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**ZODIAC-JRD-MKJ LIMITED**

**Regd. Office: 910, Parekh Market, 39-J.S.S.Road, Opp. Kennedy Bridge  
Opera House, Mumbai-400004.**

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Date: 28/4/2015

To,

**Bombay Stock Exchange Limited  
The Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001**

Dear Sir,

**SUB: CORPORATE GOVERNANCE REPORT AS ON 31<sup>st</sup> MARCH, 2015**

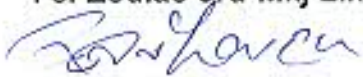
We are enclosing herewith the Corporate Governance Report for the quarter ended 31<sup>st</sup> March, 2015 as per Clause 49 of the Listing Agreement.

Kindly take it in your record and acknowledge us the receipt of the same.

Thanking You,

Yours truly,

**For Zodiac-Jrd-Mkj Limited**

  
**DIRECTOR**

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## ZODIAC-JRD-MKJ LIMITED

Regd. Office: 910, Parekh Market, 39-J.S.S.Road, Opp. Kennedy Bridge  
Opera House, Mumbai-400004.

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Name of the Company: Zodiac-Jrd-Mkj Limited  
Quarter Ending on: 31<sup>st</sup> March, 2015

| Particulars   | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|---|-----------------------------|--------------------------|---------|
| <b>II. Board of Directors</b>                           | 49(II)                      |                          |         |
| (A) Composition of Board                                | 49(IIA)                     | YES                      |         |
| (B) Independent Directors                               | 49 (IIB)                    | YES                      |         |
| (C) Non-executive Directors' Compensation & Disclosures | 49 (IIC)                    | YES                      |         |
| (D) Other Provisions as to Board and Committees         | 49 (IID)                    | YES                      |         |
| (E) Code of Conduct                                     | 49 (IIE)                    | YES                      |         |
| (F) Whistle Blower Policy                               | 49 (IIF)                    | NO                       |         |
| <b>III. Audit Committee</b>                             | 49 (III)                    |                          |         |
| (A) Qualified & Independent Audit Committee             | 49 (IIIA)                   | YES                      |         |
| (B) Meeting of Audit Committee                          | 49 (IIIB)                   | YES                      |         |
| (C) Powers of Audit Committee                           | 49 (IIIC)                   | YES                      |         |
| (D) Role of Audit Committee                             | 49 (IIID)                   | YES                      |         |
| (E) Review of Information by Audit Committee            | 49 (IIIE)                   | YES                      |         |
| <b>IV. Nomination and Remuneration Committee</b>        | 49 (IV)                     | YES                      |         |
| <b>V. Subsidiary Companies</b>                          | 49 (V)                      | N.A                      |         |
| <b>VI. Risk Management</b>                              | 49 (VI)                     | N.A                      |         |
| <b>VII. Related Party Transactions</b>                  | 49 (VII)                    | YES                      |         |
| <b>VIII. Disclosures</b>                                | 49 (VIII)                   |                          |         |
| (A) Related Party Transactions                          | 49 (VIII A)                 | YES                      |         |
| (B) Disclosure of Accounting Treatment                  | 49 (VIII B)                 | YES                      |         |
| (C) Remuneration of Directors                           | 49 (VIII C)                 | YES                      |         |

|  |             |     |  |
|--|-------------|-----|--|
| (D) Management   | 49 (VIII D) | YES |  |
| (E) Shareholders   | 49 (VIII E) | YES |  |
| (I) Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49 (VIII I) | YES |  |
| <b>V.CEO/CFO Certification</b>   | 49 (IX)     | YES |  |
| <b>VI. Report on Corporate Governance</b>                                | 49 (X)      | YES |  |
| <b>VII. Compliance</b>   | 49 (XI)     | YES |  |

For Zodiac-Jrd-Mkj Limited



DIRECTOR