



# ZODIAC-JRD-MKJ LTD

DIAMOND . 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  
E-mail : account\_zjml@yahoo.com  
CIN : L65910MH1987PLC042107  
E-mail : info@zodiacjrmdkjlttd.com  
Website : www.zodiacjrmdkjlttd.com

Date : January 5, 2018

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> December, 2017

We are enclosing herewith Corporate Governance Report for quarter ended 31<sup>st</sup> December, 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 : 31.12.2017

I. Composition of Board of Directors								
Titl e (Mr . / Ms)	Name of the Director	PAN & DIN	Categor y (Chairpe rson/Exe cutive/N on- Executiv e/indepe ndent/N ominee) &	Date of Appointment in the current term /cessation	Tenure *	No of Directo rship in listed entities includi ng this listed entity  (Refer Regula tion 25(1) of Listing Regula tions)	Number of membershi ps in Audit/ Stakeholder Committee( s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations )	No of post of Chairpe rson in Audit/ Stakeho lder Committ ee held in listed entities includi ng this listed entity  (Refer Regulat ion 26(1) of Listing Regulat ions)
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 Committ ee:- Nil Stakehol der Committ ee:- Nil
Mr.	Jayesh Jayantilal	DIN: 00020277 PAN:	Managing director/	03/04/1992	3 years	1	Audit	Audit Committ



	Jhaveri	AACPJ4746J	Executive Director				Committee:- Nil Stakeholder Committee:- 1	ee:- Nil Stakeholder Committee:- Nil
Mr.	Mukesh Kanaiyalal Desai	DIN: 06847896 PAN : AADPD2308R	Independent Director	16/06/2017	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	30/01/2017	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	16/06/2017	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	16/06/2017	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	25/05/2017	5 years	1	Audit Committee:- 1 Stakeholder Committee:- Nil	Audit Committee:- Nil Stakeholder Committee:- Nil
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\$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)
08.08.2017 18.08.2017	15.11.2017	9days 88 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 15.11.2017	Yes, all the members were duly present	08.08.2017 18.08.2017	88 days
Shareholders/ Investor Committee 15.11.2017 21.11.2017		08.08.2017	6 days 88 days
Remuneration Committee		08.08.2017	
Corporate Social Responsibility Committee 15.11.2017		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

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.

#### 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: January 5, 2018  
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.