



# ZODIAC-JRD-MKJ LTD

DIAMONDS • JEWELLERY • PRECIOUS & SEMI PRECIOUS STONES

910, PAREKH MARKET,  
39, J.S.S. ROAD, OPP. KENNEDY BRIDGE,  
OPERA HOUSE, MUMBAI - 400 004. (INDIA)

TEL. : 91-22-23869731 / 91-22-23866471  
FAX : 91-22-23800038  
Email : account\_zjml@yahoo.com  
CIN : L65910MH1987PLC042107  
Email : info@zodiacjrdmkjltd.com  
Website : www.zodiacjrdmkjltd.com

Date : April 4, 2017

Listing Department,  
Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001.

Company Code No. 512587

Dear Sir,

Ref : Corporate Governance Report as on 31<sup>st</sup> March, 2017

We are enclosing herewith Corporate Governance Report for quarter ended 31<sup>st</sup> March, 2017 for your ready reference.

Kindly acknowledge the receipt.

Thanking you.

Yours faithfully,  
For ZODIAC-JRD-MKJ LIMITED.,

DIRECTOR.

Encl : a/a.



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## ANNEXURE II

### Format to be submitted by listed entity at the end of the financial year (for the whole of financial year 2016-17)

| I. Disclosure on website in terms of Listing Regulations  |                   |  |
|---|-------------------|--|
| Item  |                   | Compliance status<br>(Yes/No/NA) <sup>refer note below</sup> |
| Details of business   |                   | Yes  |
| Terms and conditions of appointment of independent directors  |                   | Yes  |
| Composition of various committees of board of directors   |                   | Yes  |
| Code of conduct of board of directors and senior management personnel   |                   | Yes  |
| Details of establishment of vigil mechanism/ Whistle Blower policy  |                   | Yes  |
| Criteria of making payments to non-executive directors  |                   | Yes  |
| Policy on dealing with related party transactions   |                   | Yes  |
| Policy for determining 'material' subsidiaries  |                   | N.A  |
| Details of familiarization programmes imparted to independent directors   |                   | Yes  |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances |                   | Yes  |
| email address for grievance redressal and other relevant details  |                   | Yes  |
| Financial results   |                   | Yes  |
| Shareholding pattern  |                   | Yes  |
| Details of agreements entered into with the media companies and/or their associates   |                   | N.A  |
| New name and the old name of the listed entity  |                   | N.A  |
| II Annual Affirmations  |                   |  |
| Particulars   | Regulation Number | Compliance status<br>(Yes/No/NA) <sup>refer note below</sup> |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'                       | 16(1)(b) & 25(6)  | Yes  |
| Board composition   | 17(1)             | Yes  |
| Meeting of Board of directors   | 17(2)             | Yes  |
| Review of Compliance Reports  | 17(3)             | Yes  |
| Plans for orderly succession for appointments   | 17(4)             | Yes  |
| Code of Conduct   | 17(5)             | Yes  |
| Fees/compensation   | 17(6)             | Yes  |
| Minimum Information   | 17(7)             | Yes  |
| Compliance Certificate  | 17(8)             | Yes  |
| Risk Assessment & Management  | 17(9)             | Yes  |
| Performance Evaluation of Independent Directors   | 17(10)            | Yes  |



|   |                         |     |
|---|-------------------------|-----|
| Composition of Audit Committee  | 18(1)                   | Yes |
| Meeting of Audit Committee  | 18(2)                   | Yes |
| Composition of nomination & remuneration committee  | 19(1) & (2)             | Yes |
| Composition of Stakeholder Relationship Committee   | 20(1) & (2)             | Yes |
| Composition and role of risk management committee   | 21(1),(2),(3),(4)       | N.A |
| Vigil Mechanism   | 22                      | Yes |
| Policy for related party Transaction  | 23(1),(5),(6),(7) & (8) | Yes |
| Prior or Omnibus approval of Audit Committee for all related party transactions   | 23(2), (3)              | Yes |
| Approval for material related party transactions  | 23(4)                   | Yes |
| Composition of Board of Directors of unlisted material Subsidiary   | 24(1)                   | N.A |
| Other Corporate Governance requirements with respect to subsidiary of listed entity   | 24(2),(3),(4),(5) & (6) | N.A |
| Maximum Directorship & Tenure   | 25(1) & (2)             | Yes |
| Meeting of independent directors  | 25(3) & (4)             | Yes |
| Familiarization of independent directors  | 25(7)                   | Yes |
| Memberships in Committees   | 26(1)                   | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel   | 26(3)                   | Yes |
| Disclosure of Shareholding by Non-Executive Directors   | 26(4)                   | Yes |
| Policy with respect to Obligations of directors and senior management   | 26(2) & 26(5)           | Yes |
| <b>Note</b>   |                         |     |
| 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. |                         |     |
| 2 If status is "No" details of non-compliance may be given here.  |                         |     |
| 3 If the Listed Entity would like to provide any other information the same may be indicated here.  |                         |     |
| <b>III Affirmations:</b>  |                         |     |
| The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.   |                         |     |
| ZODIAC-JRD-MKJ LTD.,  |                         |     |
| Name & Designation <b>For ZODIAC-JRD-MKJ LTD</b><br>Managing Director    |                         |     |
| Director  |                         |     |



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## ANNEXURE I

### Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : Zodiac – JRD- MKJ Limited
2. Quarter ending : 31.03.2017

| I. Composition of Board of Directors |                                |                                     |  |  |             |  |   |  |
|--------------------------------------|--------------------------------|-------------------------------------|--|--|-------------|--|---|--|
| Title<br>(Mr<br>./<br>Ms)            | Name of<br>the<br>Director     | PAN & DIN                           | Categor<br>y<br>(Chairpe<br>rson/Exe<br>cutive/N<br>on-<br>Executiv<br>e/indepe<br>ndent/N<br>ominee)<br>& | Date of<br>Appointment<br>in the current<br>term<br>/cessation | Tenure<br>* | No of<br>Directo<br>rship in<br>listed<br>entities<br>includi<br>ng this<br>listed<br>entity<br><br>(Refer<br>Regula<br>tion<br>25(1)<br>of<br>Listing<br>Regula<br>tions) | Number of<br>membershi<br>ps in Audit/<br>Stakeholder<br>Committee(<br>s) including<br>this listed<br>entity<br><br>(Refer<br>Regulation<br>26(1) of<br>Listing<br>Regulations<br>) | No of<br>post of<br>Chairpe<br>rson in<br>Audit/<br>Stakeho<br>lder<br>Committ<br>ee held in<br>listed<br>entities<br>includi<br>ng this<br>listed<br>entity<br><br>(Refer<br>Regulat<br>ion<br>26(1)<br>of<br>Listing<br>Regulat<br>ions) |
| Mr.                                  | Devang<br>Rajnikant<br>Jhaveri | DIN: 00020235<br>PAN:<br>AACPJ4662R | Whole<br>Time<br>Director/<br>Executive<br>Director  | 03/04/1992   | 3 years     | 1  | Audit<br>Committee:-<br>Nil<br>Stakeholder<br>Committee:- 1   | Audit<br>Committ<br>ee:- Nil<br>Stakehol<br>der<br>Committ<br>ee:- Nil   |

for ZODIAC-JRD-MKJ LTD.

Director

|      |                             |                                      |  |            |         |   |  |  |
|------|-----------------------------|--------------------------------------|--|------------|---------|---|--|--|
| Mr.  | Jayesh Jayantilal Jhaveri   | DIN: 00020277<br>PAN:<br>AACPJ4746J  | Managing director/<br>Executive Director     | 03/04/1992 | 3 years | 1 | Audit Committee:- Nil<br>Stakeholder Committee:- 1   | Audit Committee:- Nil<br>Stakeholder Committee:- Nil |
| Mr.  | Mukesh Kanaiyalal Desai     | DIN: 06847896<br>PAN :<br>AADPD2308R | Independent Director                         | 21/10/2014 | 5 years | 1 | Audit Committee:- 1<br>Stakeholder Committee:- Nil   | Audit Committee:- 1<br>Stakeholder Committee:- Nil   |
| Mr.  | Jayantilal Amratlal Jhaveri | DIN: 00020250<br>PAN:<br>AACPJ4664K  | Promoter Non Executive Director              | 03/04/1992 | N.A.    | 1 | Audit Committee:- Nil<br>Stakeholder Committee:- 1   | Audit Committee:- Nil<br>Stakeholder Committee:- 1   |
| Mr.  | Rajnikant Amratlal Jhaveri  | DIN: 00020351<br>PAN:<br>AACPJ4757B  | Promoter Director/<br>Non Executive Director | 03/04/1992 | N.A.    | 1 | Audit Committee:- Nil<br>Stakeholder Committee:- 1   | Audit Committee:- Nil<br>Stakeholder Committee:- Nil |
| Mr.  | Champaklali Dolatram Mehta  | DIN : 00020159<br>PAN:<br>AFHPM7009M | Independent Director                         | 06/01/2006 | 5 years | 1 | Audit Committee:- 1<br>Stakeholder Committee:- Nil   | Audit Committee:- Nil<br>Stakeholder Committee:- Nil |
| Mr.  | Jindat Kalidas Mehta        | DIN: 00020303<br>PAN:<br>AFCPM5710N  | Independent Director                         | 24/03/2005 | 5 years | 1 | Audit Committee:- 1<br>Stakeholder Committee:- Nil   | Audit Committee:- Nil<br>Stakeholder Committee:- Nil |
| Mrs. | Neeta Jayesh Jhaveri        | DIN: 01131017<br>PAN:AAEPJ983<br>2F  | Promoter Director/<br>Non Executive Director | 28/01/2011 | N.A.    | 1 | Audit Committee:- Nil<br>Stakeholder Committee:- Nil | Audit Committee:- Nil<br>Stakeholder Committee:- Nil |
| Mr.  | Hasmukh Bachubhai Thakker   | DIN: 03351903<br>PAN:<br>AAAPT3984A  | Independent Director                         | 28/01/2011 | 5 years | 1 | Audit Committee:- Nil<br>Stakeholder Committee:- Nil | Audit Committee:- Nil<br>Stakeholder Committee:- Nil |



