



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 / 91-22-23864471
FAX : 91-22-23800038
E-mail : account_zjmk@yahoo.com
CIN : L65910MH1987P1C042107
E-mail : info@zodiacjrdmkjld.com
Website : www.zodiacjrdmkjld.com

Date : October 7, 2019

Listing Department,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai.

The Manager,
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza, 5th floor, Plot No. C/1, G Block,
Bandra – Kurla Complex, Bandra (East),
Mumbai – 400 051.

Company Code No. 512587

Dear Sir,

Ref : Corporate Governance Report as on 30th September, 2019

We are enclosing herewith Corporate Governance Report for quarter ended 30th September, 2019 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 : 30/09/2019

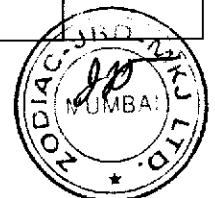
I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PANs & DIN	Category (Chairperson /Executive / Non-Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Term	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directors in listed entities including this listed entity [in reference to provision to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s)	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	26/09/2019	-	-	05/07/1970	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	26/09/2019	-	-	13/01/1956	1	-	Audit Committee:- Nil Stakeholder Committee:- 1	Audit Committee:- Nil Stakeholder Committee:- Nil
Mr	Jayantilal Amratlal Jhaveri	DIN: 00020250 PAN: AACPJ4664K	Promoter/ Non Executive Director	03/04/1992	-	-	-	20/01/1935	1	-	Audit Committee:- Nil Stakeholder Committee:- 1	Audit Committee:- Nil Stakeholder Committee:- 1
Mr	Rajnikant Amratlal Jhaveri	DIN: 00020351 PAN: AACPJ4757B	Promoter/ Non Executive Director	03/04/1992	-	-	-	22/02/1943	1	-	Audit Committee:- Nil Stakeholder Committee:- 1	Audit Committee:- Nil Stakeholder Committee:- Nil
Mrs	Neeta Jayesh Jhaveri	DIN: 01131017 PAN: AAEPJ9832F	Promoter/ Non Executive Director	28/01/2011	-	-	-	22/03/1957	1	-	Audit Committee:- Nil Stakeholder Committee:- Nil	Audit Committee:- Nil Stakeholder Committee:- Nil



	Hasmukh Bachubhai Thakker	DIN: 03351903 PAN: AAAPT3984A	Independent Director	16/06/2017	-	-	60	05/03/1955	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	-	-	60	07/08/1964	1	-	Audit Committee:- 1 Stakeholder Committee:- Nil	Audit Committee:- 1 Stakeholder Committee:- Nil
Mr	Uday Subhaschandra Shah	DIN : 07679833 PAN: ABKPS9266M	Independent Director	30/01/2017	-	-	60	10/09/1971	1	-	Audit Committee:- Nil Stakeholder Committee:- Nil	Audit Committee:- Nil Stakeholder Committee:- Nil
Mr	Mohit Kiran Thakur	Din: 08487825 PAN: BJJPT3952K	Independent Director	06/08/2019	-	-	60	12/12/1996	1	-	Audit Committee:- 1 Stakeholder Committee:- Nil	Audit Committee:- Nil Stakeholder Committee:- Nil
Mrs	Sheela Somnath Kadechkar	Din :06862410 PAN: AAEPK7784K	Independent Director	06/08/2019	-	-	60	22/11/1951	4	-	Audit Committee:- 1 Stakeholder Committee:- Nil	Audit Committee:- Nil Stakeholder Committee:- Nil
Mr	Jayesh Bipinchandra Kadakia	DIN: 06825529 PAN: CIFPK1743M	Independent Director	25/05/2017	-	06/08/2019	60	07-08-1964	1	-	Audit Committee:- 1 Stakeholder Committee:- Nil	Audit Committee:- Nil Stakeholder Committee:- Nil
Mr	Mukesh Kanaiyalal Desai	DIN: 06847896 PAN : AADPD2308R	Independent Director	16-06-2017	-	06/08/2019	60	08/03-1953	1	-	Audit Committee:- 1 Stakeholder Committee:- Nil	Audit Committee:- 1 Stakeholder Committee:- Nil

	Whether Regular chairperson appointed - YES
	Whether Chairperson is related to managing director or CEO - YES
	\$PAN 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	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	YES	Mr. Jindat Kalidas Mehta	Chairperson/Non-Executive Independent	16/06/2017	-
		Mr. Jayesh Bipinchandra Kadakia	Non- Executive Independent Director	16/06/2017	06/08/2019
		Mr. Mukesh Kanaiyalal Desai	Non- Executive Independent Director	16/06/2017	06/08/2019
		Mrs. Sheela Somnath Kadechkar	Non- Executive Independent Director	06/08/2019	-
		Mr. Mohit Kiran Thakur	Non- Executive Independent Director	06/08/2019	-
2. Nomination & Remuneration Committee	YES	Mr. Hasmukh Bachubhai Thakker	Chairman/Non- Executive Independent Director	16/06/2017	-
		Mr. Jindat Kalidas Mehta	Non- Executive Independent Director	16/06/2017	-
		Mr. Mukesh Kanaiyalal Desai	Non- Executive Independent Director	16/06/2017	-
		Mrs. Sheela Somnath Kadechkar	Non- Executive Independent Director	06/08/2019	06/08/2019
			Member		



3. Risk Management Committee(if applicable)	-	-	-	-	-
4. Stakeholders Relationship Committee'	YES	Mr. Jayantilal Amratlal Jhaveri Mr. Rajnikant Amratlal Jhaveri Mr. Devang Rajnikant Jhaveri Mr. Jayesh Jayantilal Jhaveri Mr. Hasmukh Bachubhai Thakker	Chairperson/NonExecutive-Non Independent Director NonExecutiveNonIndependent Director NonExecutiveNonIndependent Director NonExecutiveNonIndependent Director Non- Executive Independent Director	30-01-2002 30-01-2002 30-01-2002 30-01-2002 06-08-2018	- - - - -

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

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	Whether requirement of Quorum	Number of Directors present	Number of independent directors present*	Maximum gap between any two
		Yes / No			
24/05/2019	06/08/2019	Yes	10	5	73 days

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
	Yes / No				
1. Audit Committee 06/08/2019	Yes	3	3	24/05/2019	73 days
2. Nomination & Remuneration Committee 06/08/2019	Yes	3	3	-	
3. Stakeholders Relationship Committee 06/08/2019	Yes	5	5	24/05/2019	73 days

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

**to be filled in only for the current quarter meetings

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have	NA




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 (applicable to the top 100 listed entities)
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. Any comments/observations/advice of the board of directors may be mentioned here. Yes

For Zodiac – JRD- MKJ Limited


Jayesh Jhaveri

Managing Director


Date: October 07, 2019

Place: Mumbai



ANNEX III

1. Name of Listed Entity : Zodiac – JRD- MKJ Limited
 2. Quarter ending : 30/09/2019

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
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.		
3 If the Listed Entity would like to provide any other information the same may be indicated here.		
For Zodiac – JRD- MKJ Limited		
<p> Jayesh Jhaveri Managing Director Date: October 7, 2019 Place: Mumbai</p> 