



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 : October 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 30th September, 2017

We are enclosing herewith Corporate Governance Report for quarter ended 30th September, 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 I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : Zodiac – JRD- MKJ Limited
2. Quarter ending : 30.09.2017

| I. Composition of Board of Directors | | | | | | | | |
|--------------------------------------|--------------------------------|-------------------------------------|---|--|-------------|--|---|---|
| Title (Mr ./ Ms) | Name of the Director | PAN & DIN | Category (Chairperson/Executive/Non-Executive/independent/Nominee) & | Date of Appointment in the current term /cessation | Tenure * | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr. | Devang Rajnikant Jhaveri | DIN: 00020235 PAN: AACPJ4662R | Whole Time Director/ Executive Director | 03/04/1992 | 3 years | 1 | Audit Committee:- Nil Stakeholder Committee:- 1 | Audit Committee:- Nil Stakeholder Committee:- Nil |



| | | | | | | | | |
|------|-----------------------------|-----------------------------------|--|------------|---------|---|--|--|
| Mr. | Jayesh Jayantilal Jhaveri | DIN: 00020277 PAN: AACPJ4746J | Managing director/ Executive Director | 03/04/1992 | 3 years | 1 | Audit Committee:- Nil Stakeholder Committee:- 1 | Audit Committee:- Nil Stakeholder Committee:- Nil |
| Mr. | Mukesh Kanaiyalal Desai | DIN: 06847896 PAN : AADPD2308R | Independent Director | 21/09/2017 | 5 years | 1 | Audit Committee:- 1 Stakeholder Committee:- Nil | Audit Committee:- 1 Stakeholder Committee:- Nil |
| Mr. | Jayantilal Amratlal Jhaveri | DIN: 00020250 PAN: AACPJ4664K | Promoter Non Executive Director | 03/04/1992 | N.A. | 1 | Audit Committee:- Nil Stakeholder Committee:- 1 | Audit Committee:- Nil Stakeholder Committee:- 1 |
| Mr. | Rajnikant Amratlal Jhaveri | DIN: 00020351 PAN: AACPJ4757B | Promoter Director/ Non Executive Director | 03/04/1992 | N.A. | 1 | Audit Committee:- Nil Stakeholder Committee:- 1 | Audit Committee:- Nil Stakeholder Committee:- Nil |
| Mr. | Uday Subhaschandra Shah | DIN : 07679833 PAN: ABKPS9266M | Independent Director | 21/09/2017 | 5 years | 1 | Audit Committee:- Nil Stakeholder Committee:- Nil | Audit Committee:- Nil Stakeholder Committee:- Nil |
| Mr. | Jindat Kalidas Mehta | DIN: 00020303 PAN: AFCPM5710N | Independent Director | 21/09/2017 | 5 years | 1 | Audit Committee:- 1 Stakeholder Committee:- Nil | Audit Committee:- Nil Stakeholder Committee:- Nil |
| Mrs. | Neeta Jayesh Jhaveri | DIN: 01131017 PAN: AAEPJ9832F | Promoter Director/ Non Executive Director | 28/01/2011 | N.A. | 1 | Audit Committee:- Nil Stakeholder Committee:- Nil | Audit Committee:- Nil Stakeholder Committee:- Nil |
| Mr. | Hasmukh Bachubhai Thakker | DIN: 03351903 PAN: AAAPT3984A | Independent Director | 21/09/2017 | 5 years | 1 | Audit Committee:- Nil Stakeholder Committee:- Nil | Audit Committee:- Nil Stakeholder Committee:- Nil |



| | | | | | | | | |
|-----|-----------------------------|-------------------------------------|----------------------|------------|---------|---|--|--|
| Mr. | Jayesh Bipinchandra Kadakia | DIN: 06825529 PAN: CIFPK1743M | Independent Director | 21/09/2017 | 5 years | 1 | Audit Committee:- 1 Stakeholder Committee:- Nil | Audit Committee:- Nil Stakeholder Committee:- Nil |
|-----|-----------------------------|-------------------------------------|----------------------|------------|---------|---|--|--|

\$PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$ |
|---|---|---|
| 1. Audit Committee | 1. Mr. Mukesh Desai 2. Mr. Jayesh Kadakia 3. Mr. Jindat Mehta | Chairperson- Independent Member- Independent Member - Independent |
| 2. Nomination & Remuneration Committee | 1. Mr. Hasmukh Thakker 2. Mr. Jindat Mehta 3. Mr. Mukesh Desai | Chairperson- Independent Member- Independent Member – Independent |
| 3. Risk Management Committee(if applicable) | - | - |
| 4. Stakeholders Relationship Committee | 1. Mr. Jayantilal Jhaveri 2. Mr. Rajnikant Jhaveri 3. Mr. Jayesh Jhaveri 4. Mr. Devang Jhaveri | Chairperson – Non – Executive Member - Non – Executive Member – Executive Member - Executive |

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
|---|---|---|
| 25.05.2017 16.06.217 | 08.08.2017 18.08.2017 | 57 days 9 days |



IV. Meeting of Committees

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|---|---|---|
| Audit Committee 08.08.2017 18.08.2017 | Yes, all the members were duly present | 25.05.2017 | 57 days 9 days |
| Shareholders/ Investor Committee 08.08.2017 | | 25.05.2017 | 57 days |
| Remuneration Committee | | 30.01.2017 | |
| Corporate Social Responsibility Committee | | 30.01.2017 | |

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

| Subject | Compliance status (Yes/No/NA)refer note below |
|--|---|
| Whether prior approval of audit committee obtained | N.A. |
| Whether shareholder approval obtained for material RPT | N.A. |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | N.A. |

Note

- 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.
- If status is "No" details of non-compliance may be given here.



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (At present, the Company is not covered under the top 100 listed Companies)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors - Yes

For Zodiac – JRD- MKJ Limited

Jayesh Jhaveri
Managing Director



Date: October 4, 2017
Place: Mumbai

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

