration/Investor Grievance Committees) in excess of 10 and Chairmanship of board committees as aforesaid in excess of 5.

### **Responsibilities**

The Board of Directors responsibilities include review of:

- Strategy and Business Plans
- Annual Operating and Capital Expenditure Budgets
- Investments and Exposure Limits
- Business Risk analysis and Control



- Senior Executive Appointment
- Compliance with Statutory/ Regulatory Requirements and review of major legal issues.
- Adoption of Quarterly Results/Annual Results
- Transactions pertaining to purchase, disposal of property, major provisions and write – offs.

**C. Board Meetings**

The meetings of the Board of Directors are Scheduled well in Advance and the Folder containing the Agenda for the meeting with detailed review of all aspects of the Company business, including performance of the Company, employee relations, details of investment, Capital Expenditure, etc. is circulated to all the Directors. It also highlights important matters discussed at the Audit Committee, Shareholders Grievance Committee and at the Sub- Committee of Directors. 6 Board Meetings were held during the period **31<sup>st</sup> March, 2013** i.e. on 10/05/2012, 31/07/2012, 22/08/2012, 25/09/2012, 31/10/2012, and 31/01/2013.

Name of Director	No of Board Meetings Held	No of Board Meetings Attend	Attendance at last AGM
Mr. Jayantilal Jhaveri	6	6	Yes
Mr. Jayesh Jhaveri	6	6	Yes
Mr. Devang Jhaveri	6	6	Yes
Mr. Rajnikant Jhaveri	6	5	Yes
Mr. Rajnikant Chokshi	6	6	Yes
Mr. Jindat K Mehta	6	6	Yes
Mr. Champakalal Mehta	6	6	Yes
Mr. Neeta Jayesh Jhaveri	6	6	Yes
Mr. Hasmukh Bachubhai Thakker	6	6	Yes

**II. REMUNERATION OF DIRECTORS**

The Company does not pay any remuneration to any Director other than sitting fees paid to the Directors for attending the Board Meetings and the Audit Committee Meetings as well as remuneration paid to Managing Director and Whole-Time Director.

Mr. Jayesh Jhaveri and Mr. Devang Jhaveri will be re-appointed for a further period of 3 years as Managing Director and Whole Time Director with effect from 26th September, 2013 in the Annual General Meeting to be held on 21st September, 2013.

Name	Remuneration (in Rs.)	Perquisites (in Rs.)	Total Remuneration	Terms of Appointment
Mr. Jayesh Jhaveri (Managing Director)	360000	37644	397644	25-09-2010 to 24-09-2013
Mr. Devang R. Jhaveri (Whole- Time Director)	300000	111368	411368	25-09-2010 to 24-09-2013

**PAYMENT OF SITTING FEES TO THE DIRECTOR**

Name of the Director	Sitting Fees paid in Rupees
1. Mr. Jayantilal A. Jhaveri	3000
2. Mr. Rajnikant A. Jhaveri	2500
3. Mr. Jayesh J. Jhaveri	N.A
4. Mr. Devang R. Jhaveri	N.A
5. Mr. Rajnikant S. Chokshi	5500
6. Mr. Jindat K. Mehta	5500
7. Mr. Champaklal D. Mehta	5500
8. Mrs. Neeta Jayesh Jhaveri	3000
9. Mr. Hasmukh Bachubhai Thakker	3000

**COMMITTEES OF THE BOARD****A. Audit Committee**

The Audit Committee of the Board of Directors was formed by the Board on 30th January, 2002 and the Committee comprises of Three members. The functions of the Committee are as specified in Clause 49 of the Listing Agreement entered with Stock Exchanges in which the Company's Shares are listed. There were 5 meetings held during the period under review i.e 10/05/2012, 31/07/2012, 22/08/2012, 31/10/2012, 31/01/2013 . The Attendance of members for the meetings are as follows:

Name of the Member	Designation	No. of Meetings Attended
Mr. Rajnikant S. Chokshi	Chairman	5
Mr. Jindat K. Mehta	Member	5
Mr. Champaklal D. Mehta	Member	5

**B. Remuneration Committee**

The Remuneration Committee was formed on 28th May, 2013 by Board of Directors and it comprises of 3 members. The functions of the Committee are as specified in Clause 49 of the Listing Agreement entered with Stock Exchanges in which the Company's Shares are listed.

Name of the Member	Designation
Mr. Hasmukh B. Thakker	Chairman
Mr. Jindat K. Mehta	Member
Mr. Champaklal D. Mehta	Member

**Remuneration Policy**

The Remuneration Committee of the Company periodically reviews the remuneration paid to the Managerial persons and about the General Manager level. At the time of increase of remuneration they take the opinion from the outside expert persons and decide the remuneration of managerial persons.

**C. SHARE TRANSFER & SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE**

- (1) The Share Transfer Committee was constituted on 30th January 2002. The Committee meets on a regular basis to approve transfer of shares, transmission of shares, splitting, consolidation, dematerialization and rematerialisation of shares. The shares in physical form sent for transfer in physical form are processed and registered by the Company within 30 days of receipt of Documents, if found in order & specially look into the redress of shareholder and investors complaints like transfer of shares, non-receipt of dividends, non-receipt of Annual Reports etc. The Share transfer & Shareholders/Investors Grievance Committee consists of

Name of Director	Designation
1. Mr. Jayantilal A.Jhaveri	Chairman
2. Mr. Rajnikant A. Jhaveri	Member
3. Mr. Jayesh J. Jhaveri	Member
4. Mr. Devang R. Jhaveri	Member

- (2) Total 6 meetings of Shareholders/Investors Grievance Committee were held during the year 2012-2013 on the following dates. 06-04-2012, 07-09-2012, 28-09-2012, 16-01-2013. 08-03-2013 AND 22-03-2013.

- (3) The attendance of the Shareholders/Investors Grievance Committee Member is as under

Name of Director	Category	No. of Meetings Held	No. of Meetings Attended
1. Mr. Jayantilal A.Jhaveri	Independent	6	6
2. Mr. Rajnikant A. Jhaveri	Director	6	6
3. Mr. Jayesh J. Jhaveri	Executive Director	6	6
4. Mr. Devang R. Jhaveri	Independent	6	6



- (4) Mr. Devang Jhaveri, Director is the Compliance Officer.
- (5) All the complaints received during the year were resolved to the satisfaction of the shareholders.
- No. of Complaints Received: 6  
 No. of Complaints Resolved: 6  
 No. of Complaints Pending: 0

**IV. SHAREHOLDER INFORMATION**

1. ANNUAL GENERAL MEETING :-  
 Date and Time : 21st September, 2013 at 10.30 am  
 Venue: : GARWARE CLUB HOUSE, BANQUET HALL, 2ND FLOOR, 'D' ROAD, CHURCHGATE (W), MUMBAI 400 020.  
 Book Closure Dates : 11th September,2013 to 21th September,2013 (both Days inclusive)  
 Dividend Payment Date : 17th October,2013  
 1. Registered Office : ZODIAC-JRD-MKJ LIMITED, 910, PAREKH MARKET, 39 J.S.S. ROAD, OPERA HOUSE, MUMBAI - 400004.  
 2. Equity Shares Listed : 1. NATIONAL STOCK EXCHANGE OF INDIA, 2. THE STOCK EXCHANGE, MUMBAI (CODE NO.512587)

**6. STOCK PRICE DATA**

Period	THE STOCK EXCHANGE MUMBAI (B.S.E)	
	HIGH	LOW
APRIL, 2012	25.95	20.65
MAY, 2012	24.30	20.45
JUNE, 2012	25.30	21.10
JULY, 2012	26.65	22.65
AUGUST, 2012	25.35	20.50
SEPTEMBER, 2012	25.00	20.35
OCTOBER, 2012	25.70	21.50
NOVEMBER, 2012	30.10	21.70
DECEMBER, 2012	27.55	25.00
JANUARY, 2013	36.00	25.80
FEBRUARY, 2013	30.60	21.80
MARCH, 2013	25.00	20.55

Period	NATIONAL STOCK EXCHANGE OF INDIA LTD. (N.S.E.)	
	HIGH	LOW
APRIL, 2012	25.45	21.00
MAY, 2012	23.35	20.00
JUNE, 2012	25.60	20.20
JULY, 2012	26.25	23.30
AUGUST, 2012	24.70	20.00
SEPTEMBER, 2012	25.20	20.60
OCTOBER, 2012	24.85	21.10
NOVEMBER, 2012	29.50	21.45
DECEMBER, 2012	27.50	24.85
JANUARY, 2013	35.25	25.60
FEBRUARY, 2013	29.80	23.00
MARCH, 2013	25.25	18.10



7. Registrar & Transfer Agent : Link Intime India Private Limited,  
(Formerly Known as Intime Spectrum Registry Limited)  
C-13, Pannalal Silk Mills Compound,  
1<sup>st</sup> Floor, L.B.S.Marg, Bhandup (West),  
Mumbai 400 078.

All the Share Transfer Deeds are processed quickly and share certificates are posted within 15 to 20 days from the date of receipt on an average. Incomplete Share Transfer Deeds are returned to transferee with a request to return after rectifying the deficiencies pointed out.

With effect from 31/08/2000 the Company's Equity Sharers are admitted in Dematerialized Form through CDSL & NSDL respectively. The Link Intime India Private Limited has provided to the Company necessary connectivity for the purpose.

8. Distribution of Shareholding as on 31st March, 2013

No. of Equity	SHAREHOLDERS		SHARES	
	Nos	%	Rupess	%
1-5000	4368	92.9559	5533640	10.6885
5001-10000	169	3.5965	1369740	2.6457
10001-20000	78	1.6599	1146450	2.2144
20001-30000	27	0.5746	683870	1.3209
30001-40000	15	0.3192	519680	1.0038
40001-50000	11	0.2341	515410	0.9955
50001-100000	7	0.1490	441050	0.8519
100001 & above	24	0.5107	41561980	80.2792
<b>Total</b>	<b>4699</b>	<b>100.0000</b>	<b>51771820</b>	<b>100.0000</b>

9. Category of Shareholding as on 31st March 2013.

Sr.No	CATEGORY	DEMATED		PHYSICAL		TOTAL
		SHARES	HOLDERS	SHARES	HOLDERS	
1	Other Corporate Bodies	179629	105	4600	18	184229
	Promoter Corporate bodies	204644	1	0	0	204644
2	Clearing Member	4834	17	0	0	4834
3	Directors	1776008	5	0	0	1776008
4	Foreign Company	1196215	2	300000	1	1496215
5	Mutual Fund	0	0	1000	2	1000
6	Nationalised Banks	500	1	-	-	500
7	Non-Nationalised Banks	0	0	100	1	100
8	NRIs	3590	14	-	-	3590
9	Non Resident (Non Repatriable)	721	4	-	-	721
10	Public	934117	3027	168220	1493	1102337
11	Relatives of Directors	402996	7	0	0	402996
12	Trusts	0	0	8	1	8
	<b>Total</b>	<b>4703254</b>	<b>3183</b>	<b>473928</b>	<b>1516</b>	<b>5177182</b>

10. Financial Release Dates for 2013-2014 (Tentative and subject to change)

Quarter	Release Date
1st Quarter ending 30th June, 2013	End of July, 2013
2nd Quarter ending 30th September, 2013	End of October, 2013
3rd Quarter ending 31st December, 2013	End of January, 2014
4th Quarter ending 31st March, 2014	End of May, 2014

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

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

Year	AGM/EGM	Location	Date	Time
2009-2010	AGM	Thackers Caterers, Birla Krida Kendra Restaurant, Chowpatty, Mumbai-400007	17.09.2010	10.00 a.m
2010-2011	AGM	Thackers Caterers, Birla Krida Kendra Restaurant, Chowpatty, Mumbai-400007	28.09.2011	10.00 a.m.
2011-2012	AGM	Hotel Krishna Palace, Haveli Hall, 2nd Flr,96/98, Sleater Road, Nana Chowk, Grant Road West, Mumbai-400007	25.09.2012	10.30 a.m.

**2. MEANS OF COMMUNICATION:**

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

**3. OTHER DISCLOSURE:**

- There were no materially significant related party transactions with the promoters, Directors etc that may have potentially conflict with the interests of the Company at large.
- There were no non-compliance by the Company, penalties, structures imposed on the Company by Stock Exchange or SEBI or any statutory Authority, on any matter relating to the Capital Markets during the last three years.
- There were no pecuniary relationships or transactions of Non- Executive Directors vis-à-vis the Company.
- A list transactions with related parties as per Accounting Standard 16 (15) to the Audited Accounts.

**Management Discussion & Analysis**

**Forward Looking Statements :** Forward looking statements are based on certain assumptions and expectations of future events. The company cannot guarantee that these assumptions and expectations are accurate or will be Realized. The Company's actual performance or achievements could thus differ materially on those projected in any such forward looking statements. The company assumes no responsibility to publicly amend, modify or revise any forward looking Statements, on the basis of any subsequent developments, information or events.

**Overall Review :** During the financial year under review the Sales have down from Rs. 1866.50 Lacs to Rs.1671.55 Lacs, Other Income increased from Rs.44.85 Lacs to Rs.45.45 Lacs. Company's Net profit before extra ordinary items decrease by 17.85 % from Rs.98.67 Lacs to Rs. 81.06 Lacs. Earning per share decreased from Rs. 1.91 to Rs. 1.57.

**Risk & Concern :** Risk is intrinsic to any business and is essential ingredient to growth. Your company is exposed to foreign exchange risk due to volatility in foreign exchange rate having an impact on exports business Company is dealing with the reputed clients in overseas market & taking maximum precaution before supplying material.

**Internal Control :** The company has an extensive system of internal controls which ensures optimal utilization and protection of resources, accurate reporting of financial transactions and compliance with applicable laws regulations as also internal policies and procedures. The internal control system is supplemented by extensive internal audits, regular reviews by management and well documented policies and guidelines to ensure reliability of financial and all other records to prepare financial statements and other data.

**Outlook for Future:** It is expected that the steps taken by the Company in the recent year have increased the turnover of the company, coupled with promising outlook for the business the company is engaged in, will translate into a healthy performance for the company. Barring unforeseen circumstances, the company expects to continue to report satisfactory performance in the future.



**COMPLIANCE CERTIFICATE FROM THE AUDITORS OF THE COMPANY**

To,  
The Members of  
**ZODIAC-JRD-MKJ LTD**

We have examined the compliance of conditions of Corporate Governance by **ZODIAC-JRD-MKJ LTD.** for the year ended **March 31,2013** as stipulated in clause 49 of the Listing agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representation made by the directors and management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance is pending for period exceeding one month against the company as per the records maintained by the Shareholders / Investors Grievance Committee.

We further state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**FOR ARUN GANATRA & CO.  
CHARTERED ACCOUNTANTS  
FRN No.: 100558W**

Place : Mumbai  
Date : 28th May, 2013

(A. L. GANATRA)  
PROPRIETOR  
Membership No. 031720



## AUDITOR'S REPORT

To,  
The Members of  
ZODIAC-JRD-MKJ LIMITED

### Report on the Financial Statement:-

We have audited the accompanying financial statements of **ZODIAC-JRD- MKJ LIMITED** ("the Company"), which comprise the Balance Sheet as at **March 31, 2013**, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements:-

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility:-

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the

circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion :-

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) in the case of the Profit and Loss Account, of the profit/loss for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements:-

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.



- c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
- e. On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause(g) of sub-section(1) of section 274 of the Companies Act, 1956.
- f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1959 nor has it issued any Rules under the said section, prescribing the Manner in which such cess is to be paid, no cess is due and payable by the Company.

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

Place : Mumbai  
Dated : 28th May, 2013

A. L. GANATRA  
(Proprietor)  
Membership No. 031720



## ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in paragraph 2 of our report of even date on the accounts for the year ended **31st March, 2013 of ZODIAC - JRD - MKJ LIMITED.**)

### 1. In respect to Fixed Assets :

The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets. All fixed assets have been physically verified by the management at periodical intervals during the year which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

### 2. In respect to its inventories :

- (a) As explained to us, the management has conducted physical verification of inventory at reasonable intervals.
- (b) According to the information and explanations given to us, the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion & according to the information and explanations given to us the company has maintained proper records of inventory and no material discrepancies were noticed on physical verification.

3. According to information and explanations given to us, the company has not granted / taken any loans, secured or unsecured to/from companies, firms or other parties covered in register required to be maintained under section 301 of the Companies Act, 1956.

4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.

5. (a) In our opinion and according to the information and explanations given to us, there are the transactions made in pursuance of contract

or arrangements, that need to be entered into the register required to be maintained under section 301 of the Companies Act, 1956 have been so entered.

(b) In our opinion and according to the information and explanations given to us, there are no transactions in pursuance of contract or arrangements entered in the register to be maintained under Section 301 of the Companies Act, 1956 aggregating during the year to Rs. 5,00,000/- (Rupees Five Lacs Only) or more in respect of any party.

6. The Internal Audit of the company has been carried out by an independent firm of Chartered Accountants. In our opinion, the internal audit functions carried out have been commensurate with the size and nature of its business.

7. We have been informed that the Central Government has not prescribed maintenance of cost records under section 209(1) (d) of the Companies Act, 1956.

8. According to the records of the Company, the Company is regular in depositing statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Customs Duty, Excise Duty, cess and other statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of Income-tax, wealth tax, sales-tax, customs duty and excise duty were outstanding at the year end for a period of more than six months from the date they became payable.

9. The Company has no accumulated losses at the end of the financial year and it has not incurred any cash losses during the current and immediately preceding financial year.

10. The Company does not have any borrowings from financial institution, bank and by way of debentures.

11. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provisions of clause 4 (xii) of the Companies (Auditor's Report) Order, 2003 are not applicable to Company.



12. In our opinion and according to the information and explanations given to us, the nature of activities of the Company does not attract any special statute applicable to chit fund and nidhi / mutual benefit funds / societies.
13. In respect of dealing in securities and other investments, in our opinion and according to the information and explanations given to us, proper records have been maintained of the transactions and contracts and timely entries have been made therein. The securities and other investments have been held by the Company in its own name.
14. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by its subsidiaries and associates from banks or financial institutions.
15. The Company did not have any term loans outstanding during the year.
16. We have been informed by the management and on overall examination of the Balance Sheet of the company, we report that the funds have not been raised on short-term basis and or long term during the current financial year .Surplus funds of the company which were not required for immediate utilization have been gainfully invested in Mutual Fund, Liquid Fund and investments,
17. The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
18. The Company has not issued any debentures during the year.
19. The Company has not raised any money through a public issue during the year.
20. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

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

Place : Mumbai  
Dated : 28th May, 2013

(A. L. GANATRA)  
Proprietor  
Membership No. 031720

**BALANCE SHEET AS AT 31ST MARCH 2013**

	NOTES NO	31ST MARCH, 2013 RUPEES	31ST MARCH, 2012 RUPEES
<b>EQUITY AND LIABILITIES:</b>			
<b>SHAREHOLDERS' FUND</b>			
Capital	1	51,771,820	51,771,820
Reserves and Surplus	2	512,442,041	507,364,992
		<b>TOTAL (a)</b>	<b>559,136,812</b>
<b>NON CURRENT LIABILITIES:</b>			
Deferred Tax Liabilities	3	844,362	570,047
Long Term Provision	4	409,500	381,250
		<b>TOTAL (b)</b>	<b>951,297</b>
<b>CURRENT LIABILITIES</b>			
Trade Payables	5	3,617,180	9,800,761
Other Current Liabilities		1,460,658	982,461
Short Term Provision		9,328,522	7,508,525
		<b>TOTAL (c)</b>	<b>18,291,747</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>TOTAL (a+b+c)</b>	<b>578,379,856</b>
<b>ASSETS:-</b>			
<b>Non-Current Assets</b>			
<b>FIXED ASSETS</b>			
Gross Block	6	37,827,645	40,474,995
Less: Depreciation		13,040,716	14,387,303
Net Block		<b>TOTAL (d)</b>	<b>26,087,692</b>
<b>Current Assets:-</b>			
Investments	7	48,134,573	75,575,362
Inventories	8	390,147,078	440,273,667
Sundry Debtors	9	106,098,791	28,692,379
Cash and Cash Equivalents	10	2,993,230	2,230,181
Short term Loans and Advances	11	7,713,481	5,520,574
		<b>TOTAL (e)</b>	<b>552,292,163</b>
<b>TOTAL ASSETS</b>		<b>TOTAL (d+e)</b>	<b>578,379,856</b>
<b>NOTES TO THE ACCOUNTS</b>	<b>19</b>		

As per our attached report of even date

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

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

A. L. GANATRA  
(Proprietor)

Chairman                      Managing Director                      Director

MEMBERSHIP NO.: 31720  
Place : Mumbai,  
Date : 28th May, 2013

Place : Mumbai,  
Date : 28th May, 2013

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2013**

	NOTES NO	31ST MARCH, 2013 RUPEES	31ST MARCH, 2012 RUPEES
<b>REVENUE FROM OPERATION:</b>			
Sales	12	167,155,365	186,649,631
Other Income	13	4,544,980	4,485,275
		<b>171,700,345</b>	<b>191,134,906</b>
<b>EXPENDITURE</b>			
Cost of materials consumed	14	57,349,122	63,501,721
Purchase In Stock in Trade	15	62,004,014	143,023,021
Changes in inventories of finished goods work in progress and Stock in trade	16	16,938,814	(47,093,735)
Employees benefit expenses	17	838,742	886,845
Finance costs (Interest)		0	0
Depreciation	6	1,400,507	1,412,884
Other expenses	18	22,988,773	16,385,752
		<b>161,519,972</b>	<b>178,116,488</b>
<b>PROFIT/(LOSS) BEFORE TAX</b>		<b>10,180,373</b>	<b>13,018,419</b>
Current Tax		1,800,000	2,700,000
Deffered Tax		274,315	319,526
Fringe Benefit Tax		0	0
<b>PROFIT/(LOSS) AFTER TAX FOR THE YEAR</b>		<b>8,106,058</b>	<b>9,998,893</b>
Balance profit/(Loss) brought forward		430,587,657	423,729,494
		<b>438,693,715</b>	<b>433,728,387</b>
Tax Adjustments of previous year		(249)	(132,202)
<b>PROFIT/(LOSS) AVAILABLE FOR APPROPRIATION</b>		<b>438,693,466</b>	<b>433,596,185</b>
<b>APPROPRIATIONS</b>			
Tax on Distributed Profit		439,931	419,934
Proposed Dividend		2,588,826	2,588,591
		<b>3,028,757</b>	<b>3,008,525</b>
<b>BALANCE CARRIED TO BALANCE SHEET</b>		<b>435,664,709</b>	<b>430,587,657</b>
NOTES TO THE ACCOUNTS	19		

As per our attached report of even date

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

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

A. L. GANATRA  
(Proprietor)

MEMBERSHIP NO.: 31720  
Place : Mumbai,  
Date : 28th May, 2013

Chairman                      Managing Director                      Director

Place : Mumbai,  
Date : 28th May, 2013

**SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2013**

<b>NOTES NO. 1</b>	<b>NO. OF SHARE</b>	<b>31-03-2013</b>	<b>NO. OF SHARE</b>	<b>31-03-2012</b>
<b>SHARE CAPITAL</b>		<b>RUPEES</b>		<b>RUPEES</b>
Authorised				
Equity Shares of Rs. 10 Each	11000000	110,000,000	11000000	110,000,000
Issued subscribed and paid up				
Equity Shares of Rs. 10 each(*)	5177182	51,771,820	5177182	51,771,820
<b>TOTAL</b>		<b>51,771,820</b>		<b>51,771,820</b>

**Note :**

Of the above shares 20,00,000 shares were allotted in October, 1992 as fully paid up against part discharge of purchase consideration towards the takeover of the business and 1125052 shares issue as per amalgamation on 26-03-2009

**SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER MORE THAN 5% SHARES**

<b>NAME</b>	<b>31-03-2013</b>		<b>31-03-2012</b>	
	<b>NO OF SHARES</b>	<b>HOLDING%</b>	<b>NO OF SHARES</b>	<b>HOLDING%</b>
1 Jayesh Jayantilal Jhaveri	1,023,107	19.76%	1,023,107	19.76%
2 Devang Rajnikant Jhaveri	346,550	6.69%	346,550	6.69%
3 Estelle Co.Ltd.	901,065	17.40%	901,065	17.40%
4 Estelle Co.Ltd.	295,150	5.70%	295,150	5.70%
5 Kanchanben R Jhaveri	399,214	7.71%	399,214	7.71%
6 Thorndike Holdings Ltd.	300,000	5.79%	300,000	5.79%

**NOTES NO. 2****RESERVES AND SURPLUS**

	<b>31ST MARCH, 2013</b>	<b>31ST MARCH, 2012</b>
	<b>RUPEES</b>	<b>RUPEES</b>
<b>General Reserve</b>	<b>39,277,332</b>	39,277,332
Including Rs. 32559632 on compliance scheme of Amalgamation dated 23-01-2009		
<b>Share Premium</b>	<b>37,500,000</b>	37,500,000
<b>Profit and Loss Account</b>	<b>435,664,709</b>	430,587,660
Including Business Purchase General Reserve Rs. 28904942 (under scheme of amalgamation)		
	<b>512,442,041</b>	<b>507,364,992</b>

**NOTES 3****DEFERRED TAX LIABILITIES**

Deffred Tax Liabilities	<b>844,362</b>	570,047
	<b>844,362</b>	<b>570,047</b>

**SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2013****NOTES NO. 4****LONG TERM PROVISION**

Provision for Employee Fund - Gratuity

	31/03/2013 RUPEES	31/03/2012 RUPEES
	409,500	381,250
	<b>409,500</b>	<b>381,250</b>

**NOTES NO. 5**

Trade Payble

**Other Current Liabilities :-**

Sundry Creditor for Expenses

Creditor for Statutory Dues

**Short Term Provision :-**

Current Tax

Proposed Dividend

Tax on Proposed dividend

	3,617,180	9,800,761
	684,230	639,764
	776,427	342,697
	6,300,000	4,500,000
	2,588,591	2,588,591
	439,931	419,934
	<b>14,406,360</b>	<b>18,291,747</b>

**NOTES NO. 6****FIXED ASSETS**

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01/04/2012 (Rs.)	ADDITIONS (Rs.)	DEDU- CTION (Rs.)	AS AT 31/03/2013 (Rs.)	AS AT 01/04/2012 (Rs.)	FOR THE YEAR (Rs.)	DEDU- CTION (Rs.)	AS AT 31/03/2013 (Rs.)	AS AT 31/03/2012 (Rs.)	AS AT 31/03/2013 (Rs.)
OFFICE PREMISES	20995076	0	0	20995076	1501725	342219	0	1843944	19493351	19151132
FACTORY PREMISES	1076413	0	0	1076413	641952	35952	0	677904	434461	398509
PLANT & MACHINERY	8520272	12444	0	8532716	5712144	433691	0	6145835	2808128	2386881
OFFICE EQUIPMENT										
COMPUTER	1458739	20190	0	1478929	1375018	103911	0	1478929	83721	0
OTHER EQUIPMENT	1626196	192450	10581	1808065	645565	113613	10581	748597	980631	1059468
FURNITURE & FIXTURE	967084	0	276689	690395	683853	44009	276689	451173	283231	239222
VEHICLES	5831215	0	2585164	3246051	3827048	327112	2459826	1694334	2004167	1551717
<b>TOTAL</b>	<b>40474995</b>	<b>225084</b>	<b>2872434</b>	<b>37827645</b>	<b>14387305</b>	<b>1400507</b>	<b>2747096</b>	<b>13040716</b>	<b>26087692</b>	<b>24786929</b>
PREVIOUS YEAR FIGURES (RS.)	39302442	1538869	366316	40474995	13212775	1412884	238356	14387303	26089667	26087692

**SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2013****NOTES NO. 7****INVESTMENTS (Non trade) :****Long-Term Investments (At Cost)**

	31ST MARCH, 2013		31ST MARCH, 2012	
	UNITS	RUPEES	UNITS	RUPEES
<b>(A) QUOTED</b>				
Hico Product Limited	500	16,875	500	16,875
Opal industries Limited.	100	2,295	100	2,295
Softrak Technology Limited	500	8,220	500	8,220
Spic Fine Chemicals Limited	100	1,000	100	1,000
Supriya Pharmaceuticals Limited	400	8,000	400	8,000
Reliance Industries Ltd.	14940	24,609,293	14940	24,609,293
S.M.Dychem Limited	106	43,930	106	43,930
Reliance Communications Limited	3700	2,129,495	3700	2,129,495
RELIANCE POWER LIMITED	5662	4,594,840	5662	4,594,840
Tech Mahindra Limited	825	1,369,360	825	1,369,360
Mahindra Life Space Developers Limited	50	58,748	50	58,748
RELIANCE POWER LIMITED	80	21,492	80	21,492
Unitech Ltd	7650	1,677,899	7650	1,677,899
Idea Limited	1500	189,559	1500	189,559
Hindustan Construction Ltd	200	26,125	200	26,125
Powergrid Corp. of India Ltd	900	96,587	1300	149,745
Indian Hotel Co. Ltd.	246	34,719	246	34,719
DLF Limited	125	110,424	125	110,424
Alstom T&D India Limited	225	137,787	225	137,787
GMR Infra Limited	2100	257,705	2100	257,705
Bharat Heavy Electric Ltd	500	251,072	500	251,072
Kotak Bank Limited	0	0	800	526,405
GTL Infra Ltd	1400	40,358	400	36,128
Reliance Infrastructure Ltd	50	126,444	50	126,444
Religare Enterprises Ltd	100	70,963	100	70,963
Adani Port and Special Economic	1250	319,826	1250	319,826
Punj Lloyed Ltd	50	21,141	50	21,141
Schneider Electric Infrastructure Limited	225	0	225	0
TOTAL	(A)	<u>36,224,158</u>	(A)	<u>36,799,490</u>
<b>(B) UNQUOTED</b>				
ISPAT Limited Preference Share	1960	60,596	1960	60,596
TOTAL	(B)	<u>60,596</u>	(B)	<u>60,596</u>

**SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2013**

<b><u>(C) OTHER INVESTMENTS</u></b>	<b><u>31-03-2013</u></b>	<b><u>31-03-2012</u></b>
	<b><u>RUPEES</u></b>	<b><u>RUPEES</u></b>
JM FIXED MATURITY SUN F SER-XX A/C. NO. 7021827181	0	2,000,000
AXIS FTP SER-20 (3M) A/C.NO. 9044812715	0	940,330
LICNOMURA MF FTP SER 48 A/C NO. 5101071061	0	2,800,000
LICNOMURA MF INT F SER 1 A/C NO. 5101071061	0	3,400,000
RELIANCE ANNUAL INT FUND SER-1 A/C. NO. 4042674813	0	9,906,740
RELIANCE LIQ TP IO (WD) A/C. NO. 4042674813	176,464	5,032,518
TATA FIXED MATURITY PLAN SER-35 A/C. NO. 222334/67	0	4,500,000
UTI FIXED MATURITY PLAN A/C NO. 514256517034	0	5,135,687
UTI FIXED TE INC F SER-X II A/C. NO. 514256517034	0	5,000,000
UTI TREASURY ADVANTAGE INST. WD A/C.NO. 51425651703	11,673,356	
<b>Total (c)</b>	<b>11,849,820</b>	<b>38,715,275</b>
<b>Total Investment ( A + B + C )</b>	<b>48,134,573</b>	<b>75,575,362</b>

The aggregate market value of the quoted investments i.e. Equity Shares as on 31st March, 2013 was Rs.13909476 (Rs. 15516696)

**NOTES NO.8**

<b><u>INVENTORIES</u></b> (As valued & certified by Managing Director)	<b><u>31ST MARCH, 2013</u></b>	<b><u>31ST MARCH, 2012</u></b>
	<b><u>RUPEES</u></b>	<b><u>RUPEES</u></b>
Raw Silver	663,449	616,098
Rough Diamonds	1,058,270	34,344,340
Cut & Polished Diamonds	326,981,184	372,510,209
Precious & Semi Precious Stones	4,343,867	3,654,905
Gold	2,036,942	2,172,376
Pearl	486,164	467,257
Silver alloy	386,754	219,283
Gold Jewellery (Finished)	54,190,448	26,289,199
	<b>390,147,078</b>	<b>440,273,667</b>

**NOTES NO.9****SUNDRY DEBTORS :**

Sundry debtors (unsecured & considered good as certified by managing director)	106,098,791	11,187,205
Other debts (all due for less than 180 days)	0	17,505,174
	<b>106,098,791</b>	<b>28,692,379</b>

**SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2013**

<b>NOTES NO.10</b>	<b>31-03-2013</b>	<b>31-03-2012</b>
	<b>RUPEES</b>	<b>RUPEES</b>
<b><u>CASH AND CASH EQUIVALENTS</u></b>		
Cash on hand (As certified by Managing Director)	<b>118,375</b>	146,610
Balance with scheduled banks In current accounts	<b>1,874,855</b>	1,083,571
Deposit with Bank	<b>1,000,000</b>	1,000,000
	<b>2,993,230</b>	2,230,181

**NOTES NO.11****SHORT TERM LOANS AND ADVANCES**

Unsecured and considered goods

Advance recoverable in cash or in kind or for value to be received	1,369,216	1,184,309
Taxes paid	6,187,667	4,179,667
Deposit with Others	156,598	156,598
	<b>7,713,481</b>	<b>5,520,574</b>

**NOTES NO.12****REVENUE FROM OPERATIONS:-**

SALES OF PRODUCTS:-

CUT AND POLISHED DIAMONDS	<b>135,101,465</b>	124,977,423
GOLD AND SILVER JEWELLERY	<b>31,619,115</b>	27,762,290
ROUGH DIAMONDS	<b>0</b>	33,846,346
PRECIOUS AND SEMI PRECIOUS STONES	<b>434,785</b>	63,572
	<b>167,155,365</b>	<b>186,649,631</b>

**NOTES NO.13****OTHER INCOME :-**

Interest on Bank Deposit (TDS.Rs.8000.00) (Pre. Year Rs. 7975.35)	<b>80,000</b>	79,753
Dividend on Mutual Fund	<b>1,068,608</b>	1,843,909
Profit on Sale of Shares/Mutual Fund	<b>3,211,710</b>	2,441,408
Discount	<b>0</b>	204
Profit on Sale of Fixed Asset	<b>4,662</b>	0
Factory rent	<b>180,000</b>	120,000
	<b>4,544,980</b>	<b>4,485,274</b>

**SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2013**

		31ST MARCH, 2013 RUPEES	31ST MARCH, 2012 RUPEES
<b>NOTES NO.14</b>			
<b>Cost of materials consumed :-</b>			
<b>Raw Material Consumed (Diamonds)</b>			
Opening Stock		34,344,340	39,605,199
Purchases		7,201,447	48,125,145
Import Exchange Difference		-	0
Import Licence Premium		-	0
Import Expenses		-	0
		<b>41,545,787</b>	87,730,344
Less : Closing Stock		<b>1,058,270</b>	34,344,340
	(a)	<b>40,487,517</b>	53,386,004
<b>Raw Silver</b>			
Opening Stock		616,098	571561
Purchases		50,460	218024
Import Expenses		0	0
		<b>666,558</b>	789585
Less : Closing Stock		<b>663,449</b>	616098
	(b)	<b>3,109</b>	173487
<b>Raw Gold</b>			
Opening Stock		2,172,376	669004
Purchases		16,210,572	11102505
Import Exchange Difference		81,783	34117
Import Expenses		62931	0
		<b>18,527,662</b>	11,805,626
Less : Closing Stock		<b>2,036,942</b>	2,172,376
	(c)	<b>16,490,720</b>	9,633,250
<b>Raw pearl</b>			
Opening Stock		467,257	461153
Purchases		18,907	6,104
Import Exchange Difference		0	0
Import Expenses		0	0
		<b>486,164</b>	467,257
Less : Closing Stock		<b>486,164</b>	467,257
	(d)	-	-
<b>Raw silver alloy</b>			
Opening Stock		219,283	466,437
Purchases		535,247	61,826
		<b>754,530</b>	528,263
Less : Closing Stock		<b>386,754</b>	219,283
	(e)	<b>367,776</b>	308,980
<b>TOTAL</b>	<b>(a+b+c+d+e)</b>	<b>57,349,122</b>	<b>63,501,721</b>

**SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2013**

	<u>31ST MARCH, 2013</u> RUPEES	<u>31ST MARCH, 2012</u> RUPEES
<b>NOTES NO.15</b>		
<b>Purchase In Stock in Trade</b>		
Purchase of Cut & Polished Diamonds (including exchange diif and import expenses)	<b>61,214,559</b>	141,560,008
Purchase of Precious & Semi Precious Stone (including exchange diif and import expenses)	<b>789,455</b>	1,463,013
Purchase of Gold Jewellery (including exchange diif and import expenses)	<b>0</b>	0
	<u><b>62,004,014</b></u>	<u>143,023,021</u>
<b>NOTES NO.16</b>		
<b>Changes in inventories of finished goods</b>		
Opening Stock		
Cut & Polished Diamonds, Precious & Semi Precious Stones & Gold Jewellery Finished	<b>402,454,313</b>	355,360,578
Closing Stock		
Cut & Polished Diamonds	<b>326,981,184</b>	372,510,209
Precious & Semi Precious Stones	<b>4,343,867</b>	3,654,905
Gold Jewellery (Finished)	<b>54,190,448</b>	26,289,199
	<u><b>16,938,814</b></u>	<u>(47,093,735)</u>
<b>(INCREASE) / DECREASE IN STOCKS</b>		
<b>NOTES NO.17</b>		
<b>Employees benefit expenses</b>		
<u>Salaries, Bonus &amp; other employees' benefits :</u>		
Salary, Wages and Bonus	<b>678,000</b>	678000
Contribution to Provident & other Funds	<b>160,742</b>	208845
	<u><b>838,742</b></u>	<u>886,845</u>

**SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2013**

	31ST MARCH, 2013 RUPEES	31ST MARCH, 2012 RUPEES
<b>NOTES NO.18</b>		
<b>Other expenses :-</b>		
Labour Charges	14,672,103	7,927,283
Consumable Stores & Tools	655,508	720,297
Rent, Rates & Taxes	1,322,581	1,273,250
Repairing to other Assets	53,792	54,480
Managerial Remuneration	809,012	758,811
Director's Sitting Fees	28,000	32,000
Loss on Sale of Shares	0	0
Miscellaneous expenses	3,435,225	3,554,920
Insurance	191,713	207,016
Electricity	358,016	278,233
Brokerage/Commission	61,809	180,984
Donation	200,000	0
Auditors Remuneration	35,000	35,000
Factory Rent	30,000	0
Director's travelling expenses(including foreign)	905,468	780,377
Bank Charges	127,790	421,721
Share Issue/Priliminary Expenses written off	0	0
Stock Exchange Listing Fees	102,756	101,419
Loss on Sale of Vehicle	0	59,960
	<b>22,988,773</b>	<b>16,385,751</b>

**NOTES FORMING PART OF THE ACCOUNTS  
FOR THE YEAR ENDED 31ST MARCH 2013****NOTES - 19  
NOTES ON ACCOUNTS****1. ACCOUNTING POLICIES****A) Basic of accounting:**

- i) All income and expenditure items are accounted on accrual basis except insurance claims and gratuity are accounted on realisation/ payment.
- ii) All fixed assets are stated at cost less depreciation.
- iii) In view of compliance of AS 23 the Company has not incurred financing cost during the year which requires capitalisation.

**B) Depreciation :**

Depreciation on the assets has been provided for by the straight line method at the rates specified in Schedule XIV of the Companies Act, 1956.

**C) Investment :**

All the investments of the company have been considered by the management to be of long term nature and are **VALUED** at cost.

**D) Inventories:**

Inventories are valued as under

	2012-13	2011-12
i) Rough Diamonds	At Average Cost Of Purchases	At Average Cost Of Purchases
ii) Cut & Polished Diamonds	At Average Cost Of Purchases	At Average Cost Of Purchases
iii) Raw Silver	At Average Cost Of Purchases	At Average Cost Of Purchases
iv) Gold in Gold Jewellery	At Average Cost Of Purchases	At Average Cost Of Purchases
v) Diamonds Studded in Gold Jewellery	At Average Cost Of Purchases	At Average Cost Of Purchases
vi) Precious & Semi precious stones	At Average Cost Of Purchases	At Average Cost Of Purchases
vii) Silver alloy	At Average Cost Of Purchases	At Average Cost Of Purchases
viii) Pearl	At Average Cost Of Purchases	At Average Cost Of Purchases



**E) Foreign Exchange Transaction**

- i) The transactions in foreign currency relating to imports & exports are recorded at the exchange rate prevailing at the time of the transaction.
- ii) Realised gains/losses on foreign exchange transactions are recognised in the Profit and Loss Account, at the time of actual realisation of gains/ losses
- iii) Unrealised exports are recorded at the exchange rate prevailing at the close of the year and unrealised exports for which Exchange sale forward contracts have been entered into with the banks are recorded at the exchange rate prevailing at the close of the year.

- 2. The company did not have a whole time company secretary and hence the accounts have been signed by Chairman & two Directors.
- 3. **Gratuity & Leave Encashment** : As informed by the directors the Company accounts liability towards leave encashment on Realisation/ Payment basis. The company has made provision for Gratuity in compliance of AS -15
- 4. Contingent liability not provided in respect of :
  - a) Income Tax Assessment orders have been received upto A.Y : **2008-09** and refund orders have been received for these years

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

	Units	LICENSED CAPACITY	INSTALLED CAPACITY	ACTUAL PRODUCTION
Cut & Polished Diamonds	CARATS	N.A	N.A	<b>2527.69</b>
		(N.A)	(N.A)	(1477.57)
Gold Jewellery	CARATS	N.A	N.A	<b>1830.19</b>
	grams			<b>4866.119</b>
	CARATS			(796.224)
	grams	(N.A)	(N.A)	(2631.151)

Note : Actual production includes manufactured through outside jobwork.

**b) DETAILS OF OPENING STOCK, CLOSING STOCK AND TURNOVER OF FINISHED GOODS (as valued and certified by Managing Director)**

	UNITS	OPENING STOCK		CLOSING STOCK		TURNOVER	
		QUANTITY	RS.	QUANTITY	RS.	QUANTITY	RS.
Cut & Polished Diamonds	Carats	<b>19300.976</b> (18296.37)	<b>372510209</b> (332113650)	<b>15411.01</b> (19300.976)	<b>326981184</b> 372510209	<b>5976.70</b> (23921.22)	<b>(*) 135101465</b> *(124977423)
Gold & Silver Jewellery (Finished)	Cts	<b>909.216</b>	<b>26289199</b>	<b>1775.397</b>	<b>54190448</b>	<b>964.010</b>	<b>(**)31619115</b>
	Gmrs	<b>3257.210</b>		<b>5417.050</b>		<b>2706.280</b>	
	Cts	(838.292)	(20974352)	(909.216)	(26289199)	(725.300)	** (27762290)
	Gmrs	(3003.649)		(3257.210)		(2377.590)	0
Precious & Semi Precious Stones	Carats	<b>10487.800</b> (9120.41)	<b>3654905</b> (2272576)	<b>11150.480</b> (10487.800)	<b>4343867</b> (3654905)	<b>246.460</b> (182.420)	<b>434785</b> (63572)

(\*) Export of Polished Diamonds includes Export Exchange Difference of Rs. **462827 LOCAL SALE RS.108394186**  
(Rs.2638771+local sale Rs. 51895752)

(\*\*) Export of Jewellery includes Export Exchange Difference of Rs. **730125.00+LOCAL SALE 22183148**  
(Rs.866490.00+local sale Rs. 21945424)

(\*\*\*) Export of Precious & Semi-Precious includes Export Exchange Difference of Rs. **0 (0)**

**c) DETAILS OF FINISHED GOODS PURCHASED**

	UNITS	2012-13		2011-12	
		QUANTITY	RS.	QUANTITY	RS.
Cut & Polished Diamonds	Carats	<b>1389.23</b>	<b>61,214,559</b>	<b>24244.48</b>	<b>141,560,008</b>
Semi Precious	Carats	<b>909.14</b>	<b>789,455</b>	<b>1549.81</b>	<b>1,463,013</b>
Gold Jewellery	Carats	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>

Import of Polished Diamonds includes Import Exchange Difference +Import expenses Rs. **1189894** (Rs.8456)

Import of Semi-Precious includes Import Exchange Difference +Import expenses Rs. **4480** (Rs.17112)

**d) DETAILS OF OPENING STOCK, PURCHASE AND CLOSING STOCK OF RAW MATERIALS (As valued and certified by Managing Director)**

	UNITS	OPENING STOCK		PURCHASE		TURNOVER		CLOSING STOCK	
		QUANTITY	RS.	QUANTITY	RS.	QUANTITY	RS.	QUANTITY	RS.
Rough Diamonds	Carats	<b>6731.53</b> (9772.15)	<b>34344340</b> (39605199)	<b>1556.08</b> (9226.02)	<b>7201447</b> (48125145)	<b>0.00</b> (7582.00)	<b>0</b> (33846346)	<b>211.73</b> (6731.53)	<b>1058270</b> (34344340)
Raw Gold	Gms	<b>817.829</b> (358.910)	<b>2172376</b> (669004)	<b>5242.239</b> (4072.678)	<b>(*)16355286</b> (11136622)	<b>0</b> (0)	<b>0</b> (0)	<b>671.492</b> (817.829)	<b>2036942</b> (2172376)
Pearl	Carats	<b>4747.730</b> (4689.85)	<b>467257</b> (461153)	<b>184.850</b> (57.880)	<b>18907</b> (6104.00)	<b>0</b> (0)	<b>0</b> (0)	<b>4932.580</b> (4747.730)	<b>486164</b> (467257)
Raw Silver Alloy	Gms	<b>4217.755</b> (4960.755)	<b>219283</b> (466437)	<b>6250.000</b> (5200.000)	<b>535247</b> (61826)	<b>0</b> (0)	<b>0</b> (0)	<b>5365.525</b> (4217.755)	<b>386754</b> (219283)
Raw Silver	Carats	<b>24663.784</b> (24151.004)	<b>616098</b> (571561)	<b>650.700</b> (1032.97)	<b>(**)50460</b> (218024.00)	<b>0</b> (0)	<b>0</b> (0)	<b>25196.404</b> (24663.784)	<b>663449</b> (616098)

(\*) PURCHASES GOLD INCLUDES IMPORT EXCHANGE DIFFERENCE +IMPORT EXPENSES OF RS.**144714** (12614)

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



e) **DETAILS OF RAW MATERIAL CONSUMED**

	UNITS	QUANTITY	RS.
Rough Diamonds	Carats	8075.88 (4684.64)	40487517 (53386004)
Raw Gold	Gms	5388.576 (3613.759)	16490720 (9633250)
Raw Silver alloy	Gms	5102.230 (5943.000)	367776 (308980)
Raw Pearl	Carats	0.000 0	0 0
Raw Silver		118.080 (520.192)	3109 (173487)

f) **Imported & Indigenous Consumption**

Raw Materials	RUPEES		% OF TOTAL CONSUMPTION	
	31/03/2013	31/03/2012	31/03/2013	31/03/2012
<b>Imported</b>				
Rough Diamonds	0	0	0	0
Raw Gold	606,995	130,706	3.68	1.36
Raw Silver alloy	0	0	0.00	0.00
Raw Pearl	0	0	0.00	0
Raw Silver	0	0	0.00	0
<b>Indegineous</b>				
Rough Diamonds	40,487,517	53,386,004	100.00	100.00
Raw Gold	15,883,725	9,502,544	96.32	98.64
Raw Silver alloy	367,776	308,980	100.00	100.00
Raw Pearl	0	0	100.00	100.00
Raw Silver	3,109	173,487	100.00	100.00
<b>Total</b>				
Rough Diamonds	40,487,517	53,386,004	100.00	100.00
Raw Gold	16,490,720	9,633,250	100.00	100.00
Raw Silver alloy	367,776	308,980	100.00	100.00
Raw Pearl	0	0	100.00	100.00
Raw Silver	3,109	173,487	100.00	100.00

6. **MANAGERIAL REMUNERATION**

Detail of remuneration paid/allowed by way of remuneration to the managing director & Executive director are as follows.

	2012-13 Rs.	2012-13 Rs.
<b>1) To the Manging Director</b>		
Salary & Allowances	360000	360000
Reimbursement of Mediclaim Premium	37644	71536
<b>Total</b>	<b>397644</b>	<b>431536</b>
<b>2) To the Whole time Director</b>		
Salary & Allowances	300000	300000
Reimbursement of Mediclaim Premium	111368	27275
<b>Total</b>	<b>411368</b>	<b>327275</b>

Managerial Remuneration of Rs. 809012 (Previous year Rs. 758811)

The company has been advised that computation of Net Remuneration u/s 349 of the Companies Act, 1956 need not be enumerated, since no commission is paid to Directors. Fixed monthly Remuneration is paid to Directors as per schedule XII of the Companies Act, 1956.

7. **PAYMENTS TO AUDITORS**

	2012-13 (Rs.)	2011-12 (Rs.)
Audit fees	25000	25000
Tax audit fee	7000	7000
Certification fee	3000	3000
<b>Total (Rs.)</b>	<b>35000</b>	<b>35000</b>

8. **DETAILS OF INTEREST**

	2012-13 (Rs.)	2011-12 (Rs.)
Paid to Bank	0	0
Paid to others	0	0

9. **CIF Value of imports :**

	2012-13 (Rs.)	2011-12 (Rs.)
<b>RAW GOLD</b>		
Raw material	606,995	130,706
<b>RAW PEARL</b>		
Raw Pearl	0 (0)	0 (0)



Precious & Semi precious	68,984	231,404
	(0)	(0)
Cut & Polished diamonds	2,759,027	132,981
	(0)	(0)
Silver	0	163,024
	(0)	(0)

- (\*) PURCHASES GOLD INCLUDES IMPORT EXCHANGE DIFFERENCE +IMPORT EXPENSES OF RS.144714 (12614)  
(\*\*) PURCHASES SEMI PRECIOUS INCLUDES IMPORT EXCHANGE DIFFERENCE +IMPORT EXPENSES OF RS.4480 (17112)  
(\*\*\*) PURCHASES SILVER INCLUDES IMPORT EXCHANGE DIFFERENCE +IMPORT EXPENSES OF RS. 0 (0)  
(\*\*\*\*) PURCHASE OF POLISHED DIAMOND INCLUDES IMPORT EXCHANGE DIFFERENCE OF RS. 1189894 (8456)

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

	2012-13	2011-12
	(Rs.)	(Rs.)
(A) Foreign Travelling	341,167	542,677
(B) Foreign Membership & other Fees	0.00	0.00
(C) Foreign Advertisement Expenses	0.00	0.00

**11. Earnings in Foreign Currency as per Bank Certificate of Export & Realisation :**

	2012-13	2011-12
	(Rs.)	(Rs.)
FOB value of Exports	35948711	79639337

**12. Amount remitted during the period in foreign currency on account of Dividends.**

Number of Non-Resident Shareholders.	2
	(2)
Number Of Shares held	1496215
	(1496215)
Year to which dividend related	2011-12
	(2010-11)

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

	2012-13	2011-12
i) Profit after tax (Rs.)	8,106,307	9,866,691
ii) Basic & Weighted average number of equity shares	5177182	5177182
iii) Nominal value of equity Shares	10	10
iv) Basic & Diluted EPS	1.57	1.91

**14. Segment Accounting :**

The company's operation predominantly relate to single segment namely Diamonds and is primary basis for segmental informations. Since the Company operates in a single business, Segmentwise Reporting as defined in AS-17 of ICAI is not applicable.

**15. Related Party Disclosures in accordance with AS-18 issued by ICAI :**

- a) Related Parties & nature of relationship with Associate Companies, Firms, Relatives of Directors  
1) JRD Gems Pvt. Ltd.  
2) JRD-MKJ Diamonds Pvt. Ltd.  
3) International Gems Export (I) Corporation (FIRM)

**b) Transaction with related Parties :**

	2012-13	2011-12
1) Managing Director Remuneration	397644	431536
2) Whole-Time Director's Remuneration	411368	327275
{Refer Note No. 6 above for (1) (2)}		
	809012	758811

16 There are no. subsidiary companies to Company. The company has not obtained any economic benefits from its activities with the associate Companies/firms hence provisions of AS-21 issued by I.C.A.I. are not applicable in current year.

**17. Deferred Tax :**

- A The Company has adopted As-22"Accounting for taxes on income" issued by the Institute of Chartered Accountants of India.  
B The effect of timing difference on account of : Difference between Book Depreciation & Depreciation under Income Tax Act, 1961.

	(Rs.)	(Rs.)
	2012-13	2011-12
Deferred Tax	274315	570047

18 Figures for previous year have been regrouped to confirm to the current year's classifications and are shown in the brackets.

**For ARUN GANATRA & CO.**

Chartered Accountants  
FRN No. 100558W

(A. L. GANATRA)  
Proprietor  
MEMBERSHIP NO.: 31720  
Place : Mumbai,  
Dated : 28th May, 2013

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

Chairman                      Managing Director                      Director

Place : Mumbai,  
Dated : 28th May, 2013

**CASH FLOW STATEMENT**

	As At March 31, 2013 (in Rupees)	As at March 31, 2012 (in Rupees)
<b>[A] CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax and Extraordinary items	10180373	13018419
<b>Adjustments for Non Cash &amp; Non Operating Items:</b>		
Export Exchange Difference	(1192952)	(3505261)
Import Exchange Difference	1247600	34117
Discount	134	(204)
Donation	200000	0
Depreciation	1400507	1412884
Loss on sale of Fixed assets	(4662)	59960
Interest paid	0	0
Interest received	(80000)	(79753)
Share Issue Expenses	0	0
Investment Incomes	(4280318)	(4285317)
Investment Expenses	1174	0
Income Tax Refund Interest	0	0
<b>Operating Profit before Working Capital Changes</b>	<b>7471856</b>	<b>6654845</b>
<b>Adjustments for Changes in Working Capital:</b>		
Trade Receivables	(76213544)	31299550
Other Receivables	(184907)	(7753)
Inventories	50126589	(43139735)
Deposits with others	0	(12000)
Trade Payables	(7431179)	624028
Other Current Liabilities	481645	(813914)
Long Term Provisions (Gratuity)	28250	56500
<b>Cash generated from Operations</b>	<b>(25721290)</b>	<b>(5338479)</b>
<b>Adjustments for Interest paid/ Taxes paid/ Extraordinary items</b>		
Interest Paid	0	0
Donations	(200000)	0
Direct Taxes Paid	(2000250)	(2665236)
Income Tax Refund	0	0
Income Tax Refund Interest	0	0
Cash Flow from Extraordinary items	0	0
<b>Net Cash Flow from Operating Activities</b>	<b>(27921540)</b>	<b>(8003715)</b>
<b>[B] CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(225084)	(1538869)
Sale of Fixed Assets	130000	68000
Advances for Fixed Assets	0	0
Creditors for Fixed Assets	(3500)	(2125)
Purchase/Sale of Investments	27440788	6250878
Debtors for Investments	0	0
Fixed Deposits with Banks	0	0
Capital Gains	3211710	2441408
Interest Received	80000	79753
TDS on Interest	(8000)	(7975)
Dividend Received	1068608	1843909
Speculation Profit	0	0
Investment Expenses	(1174)	0
<b>Net Cash Flow from Investing Activities</b>	<b>31693349</b>	<b>9134979</b>
<b>[C] CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of Share Capital	0	0
Proceeds from Long Term Borrowings	0	0
Dividend Paid	(2588826)	(2588823)
Tax on Distributed Profits	(419934)	(419934)
<b>Net Cash Flow from Financing Activities</b>	<b>(3008760)</b>	<b>(3008757)</b>
<b>Net Increase in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>763049</b>	<b>(1877492)</b>
<b>Net Increase in Cash &amp; Cash Equivalents</b>	<b>763049</b>	<b>(1877492)</b>
<b>Cash and Cash equivalents as at 1st April, 2012/2011</b>	<b>1230181</b>	<b>3107673</b>
<b>Cash and Cash equivalents as at 1st April, 2013/2012</b>	<b>1993230</b>	<b>1230181</b>

**AUDITORS' REPORT**

To,  
The Board of Directors  
ZODIAC-JRD-MKJ LIMITED,  
910, Parekh Market, 39, J. S. S. Road, Opera House, Mumbai - 400 004.

We have examined the attached Cash Flow Statement of The ZODIAC-JRD-MKJ LIMITED for the year ended **31st March, 2013**. The Statement has been prepared by the Company in accordance with the requirements of the listing agreement. Clause 32 with the Stock Exchanges and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the company covered by our report of 28th May, 2013, to the members of the company.

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

(Prop. A. L. GANATRA)  
MEMBERSHIP NO.: 31720

Place : Mumbai  
Dated : 28th May, 2013



## SCHEDULE

Information pursuant to Part IV of Schedule VI of the Companies Act, 1956  
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE  
FOR THE YEAR ENDED 31ST MARCH, 2013

### I. REGISTRATION DETAILS

Registration No :

State Code :

Balance Sheet Date        
Date Date Month Year

### II. CAPITAL RAISED DURING THE YEAR (AMOUNT IN RS. THOUSANDS)

Public Issue           
Bonus Issue

Right Issue           
Private Placement

### III. POSITION OF MOBILIZATION AND DEPLOYMENT OF FUNDS (AMOUNT IN RS. THOUSANDS)

#### SOURCES OF FUNDS

Total Liabilities           
Paid up Capital          
Non Current Liabilities

Total Assets           
Reserve & Surplus           
Current Liabilities

#### APPLICATION OF FUNDS

Net Fixed Assets          
Net Current Assets

Investments          
Misc. Expenditure

### IV. PERFORMANCE OF COMPANY (AMOUNT IN RS. THOUSANDS)

Accumulated Losses           
Turnover (Gross Income)           
Profit before tax          
Earning per Share After Tax in Rs.  
(Weighted Average)

Total Expenditure           
Profit after tax         
Dividend rate %

### V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF COMPANY (AS PER MONETARY TERMS)

Product Description : Item Code No.  
i) Diamonds           
ii) Gold Jewellery

As per our report attached  
**For ARUN GANATRA & CO.**  
**Chartered Accountants**  
**FRN No. 100558W**  
A. L. GANATRA  
(Proprietor)  
MEMBERSHIP NO.: 31720  
Place : Mumbai  
Date : 28th May, 2013

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**Chairman Managing Director Director**

Place : Mumbai  
Date : 28, May, 2013

# ZODIAC – JRD – MKJ - LIMITED

Registered Office : 910 Parekh Market, 39, J. S. S. Road, Opera House, Mumbai – 400 004  
Registrars : LINK INTIME INDIA PRIVATE LTD., C-13, Pannalal Silk Mills Compound,  
L. B. S. Marg, Bhandup (West), Mumbai – 400 078.

## PROXY FORM

FOLIO NO.

I/We \_\_\_\_\_

of \_\_\_\_\_ being member(s) of Zodiac – JRD – MKJ - Limited

hereby appoint (1) \_\_\_\_\_ of \_\_\_\_\_

or failing (2) \_\_\_\_\_ of \_\_\_\_\_

or failing (3) \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the company to be held on 21st September, 2013 at 10.30 a.m. at Garware Club House, Banquet Hall, 2nd Floor, 'D' Road, Churchgate (W), Mumbai 400 020.

Their respective signatures are as under: As. witness my/our hand(s) this \_\_\_\_\_ day of \_\_\_\_\_ 2013

(1) \_\_\_\_\_

(2) \_\_\_\_\_

(3) \_\_\_\_\_

Affix of  
Rs. 1/-  
Reveue  
Stamp

### **NOTE:**

Signature by the said Member(s)

The proxy must be returned so as to each the Registered Office  
Of the Company or the office of the Company's Registrars not less  
than 48 hours before the commencement of the meeting

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# ZODIAC – JRD – MKJ - LIMITED

Registered Office: 910 Parekh Market, 39, J. S. S. Road, Opera House, Mumbai – 400 004  
Registrars: LINK INTIME INDIA PRIVATE LTD., C-13, Pannalal Silk Mills Compound,  
L. B. S. Marg, Bhandup (West), Mumbai – 400 078.

## ATTENDANCE SLIP

FOLIO NO.

I / We hereby record my/our attendance at the Annual General Meeting of the Company being held on 21<sup>st</sup> September, 2013 at 10.30 a.m. at Garware Club House, Banquet Hall, 2nd Floor, 'D' Road, Churchgate (W), Mumbai 400 020. and/or at any Adjournment there of

NAME OF THE MEMBER/PROXY (IN BLOCK CAPITALS)

\_\_\_\_\_  
SIGNATURE OF THE MEMBER/PROXY

**BOOK - POST**

If undelivered, please return to :

**LINK INTIME INDIA PRIVATE LIMITED**

**UNIT : Zodiac - JRD - MKJ - Limited**

C-13, Pannalal Silk Mills Compound, L.B.S. Marg,  
Bhandup (West), Mumbai - 400 078.

Phone : 2596 3838