



Diamonds • Precious & Semi Precious Stones • Jwl.

ZODIAC - JRD - MKJ LIMITED

**THIRTY THIRD ANNUAL REPORT
2019 - 2020**



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ZODIAC - JRD - MKJ LIMITED
CIN NO: L65910MH1987PLC042107

BOARD OF DIRECTORS

- | | |
|---|------------------|
| 1. Mr. Jayantilal A. Jhaveri (Promoter /Chairman) | DIN NO. 00020250 |
| 2. Mr. Jayesh J Jhaveri (Promoter /Managing Director) | DIN NO. 00020277 |
| 3. Mr. Devang R Jhaveri (Promoter /Whole-time Director) | DIN NO. 00020235 |
| 4. Mr. Rajnikant A Jhaveri (Promoter /Non Executive Director) | DIN NO. 00020351 |
| 5. Mr. Jindat K Mehta (Independent Director) | DIN NO. 00020303 |
| 6. Mrs. Neeta J Jhaveri (Promoter / Non Executive Director) | DIN NO. 01131017 |
| 7. Mr. Hasmukh B Thakker (Independent Director) | DIN NO. 03351903 |
| 8. Mr. Uday Shah (Independent Director) | DIN NO. 07679833 |
| 9. Mr. Mohit Thakur (Independent Director) | DIN NO. 08487825 |
| 10. Mrs. Sheela Kadechkar (Independent Director) | DIN NO. 06862410 |
| 11. Mr. Mitesh Temgire (CFO) | |

COMPANY SECRETARY & COMPLIANCE OFFICER

Vishakha Mehta

AUDITORS

M/s. Choski & Chokshi LLP

BANKERS

BANK OF INDIA,
HDFC BANK LIMITED

REGISTRARS & TRANSFER AGENT

LINK INTIME INDIA PRIVATE LIMITED
C-101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai – 400 083
Tel.: 22 49186270

REGISTERED OFFICE

910, Parekh Market, 39 J.S.S. Road,
Opera House, Mumbai – 400 004.
Website add: www.zodiacjrmdkjtd.com
Email id: info@zodiacjrmdkjtd.com

FACTORY

VARDHAMAN INDUSTRIAL PREMISES CO-OP. SOCIETY LTD.
Gala No. 204, S.V. Road, Dahisar (E), Mumbai – 400 068.

LISTED AT

BSE Limited
National Stock Exchange Of India Limited



NOTICE IS HEREBY GIVEN THAT THE THIRTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF ZODIAC-JRD-MKJ LIMITED WILL BE HELD ON FRIDAY, 25TH SEPTEMBER, 2020 AT 2:00 P.M. THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at **31st March, 2020** and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jayantilal. A. Jhaveri (Din: 00020250) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. CONTINUING APPOINTMENT OF MR. JAYANTILAL. A. JHAVERI (DIN: 00020250) AS A DIRECTOR CHAIRMAN OF THE COMPANY AFTER ATTAINING AGE OF 75 YEARS

Subject to the approval of the shareholders, the Board recommended in the Meeting, Mr. Jayantilal. A. Jhaveri (Din: 00020250) Director Chairman of the Company, shall continue to hold office as Director Chairman after attaining age of 75 years.

To consider and if thought fit to pass, with or without modification(s), the following resolution as s Special Resolution:

"RESOLVED THAT pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, and subject to the consent of Members in the Annual General Meeting of the Company, Mr. Jayantilal. A. Jhaveri (Din: 00020250) be and is hereby accorded, shall continue to hold office as Director Chairman, of the Company after attaining age of 75 years of age.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such steps as may be reasonable, necessary to give effect to this resolution subject."

4. CONTINUING APPOINTMENT OF MR. RAJNIKANT. A. JHAVERI (DIN: 00020351) AS A DIRECTOR OF THE COMPANY AFTER ATTAINING AGE OF 75 YEARS

Subject to the approval of the shareholders, the Board recommended in the Meeting, Mr. Rajnikant. A. Jhaveri (Din: 00020351), Director of the Company, shall continue to hold office as Director after attaining age of 75 years.

To consider and if thought fit to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, and subject to the consent of Members in the Annual General Meeting of the Company, Mr. Rajnikant. A. Jhaveri (Din: 00020351) be and is hereby accorded, shall continue to hold office as Director Chairman, of the Company after attaining age of 75 years of age.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such steps as may be reasonable, necessary to give effect to this resolution subject."

NOTES :

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The register of members and the share transfer books of the company will remain closed from Saturday, 19th September, 2020 to Friday, 25th September, 2020 (both days inclusive) in connection with the Annual General Meeting.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body Resolution / Authorization etc.,



authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote. The said Resolution / Authorization shall be sent to Mr. Virendra Bhatt, Practicing Company Secretary (ACS No. 1157, CP No. 124), the Scrutinizer by email through its registered email address to bhattivirendra1945@yahoo.co.in with a copy marked to evoting@cdsl.co.in.

6. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
7. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request/questions in advance from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at info@zodiacjrmdmkjlt.com 7 days prior to the AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM on first in- first out basis. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
9. To protect the environment and disseminate all the communication promptly, members who have not registered their E-mail ID so far are requested to register the same with DP/RTA for receiving all the communications including Annual Reports, Notices etc. electronically.
10. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.zodiacjrmdmkjlt.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL <https://www.evoting.cdsl.com>.
11. Members holding shares in (Physical/Demat) who have not registered their email address with the Company can get the same registered with the Registrar and Share Transfer Agent, Link Intime India Private Limited as under:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their

e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

12. INFORMATION REQUIRED TO BE FURNISHED UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015

As required under the SEBI (Listing Obligations And Disclosures Requirements) Regulations, 2015, the particulars of the Director who are proposed to be appointed or re-appointed is furnished below:

Item No. 2, 3, 4 of the Notice:

i) Item No. 2 & 3 of the Notice:

Name of the Director : Mr. Jayantilal Jhaveri.
 Age : 85 years
 Qualification : Inter Science
 Expertise : He is the key person behind the JRD group. He has been in the business of pearls, diamond, semi-precious stones and precious stones since 1953. He started his carrier in the business of development and export of precious & semi precious stones. He has been acting as Government approved valuer since 1973.

Date of Appointment : 03-04-1992.

LIST OF COMPANIES IN WHICH I AM A DIRECTOR:

SR. No.	Name of Companies/ Bodies Corporate (Indian as well as Overseas)	Nature of Interest or concern (Whether Director/ Managing Director)	Date on which interest or concern arose
1.	JRD MKJ Diamonds Pvt. Ltd.	Director	17/05/1991

LIST OF COMPANIES IN WHICH I AM A MEMBER

SR. No.	Name of Company	No. of shares	% to the paid up capital
1.	JRD-MKJ Diamonds Pvt. Ltd.	255	25.5%

ii) Item No. 4 of the Notice:

Name of the Director : Mr. Rajnikant Jhaveri.
 Age : 77 years
 Qualification : Inter Commerce
 Expertise : Making Of Gold Jewellery And Ornaments
 Date of Appointment : 03-04-1992.

**LIST OF COMPANIES IN WHICH I AM A DIRECTOR:**

SR. No.	Name of Companies/ Bodies Corporate (Indian as well as Overseas)	Nature of Interest or concern (Whether Director/ Managing Director)	Date on which interest or concern arose
1.	JRD-MKJ Diamonds Pvt. Ltd.	Director	17/05/1991

LIST OF COMPANIES IN WHICH I AM A MEMBER

SR. No.	Name of Company	No. of shares	% to the paid up capital
1.	JRD-MKJ Diamonds Pvt. Ltd.	132	13.2%

13. The Company has appointed M/s. Link Intime India Pvt. Ltd. (Formerly Known as Intime Spectrum Registry Limited) as their Registrar for Transfer work and dematerialization of Shares. The members are requested to send all their correspondence to Link Intime India Pvt. Ltd, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.

14. Members holding shares in identical orders of names in more than one folio are requested to write to the Company's below mentioned Registrar & Transfer Agent and send their share certificates to enable consolidation of their holding into one folio:

Link Intime India Pvt. Ltd , C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.

15. Members holding shares on electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are Maintaining their demat accounts. Members holding shares in physical form are requested to advice any change in their address or bank mandates immediately to the Company's Registrar & Transfer Agent.

16. Members seeking any information on the Accounts are requested to write to the company, which should reach the company at least one week before the meeting so as to enable the management to keep the information ready. Replies will be provided only at the meeting.

17. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market, Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Link Intime.

18. Pursuant to the Provisions of Section 125 of the Companies Act, 2013 unpaid dividend and Share

Application Money unclaimed for a period of more than seven years have been transferred to the Investor Education Protection Fund during the year. Please check whether you have encashed Dividend Warrants for earlier years. If dividend Warrants are lost or have become time barred, please apply to company or its Registrars & Share Transfer Agents for duplicate / revalidated Dividend warrant.

DIVIDEND FOR YEAR ENDED	AMOUNT(RS.)	DUE DATE
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31st MARCH, 2013	70248.00	25-09-2020
31st MARCH, 2014	82399.74	21-09-2021
31st MARCH, 2015	90811.48	20-09-2022
31st MARCH, 2016	109808.00	26-09-2023
31st MARCH, 2017	111791.50	24-09-2024
31st MARCH, 2018	91740.00	21-09-2025
31st MARCH, 2019	N.A	18-09-2026

19. Your Company is under Compulsory Demat list by SEBI and Stock Exchange from August, 2000.

20. The Company is pleased to offer e-Voting facility for its Members to enable them to cast their Votes electronically.

The procedure and instructions for the same are as follows:

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Tuesday, 22nd September, 2020 at 9.00 a.m. and ends on Thursday, 24th September, 2020 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 18th September, 2020 of (Record Date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.



- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN 200813004 for the relevant ZODIAC JRD MKJ LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians.

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be



uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

21. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- a. Member will be provided with a facility to attend the AGM through VC / OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evoting.cdsl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC / OAVM will be available in shareholder/members login where the EVSN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of CDSL.
- b. Members are encouraged to join the Meeting through Laptops for better experience.
- c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requesting advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id)
- f. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

22. General Instructions:

- (i) Once a vote on a resolution is cast, the shareholder will not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (iv) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (v) The results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.zodiacjrdmkjltd.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.



(vi) Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and explanatory statement on the date of AGM in Electronic Mode can send an e-mail to info@zodiacjrjdkmjtd.com.

(vii) Mr. Virendra Bhatt, Practicing Company (C.P.No.124) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner,

(viii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in in under help section or write an email to helpdesk.evoting@cdslindia.com

By Order of the Board of Director
For **ZODIAC-JRD-MKJ LIMITED**

Vishakha Mehta
Company Secretary /
Compliance Officer

Place : Mumbai
Date : 25th August, 2020

REGISTERED OFFICE :

910, Parekh Market,
39, J.S.S. Road,
Opp. Kennedy Bridge,
Opera House, Mumbai 400 004.

**A STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING THE ABOVE MENTIONED ITEMS AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO.3**

The Securities and Exchange Board of India (SEBI) has amended the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 vide circular dated May 9, 2018 which requires continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Though Mr. Jayantilal Jhaveri can hold office under the erstwhile resolution, he has already crossed 75 years of age during the term of his appointment. Hence this Special Resolution is placed before the shareholders in order to comply with the aforesaid circular.

Mr. Jayantilal Jhaveri (aged 85 years) has done Inter Science. He is the Chairman, Promoter, Director of the Company. He is the key person behind the JRD group. He has been in the business of pearls, diamond, semi-precious stones and precious stones since 1953. He started his carrier in the business of development and export of precious & semi precious stones. He has been acting as Government approved valuer since 1973. He is the moving spirit behind the Groups progress.

Under his stewardship, the Groups profitability, turn over and margins have continuously shown an upward trend. He is known philanthropist and social workers, he is associated with several charitable institution. He holds trusteeship in various institutions including Sir H.N Reliance Foundation Hospital and Research Centre, Palanpur Samaj Kendra Charitable Trust etc.

Mr. Jayantilal Jhaveri is also director in JRD MKJ Diamonds Pvt. Ltd.

He holds membership in Shareholders/Investors Grievance Committee.

Astatement containing his profile is given as per Annexure I.

Except Mr. Rajnikant Jhaveri, Jayesh Jhaveri, Neeta Jhaveri and Devang Jhaveri none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in resolution set out in item no.3 of notice of approval of members.

In view of the introduction of the Companies Act, 2013 (new Act) with effect from 1st April 2014 and also for an abundant precaution, subject to the approval of the shareholders, the Board recommended in their meeting held on 25th August, 2020, recommend Mr. Jayantilal Amratlal Jhaveri (Din: 00020250) Director of the Company for continuation of their holding of existing office after the age of 75 years during the

tenure of their term of appointment under the provisions of the Companies Act, 2013.

ITEM NO.4

The Securities and Exchange Board of India (SEBI) has amended the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 vide circular dated May 9, 2018 which requires continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Though Mr. Rajnikant Jhaveri can hold office under the erstwhile resolution, he has already crossed 75 years of age during the term of his appointment. Hence this Special Resolution is placed before the shareholders in order to comply with the aforesaid circular.

Mr. Rajnikant Jhaveri aged 77 is in the business of precious stones & semi-precious stones since 1962. Due to his efforts, the group's business in semi-precious and precious stones has flourished and has achieved many awards for export of semi – precious stones.

In view of the introduction of the Companies Act, 2013 (new Act) with effect from 1st April 2014 and also for an abundant precaution, subject to the approval of the shareholders, the Board recommended in their meeting held on 25th August, 2020, recommend Mr. Rajnikant. A. Jhaveri (Din: 00020351), Director of the Company for continuation of their holding of existing office after the age of 75 years during the tenure of their term of appointment under the provisions of the Companies Act, 2013.

Mr. Rajnikant Jhaveri is also director in JRD-MKJ Diamonds Pvt. Ltd.

He holds membership in Shareholders/Investors Grievance Committee.

Astatement containing his profile is given as per Annexure I.

Except Mr. Jayantilal Jhaveri, Mr. Jayesh Jhaveri, Mrs. Neeta Jhaveri and Devang Jhaveri, none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in resolution set out in item no.4 of notice of approval of members.

By Order of the Board of Director
For **ZODIAC-JRD-MKJ LIMITED**

Vishakha Mehta

Company Secretary /
Compliance Officer

Place : Mumbai
Date : 25th August, 2020

REGISTERED OFFICE:

910, Parekh Market,
39, J.S.S. Road,
Opp. Kennedy Bridge,
Opera House, Mumbai 400 004.

**Annexure I****DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

	Re-Appointment	Re-Appointment
	Mr. Jayantilal Jhaveri	Mr. Rajnikant Jhaveri
Date of Birth	20/01/1935	22/02/1943
Date of Appointment /Re- appointment	03/04/1992	03/04/1992
Qualification	Inter Science	Inter Commerce
Expertise in specific functional Area	He is the key person behind the JRD group. He has been in the business of pearls, diamond, semi-precious stones and precious stones since 1953	He is the key person behind the JRD group. He has been in the business of pearls, diamond, semi-precious stones and precious stones since 1962
List of Public Ltd. Companies (in India) in which outside Directorships held	Nil	Nil
Membership/Chairmanships of Committees of other Public Companies (includeson Audit Committee and Stakeholders Relationship Committee)	Nil	Nil

Place : Mumbai
Date : 25th August, 2020

REGISTERED OFFICE:

910, Parekh Market,
39, J.S.S. Road,
Opp. Kennedy Bridge,
Opera House, Mumbai 400 004.

By Order of the Board of Director
For **ZODIAC-JRD-MKJ LIMITED**

Vishakha Mehta
Company Secretary /Compliance Officer

**Director's Report**

To,
The Members,
ZODIAC-JRD-MKJ LIMITED

The Directors have pleasure in presenting the 33rd Annual Report on the business and operation of the company together with the Audited Financial Statements for the year ended 31st March, 2020.

1. FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year figures is given hereunder:

(Rupees in Lacs)

	Year Ended 31.03.2020	Year Ended 31.03.2019
Total Income	1313.19	1651.38
Net Profit before Depreciation and Interest	74.37	200.84
Less : Depreciation	3.43	4.94
Interest	0.00	0.00
Profit before Tax	70.94	195.90
Less : Deferred Tax	7.22	16.87
Less : Current Tax	10.16	38.79
Less : Prior Period Adjustments	0.00	3.83
Less: Mat Credit Entitlement	4.16	(14.10)
Profit after Tax (A)	49.40	150.51
Other Comprehensive Income (Net of Tax) (B)	0.10	0.49
Total Comprehensive Income for the year (A+B)=C	49.50	151.00
Balance Profit brought forward (D)	6116.59	5996.80
Proposed dividend (E)	0.00	(25.89)
Tax on Distributed Profit (F)	0.00	(5.32)
Balance carried forward Balance sheet (C+D+E+F)	6166.09	6116.59

2. STANDALONE FINANCIAL STATEMENT

The Standalone Financial Statements for the financial year 2019-20 of the Company are prepared in accordance with relevant Indian Accounting Standards issued by the Institute of Chartered Accountants of India and form part of this Annual Report.

3. PERFORMANCE REVIEW:

The Company's turnover for the year FY 2019-20 had been Rs. 1254.22 Lacs as per compared to last year figure of Rs.1484.88 Lacs. The company has made a net profit after taxation of Rs. 49.40 Lacs against Rs. 150.51 Lacs last year. Company is making efforts to increase the turnover during the next year.

4. DIVIDEND

The Board of Directors of your Company, due to inadequate profit, does not recommend any dividend on the equity and preference shares of the Company for the year ended 31st March, 2020.

5. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The Company has transferred the unpaid or unclaimed dividend declared up to financial years 2012-13, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The unclaimed dividend in respect of the financial year ended on 31st March, 2013 is due for transfer to the IEPF in month of 30th October, 2020. The shareholders whose dividend remained unclaimed for the financial year 2012-13 and for subsequent financial years are requested to claim it immediately from the Company. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 20th September, 2019 (date of the previous Annual General Meeting) under "Investor Relations" section on the website of the Company. The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.mca.gov.in and on the website of IEPF viz. www.iepf.gov.in. Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.

In accordance with the aforesaid provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2012-13 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more.

The Company has transferred sum of Rs.71982.00 pertaining to the final dividend amount for the year ended 31st March, 2012, during the financial year 2019-20 to the Investor Education and Protection Fund established by the Central Government, in accordance with the aforesaid provisions of the Act read with the Investor Education and Protection Fund



Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended.

The said amount represents unclaimed dividends which were lying with the Company for a period of seven years from their respective due dates of payment.

6. **PUBLIC DEPOSITS**

The Company has not accepted any public deposits and as such, no amount of principal or interest on public deposits was outstanding during the year under review.

7. **VIGIL MECHANISM**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

8. **MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this Report.

9. **BUSINESS OVERVIEW**

It is one of the toughest time for Diamond + Jewellery Trade for the current year. Your Company is no exception and face a challenging time during the year 2019-2020. Because of slow down economy in Europe, U.S.A., Japan & China, customer's sentiments were affected. Your Company is looking to further strengthen its business to enable it to constantly innovate and adopt to changing consumer trend. In spite of many variations & uncertainty in economy, we hope your company will look forward for a good time ahead in near future. The Company turnover for the current year is Rs 1254.22 Lacs as compared to last year was Rs. 1484.88 Lacs. The Company made a net profit for the current year after taxation of Rs.49.40 Lacs compared to the last year was Rs. 150.51 Lacs .

10. **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/ OUTGO:**

Particulars	2019-2020	2018-2019
Electricity Purchases Units (Lac KWH)	0.03	0.18
Total amount (Rs. In 000)	0.42	2.36
Rate'KWH (Rs.)	13.15	13.11

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 (3) (m) of Companies Act, 2013 read with Companies (Accounts) Rules, 2014 as detailed below:

- 1) Total power and fuel consumption. (Rs.000)
- 2) Total energy consumption per unit of production.:-

Particulars	2019-2020	2018-2019
Cut & Polished Diamonds CTS	1001.89	1534.78
Gold Jewellery CTS}	99.554	254.889
GMS}	330.050	1069.520

- 3) Foreign Exchange Earnings and Outgoings.

Particulars	2019-2020	2018-2019
Total Foreign Exchange Earned	0	0
Total Foreign Exchange Outgo	0	0

11. **CORPORATE SOCIAL RESPONSIBILITY (CSR):-**

As per amendment brought in vide the notification dated 19th of September, 2018, the Section 37 has been notified of Companies (Amendment) Act, 2017, the words any financial year has been replaced with the words immediately preceding financial year. The company has paid CSR to Prime Minister National Relief Fund in 2015-16 of Rs. 8,26,734/-, 2016-17 of 8,20,988/- and 2017-18 of 2,54,215/-.

As per the amendments immediately preceding financial year, the company is not liable to pay CSR ahead unless it fulfills as per Section 135 of the Companies Act, 2013.

Since the CSR norms are not applicable to the Company hence, the disclosures as per Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is not required to be made.

The CSR Policy is uploaded on the Company's website at the web link: <http://www.zodiacjrdmkjlt.com/investorrelations.aspx>

12. **LOANS, GUARANTEES OR INVESTMENTS:-**

The details of the Loans, Guarantees or Investments made under Section 186 of the Companies Act, 2013 by the Company, to other Body Corporates or persons are given in notes to the financial statements.



13. CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All related party transactions done by the Company during the financial year were arm's length and in ordinary course of business. All related party transactions were placed in the meetings of Audit Committee and the Board of Directors for their necessary review and approval. During the financial year the Company has not entered into any material transaction (as per Clause 49 of the Listing Agreement) with any of its related parties which may have potential conflict with the interest of the Company at large. Disclosures pursuant to Accounting Standards on related party transactions have been made in the notes to the Financial Statements.

14. DEPOSITORY SYSTEM :-

The Company has entered into agreement with the National Securities Depository Limited as well as the Central Depository Services (India) Limited (CDSL) to enable shareholders to hold shares in a dematerialized form. The Company also offers simultaneous dematerialization of the physical shares.

15. DIRECTORS AND KEY MANAGERIAL PERSONNEL INFORMATION :-

(i) Retirement by Rotation

In accordance with the provisions of the Companies Act, 2013, Mr. Jayantilal Jhaveri retires by rotation and is eligible for re-appointment.

Mr. Mohit Thakur was appointed 06th August, 2019 as Independent Director

Mrs. Sheela Kadechkar was appointed as 06th August, 2019 as Independent Director

Mr Mukesh Desai resigned on 06th August, 2019 as Independent Director

Mr Jayesh Kadakia resigned on 06th August, 2019 as Independent Director

Mr. Mohit Thakur was appointed and was regularized in AGM on 20th September, 2019 as an Independent Director.

Mrs. Sheela Kadechkar was appointed and was regularized in AGM on 20th September, 2019 as an Independent Director.

None of the Directors is disqualified from being appointed as or holding office as Director, as stipulated under Section 164 of the Act.

16. DECLARATION OF INDEPENDENT DIRECTORS

The Company has received declaration from all the Independent Directors of the Company confirming that they have met the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

17. NUMBER OF BOARD MEETINGS

The Company had 4 Board Meetings during the financial year under review. The Board Meetings were held in compliance with the Companies Act, 2013. The details of the same are provided in the Corporate Governance Report.

18. DISCLOSURE UNDER SECTION 164(2) OF THE COMPANIES ACT, 2013

The Company has received the disclosure in Form DIR-8 from its Directors being appointed or re-appointed and has noted that none of the Directors are disqualified under Section 164(2) of the Companies Act, 2013 read with Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014.

19. BOARD EVALUATION

In compliance with the requirements of Section 134(3) of the Companies Act, 2013, the performance of the Board was carried out during the year under review. The Board was evaluated for its performance based on the following factors:

1. Attendance of Board Meetings and Committees;
2. Contribution made to the Board discussions and future planning;
3. Level of commitment to the stakeholders' interest;
4. Initiatives towards the growth of the business and profitability;
5. Providing outlook, view points and feedback taking the Company ahead beyond expectations.

The evaluation involves Self-Evaluation by the Board Member and thereafter in the following manner:

- a) **Individual Directors-** The performance of the individual Directors' is evaluated by the Nomination and Remuneration Committee.
- b) **Board and Committees -** The Board evaluated its own performance and also of the Committees taking into consideration



the above mentioned factors. A member of the Board does not participate in the discussion of his / her evaluation.

20. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2020, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) that such accounting policies have been selected and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2020 and profit/ loss of the Company for the year under review;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that the internal financial controls were adequate and were operating effectively.
- f) that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

21. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Board has framed a Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178 (3) of the Companies Act, 2013 based on the recommendation of Nomination and Remuneration Committee. The details of this Policy is explained in the Corporate Governance Report.

22. AUDITORS

Pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and

pursuant to the recommendations of the Audit Committee, M/s. Chokshi & Chokshi LLP, Chartered Accountants (Firm Registration No. 101872W/W100045), be appointed as statutory auditors of the Company, to hold office from the conclusion of this Thirtieth Annual General Meeting (AGM) until the conclusion of the Thirty Fifth Annual General Meeting (AGM), subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company

MCA vide its notification dated 7 May 2018, has brought into effect certain provisions of the Companies (Amendment) Act, 2017, thereby amending provisions of the Companies Act, 2013, including section 139 of the Act, the mandatory requirement for ratification of appointment of Auditors by the Members at every AGM has been omitted and hence your Company has not proposed ratification of appointment of M/s. Chokshi & Chokshi LLP, Chartered Accountants, at the forthcoming AGM.

The Auditors' Report is unmodified i.e. it does not contain any qualification, reservation or adverse remark or disclaimer.

23. AUDITORS REPORT

The notes to accounts referred to in the Auditor's Report are self-explanatory and, therefore, do not call for any further comments.

24. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITOR

There were no qualifications, reservations or adverse remarks made by the Auditor.

25. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

In accordance with the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has got the Secretarial Audit conducted from the Practicing Company Secretary. A Secretarial Audit Report issued by Ms. I Javeri, Practicing Company Secretary, in Form MR – 3, in respect of the secretarial audit of the Company for the financial year ended 31st March 2020, is provided in Annexure – II.

ANNUAL SECRETARIAL COMPLIANCE REPORT

The Company has undertaken an audit for the financial year 2019-20 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/Guidelines issued there under. The Annual Secretarial Compliance Report has



been submitted to the stock exchanges within 60 days of the end of the financial year.

26. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

The Secretarial Auditor has made following qualification / observation/adverse remark in his report.

During the period under review, I am of the opinion that the Company has prima facie complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above except that the Company has not filed Form MGT-14 for investments made during the period under review.

Directors Commented : -

The Company has filed the form MGT 14 for Investment on 18th July, 2020.

27. COST AUDITORS

The Company is not required to maintain cost records as per the Companies (Cost Records and Audit) Amendments Rules, 2014 as the turnover of the Company for the Financial Year 2019-20 was below 35 crores.

28. PARTICULARS OF EMPLOYEES

No employees of the Company was in receipt of remuneration during the financial year 2019-2020 in excess of the sum prescribed under Section 134 of the Companies Act, 2013 read with Companies (Appointment & Remuneration) Rules 2014.

29. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

30. LISTING

The Company's Equity Capital is listed on the Bombay Stock Exchange and National Stock Exchange of India Ltd. The Company confirms that it has paid annual listing fees due to these stock exchanges for the year 2020-2021 and has been diligent in observing all the compliances as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

31. INSURANCE

The Company's plant & machinery, buildings, stocks & assets are adequately insured

32. INTERNAL CONTROL SYSTEM & INTERNAL AUDITOR

Your Company continuously invests in strengthening its internal control processes and has appointed M/s. Pravin K. Chheda & Co., Chartered Accountants, as the Internal Auditors of the Company. The Company has put in place an adequate system of internal control commensurate with its size and nature of business. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company and ensuring compliance with corporate policies. Procedures to ensure conformance with the policies, standards and delegations of authority have been put in place covering all activities. Audit Committee periodically reviews the performance of internal audit system.

The Company has a rigorous business planning system to set targets and parameters for operations which are reviewed with actual performance to ensure timely initiation of corrective action, if required. The Audit Committee reviews adherence to internal control systems and internal audit reports. Further, the Board annually reviews the effectiveness of the Company's internal control system.

33. CORPORATE GOVERNANCE

A separate report on Corporate Governance along with the Auditor's Certificate on its compliance is attached as Annexure – IV to this Report.

34. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The Company has constituted an Audit Committee as required under Section 177 of the Companies Act, 2013 and has also established Vigil Mechanism for their employees and Directors to report their genuine concerns or grievances. The details of the same are explained in the Corporate Governance Report. The Board has accepted all the recommendations of the Audit Committee.

35. SHARES

a) Buy Back of Securities

The Company has not bought back any of its securities during the year under review.

b) Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.

c) Bonus Shares

No Bonus Shares were issued during the year under review.



d) Employees Stock Option Plan

The Company has not provided any Stock Option Scheme to the employees

36. EXTRACT OF ANNUAL RETURN

The extract of annual return in Form MGT-9 as required under Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 is appended as an Annexure III to this Annual Report and also available on the website of the Company at http://www.zodiacjrmdkjlt.com/newsite/annualreport/Form_MGT_7.pdf

37. DISCLOSURES PURSUANT TO THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Particulars of employees remuneration, as required under section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016:

During the year under consideration, none of the employees of the Company were in receipt of remuneration in excess of limits prescribed section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 hence particulars as required under section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 are not given. There were 9 confirmed employees on the rolls of the Company as on March 31, 2020.

38. ACKNOWLEDGEMENTS

Your Directors wish to thank Shareholders, Suppliers, Customers, Banks and Employees for their co-operation and support. Your Directors also wish to place on record the support of the financial Institutions.

39. INFORMATION UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has constituted an internal complaint committee under Section 4 of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year there was no complaint filed before the said Committee.

40. DEPOSITS

Company has not accepted any deposits from public / members under Section 73 of the Act, read with Companies (Acceptance of Deposits) Rules, 2014 during the year.

41. RISK MANAGEMENT & INTERNAL FINANCIAL CONTROLS:

The Company has in place a mechanism to inform Board Members about the Risk Assessment and Minimisation procedures which are periodically reviewed to ensure that risk is controlled by the Executive Management. The Company has also formulated Risk Management Policy to review and control risk.

Details in respect of adequacy of internal financial controls with reference to the Financial Statements are given in the Management Discussion and Analysis, which forms part of this Report.

42. WHISTLE-BLOWER POLICY/VIGIL MECHANISM

The Company has adopted the Whistle-Blower Policy for Prevention, Detection and Investigation of Frauds and Protection of Whistle-blowers. The same has been posted on the Company's website – <http://www.zodiacjrmdkjlt.com/investorrelations1.aspx>. The Whistle-Blower Policy broadly covers a detailed process for reporting, handling and investigation of fraudulent activities and providing necessary protection to the employees who report such fraudulent activities/unethical behavior.

43. APPRECIATIONS

The Directors would also like to place on record their sincere appreciation for the continued co-operation, guidance, support and assistance extended during the year under report by our bankers, customers, suppliers and Government agencies. The Board of Directors wishes to express its appreciation for the valuable contribution made by the employees at all levels during the year under report.

For and on behalf of the Board of Directors
ZODIAC-JRD-MKJ LIMITED

Date : 25th August, 2020 MR. JAYANTILAL JHAVERI
Place: Mumbai Chairman



Annexure II

Form No. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED
31ST MARCH, 2020**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Zodiac-Jrd-Mkj Limited

I have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Zodiac-Jrd-Mkj Limited (hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provides me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's statutory registers, papers, minute books, forms and returns filed with the Registrar of Companies ('the ROC'), soft copy of the various records sent over mail as provided by the Company and other relevant records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 has prima facie complied with the statutory provisions listed hereunder:

I have examined the statutory registers, papers, minute books, forms and returns filed with the ROC and other relevant records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - (Not Applicable during the audit period);
- (v) The following Regulations and Guidelines prescribed under Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the financial year ended 31st March, 2020:-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (c) The Securities and Exchange Board of India (Issue and listing of Debt securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (vi) I further report that, I rely on the Compliance Report of various laws placed before me by the Company.

(vii) I have also examined compliance with the applicable clauses of the following and I am of the opinion that the Company has prima facie complied with applicable provisions:

- (a) The Listing Agreements entered into by the Company with the Stock Exchanges read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (b) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.

During the period under review, I am of the opinion that the Company has prima facie complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above except that the Company has not filed Form MGT-14 for investments made during the period under review.

I further report that:



- I. I have not examined the Financial Statements, financial Books & related financial Act like Income Tax, Sales Tax, Value Added Tax, Goods and Service Tax Act, ESIC, Provident Fund & Professional Tax, Related Party Transactions etc. For these matters, I rely on the report of statutory auditor's for Financial Statement for the year ended 31st March, 2020.
- II. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Changes in the Composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- III. As per the information provided the Company has prima facie given adequate notice to all directors to schedule the Board Meetings, agenda and detailed notes on agenda.
- IV. As per the minutes of the meetings, majority decisions of the Board were unanimous and no dissenting views were found as part of the minutes.
- V. There are prima facie adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- VI. The management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers/records required by the concerned authorities and internal control of the concerned department.
- VII. During the period under review, the Company had filed Forms within prescribed time and some with additional fees except Form MGT-14 for investments.
- VIII. During the period under review, as per the information provided by the Company, prima facie there were no instances of transaction by the designated persons in the securities of the Company during the closure of window.
- IX. During the period under review, the Company has made investments but the Company has not filed Form MGT-14 required to be filed.
- X. During the audit period, there were no instances of:
- a) Public Issue/Right Issue/ Preferential issue of shares/sweat equity, etc.;
 - b) Issue of equity shares under Employee Stock Option Scheme;
 - c) Buy-back of securities;
 - d) Foreign Technical Collaborations.
- I further report that:
1. Maintenance of Secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.
 2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
 3. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
 4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of Company.
 5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
 6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the Management has conducted the affairs of the company.
 7. Due to COVID - 19 and continuous Lockdown, we were able to partially verify the information physically, therefore we rely on the information as provided by the Company in electronic mode.

Ms. I. Javeri

ACS No.: 2209

COP No.:7245

UDIN: A002209B000400662

Date : 30th June, 2020

Place : Mumbai

**Annexure III****Form No. MGT - 9****EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L65910MH1987PLC042107
Registration Date	06.01.1987
Name of the Company	ZODIAC-JRD-MKJ LIMITED
Category/Sub-Category of the Company	Company Limited by Shares/ Indian Non-Government Company
Address of the Registered office and contact details	910, PAREKH MARKET, 39-J.S.S.ROAD, OPP. KENNEDY BRIDGE, OPERA HOUSE, MUMBAI 400004
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	LINK INTIME INDIA PRIVATE LIMITED., C-101, 247 PARK, LBS MARG, VIKHHOLI (WEST), MUMBAI 400083

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name	NIC Code of the Product/ service	% to total turnover of the company
1	IMPORTER,EXPORTER AND MANUFACTURER OF CUT AND POLISHED DIAMONDS ROUGH DIAMOND	383105005	117110032 (93.37%) 2470095 (1.97)
2	IMPORTER, EXPORTER AND MANUFACTURER OF STUDED GOLD JEWELLERY	883102006	5842066 (4.66)
	TOTAL		125422193 (100%)

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
	NA	NA	NA	NA	NA



i. Category-wise ShareHolding as of 31/03/2020

Category of Shareholders	No. of Shares held at the beginning of the year 2019				No. of Shares held at the end of the year 2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Promoter									
Indian									
Individual/ HUF	2167004	-	2167004	41.8568%	2167004	-	2167004	41.8568%	0%
CentralGovt	-	-	-	-	-	-	-	-	-
State Govt(s)	-	-	-	-	-	-	-	-	-
Bodies Corp	204644	-	204644	3.9528	204644	-	204644	3.9528	0%
Banks / FI	-	-	-	-	-	-	-	-	-
Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	2371648		2371648	45.8096	2371648		2371648	45.8096	0%
Foreign									
-NRIs-Individuals	-	-	-	-	-	-	-	-	-
Other-Individuals	-	-	-	-	-	-	-	-	-
Bodies Corp.	-	-	-	-	-	-	-	-	-
Banks / FI	-	-	-	-	-	-	-	-	-
Any Other....	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-
Public Shareholding	-	-	-	-	-	-	-	-	-
Institutions	-	-	-	-	-	-	-	-	-
Mutual Funds	-	-	-	-	-	-	-	-	-
Banks / FI	-	-	-	-	-	-	-	-	-
Central Govt	-	-	-	-	-	-	-	-	-
State Govt(s)	-	-	-	-	-	-	-	-	-
Venture Capital Funds	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
FIs	-	-	-	-	-	-	-	-	-
Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
2. Non Institutions									
Bodies Corp.									
(Indian	104513	3000	107513	2.0767	109755	3000	112755	2.1779	0.1012



Individuals (I Individual shareholders holding nominal share capital upto Rs.1 lakh (ii) Individual share- holders holding nominal share capital in excess of Rs 1 lakh	593300	97420	690720	13.3416	597699	87220	684919	13.2296	-0.1120
	400562	0	400562	7.7371	390446	0	390446	7.5417	-0.1954
Others (Specify)									
i) Non Resident Indians (Non Repat)	1267	0	1267	0.0245	1467	0	1467	0.0283	0.0038
Non Resident Indians (Repat)	13629	0	13629	0.2633	18480	0	18480	0.357	0.0937
ii) Foreign Corporate Bodies	1496215	0	1496215	28.9002	1496215	0	1496215	28.9002	0
iii) Clearing member Members	5118	0	5118	0.0989	438	0	438	0.0085	-0.0904
iv) Trust	0	8	8	0.0002	0	8	8	0.0002	0
v) HUF	33958	0	33958	0.6559	36512	0	36512	0.7052	0.0493
vi) IEPF	56544	0	56544	1.0922		0	64294	1.2419	0.1497
Sub-total (B) (2)	2705106	100428	2805534	54.1904	2715306	90228	2805534	54.1904	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2705106	100428	2805534	54.1904	2715306	100428	2805534	54.1904	0.00
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	5076754	100428	5177182	100.0000	5086954	90228	5177182	100.0000	-

ii. Shareholding of Promoters as of 31/03/2020

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 2019			Shareholding at the end of the year 2020			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Jayesh Jhaveri	10,23,107	19.76	-	10,23,107	19.76	-	0%
2	Kanchanben Rameshchandra Jhaveri	387214	7.48	-	387214	7.48	-	0%
3	Devang Rajnikant Jhaveri	3,46,550	6.69	-	3,46,550	6.69	-	0%
4	Rajnikant Amratlal Jhaveri	2,41,009	4.66	-	2,41,009	4.66	-	0%
5	JRD-MKJ Diamonds Pvt Ltd	2,04,644	3.95	-	2,04,644	3.95	-	0%
6	Jayantilal Amratlal Jhaveri	86,173	1.66	-	86,173	1.66	-	0%
7	Rameshchandra Jhaveri	79,169	1.53	-	79,169	1.53	-	0%
8	Kokilaben Rajnikant Jhaveri	1,064	0.02	-	1,064	0.02	-	0%
9	Neeta Jayesh Jhaveri	1,064	0.02	-	1,064	0.02	-	0%
10	Jigna Devang Jhaveri	1,054	0.02	-	1,054	0.02	-	0%
11	Pinal Jayesh Jhaveri	200	0.00	-	200	0.00	-	0%
12	Aashni Jhaveri	200	0.00	-	200	0.00	-	0%
13	Pooja Jayesh Jhaveri	200	0.00	-	200	0.00	-	0%
	Total	2371648	45.80	-	2371648	45.80	-	0%



iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. no		Shareholding at the beginning of the year - 2019		Transactions during the year		Cumulative Shareholding at the end of the year - 2020	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Jayesh Jayantilal Jhaveri	1023107	19.7619	No Change	No Change	1023107	19.7619
	At the end of the year					1023107	19.7619
2	Kanchanben Rameshchandra Jhaveri	387214	7.4792	No Change	No Change	387214	7.4792
	Market sell					387214	7.4792
	At the end of the year					387214	7.4792
3	Devang Rajnikant Jhaveri	346550	6.6938	No Change	No Change	346550	6.6938
	At the end of the year					346550	6.6938
4	Rajnikant Amratlal Jhaveri	241009	4.6554	No Change	No Change	241009	4.6554
	At the end of the year					241009	4.6554
5	JRD-MKJ- Diamonds Private Limited	204644	3.9528	No Change	No Change	204644	3.9528
	At the end of the year					204644	3.9528
6	Jayantilal Amratlal Jhaveri	86173	1.6645	No Change	No Change	86173	1.6645
	At the end of the year					86173	1.6645
7	Rameshchandra Jhaveri	79169	1.5292	No Change	No Change	79169	1.5292
	At the end of the year					79169	1.5292
8	Neeta Jayesh Jhaveri	1064	0.0206	No Change	No Change	1064	0.0206
	At the end of the year					1064	0.0206
9	Kokilaben Rajnikant Jhaveri	1064	0.0206	No Change	No Change	1064	0.0206
	At the end of the year					1064	0.0206
10	Jigna Devang Jhaveri	1054	0.0204	No Change	No Change	1054	0.0204
	At the end of the year					1054	0.0204
11	Pinal Jayesh Jhaveri	200	0.0039	No Change	No Change	200	0.0039
	At the end of the year					200	0.0039
12	Pooja Jayesh Jhaveri	200	0.0039	No Change	No Change	200	0.0039
	At the end of the year					200	0.0039
13	Aashni Devang Jhaveri	200	0.0039	No Change	No Change	200	0.0039
	At the end of the year					200	0.0039



iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. no		Shareholding at the beginning of the year 2019		Cumulative Shareholding at the end of the year 2020	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	SANGEETHA S				
	a) At the Beginning of the Year	4390	0.0848		
	b) Changes during the Year				
	Market Buy 08 Nov 2019	185560	3.584		
	b) At the end of the Year			189950	3.669
2	RAJIV MEHTA				
	a) At the Beginning of the Year	70095	1.3539		
	b) At the end of the Year			70095	1.3539
3	XTENDED BUSINESS REPORTING LTD.				
	a) At the Beginning of the Year	43809	0.8462		
	b) At the end of the Year			43809	0.8462
4	PRAVIN GOVINDBHAI PATEL				
	a) At the Beginning of the Year	32290	0.6237		
	b) Changes during the Year				
	BUY 05 Apr 2019	645	0.0125		
	c) At the end of the Year			32935	0.6362
5	RAJ MANGAL				
	a) At the Beginning of the Year	25418	0.491		
	b) Changes during the Year				
	SELL 05 Apr 2019	-124	0.003	25294	0.4886
	c) At the end of the Year			25294	0.4886
6	SANDEEP KUMAR				
	a) At the Beginning of the Year	28303	0.5467		
	b) Changes during the Year				
	SELL 05 Apr 2019	-971	0.0188	27332	0.5279
	SELL 14 Jun 2019	-3027	0.0584	24305	0.4695
	BUY 30 Aug 2019	3998	0.0772	28303	0.5467
	SELL 06 Sep 2019	-9748	0.1883	18555	0.3584
	SELL 13 Sep 2019	-1397	.02698	17158	0.3314
	BUY 30 Sep 2019	11145	0.2153	28303	0.5467
	SELL 27 Dec 2019	-270	0.0052	28033	0.5415
	SELL 13 Mar 2020	-10804	0.2085	17229	0.3328
	c) At the end of the Year			17229	0.3328



7	ISHAAN METALS PRIVATE LTD				
	a) At the Beginning of the Year	25000	0.4829		
	b) At the end of the Year			25000	0.4829
8	SUBRAMANIAN P				
	a) At the Beginning of the Year	185560	3.5842		
	b) Changes during the Year				
	SELL 08 Nov 2019			-185560	0
	c) At the end of the Year				
9	SHIFALI MEHTA				0
	a) At the Beginning of the Year	16708	0.3227		
	b) Changes during the Year			16708	0.3227
	c) At the end of the Year				
10	RAMANAND PANDEY				
	a) At the Beginning of the Year	15220	0.294		
	b) Changes during the Year			15220	0.294
	c) At the end of the Year				

v. Shareholding of Directors and Key Managerial Personnel:

Sr. no		Shareholding at the beginning of the year 2019		Cumulative Shareholding at the end of the year 2020	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	JAYESH J. JHAVERI	1023107	19.7619	1023107	19.7619
2	DEVANG R JHAVERI	346550	6.6938	346550	6.6938
3	RAJNIKANT AMRATLAL JHAVERI	241009	4.6552	241009	4.6552
4	JAYANTILAL AMRATLAL JHAVERI	86173	1.6645	86173	1.6645
5	NEETA JHAVERI	1064	0.02	1064	0.02
6	VISHAKHA MEHTA (COMPANY SECRETARY)	-	-	-	-
7.	MITESH TEMGIRE (CFO)	-	-	-	-



vi. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not				
Total (i+ii+iii)				
Change in Indebtedness during the financial year	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
- Addition - Reduction				
Net Change	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
Indebtedness at the end of the financial year	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due				
Total (i+ii+iii)				



vii. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount
		JAYESH J JHAVERI (MD & CFO)	DEVANG R JHAVERI	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,00,000	4,80,000	10,80,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	69,576	55,721	1,25,297
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
	Stock Option	0	0	0
	Sweat Equity	0	0	0
	Commission - as% of profit - others, specify...	0	0	0
	Others, please specify	0	0	0
	Total (A)	6,69,576	5,35,721	12,05,297
	Ceiling as per the Act	within the ceiling provided under Section 196 of the Companies Act, 2013		

B. Remuneration to the directors:

Sl. No.	Particulars of Remuneration	Name of Director						Total Amount
		Mukesh Desai	Jindat Mehta	Jayesh Kadakia	Hasmukh Thakkar	Uday Shah	Mohit Thakur	
	Independent Directors							
	· Fee for attending board committee-meetings	2000	4000	2000	2000	2000	2000	14000
	· Commission	-	-	-	-	-	-	-
	· Others, please specify	-	-	-	-	-	-	-
	Total (1)	2000	4000	2000	2000	2000	2000	14000
	Other Non-Executive Directors							
	· Fee for attending board committee-meetings	2000	2000	2000	2000	-		8000
	· Commission							
	· Others, please specify							
	Total (2)	2000	2000	2000	2000	-		8000
	Total (B)=(1+2)	4000	6000	4000	4000	2000	2000	22000
	Total Managerial Remuneration A + B							1227297
	Overall Ceiling as per the Act	within the ceiling provided under Section 196 of the Companies Act, 2013						



C. Remuneration to Key Managerial Personnel Other Than MD / Manager / WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
	Gross salary	3,00,000	60,000	3,60,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
	Stock Option	NIL	NIL	NIL
	Sweat Equity	NIL	NIL	NIL
	Commission - as % of profit - others, specify...	NIL	NIL	NIL
	Others, please specify	25,000	NIL	25,000
	Total	3,25,000	60,000	3,85,000

PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty / Punishment /Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any (give details)
A. Company					
Penalty					
Punishment			NOT APPLICABLE		
Compounding					
B. Directors					
Penalty					
Punishment			NOT APPLICABLE		
Compounding					
C. Other Officers in Default					
Penalty					
Punishment			NOT APPLICABLE		
Compounding					



Annexure : IV

CORPORATE GOVERNANCE REPORT

1. PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance is concerned with creation of long term value of shareholders while also balancing interest of other stakeholders viz. Employees, Creditors, Government and the Society at large. Corporate Governance is crucial as it builds confidence and trust, which eventually leads to a more stable and sustained resources, flows and long term partnership with its investors and other stakeholders.

The Corporate Governance framework will encourage efficient use of resources and ensuring accountability for these resources. Its importance lays in the contribution to the overall growth and direction of the business, management accountability and transparency and above all, equitable treatment for its stakeholders.

In sum, Corporate Governance reinforces the concept of “Your Company” and emphasis that the Chairman and Board of Directors are fiduciaries and trustees, engaged in pushing the business forward and maximizing value for the shareholders.

2. CORPORATE ETHICS:

The Company adheres to the highest standards of business ethics, transparency in all its dealings and timely compliance with statutory and legal requirements.

2.1 Code of Conduct of Board Members and Senior Management:

The Board of Directors of the Company has adopted Code of Conduct for its Members and Senior Management. The code has been posted on the website of the Company i.e www.zodiacjrjrdmkjld.com.

2.2 Code of Conduct for Prevention of Insider Trading:

The Company has adopted a Code of Conduct for Prevention of Insider Trading for its management, directors, employees and other connected persons. The Code lays down guidelines and procedures to be followed and disclosures to be made by directors, top level executives and employees whilst dealing in shares. The Company Secretary has been appointed as the Compliance Officer and is responsible for adherence to the Code.

3. CORPORATE GOVERNANCE:

Your Company believes in adopting practices and protecting rights and interest of stakeholders. We further believe that the shareholders have the right to know complete information on the Board of Directors and the management, their interest in the organization as well as governance practice to be followed by them.

The Reporting on Corporate Governance is divided into five parts: Board of Directors, Remuneration of Directors, Committees of the Board, Shareholder Information, Other Disclosures.

4. BOARD OF DIRECTORS:

The details of the Board of Directors of the Company are given below:

Name of Director	Din Number	Designation	Other Directorship
Mr. Jayantilal A Jhaveri	00020250	Non Executive Director Chairman	1
Mr. Jayesh J Jhaveri	00020277	Managing Director	2
Mr. Devang R Jhaveri	00020235	Whole-Time Director	1
Mr. Rajnikant A Jhaveri	00020351	Non Executive Director	1
*Mr. Mohit Thakur	08487825	Independent Director	-
Mr. Jindat K Mehta	00020303	Independent Director	5
Mr. Neeta Jayesh Jhaveri	01131017	Non Executive Director	1
Mr. Hasmukh B Thakkar	03351903	Independent Director	-
Mr. Uday Shah	07679833	Independent Director	-
**Mrs. Sheela Kadechkar	06862410	Independent Director	4
***Mr. Mukesh Desai	06847896	Independent Director	3
****Mr. Jayesh Kadakia	06825529	Independent Director	0



- * Mr. Mohit Thakur (Din No: 08487825) was appointed 06th August, 2019 as Independent Director
 ** Mrs. Sheela Kadechkar (Din No:06862410) was appointed as 06th August, 2019 as Independent Director
 *** Mr. Mukesh Desai (Din No: 06847896) resigned on 06th August, 2019 as Independent Director
 **** Mr. Jayesh Kadakia (Din No: 06825529) resigned on 06th August, 2019 as Independent Director

Details of Directorship in other Listed Entities and category of Directorship

Name of Director	Din Number	Name of other Listed Entities	Category of Directorship	Number of Committee positions held in other Listed Companies	
				Chairman	Membership
Mr. Jayantilal A Jhaveri	00020250	Nil	N.A	Nil	Nil
Mr. Jayesh J Jhaveri	00020277	Nil	N.A	Nil	Nil
Mr. Devang R Jhaveri	00020235	Nil	N.A	Nil	Nil
Mr. Rajnikant A Jhaveri	00020351	Nil	N.A	Nil	Nil
Mr. Jindat K Mehta	00020303	Nil	N.A	Nil	Nil
Mr. Uday Shah	07679833	Nil	N.A	Nil	Nil
Mr. Neeta J Jhaveri	01131017	Nil	N.A	Nil	Nil
Mr. Hasmukh B Thakkar	03351903	Nil	N.A	Nil	Nil
*Mr. Mohit Thakur	08487825	Nil	N.A	Nil	Nil
**Mrs. Sheela Kadechkar	06862410	Sanasa Tech Feb Limited Mishka Finance And Trading Limited SSPN Finance Limited Subh Tex (India) Limited	Independent Director Independent Director Independent Director Independent Director	Nil	6
***Mr. Mukesh Desai	06847896	Nil	N.A	Nil	Nil
****Mr. Jayesh Kadakia	06825529	Nil	N.A	Nil	Nil

- * Mr. Mohit Thakur (Din No: 08487825) was appointed 06th August, 2019 as Independent Director
 ** Mrs. Sheela Kadechkar (Din No:06862410) was appointed as 06th August, 2019 as Independent Director
 *** Mr Mukesh Desai (Din No: 06847896) resigned on 06th August, 2019 as Independent Director
 **** Mr Jayesh Kadakia(Din No: 06825529) resigned on 06th August, 2019 as Independent Director

As detailed in the table, none of the Directors hold directorships in more than 20 Companies (including limit of maximum directorship in 10 Public Companies) pursuant to the provisions of Section 165 of the Companies Act, 2013 ('Act'). Further, in compliance with Regulation 17A of the SEBI Listing Regulations, none of the Independent Directors hold directorships in more than seven listed companies. Further, none of the Directors who serves as Whole-time Director / Managing Director in any listed entity serves as an Independent Director in more than three listed entities. The Managing Director and Whole time Director does not serve as Independent Director on any listed Company. None of the Directors are members of more than ten Committees of the prescribed nature or holds Chairmanship of more than five such committees across all listed or unlisted public limited companies in which they are Directors, thereby complying with the provisions of Regulation 26 of the SEBI Listing Regulations.

Responsibilities

The Board of Directors responsibilities include review of:

- Investments
- Compliance with Statutory/ Regulatory Requirements and review of major legal issues.
- Adoption of Quarterly Results/Annual Results

**Inter-se relationships among Directors**

Mr. Jayantilal Jhaveri Chairman, Non Executive Director and Mr. Rajnikant Jhaveri Non Executive Director of the Company are brothers, Mr Jayesh Jhaveri Managing Director of the Company is son of Mr. Jayantilal Jhaveri Chairman, Non Executive Director, Mr. Devang Jhaveri Whole Time Director is son of Mr. Rajnikant Jhaveri Non Executive Director and Mrs. Neeta Jhaveri Non Executive Director is wife of Mr. Jayesh Jhaveri Managing Director of the Company. Except this, there are no inter-se relationships amongst the Directors.

5. THE DETAILS OF FAMILIARISATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS:

All Directors are major contributor for meaningful Board Level deliberations and sound business decisions.

The Managing Director / Executive Directors / Senior Management Personnel, as may be required, covered quarterly and annual results, reviewed Internal Audit Report and Action Taken, statutory compliance, updated during its meetings etc.

Weblink for the familiarization <http://zodiacjrmdkjld.com/familiarisation-programme-of-independent-director/>

MATRIX/TABLE CONTAINING SKILLS, EXPERTISE AND COMPETENCIES OF THE BOARD OF DIRECTORS:

The Board Members are from diversified areas having the required knowledge. Competency, skills, and experience to effectively discharge their responsibilities. The broad policies are framed by the Board of Directors. All strategic decisions if any are taken by the Board after due deliberation between the Board Members which consists of Managing Director, Executive Directors, Non-Executive Director and, Independent Directors

CONFIRMATION OF BOARD REGARDING INDEPENDENT DIRECTORS

Board of Directors confirms that the Independent Directors fulfil the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and are Independent of the Management.

INDEPENDENT DIRECTORS MEETING:

In Compliance with the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Independent Directors Meeting of the Company was held on 28th January, 2020. Independent Directors Meeting considered the performance of Non-Independent Directors and Board as whole, reviewed the performance of Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

Mr. Hasmukh Thakker (Din No: 03351903) is the Chairman of Independent Directors Meeting.

Attendance of Independent Directors in Independent Directors Meeting.

Directors	Din Number	Meetings held during Year	Meetings Attended
Mr. Hasmukh B Thakkar	03351903	1	1
Mr. Jindat K Mehta	00020303	1	1
Mr. Uday Shah	07679833	1	1
*Mr. Mohit Thakur	08487825	1	1
**Mrs. Sheela Kadechkar	06862410	1	1
***Mr. Mukesh Desai	06847896	1	-
**** Mr. Jayesh Kadikia	06825529	1	-

* Mr. Mohit Thakur (Din No: 08487825) was appointed 06th August, 2019 as Independent Director

** Mrs. Sheela Kadechkar (Din No:06862410) was appointed as 06th August, 2019 as Independent Director

*** Mr Mukesh Desai (Din No: 06847896) resigned on 06th August, 2019 as Independent Director

**** Mr Jayesh Kadakia(Din No: 06825529) resigned on 06th August, 2019 as Independent Director

**6. BOARD MEETINGS**

The meetings of the Board of Directors are Scheduled well in Advance and the Folder containing the Agenda for the meeting with detailed review of all aspects of the Company business, including performance of the Company, employee relations, details of investment, Capital Expenditure, etc. is circulated to all the Directors. It also highlights important matters discussed at the Audit Committee, Shareholders Grievance Committee and at the Sub-Committee of Directors. 4 Board Meetings were held during the period for the Financial Year 2019-2020 i.e. on 24/05/2019, 06/08/2019, 14/11/2019, 28/01/2020.

Name of Director	Din Number	No of Board Meetings Held	No of Board Meetings Attend	Attendance at last AGM
Mr. Jayantilal A Jhaveri	00020250	4	4	Yes
Mr. Jayesh J Jhaveri	00020277	4	4	Yes
Mr. Devang R Jhaveri	00020235	4	4	Yes
Mr. Rajnikant A Jhaveri	00020351	4	4	Yes
Mr. Jindat K Mehta	00020303	4	4	Yes
Mr. Uday Shah	07679833	4	4	Yes
Mr. Neeta J Jhaveri	01131017	4	3	Yes
Mr. Hasmukh B Thakkar	03351903	4	4	Yes
*Mr. Mohit Thakur	08487825	4	2	Yes
**Mrs. Sheela Kadechkar	06862410	4	2	Yes
***Mr. Mukesh Desai	06847896	4	2	No
****Mr. Jayesh Kadakia	06825529	4	2	No

* Mr. Mohit Thakur (Din No: 08487825) was appointed 06th August, 2019 as Independent Director

** Mrs. Sheela Kadechkar (Din No:06862410) was appointed as 06th August, 2019 as Independent Director

*** Mr Mukesh Desai (Din No: 06847896) resigned on 06th August, 2019 as Independent Director

**** Mr Jayesh Kadakia(Din No: 06825529) resigned on 06th August, 2019 as Independent Director

REMUNERATION OF DIRECTORS

Companies pays remuneration to Managing Director & whole-Time Director and sitting fees to the remaining directors .

The Remuneration of the Managing Director & Whole – Time Director was approved by the shareholders of the Company in the Annual General Meeting held on 20-09-2019.

Name	Remuneration (excluding perquisite) (in Rs. Per month)	Total Remuneration (excluding perquisite Per month)	Terms of Appointment FROM
Mr. Jayesh Jhaveri (Managing Director)	50000	50000	26-09-2019 to 25-09-2022
Mr. Devang R. Jhaveri (Whole-Time Director)	40000	40000	26-09-2019 to 25-09-2022

**PAYMENT OF SITTING FEES TO THE DIRECTOR**

Name of the Director	Din Number	Sitting Fees paid in Rupees
1. Mr. Jayantilal A. Jhaveri	00020250	2000
2. Mr. Rajnikant A. Jhaveri	00020351	2000
3. Mr. Jayesh J. Jhaveri	00020277	N.A
4. Mr. Devang R. Jhaveri	00020235	N.A
5. Mr. Neeta J Jhaveri	01131017	2000
6. Mr. Jindat K. Mehta	00020303	4000
*7. Mr. Mohit Thakur	08487825	2000
**8. Mrs. Sheela Kadechkar	06862410	2000
9. Mr. Hasmukh Bachubhai Thakker	03351903	2000
10. Mr. Uday Shah	07679833	2000
***11. Mr. Mukesh Desai	06847896	2000
****12. Mr. Jayesh Kadakia	06825529	2000

* Mr. Mohit Thakur (Din No: 08487825) was appointed 06th August, 2019 as Independent Director

** Mrs. Sheela Kadechkar (Din No:06862410) was appointed as 06th August, 2019 as Independent Director

*** Mr Mukesh Desai (Din No: 06847896) resigned on 06th August, 2019 as Independent Director

**** Mr Jayesh Kadakia(Din No: 06825529) resigned on 06th August, 2019 as Independent Director

7. COMMITTEES OF THE BOARD**A. Audit Committee**

Pursuant to the SEBI Listing Regulations and Section 177 of the Act, the role of the Audit Committee broadly covers as under:

The Audit Committee of the Board of Directors was formed by the Board on 30th January, 2002 and the Committee comprises of Three members. The functions of the Committee are as specified in SEBI LODR Regulations entered with Stock Exchanges in which the Company's Shares are listed. There were 4 meetings held during the Financial Year 2019-2020 under review i.e 24/05/2019, 06/08/2019, 14/11/2019, 28/01/2020. The Attendance of members for the meetings are as follows:

Name of the Member	Din Number	Designation	No. of Meetings Attended
Mr. Jindat K. Mehta	00020303	Independent Director Chairman	4
*Mr. Mohit Kiran Thakur Kadechkar	08487825	Independent Director Member	2
**Mrs. Sheela Kadechkar	06862410	Independent Director Member	2
***Mr. Mukesh Desai	06847896	Independent Director Member	2
****Mr. Jayesh Kadakia	06825529	Independent Director Member	2

* Mr. Mohit Thakur (Din No: 08487825) was appointed 06th August, 2019 as Independent Director

** Mrs. Sheela Kadechkar (Din No:06862410) was appointed as 06th August, 2019 as Independent Director

*** Mr Mukesh Desai (Din No: 06847896) resigned on 06th August, 2019 as Independent Director

**** Mr Jayesh Kadakia(Din No: 06825529) resigned on 06th August, 2019 as Independent Director

**B. Nomination and Remuneration Committee**

Pursuant to the SEBI Listing Regulations and Section 178 of the Act, the role of the Nomination and Remuneration Committee broadly covers as under:

The Nomination and Remuneration Committee was formed on 28th May, 2013 by Board of Directors and it comprises of 3 members. The functions of the Committee are as specified in SEBI LODR Regulations entered with Stock Exchanges. There was 2 meetings held during the Financial Year 2019-2020 on 06/08/2019 and 14/11/2019. The Attendance of members for the meetings are as follows:

Name of the Member	Din Number	Designation	No. of Meetings Attended
Mr. Hasmukh B.Thakker	03351903	Independent Director Chairman	2
Mr. Jindat K. Mehta	00020303	Independent Director Member	2
*Mrs. Sheela Kadechkar	06862410	Independent Director Member	1
**Mr. Mukesh Desai	06847896	Independent Director Member	1

* Mrs. Sheela Kadechkar (Din No: 06862410) was appointed as 06th August, 2019 as Independent Director

** Mr. Mukesh Desai (Din No: 06847896) resigned on 06th August, 2019 as Independent Director

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Registrar and Transfer Agents ('RTA') of the Company is Link Intime India Private Limited, who handles the investor grievances in coordination with the Compliance Officer of the Company.

The Company duly monitors the functioning of the RTA to ensure that the investor grievances are resolved expeditiously and to the satisfaction of the shareholders.

As on 31st March, 2020, no complaints were outstanding. Other than above, all queries / requests / complaints have been resolved to the satisfaction of shareholders within the reasonable time.

The Company maintains continuous interaction with Link Intime India Private Limited, RTA and takes proactive steps and action for resolving complaints / queries of the shareholders and takes necessary initiatives in solving critical issues.

Further, the shareholders can lodge their complaints on the SEBI Complaints Redressal System (SCORES) platform also, which is an online redressal system for investor grievances. The complaints received through the said platform have also been resolved promptly by the RTA/Company.

- (1) The Stakeholders Relationship Committee was constituted on 30th January 2002. The Committee meets on a regular basis to approve transfer of shares, transmission of shares, splitting, consolidation, dematerialization and rematerialisation of shares. The shares in physical form sent for transfer in physical form are processed and registered by the Company within 30 days of receipt of Documents, if found in order & specially look into the redress of shareholder and investors complaints like transfer of shares, non-receipt of dividends, non-receipt of Annual Reports etc. The Stakeholders Relationship Committee consists of

Name of the Member	Din Number	Designation	No. of Meetings Attended
Mr. Jayantilal A. Jhaveri	00020250	Non Executive Director Chairman	4
Mr. Rajnikant A. Jhaveri	00020351	Non Executive Director Member	4
Mr. Jayesh J. Jhaveri	00020277	Executive Director Member	4
Mr. Devang R. Jhaveri	00020235	Executive Director Member	4
Hasmukh Bachubhai Thakker	03351903	Independent Director Member	4



- (2) Total 4 meetings of Shareholders/Investors Grievance Committee were held during the Financial Year 2019-2020 on the following dates 24/05/2019, 06/08/2019, 14/11/2019 and 28/01/2020.
- (3) Mrs. Vishakha Mehta, Company Secretary is the Compliance Officer.
- (4) All the complaints received during the year were resolved to the satisfaction of the shareholders.

8. SHAREHOLDER INFORMATION**1. ANNUAL GENERAL MEETING :-**

- Date and Time : 25th September, 2020 at 2.00 P.M
- Venue: : Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") pursuant to the MCA Circular dated 5th May 2020 and hence no venue is Mentioned
- Book Closure Dates : 19th September,2020 to 25th September, 2020
- Dividend Payment Date : NA
- 1. Registered Office : ZODIAC-JRD-MKJ LIMITED,
910, PAREKH MARKET, 39 J.S.S. ROAD,
OPERA HOUSE, MUMBAI - 400004.
- 2. Equity Shares Listed : 1. NATIONAL STOCK EXCHANGE OF INDIA, (ZODJRD MKJ)
EXCHANGE PLAZA, C-1, BLOCK G, BANDRA-KURLA
COMPLEX, BANDRA (E), MUMBAI - 400 051

2. THE BOMBAY STOCK EXCHANGE, MUMBAI
(CODE NO.512587)
PHIROZE JEEJEEBHOY TOWERS,
DALAL STREET, MUMBAI - 400 001

9. STOCK PRICE DATA

Period	THE STOCK EXCHANGE MUMBAI (B.S.E)	
	HIGH	LOW
APRIL, 2019	40.10	35.00
MAY, 2019	39.40	31.10
JUNE, 2019	39.45	31.15
JULY, 2019	36.75	25.00
AUGUST, 2019	35.65	23.95
SEPTEMBER, 2019	38.80	29.50
OCTOBER, 2019	34.90	26.10
NOVEMBER, 2019	43.55	29.50
DECEMBER, 2019	41.80	27.00
JANUARY, 2020	33.75	29.15
FEBRUARY, 2020	32.00	25.00
MARCH, 2020	31.65	19.00



Period	THE STOCK EXCHANGE MUMBAI (B.S.E)	
	HIGH	LOW
APRIL, 2019	39.25	35.15
MAY, 2019	38.35	32.05
JUNE, 2019	38.75	28.65
JULY, 2019	35.40	25.00
AUGUST, 2019	34.00	22.25
SEPTEMBER, 2019	39.90	28.60
OCTOBER, 2019	34.45	28.00
NOVEMBER, 2019	41.00	26.35
DECEMBER, 2019	42.40	28.25
JANUARY, 2020	34.50	29.40
FEBRUARY, 2020	31.70	22.45
MARCH, 2020	33.00	18.40

10. **Registrar & Transfer Agent :** Link Intime India Private Limited,
(Formerly Known as Intime Spectrum Registry Limited)
C – 101, 247 Park, LBS Marg, Vikhroli West,
Mumbai – 400 083

All the Share Transfer Deeds are processed quickly and share certificates are posted within 15 to 20 days from the date of receipt on an average. Incomplete Share Transfer Deeds are returned to transferee with a request to return after rectifying the deficiencies pointed out.

With effect from 31/08/2000 the Company's Equity Sharers are admitted in Dematerialized Form through CDSL & NSDL respectively. The Link Intime India Private Limited has provided to the Company necessary connectivity for the purpose.

11. **Distribution of Shareholding as on 31st March, 2020**

No. of Equity Shares Held	SHAREHOLDERS		SHARES	
	Nos	%	NOS.	%
1-5000	3599	98.8736	669816	12.9378
5001-10000	13	0.3571	96153	1.8572
10001-20000	11	0.3022	159401	3.0789
20001-30000	1	0.0275	25000	0.4829
30001-40000	Nil	Nil	Nil	Nil
40001-50000	1	0.0275	43809	0.8462
50001-100000	4	0.1099	298704	5.7696
100001 & above	11	0.3022	3884299	75.0273
Total	3640	100	5177182	100



12. Category of Shareholding as on 31st March 2020.

Sr. No	CATEGORY	DEMATED		%	PHYSICAL		%	TOTAL Shares	%
		SHARES	HOLDERS		SHARES	HOLDERS			
1	Other Corporate Bodies	109755	36	2.1199	3000	9	0.0579	112755	2.1779
	Promoter Corporate bodies	204644	1	3.9528	0	0	0	204644	3.9528
2	Clearing Member	438	7	0.0085	0	0	0	438	0.0085
3	Directors	1697903	5	32.7959	0	0	0	1697903	32.7959
4	Foreign Company	1496215	3	28.9002	0	0	0	1496215	28.9002
5	Mutual Fund	0	0	0	0	0	0	0	0
6	Nationalised Banks/Hindu Undivided Family	36512	67	0.7052	0	0	0	36512	0.7052
7	NRIs	18480	17	0.357	0	0	0	18480	0.357
8	Non Resident (Non Repa- triable)	1467	9	0.0283	0	0	0	1467	0.0283
9	Public	988145	2704	19.0865	87220	771	1.6846	1075365	20.7712
10	Relatives of Directors	469101	9	9.0609	0	0	0	469101	9.0609
11	Trusts	0	0	0	8	1	0.0002	8	0.0002
12	Government Companies	0	0	0	0	0	0	0	0
13	Investor Education And Protection Fund	64294	1	1.2419	0	0	0	64294	1.2419
	Total	5086954	2859		90228	781		5177182	100

13. Financial Release Dates for 2020-2021 (Tentative and subject to change)

Quarter	Release Date
1st Quarter ending 30th June, 2020	on or before 14/08/2020
2nd Quarter ending 30th September, 2020	on or before 14/11/2020
3rd Quarter ending 31st December, 2020	on or before 14/02/2021
4th Quarter ending 31st March, 2021	on or before 30/05/2021

V. OTHER DISCLOSURES:

1. Details of Annual/ Extra – Ordinary General Meetings

Location and time of General Meetings held in last 3 years:

Year Date	AGM/ EGM	Location	Time	Particulars of Special Resolution Passed
2016-2017 21.09.2017	AGM	Garware Club House, Banquet Hall No. 4, 2nd Floor, "D" Road, Churchgate (W), Mumbai - 400 020.	10.00 a.m.	<ol style="list-style-type: none"> To appoint a director in place Mr. Jayantilal. A. Jhaveri (Din:00020250) who retires by rotation and, being eligible, offers himself for re-appointment as Chairman of the company after attaining age of 70 years. Continuing appointment of Mr. Rajnikant. A. Jhaveri (Din: 00020351) as a director of the company after attaining age of 70 years. Appointment of Mr. Uday Shah (Din: 07679833) as an independent director in terms of section 149 of the companies act, 2013. Appointment of Mr. Jayesh Kadakia (Din: 06825529) as an independent director in terms of section 149 of the Companies Act, 2013.



				<ol style="list-style-type: none">5. Appointment of Mr. Jindat Mehta (Din: 00020303) as an independent director in terms of section 149 of the Companies Act, 2013.6. Appointment of Mr. Hasmukh Thakker (Din 03351903) as an independent director in terms of section 149 of the Companies Act, 2013.7. Appointment of Mr. Mukesh Desai (Din 06847896) as an independent director in terms of section 149 of the Companies Act, 2013.
2017-2018 18.09.2018	AGM	Garware Club House, Banquet Hall No. 4, 2nd Floor, "D" Road, Churchgate (W), Mumbai - 400020.	10.00 a.m	<ol style="list-style-type: none">1. Continuing appointment of Mr. Jayantilal. A. Jhaveri (Din: 00020250) as a Director Chairman of the company after attaining age of 70 years.2. Continuing appointment of Mr. Rajnikant. A. Jhaveri (Din: 00020351) as a director of the company after attaining age of 70 years.3. Addendum To The Annual Report 2016 – 2017
2018-2019 20.09.2019	AGM	Orient Club, 9, Chowpatty Sea Face, Mumbai 400007	10.00 a.m	<ol style="list-style-type: none">1. Continuing appointment of Mr. Jayantilal. A. Jhaveri (Din: 00020250) as a Director Chairman of the company after attaining age of 75 years.2. Continuing appointment of Mr. Rajnikant. A. Jhaveri (Din: 00020351) as a director of the company after attaining age of 75 years.3. Re appointment of Mr. Jayesh Jayantilal Jhaveri (Din: 00020277) as a Managing Director of the company4. Re appointment of Mr. Devang Rajnikant Jhaveri (Din:00020235) as a whole time director of the company5. Appointment of Mr. Mohit Thakur (Din: 08487825) as an Independent Director in terms of section 149 of the companies act, 2013.6. Appointment of Mrs. Sheela Somnath Kadechkar (Din 06862410) as an independent director in terms of section 149 of the companies act, 2013.7. Sale Of Undertaking Under Section 180 (1) (A) Of The Companies Act, 2013

During the year there was no Special Resolution through Postal Ballot.

2. MEANS OF COMMUNICATION:

- a. Company is publishing results in National & Regional Newspapers.
- b. Management Discussion & Analysis is part of Annual Report .
- c. Company has paid the Annual Listing Fess to N.S.E and B.S.E



3. OTHER DISCLOSURE:

- a. There were no materially significant related party transactions with the promoters, Directors etc that may have potentially conflict with the interests of the Company at large. The policy dealing with related party transaction is on Website of the Company <http://zodiacjrmdmkjld.com/related-party-transaction-policy/>.
- b. The Company has constituted an internal complaint committee under Section 4 of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year there was no complaint filed before the said Committee.
- c. There were no non-compliance by the Company, penalties, structures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority, on any matter relating to the Capital Markets during the last three years.
- d. There were no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company.
- e. A list transactions with related parties as per INDAS to the Audited Accounts.
The Company does not have any subsidiary, hence is not required to frame policy on Material Subsidiaries.
- f. The Company is in compliance with all mandatory requirements under the SEBI Listing Regulations.
- g. The Company has complied with all requirements specified under the Listing Regulations as well as other regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three Financial years.
- h. A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.
- i. Risk Management
Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.
- j. During the Financial Year Board of Director has accepted all recommendations of committees, which are mandatory by law.
- k. Statutory Audit fees of Rs.2,02,500/- has been paid by the Company to M/s Chokshi & Chokshi LLP (FRN-101872W/W100045) for agreed services between the Company and M/s.Chokshi & Chokshi LLP.

4. **Management Discussion & Analysis**

Forward Looking Statements : Forward looking statements are based on certain assumptions and expectations of future events. The company cannot guarantee that these assumptions and expectations are accurate or will be Realized. The Company's actual performance or achievements could thus differ materially on those projected in any such forward looking statements. The company assumes no responsibility to publicly amend, modify or revise any forward looking Statements, on the basis of any subsequent developments, information or events.

Overall Review : During the financial year under review the Sales have down from Rs. 1484.88 Lacs to Rs.1254.22 Lacs, Other Income decreased from Rs. 166.50 Lacs to Rs.58.97 Lacs. Company's Net profit before extra ordinary items decreased by 67.18 % from Rs. 150.51 Lacs to Rs. 49.40 Lacs. Earning per share decreased from Rs. 2.91 to Rs 0.95.

Risk & Concern : Risk is intrinsic to any business and is essential ingredient to growth. Your company is exposed to foreign exchange risk due to volatility in foreign exchange rate having an impact on exports business Company is dealing with the reputed clients in overseas market & taking maximum precaution before supplying material.

Internal Control : The company has an extensive system of internal controls which ensures optimal utilization and protection of resources, accurate reporting of financial transactions and compliance with applicable laws regulations as also internal policies and procedures. The internal control system is supplemented by extensive internal audits, regular reviews by management and well documented policies and guidelines to ensure reliability of financial and all other records to prepare financial statements and other data.



Outlook for Future: It is expected that the steps taken by the Company in the recent year have increased the turnover of the company, coupled with promising outlook for the business the company is engaged in, will translate into a healthy performance for the company. Barring unforeseen circumstances, the company expects to continue to report satisfactory performance in the future.

5. Adherence to Indian Accounting Standards

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act. The financial statements are prepared in accordance with Ind AS. The transition was carried out from Generally Accepted Accounting Principles in India as prescribed under section 133 of the Act, read with Rule 7 of the Companies Rules 2014 (IGAAP) which was the previous GAAP.

6. Compliance Certificate for Code of Conduct:

The declaration by Managing Director affirming compliance of Board and Senior Management Personnel to the Code of Conduct is also annexed herewith and forms part of Annual Report as per Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

7. The lockdowns and restrictions imposed by Central/ State Governments and various local governments in the countries where the Company's operates, due to COVID-19 Pandemic, have posed many challenges to the operations of the Company. However, the Company has been successful in enabling and facilitating most of its employees to work from home to continue servicing its clients. Hence, COVID-19 pandemic has had a minimum impact on the operations of the company but the total revenue of the company will be impacted due to the impact on non – operational income (other income) of the company.

The Company's nature of operations is Business Process Outsourcing, the Company has successfully ensured that most of the employees service our clients by working from home. The Company has managed to secure the consent of its clients to service them through work from home model by Company's employees. The Company continues to encourage its employees to work from home till the resumption of complete normalcy. Further, the Company is advising its employees to take requisite precautionary measures as regards to their health and safety announced by the Government.

The Company has taken all necessary steps to adhere to the guideline for social distancing with various directives issued by the Central/State Government and has put safety measures which include: – Sanitization of Premises, Enforcing wearing of masks and Hand sanitizer at entry point, etc. Thus, any employees who need to come to office they have to follow all the rules and regulations. The company is providing transport facilities and employees have to follow social distancing and all other safety measures at all times.

Due to the unpredictable nature of the situation, it is very early & difficult to assess the actual future impact of COVID-19 with reasonable certainty. With the opening of domestic markets post lockdown, we expect business to improve gradually in the coming months.

Declaration – Code of Conduct

As per Regulation 17 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct during the year ended 31st March, 2020.

Place : Mumbai
Date : 29th June, 2020

For Zodiac JRD MKJ Limited
Jayesh Jhaveri
Managing Director



PART B: COMPLIANCE CERTIFICATE [See Regulation 17(8)]

I, Jayesh Jhaveri, Managing Director and Mitesh Temgire CFO of the Company, appointed in terms of the Companies Act, 2013 hereby certify that:

- (A) We have reviewed Unaudited Financial Statements and Cash Flow Statements (if prepared) for the year ended 31st March, 2020 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (B) There are, to the best of our knowledge and belief, no transactions entered into by the company during the financial year which are fraudulent, illegal or violative of the company's code of conduct.
- (C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have or propose to take to rectify these deficiencies.
- (D) We have indicated to the Auditors and the Audit committee,
- (1) significant changes in internal control over financial reporting during the financial year;
 - (2) significant changes in accounting policies during the said period and that the same have been disclosed in the notes to the financial statements; and
 - (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Mumbai
25th August, 2020

Jayesh Jhaveri Mitesh Temgire
Managing Director CFO

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Zodiac-Jrd-Mkj Limited
910, Parekh Market, 39-J.S.S. Road,
Opp. Kennedy Bridge, Opera House,
Mumbai – 400004.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Zodiac-Jrd-Mkj Limited** having CIN: L65910MH1987PLC042107 and having registered office at 910, Parekh Market, 39-J.S.S. Road, Opp. Kennedy Bridge, Opera House, Mumbai – 400004 (Hereinafter referred to as “the Company”), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs.

Sr. No.	Name of Director	DIN	Date of Appointment at current Designation	Original Date of Appointment
1	Devang Rajnikant Jhaveri	00020235	03/04/1992	03/04/1992
2	Jayantilal Amratlal Jhaveri	00020250	03/04/1992	03/04/1992
3	Jayesh Jayantilal Jhaveri	00020277	03/04/1992	03/04/1992
4	Jindat Kalidas Mehta	00020303	21/09/2017	24/03/2005
5	Rajnikant Amratlal Jhaveri	00020351	03/04/1992	03/04/1992
6	Neeta Jayesh Jhaveri	01131017	28/09/2011	28/01/2011
7	Hasmukh Bachubhai Thakker	03351903	21/09/2017	28/01/2011
8	Sheela Somnath Kadechkar	06862410	20/09/2019	06/08/2019
9	Uday Subhashchandra Shah	07679833	30/01/2017	30/01/2017
10	Mohit Kiran Thakur	08487825	20/09/2019	06/08/2019

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 29th June, 2020
Place: Mumbai

Virendra G. Bhatt
Practicing Company Secretary
ACS No.: 1157 / COP No.: 124
UDIN: A001157B000396816



CERTIFICATE OF CORPORATE GOVERNANCE

To,
The Members of **Zodiac-Jrd-Mkj Limited**

I have examined the compliance of Corporate Governance by **Zodiac-Jrd-Mkj Limited** ('the Company') for the year ended 31st March, 2020, as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as referred to in Regulation 15(2) of the SEBI Listing Regulations for the year ended 31st March, 2020.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. My examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the Compliance with the conditions of Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, as applicable.

In my opinion and to the best of my information and according to the explanation given to me and based on the representations made by the Management, I am of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, as applicable.

I further state that such compliance is neither an assurance to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date : 09th August, 2020
Place : Mumbai
UDIN: A001157B000564601

Virendra Bhatt
Practicing Company Secretary
ACS: 1157
CP: 124

Note:

Due to COVID-19 and continued lockdown, I am unable to verify the partial information physically, therefore I rely on the information provided by the Company in electronic mode.



Independent Auditors' Report

To the Members,

Zodiac JRD MKJ Limited

Report on the Audit of Financial Statements

Opinion

- We have audited the accompanying financial statements of Zodiac JRD MKJ Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2020, the statement of Profit and Loss (including Other Comprehensive Income), the statement of Cash flow and the statement for changes in equity for the year ended on that date, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").
- In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2020, the profit and the total comprehensive income, change in equity and its cash flows for the year ended on that date.

Basis for Opinion

- We conducted our audit of financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key audit matter

- Key audit matter are those matter that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matter were addressed in the context of

our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the Key Audit Matter to be communicated in our report.

Sr. no.	Key Audit Matter	Auditor's Response
1.	<p>Valuation of Inventory – The carrying value of Inventories amounted to INR 49,85,25,893/- as at March 31, 2020. The Inventories mainly comprised of Cut & Polished Diamond in the Stock in trade & Finished goods. Valuation of Inventories is at lower of cost and net realizable value. Significant portion of Inventories costs includes old stock of cut & polished which are subject to risk of changes in the market value. The assessment of net realizable value of Inventories is based on estimates and judgements by the management in respect of, among others, the economic condition, sales forecast, marketability of products and the quality of gold and diamonds used to make jewellery products. Furthermore, there is higher inherent risk of theft and pilferage given the high intrinsic value and portable nature of individual inventory items. Considering the above, we concluded that existence and</p>	<p>Our audit procedures over existence and valuation of Inventories included the following:</p> <ul style="list-style-type: none"> • We obtained an understanding, evaluated the design and tested the operating effectiveness of key controls that the Company has in relation to Inventories process, in particular, we: <ol style="list-style-type: none"> a. Observed the periodical count procedures performed by the management b. In respect of samples tested for physical changes in the management we inspected the respective periodical cycle physical count reports for reconciliation of daily ending Inventories to the record in the Inventories system; c. In respect of physical verification by management we read the in-house certificate of authenticity of, diamond jewellery products; • We have observed periodic Inventories counts and performed procedures of the Company as done by the management. • We compared the net realizable values on sample basis of gold, silver and platinum Inventories calculated based on the current



<p>valuation of inventories as a key audit matter for our audit.</p>	<p>market price with their carrying value of Inventories.</p> <ul style="list-style-type: none"> • We compared the results of independent gemological appraisal report to the weight and purity of diamond jewellery with records in the Inventories system. • We evaluated the independence and objectivity of the gemologist appointed by management.
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8. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

9. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Information Other than the Financial Statements and Auditor's Report Thereon

5. The Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussions and Analysis, Director's Report including Annexures to Director's Report, Secretarial Audit Report, Corporate Governance Report, Business Committee Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

6. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

7. The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

Auditors' Responsibilities for the Audit of the Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

The description of the auditor's responsibilities for the audit of the financial statements is given in "Appendix I" to this report.

Report on Other Legal and Regulatory Requirements

11. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
12. As required by section 143(3) of the Act, we report that:
13. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.



14. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
15. a) The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- b) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- c) On the basis of written representations received from the directors as on 31st March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- d) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses unmodified opinion on the adequacy and operative effectiveness of the Company's internal financial controls with reference to financial statements.
- e) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its director during the year is within the limit laid down in section 197 of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- g) The Company has disclosed the impact of pending litigations on its financial position in its financial statements. (Refer Note no.29 to the financial statements)
- h) The Company did not have any long term contracts including derivative contracts for which there were any materials foreseeable losses.
- i) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For M/s. CHOKSHI AND CHOKSHI LLP

Chartered Accountants
FRN 101872W/W100045

Priyank Ghia

Partner

Place : Mumbai

Dated : 29th June, 2020

M. No.155778

UDIN: 20155778AAAAJN8895



APPENDIX – I: THE FURTHER DESCRIPTION OF THE AUDITOR’S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**ANNEXURE A TO INDEPENDENT AUDITORS' REPORT
IN RESPECT OF THE MATTERS COVERED IN CARO
2016 REPORT, WE CONFIRM THE FOLLOWING:****1. In respect of its fixed assets:**

- a. The Company has maintained proper records showing full particulars, including quantitative details and situations of all the fixed assets.
 - b. The fixed assets of the Company are physically verified as per the program approved by the management for such verification. As per the information and explanation provided by the management, due to COVID-19 lockdown, the aforesaid verification could not be undertaken by the Company as at the end of the current financial year. The management explanation that considering the past trend and having regard to the size of the Company and nature of its assets and related internal controls, there is unlikely to be any material discrepancy for the current financial year, has been relied upon. Further, the management has informed that post COVID-19 lockdown, an interim physical verification shall be conducted for the next financial year.
 - c. According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the Company.
2. As per the information and explanation provided by the management, due to COVID-19 lockdown, the physical verification of Inventory undertaken by the Company with Independent gemological as on 18th June, 2020 for the inventory held at the end of the current financial year, which is reasonable and adequate in relation to the size of the Company and the nature of its business.
 3. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, Limited Liability Partnerships firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, clause 3(iii)(a) to 3(iii)(c) are not applicable to the Company.
 4. According to the information and explanations given to us the company has not given/made any loans, investments, guarantees, and security accordingly provisions of section 185 and 186 of the Companies Act, 2013 are not applicable.
 5. The Company has not accepted any public deposits within the meaning of sections 73 to 76 of Companies Act, 2013 and rules framed there under;
 6. As the Company is not a manufacturing concern, the clause 3(vi) of the Order regarding maintenance of

cost records under sub-section (1) of section 148 of the Companies Act, 2013 is not applicable to the Company.

7. a) In our opinion and according to the information and explanations given to us, the Company is generally regular in depositing applicable undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, goods and service tax, cess and any other statutory dues with the appropriate authorities during the period under audit and no such dues are outstanding for more than six months from the date they became payable.
- b) As at 31 March 2020, according to the records of the Company and the information and explanations given to us, disputed dues payable by the Company on account of Income Tax/Sales Tax/Wealth Tax/Service Tax/Duty of Custom/Duty of Excise are as under:-

Sr. No	Name of statute	Nature of Dues	Amount	Period to which it relates	Forum where the dispute is pending
1	Income Tax Act, 1961	Income Tax	51,17,180	2014-15	CIT-Appeal

8. In our opinion, and according to the information and explanations given to us, the Company has not borrowed any money from financial institutions, banks or Debenture holders. Accordingly, the provision of clause 3(viii) of the Order is not applicable to the Company.
9. According to the information and explanations given to us, the Company has not raised any fund by way of public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the order are not applicable to the company.
10. During the course of our examination of the books of accounts, carried out in accordance with the generally accepted auditing standards in India, and according to the information and explanation given to us, we have not come across any instance of fraud by the company or any fraud on the Company by its officers or employees, either noticed or reported during the year, on or by the Company.
11. According to the information and explanations given to us and based on our examination of the records of the Company, the managerial remuneration has been paid/provided in accordance with the requisite approval mandated by the provision of section 197 of the Act read with Schedule V to the Act.



12. The Company is not in the nature of a Nidhi Company as defined under section 406 of the Act.
13. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in note 31 of the financial Statements, as required by the applicable accounting standards.
14. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and hence clause 3(xv) of the Order is not applicable to the Company.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For M/s. CHOKSHI AND CHOKSHI LLP

Chartered Accountants
FRN 101872W/W100045

Priyank Ghia

Partner

M. No.155778

Place : Mumbai

Dated : 29th June, 2020

UDIN: 20155778AAAAJN8895



ANNEXURE - B TO INDEPENDENT AUDITORS' REPORT

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE ACT

1. We have audited the internal financial controls over financial reporting of Zodiac JRD MKJ Limited ("the Company") as of 31st March, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of internal

financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate



because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Opinion

8. In our opinion, to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to the financial statements and such internal financial controls over financial reporting with reference to these financial statements were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria

For M/s. CHOKSHI AND CHOKSHI LLP

Chartered Accountants
FRN 101872W/W100045

Priyank Ghia
Partner

Place : Mumbai

Dated : 29th June, 2020

M. No.155778

UDIN: 20155778AAAAJN8895



BALANCE SHEET AS AT MARCH 31, 2020

Particulars	Notes	As at March 31, 2020	As at March 31, 2019
ASSETS			
1) Non-current assets			
(a) Property, plant and equipment	2	28,50,067	31,93,135
(b) Financial Assets			
(i) Non- Current Investments	3	1,83,05,936	5,17,52,950
(c) Deferred tax assets (net)	4	-	7,93,112
(d) Income tax Assets (net)	25	32,29,797	31,23,733
		2,43,85,800	5,88,62,930
(2) Current assets			
(a) Inventories	5	49,85,25,893	46,28,88,033
(b) Financial Assets			
(i) Investments	6	3,75,77,713	3,42,516
(ii) Trade receivables	7	9,96,24,431	11,80,52,652
(iii) Cash and cash equivalents	8	2,07,41,836	3,49,96,953
(iv) Other financial assets	9	2,33,280	2,71,178
(c) Other current assets	10	8,11,047	9,14,600
		65,75,14,200	61,74,65,931
		68,19,00,000	67,63,28,862
TOTAL ASSETS			
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	11	5,17,71,820	5,17,71,820
(b) Other Equity	12	61,66,08,539	61,16,58,548
		Total Equity	66,83,80,359
		66,83,80,359	66,34,30,368
Liabilities			
(1) Non-current liabilities			
(a) Provisions	13	15,13,845	13,44,024
(b) Deferred tax liability (net)		3,49,152	-
		18,62,997	13,44,024
(2) Current liabilities			
(a) Financial Liabilities			
(i) Trade payables			
(a) total outstanding dues of micro enterprises and small enterprises~ and	14	-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises."		95,38,041	79,00,044
(ii) Other financial liabilities	15	6,31,020	4,31,759
(b) Provisions	13	2,89,945	2,17,127
(c) Other current liabilities	16	1,81,568	1,26,573
(d) Current Tax Liabilities (Net)		10,16,070	28,78,966
		1,16,56,644	1,15,54,469
		68,19,00,000	67,63,28,861
TOTAL EQUITY AND LIABILITIES			

The accompanying notes form an integral part of the Financial Statements

Significant Accounting Policies and Notes to Financial Statements

1-39

As per our report of even date

For Chokshi & Chokshi LLP
Chartered Accountants
FRN : 101872W/W100045

For and on behalf of the Board of Directors

Priyank Ghia
Partner
Membership No. 155778

Jayantilal A Jhaveri
Chairman

Jayesh J Jhaveri
Managing Director

Mitesh P Temgire
Chief Financial Officer

Vishakha K Mehta
Company Secretary

Rajnikant A Jhaveri
Director

Place: Mumbai
Date: 29.06.2020



Statement of Profit and Loss for the year ended March 31, 2020

(In Rs.)

PARTICULARS		NOTES	FOR THE YEAR ENDED MARCH 31, 2020	FOR THE YEAR ENDED MARCH 31, 2019
I	Revenue from operations	17	12,54,22,193	14,84,87,698
	Other Income	18	58,97,924	1,66,49,896
Total Revenue			13,13,20,117	16,51,37,594
II	Expenses			
	(a) Cost of materials consumed	19	2,18,93,013	3,35,57,335
	(b) Purchases of stock-in-trade	20	12,98,29,632	15,09,25,087
	(c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	21	(3,56,55,530)	(4,77,22,638)
	(e) Employee benefits expense	22	30,30,651	31,15,473
	(f) Depreciation and amortization expense	23	3,43,068	4,94,491
	(g) Other expenses	24	47,84,445	51,77,548
Total Expense			12,42,25,279	14,55,47,296
III	Profit before tax		70,94,838	1,95,90,299
IV	Tax Expense:	25		
	(i) Current tax		10,16,070	38,78,966
	(ii) Earlier year tax adjustments		-	3,82,747
	(iii) Deferred tax		7,22,784	16,87,356
	(iv) MAT Credit Entitlement		4,15,973	(14,09,716)
	Total Tax Expense		21,54,827	45,39,353
V	Profit / (loss) for the year		49,40,011	1,50,50,945
VI	OTHER COMPREHENSIVE INCOME			
	Other comprehensive income not to be reclassified to profit or loss :			
	(a) Re-measurement (gains) / losses on defined benefit plans		(13,487)	(65,702)
	(b) Deferred Tax		3,507	17,083
VII	Other comprehensive income for the year, net of tax		(9,980)	(48,619)
VIII	Total comprehensive income for the year (V + VII)		49,49,991	1,50,99,564
XI	Earnings per equity share of face value of Rs. 10 each - In Rs.	26		
	(1) Basic		0.95	2.91
	(2) Diluted		0.95	2.91

The accompanying notes form an integral part of the Financial Statements
Significant Accounting Policies and Notes to Financial Statements 1 - 39

As per our report of even date

For Chokshi & Chokshi LLP
Chartered Accountants
FRN : 101872W/W100045

Priyank Ghia
Partner
Membership No. 155778
Place: Mumbai
Date : 29th June, 2020

Mitesh P Temgire
Chief Financial Officer

For and on behalf of the Board of Directors

Jayantilal A Jhaveri
Chairman

Jayesh J Jhaveri
Managing Director

Vishakha K Mehta
Company Secretary

Rajnikant A Jhaveri
Director



Statement of changes in equity for the year ended March 31, 2020

A Equity Share Capital (also refer note 11) (In Rs.)

Particulars	For the year ended March 31, 2020
As at April 1, 2017	5,17,71,820
Changes in equity share capital	-
As at March 31, 2018	5,17,71,820
Changes in equity share capital	-
As at March 31, 2019	5,17,71,820
Changes in equity share capital	-
As at March 31, 2020	5,17,71,820

B Other Equity (also refer note 12) (In Rs.)

Particulars	General Reserve	Share Premium	Profit and Loss Account	Retained Earnings/ Transition Reserve	TOTAL
Balance as at 1st April 2017	3,92,77,332	3,75,00,000	51,86,68,467	-	59,54,45,799
Addition in Current year			72,52,275	97,451	73,49,726
Less - Appropriation					-
Dividend for FY 2016-17	-	-	(25,88,591)	-	(25,88,591)
Tax on dividend for FY 2016-17	-	-	(5,26,985)	-	(5,26,985)
Balance as at 31st March 2018	3,92,77,332	3,75,00,000	52,28,05,167	97,451	59,96,79,950
Addition in Current year			1,50,50,945	48,619	1,50,99,564
Less - Appropriation					
Dividend for FY 2017-18	-	-	(25,88,873)	-	(25,88,873)
Tax on dividend for FY 2017-18	-	-	(5,32,093)	-	(5,32,093)
Balance as at 31st March 2019	3,92,77,332	3,75,00,000	53,47,35,145	1,46,071	61,16,58,548
Addition in Current year			49,40,011	9,980	49,49,991
Less - Appropriation					
Dividend for FY 2018-19					
Tax on dividend for FY 2018-19					
Balance as at 31st March 2020	3,92,77,332	3,75,00,000	53,96,75,156	1,56,051	61,66,08,539

The accompanying notes form an integral part of the Financial Statements
Significant Accounting Policies and Notes to Financial Statements 1 - 39

As per our report of even date

For Chokshi & Chokshi LLP
Chartered Accountants
FRN : 101872W/W100045

Priyank Ghia
Partner
Membership No. 155778

Mitesh P Temgire
Chief Financial Officer

For and on behalf of the Board of Directors

Jayantilal A Jhaveri
Chairman

Jayesh J Jhaveri
Managing Director

Vishakha K Mehta
Company Secretary

Rajnikant A Jhaveri
Director

Place: Mumbai
Date: 29th June, 2020



Notes to Financial Statements for year ended 31st March 2020

Note no.1

Corporate Information

Zodiac JRD MKJ Limited ("the Company") is a company limited by shares incorporated under the Companies Act, 1956. The Company's Registered Office is situated at Mumbai. The Company's shares are listed on the Bombay Stock Exchange (BSE) with the Scrip Code 512587 and on the National Stock Exchange (NSE) with the Scrip Code ZODJRDMKJ.

The Company was incorporated in the year 1987 and is part of the Jhaveri family (JRD Group) which is engaged in the business of manufacturing, sale and trading of gold & diamond jewellery, Cut & Polished Diamonds, Precious Stones & Semi Precious Stones.

Basis of Preparation:

The financial statements of the Company are prepared in accordance with the Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for Defined Employees benefit Plans, certain financial instruments which are measured at fair values, and the provisions of the Companies Act, 2013 ('Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1) Significant Accounting Policies:

The Significant Accounting Policies have been predominantly prescribed below in order of the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.

I) Current versus Non Current Classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of transaction, the Company has ascertained its operating cycle as 12 months for the purpose of current / non-current classification of assets and liabilities.

II) Revenue Recognition:

a. Sales of Goods

The Company derives revenues primarily from business sale of "Cut and Polished diamonds", "Gold and Silver jewellery" and "Rough Diamond".

Effective April 1, 2018, the Company adopted Ind AS 115.

Revenue is recognized upon transfer of control of promised products to customers in an amount that reflects the consideration we expect to receive in exchange for those products.

b. Other Income

Other income is accounted on accrual basis and recognized when no significant uncertainty as to its determination or realization exists.



III) Use of Estimates :

The preparation of the financial statements in conformity with Indian AS requires the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenues and expenses during the year. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results could differ from those estimates and the difference between the actual results and the estimates are recognized in the periods in which the results are known/materialize.

Estimates and assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

IV) Property, plant and equipment

Recognition & Initial Measurement

1. Tangible

All items of tangible property, plant & equipment are stated at their historical cost (as reduced by tax credit available) less accumulated depreciation. The cost comprises its purchase price, borrowing cost if capitalization criteria are met and directly attributable expenditure incurred in bringing the asset to its working condition for the intended use.

Subsequent Measurement (Depreciation & Useful lives)

Depreciation is provided on the Straight Line method as per the useful life prescribed in Schedule II of the Companies Act 2013.

The assets' residual values, useful lives in method of depreciation are reviewed at each year ended and adjusted prospectively, if appropriate.

Impairment of Assets:

As at each Balance Sheet date, the Company assesses the realizable value of all the assets. If there is any indication of fall in the realizable value over the carrying cost of the assets, impairment in value of the assets is recognized.

V) Valuation of Inventories:

Raw Material: Lower of cost or net realizable value. Cost is determined on Weighted Average Cost basis.

Work in progress: At cost determined on Weighted Average Cost basis upto estimated stage of completion.

Finished goods: Lower of cost or net realizable value. Cost is determined on Weighted Average Cost basis, includes direct material and labour charges and other expenses directly related to manufacturing of goods.

Net realizable value is the estimated selling price in the ordinary course of business less estimated costs necessary to make the sale.

VI) Foreign Currency Transactions:

Functional currency

The functional currency of the company is the Indian rupee. These financial statements are presented in Indian rupees.



- a. Transactions in foreign currency are recorded at the exchange rates prevailing on the date of transaction
- b. Monetary assets and liabilities denominated in foreign currencies at the year-end are translated in the functional currency at the year-end exchange rates.
- c. The exchange difference on conversion are credited or charged to the Statement of Profit and Loss.
- d. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the year in which the transaction is settled. Revenue, expense and cashflow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

VIII) Employee benefits:

- a. The Company's contribution to Provident Fund is charged to the Statement of Profit and Loss.
- b. The gratuity liability, which is a defined benefit plan, is provided on the basis of actuarial valuation as at the Balance Sheet date on the projected unit credit method and the same is unfunded.

The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in Other Comprehensive Income. The effects of any plan amendments are recognized in the Statement of Profit and Loss.

IX) Earnings Per Share:

The Company reports basic earnings per share in accordance with the Ind AS 33 'Earnings per share'. Basic earnings per share, is computed by dividing the net profit or loss before other Comprehensive income for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year. The company does not have any potentially dilutive securities.

X) Income Taxes :

Provision for Income Tax is made for both current and deferred taxes.

Current tax is provided on the basis of the taxable income in accordance with and at the applicable tax rates and tax laws.

Deferred tax assets and liabilities arising on account of timing differences and which are capable of reversal in subsequent periods are recognized using the tax rates, and tax laws that have been enacted or substantively enacted, subject to prudence. Deferred tax assets on unabsorbed depreciation and carry forward of losses are not recognized unless there is a reasonable certainty that there will be sufficient future taxable income available to realize such assets. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside statement of profit and loss is recognized outside statement of profit and loss (either in OCI or in equity).

MAT Credit has been recognized as per the Guidance note issued by the ICAI.

XI) Expenses:

- a) All expenses are accounted for on accrual basis.
- b) Prior period items, if material, are disclosed separately.



XII) Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognized for liabilities that can be measured only by using substantial degree of estimation, if:

- a. The Company has a present obligation as a result of past events.
- b. A probable outflow of resources is expected to settle the obligation.
- c. The amount of the obligation is best estimate required to settle the obligation at the Balance Sheet date.
- d. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate.

Reimbursement expected in respect of the expenditure required to settle a provision is recognized only when it is virtually certain that reimbursement will be received

Contingent Liability is disclosed in the case of:

- a. A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation,
- b. A present obligation when no reliable estimate is possible, and
- c. A possible obligation arising from past events where the probability of outflow of resources is not remote.

Contingent Assets are neither recognized, nor disclosed. Provision, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

XIII) Operating Leases:

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognized as operating leases. Lease rents under operating leases are recognized as an expense on a straight line basis in the Statement of Profit and Loss over the lease term.

XIV) Cash and cash equivalents :

Cash and cash equivalents comprise cash in hand, demand deposits with banks/corporations and short term highly liquid investments (original maturity less than 3 months) that are readily convertible into known amount of cash and are subject to an insignificant risk of change in value.

Cash flows are reported using the indirect method. The cash flows from operating, investing and financing activities of the Company are segregated under cash flow statement.

XV) Financial Instruments:

a. Initial recognition & Measurement

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition. Regular purchase and sale of financial assets are accounted for at trade date.



b. Subsequent measurement

i Financial instruments carried at amortized cost

A financial instrument is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

ii. Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iii. Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

All investments equity instruments (mutual funds in scope of Ind AS 109 are measured at fair value through Profit and Loss (FVTPL)).

iv. Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**Notes to Financial Statements as at March 31, 2020****2 Property, Plant and Equipment and capital work-in Progress.**

Particulars	Buildings	Plant and Equipment	Computer	Office Equipment	Furniture and Fixtures	Vehicles	Total
Balance as at 1st April 2018	26,56,992	8,22,805	1,50,338	5,87,850	1,21,975	6,58,691	49,98,651
Additions	-	-	-	8,500	-	-	8,500
Deductions	-	-	-	-	-	52,366	52,366
Balance as at 1st April 2019	26,56,992	8,22,805	1,50,338	5,96,350	1,21,975	6,06,325	49,54,785
Additions	-	-	-	-	-	-	-
Deductions	-	-	-	-	-	-	-
Balance as at 31st March 2020	26,56,992	8,22,805	1,50,338	5,96,350	1,21,975	6,06,325	49,54,785
Accumulated Depreciation							
Balance 1st April 2018	1,82,945	2,99,543	1,18,818	3,02,329	74,357	2,89,167	12,67,159
Depreciation Expense	91,655	1,03,627	21,765	1,09,250	23,610	1,44,584	4,94,491
Deductions	-	-	-	-	-	-	-
Balance 31st March 2019	2,74,600	4,03,170	1,40,583	4,11,579	97,967	4,33,751	17,61,650
Balance 1st April 2019	2,74,600	4,03,170	1,40,583	4,11,579	97,967	4,33,751	17,61,650
Depreciation Expense	91,655	91,280	1,027	68,327	2,139	88,640	3,43,068
Deductions	-	-	-	-	-	-	-
Balance 31st March 2020	3,66,255	4,94,450	1,41,610	4,79,906	1,00,106	5,22,391	21,04,718
Net Block							
As at March 31, 2019	23,82,392	4,19,635	9,755	1,84,771	24,008	1,72,574	31,93,135
As at March 31, 2020	22,90,737	3,28,355	8,728	1,16,444	21,869	83,934	28,50,067

3 Investments

(In Rs.)

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Units	Amount in Rs.	No. of Units	Amount in Rs.
Investment Designated through Profit and loss account				
a) Investments in Mutual Fund (Quoted)				
Hdfc Fmp 370 D Mar-2014-1 Rg	-	-	5,00,000	74,17,600
Icici Prudential Fixed Maturity Plan Series 81 - 1195 Days Plan D	-	-	8,00,000	91,01,600
Icici Prudential Fixed Maturity Plan Series 81 - 1190 Days Plan F	-	-	2,50,000	28,40,750
Reliance Fhf Xxxiii - Series 8 Growth Plan	5,00,000	61,96,700	5,00,000	57,31,950
Reliance Fixed Horizon Fund Xxxiii-S-2	10,20,000	1,21,09,236	10,20,000	1,19,23,494
Uti Fixed Term Income Fund Ser Xxvi-V	-	-	10,30,000	1,18,94,131
Uti Fixed Term Income Fund Ser Xxvi-Xiii (1124 Days)	-	-	2,50,000	28,43,425
TOTAL	15,20,000	1,83,05,936	43,50,000	5,17,52,950
Aggregate Amount of Quoted Securities		1,83,05,936		5,17,52,950
Market value of Quoted securities		1,83,05,936		5,17,52,950



4 Deferred tax Assets (net)

(In Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
Deferred tax Liability		
Timing difference due to depreciation as per Income Tax and Companies Act	-	3,31,850
Investment Recognised through FVTPL	-	17,83,375
Deferred tax Assets		
Provision for Gratuity	-	3,64,101
MAT Credit Entitlement	-	25,44,236
Net Deferred tax Assets	-	7,93,112

(a) Reconciliation of deferred tax liabilities, net

(In Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
Opening Balance	17,51,124	46,685
Tax income/(expense) during the period recognised in statement of profit or loss	7,22,784	16,87,356
Tax income/(expense) during the period recognised in OCI	3,507	17,083
Closing Balance	24,77,415	17,51,124

5 Inventories

(Valued at lower of cost or net Realisable Value) Certified by Independent Valuer & Management

(In Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
Raw Material	76,08,969	76,26,639
Gold	4,89,968	3,73,963
Raw Silver	5,01,785	5,01,785
Silver alloy	7,15,809	7,15,809
Rough Diamonds	54,81,807	56,30,082
Pearl	4,19,600	4,05,000
Sub Total (a)	76,08,969	76,26,639
Stock in trade and Finished Goods	49,09,16,924	42,49,44,764
Cut & Polished Diamonds	45,05,43,816	41,84,80,232
Precious & Semi Precious Stones	64,78,671	64,64,532
Gold Jewellery - Diamond studded	3,38,94,437	3,03,16,630
Sub Total (b)	49,09,16,924	45,52,61,394
TOTAL	49,85,25,893	46,28,88,033



6 Investments

(In Rs.)

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Units	Amount in Rs.	No. of Units	Amount in Rs.
Investment Designated through Profit and loss account				
a) Investments in Mutual Fund (Quoted)				
Hdfc Fmp 370 D Mar-2014-1 Rg	5,00,000	79,91,400	-	-
Icici Prudential Fixed Maturity Plan Series 81 - 1195 Days Plan D	8,00,000	98,22,320	-	-
Icici Prudential Fixed Maturity Plan Series 81 - 1190 Days Plan F	2,50,000	30,67,750	-	-
Uti Fixed Term Income Fund Ser Xxvi-V	10,30,000	1,29,19,702	-	-
Uti Fixed Term Income Fund Ser Xxvi-Xiii (1124 Days)	2,50,000	30,88,500	-	-
Sub Total (a)	28,30,000	3,68,89,672	-	-
b) Investments in Equity shares (Quoted)				
Softrak Technology Limited	500	1	500	1
Reliance Industries Ltd.	500	5,56,225	-	-
Reliance Communications Limited	3,700	2,442	3,700	15,318
Reliance Power Limited	5,742	7,005	5,742	65,229
Mahindra Life Space Developers Limited	50	9,540	50	17,968
Unitech Ltd	7,650	8,874	7,650	10,634
Hindustan Construction Ltd	200	798	200	3,002
DLF Limited	125	17,188	125	25,200
Alstom T&D India Limited	225	16,335	225	61,785
GMR Infra Limited	2,100	34,125	2,100	41,580
Bharat Heavy Electric Ltd	750	15,600	750	56,175
GTL Infra Ltd	1,400	308	1,400	1,316
Reliance Infrastructure Ltd	50	505	50	6,835
Religare Enterprises Ltd	100	1,900	100	2,940
Punj Lloyed Ltd	50	43	50	106
Schneider Electric Infrastructure Limited	225	14,760	225	25,234
JSW Steel Limited Preference Share	1,960	2,391	1,960	9,192
Sub Total (b)	25,327	6,88,039	24,827	3,42,514
c) Investments in Equity shares (Unquoted)				
Supriya Pharmaceuticals Limited	400	1	400	1
S.M.Dychem Limited	106	1	106	1
Sub Total (c)	506	2	506	2
TOTAL	28,55,833	3,75,77,713	25,333	3,42,516
Aggregate Amount of Quoted Securities		3,75,77,711		3,42,514
Aggregate Amount of Unquoted Securities		2		2
Market value of Quoted securities		3,75,77,711		3,42,514
Aggregate amount of Impairment in the value of Investment		-		60,147



7 Trade Receivables

(In Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
Current		
(a) Secured, considered good	-	-
(b) Unsecured, considered good	9,96,24,431	11,80,52,652
(c) Doubtful	10,94,793	-
(d) Allowance for doubtful debts (expected credit loss allowance)	(10,94,793)	-
TOTAL	9,96,24,431	11,80,52,652

8 Cash and Cash Equivalents

(In Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
Balances with banks	25,78,507	8,06,923
Cash on hand	1,21,818	1,06,430
Investments in mutual funds (Highly Liquid Funds)	1,80,41,511	3,40,83,599
TOTAL	2,07,41,836	3,49,96,953

8.1

(In Rs.)

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Units	Amount in Rs.	No. of Units	Amount in Rs.
Investments in Mutual Funds (Quoted)				
Quoted Investments in Mutual Funds at FVPL				
Absl Liquid Fund Grp	29,039.08	92,27,037	33,775.374	1,00,99,019.21
Icici Pru Liq.Fund G	27,554.011	80,59,554	13,054.796	35,95,534.94
Tata Liquid Fund Rpg	242.464	7,54,920	3,725.102	1,09,16,599.16
Uti Liquid Fund Rgp	-	-	3,105.794	94,72,445.91
TOTAL	56,835.56	1,80,41,510.80	53,661.07	3,40,83,599.22
Aggregate Amount of Quoted Securities		1,80,41,511		3,40,83,599
Market value of Quoted securities		1,80,41,511		3,40,83,599

9 Other Financial Assets

(In Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
(I) Advances (Unsecured, consider good)		
(a) Security Deposit	1,24,320	1,73,598
(b) Advances to Supplier	24,000	2,000
-Rent Receivable	84,960	95,580
TOTAL	2,33,280	2,71,178



10 Other Current Assets

(In Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
Balances with Statutory Authorities	7,40,757	6,85,896
Prepaid expenses	70,290	2,28,704
TOTAL	8,11,047	9,14,600

11 Equity Share Capital

(In Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
Authorised Share Capital :		
11,000,000 (March 31, 2020: 11,000,000 & March 31, 2019: 11,000,000) Equity Shares of Rs. 10/- each	11,00,00,000	11,00,00,000
	11,00,00,000	11,00,00,000
Issued and Subscribed Capital		
5,177,182 (March 31, 2020: 5,177,182 & March 31, 2019: 5,177,182) Equity Shares of Rs. 10/- each	5,17,71,820	5,17,71,820
TOTAL	5,17,71,820	5,17,71,820

a) Reconciliation of Number of Shares outstanding at the beginning and at the end of the reporting period : (In Rs.)

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of shares	Amt in Rs.	No. of shares	Amt in Rs.
Equity Shares at the beginning of the year	51,77,182	5,17,71,820	51,77,182	5,17,71,820
Increase/(decrease) during the year	-	-	-	-
Equity Shares at the end of the year	51,77,182	5,17,71,820	51,77,182	5,17,71,820

b) Terms/rights attached to equity shares

The Company's issued, subscribed and paid-up capital comprises of equity shares only and no preference share have been issued. The Company's paid-up capital comprises only one class, i.e. equity shares having par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share and carry a right to dividend. The liability of the members is limited. No bonus shares have been issued, no shares have been issued for consideration other than cash and no shares have been bought back during the last five years.

c) Details of shares held by each shareholder holding more than 5%

(In Rs.)

Particulars	As at March 31, 2020		As at March 31, 2019	
	Number of Shares held	% holding of equity shares	Number of Shares held	% holding of equity shares
Fully paid equity shares				
1. Jayesh Jayantilal Jhaveri	10,23,107	19.76%	10,23,107	19.76%
2. Devang Rajnikant Jhaveri	3,46,550	6.69%	3,46,550	6.69%
3. AS-Me Estelle Co.Ltd. - 1205890000002687	9,01,065	17.40%	9,01,065	17.40%
4. AS Me Estelle Co.Ltd. - IN30133019344558	2,95,150	5.70%	2,95,150	5.70%
5. Kanchanben R Jhaveri	3,87,214	7.48%	3,87,214	7.48%
6. Thorndike Holding Ltd.	3,00,000	5.79%	3,00,000	5.79%



12 Other equity

Particulars	Reserves and Surplus			Other Comprehensive Income- FVTOCI	TOTAL
	General Reserve	Share Premium	Retained Earnings		
Balance as at 1st April 2017	3,92,77,332	3,75,00,000	51,86,68,467	-	59,54,45,799
Addition in Current year	-	-	72,52,275	97,451	73,49,726
Less - Appropriation					
Dividend for FY 2016-17	-	-	(25,88,591)	-	(25,88,591)
Tax on dividend for FY 2016-17	-	-	(5,26,985)	-	(5,26,985)
Balance as at 31st March 2018	3,92,77,332	3,75,00,000	52,28,05,167	97,451	59,96,79,950
Addition in Current year	-	-	1,50,50,945	48,619	1,50,99,564
Less - Appropriation					
Dividend for FY 2017-18	-	-	(25,88,873)	-	(25,88,873)
Tax on dividend for FY 2017-18	-	-	(5,32,093)	-	(5,32,093)
Balance as at 31st March 2019	3,92,77,332	3,75,00,000	53,47,35,145	1,46,071	61,16,58,548
Addition in Current year	-	-	49,40,011	9,980	49,49,991
Less - Appropriation					
Dividend for FY 2018-19	-	-	-	-	-
Tax on dividend for FY 2018-19	-	-	-	-	-
Balance as at 31st March 2020	3,92,77,332	3,75,00,000	53,96,75,156	1,56,051	61,66,08,539

13 Provisions

(In Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
Non Current		
Employee Benefits - Gratuity (refer note 35)	15,13,845	13,44,024
Sub Total (a)	15,13,845	13,44,024
Current		
Expenses	2,30,443	1,60,763
Employee Benefits - Gratuity (refer note 35)	59,502	56,364
Sub Total (b)	2,89,945	2,17,127
Total	18,03,790	15,61,151

13.1 Provision for Expenses

(In Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
Opening	1,60,763	49,171
Addition	4,19,839	1,60,763
Reversal/utilization	3,50,159	49,171
Closing	2,30,443	1,60,763

**14 Trade Payables****(In Rs.)**

Particulars	As at March 31, 2020	As at March 31, 2019
Trade Payables		
MSMED (refer note 32)	-	-
Others*	95,38,041	79,00,044
Total	95,38,041	79,00,044

There is one party (Company) whose amount due is Rs.49,32,661/- the same is outstanding since January 2018. The said trade payable company under Corporate Insolvency Resolution Process.

15 Other Financial Liabilities**(In Rs.)**

Particulars	As at March 31, 2020	As at March 31, 2019
Liability for other expenses	5,31,020	3,31,759
Rent Deposit	1,00,000	1,00,000
Total	6,31,020	4,31,759

16 Other Current Liabilities**(In Rs.)**

Particulars	As at March 31, 2020	As at March 31, 2019
Statutory dues	62,074	1,26,573
Advance received from customer	1,19,494	-
Total	1,81,568	1,26,573

17 Revenue from Operations**(In Rs.)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Sale of products		
Cut and Polished diamonds	11,71,10,032	13,38,56,642
Gold and Silver jewellery	58,42,066	1,46,31,056
Rough Diamonds	24,70,095	-
Total	12,54,22,193	14,84,87,698

18 Other Income**(In Rs.)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Dividend Income	13,607	4,02,850
Gain on sale of mutual fund and shares	8,84,290	1,82,79,577
Rent Income	9,63,000	9,66,000
Sundry balances written back	11,000	-
Investments measured at FVTPL	39,77,489	(29,98,538)
Misceleaneous Income	44,776	-
Discount	3,761	7
Total	58,97,924	1,66,49,896

**19 Cost of Materials Consumed****(In Rs.)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Opening Stock	76,26,639	1,64,13,472
Add: Purchases	1,58,17,572	1,61,35,251
Add: Labour Charges	60,57,771	86,35,251
	2,95,01,982	4,11,83,974
Less: Closing Stock	(76,08,969)	(76,26,639)
Total	2,18,93,013	3,35,57,335

20 Purchase of stock in trade**(In Rs.)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Cost of Purchase		
Purchase of Material		
Cut and Polished diamonds	12,90,14,749	15,09,21,000
Precious & Semi Precious Stone	17,883	4,087
Gold	7,97,000	-
Total	12,98,29,632	15,09,25,087

21 Changes in inventories of finished goods, stock in trade and work in progress**(In Rs.)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Opening Inventory		
(a) Stock in trade and Finished Goods	45,52,61,394	40,75,38,756
A	45,52,61,394	40,75,38,756
Closing Inventory		
(a) Stock in trade and Finished Goods	49,09,16,924	45,52,61,394
B	49,09,16,924	45,52,61,394
Total (A-B)	(3,56,55,530)	(4,77,22,638)

22 Employee benefits expense**(In Rs.)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Salaries and wages	26,32,897	27,18,350
Contribution to provident and other funds	3,97,754	3,97,123
Total	30,30,651	31,15,473

23 Depreciation**(In Rs.)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Depreciation of property, plant and equipment	3,43,068	4,94,491
Total	3,43,068	4,94,491

**24 Other Expenses****(In Rs.)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Factory Maintenance Expenses	1,22,220	1,22,220
Repairs and Maintenance	18,365	78,468
Insurance	1,00,128	1,19,195
Electricity	42,541	2,36,316
Brokerage/Commission	59,884	4,23,886
Auditor Remuneration*	2,02,500	3,76,050
Professional fees	8,36,700	7,07,116
Travelling expenses	75,727	1,81,138
Director's Sitting Fees	22,000	22,000
Bank Charges	7,185	13,235
Stock Exchange Listing Fees	5,99,340	7,15,814
Advertisement / Sales Promotion	1,52,139	1,86,102
Provision for Dimunition in value of quoted investment	-	60,147
Provision for Doubtful debt	10,94,793	
Loss on sales of Fixed assets	-	2,366
Miscellaneous expenses	14,50,922	19,33,495
Total	47,84,445	51,77,548

Remuneration to Auditors :*(In Rs.)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Audit fees	1,00,000	1,00,000
Tax Audit fees	25,000	25,000
Others	77,500	2,51,050
Total	2,02,500	3,76,050

**25 Income Taxes**

A reconciliation of Income tax provision to the amount computed by applying the statutory income tax rate to the income before taxes is summarized below:

(In Rs.)

Particulars	2019-2020	2018-2019
Profit before income taxes	70,94,838	1,95,90,299
Non-taxable income/Income chargeable under separate rate for Indian tax purposes	61,20,764	19,01,637
Expenses inadmissible/for separate consideration	25,80,627	48,619
Income from Business/Book profit	35,54,701	1,77,37,281
Income from house property	6,37,434	
Income from Short term Capital gain	8,84,290	-
Income from Other sources	-	-
Income taxable at normal rate/as per MAT	50,76,425	1,77,37,281
Enacted tax rates in India	17.806%	20.587%
Computed expected tax expense (i)	9,03,896	36,51,539
Interest under section 234B and 234C	1,12,174	2,27,427
Computed expected tax expense (ii)	1,12,174	2,27,427
Total Computed tax expense (i)+ (ii)	10,16,070	38,78,966

The following table provides the details of income tax assets and income tax liabilities as at 31st March 2020.

(In Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
Income tax assets	3,67,48,386	3,37,63,356
Current income tax liabilities	3,45,34,659	3,35,18,589
Net current income tax assets/ (liability) at the end	22,13,727	2,44,767

The gross movement in the current income tax asset/ (liability) for the Year ended March 31, 2020

(In Rs.)

Particulars	2019-2020	2018-2019
Net Income Tax asset/ (liability) at the beginning	2,44,767	35,06,481
Add:- Income tax paid	29,85,030	6,17,252
Less:- Provision for income tax	(10,16,070)	(38,78,966)
Net income tax asset/ (liability) at the end	22,13,727	2,44,767

26 Earnings per share

(In Rs.)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
a) Basic Earning per share		
Basic Earning per share attributable to equity share holders	0.95	2.91
b) Diluted Earning per share	0.95	2.91

**c) Reconciliation of earning used in calculating earning per share****(In Rs.)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Profit attributable to equity share holder used in calculating basic earning per share	49,40,011	1,50,50,945
Profit attributable to equity share holder used in calculating Diluted earning per share	49,40,011	1,50,50,945

d) Weighted average number of shares used as the denominator**(In Rs.)**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Weighted average number of shares used as the denominator in calculating basic earning per share @ Rs. 10/- each	51,77,182	51,77,182
Adjustment for calculating diluted earning per share	-	-
Weighted average number of shares used as the denominator in calculating diluted earning per share @ Rs. 10/- each	51,77,182	51,77,182

27 Impairment to Property, Plant and Equipment:

The Company has a process of conducting physical verification of the property, plant and equipment and assessment for cash generating capability of the same, which forms the basis for identifying impairment and consequent provision for impairment loss, if any, at each balance sheet date. Due to COVID-19 lockdown, the physical verification could not be undertaken as at the year end. Considering the past trend, nature of assets and cash generating capability of the assets the company does not envisage any impairment loss for the current financial year.

28 Impact of Covid - 19

- (a) In the opinion of the Management, the Current Assets, Loans and Advances have a value on realization in the ordinary course of business, at least equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of what is required.
- (b) The account of Trade receivables, Trade payables, Loans and Advances are subject to confirmation/reconciliation and adjustments, if any. The management does not expect any material differences affecting the current period standalone financial statements.

29 Contingent Liabilities and Commitments

- (a) Contingent liability not provided in regarding to following Income tax appeal has Filed with the office of the Commissioner of Income Tax (Appeal-10) Mumbai for the said assessment years.

Sr No.	Name of statute	Nature of Dispute	Amount (Rs.)	Period to which it relates
1	Income Tax Act, 1961	Income Tax	51,17,180	2014-15

- (b) Capital Commitments : Nil

30 Segment information

The Company operates in only one business segment viz. manufacturing, sale and trading of gold & diamond jewellery, Cut & Polished Diamonds, Precious Stones & Semi Precious Stones. Therefore, segment-wise reporting under Ind AS 108 is not applicable.

31 Related party transactions

- a) Group Company :
- 1) JRD Gems Pvt. Ltd.
 - 2) JRD-MKJ Diamonds Pvt. Ltd.
 - 3) JRD Diamond

**b) Key Management Personnel**

Mr. Jayantilal A. Jhaveri (Promoter /Chairman)
 Mr. Jayesh J Jhaveri (Promoter /Managing Director)
 Mr. Devang R Jhaveri (Promoter /Whole-time Director)
 Mr. Rajnikant A Jhaveri (Promoter /Non Executive Director)
 Mr. Mukesh K Desai (Independent Director) Resigned on 06/08/2019
 Mr. Jindat K Mehta (Independent Director)
 Mrs. Neeta J Jhaveri (Promoter / Non Executive Director)
 Mr. Hasmukh B Thakker (Independent Director)
 Mr. Uday Shah (Independent Director)
 Mrs. Sheela Kadechkar (Independent Director) Appointed on 06/08/2019
 Mr. Jayesh Kadakia (Independent Director) Resigned on 06/08/2019
 Mr. Mohit Thakur (Independent Director) Appointed on 06/08/2019
 Mr. Mitesh Prasant temgire (Chief Financial Officer)
 Ms. Vishakha Mehta (Company Secretary)

c) Transaction with related parties**(In Rs.)**

Particulars	For the year ending March 2020	For the year ending March 2019
1) Directors Remuneration & Reimbursements	12,05,297	11,90,750
2) Sitting fees	22,000	22,000
3) Salary to Chief Financial Officer	60,000	1,60,000
4) Salary and Bonus to Company Secretary	3,25,000	3,25,000
TOTAL	16,12,297	16,97,750

d) Closing Balance with related parties**(In Rs.)**

Particulars	Opening Balance as on 01-04-2019	Transection during the period	Closing Balance as on 31-03-2020
1) JRD Diamond	2,37,560	-2,37,560	0.00

e) There are no write off or write back of any amounts for any of the above related parties.

32 Disclosure in accordance with Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006:

According to information available with the Management and relied upon by the auditors, on the basis of intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the Company has no amounts due to micro and small enterprises under the said Act as follows:

The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of accounting year:

(In Rs.)

Particulars	As on March 31, 2020	As on March 31, 2019
i Principal amount remaining unpaid	-	-
ii Interest accrued, due and remained unpaid thereon	-	-
iii Payment made to suppliers (other than interest) beyond the appointed day during the Quarter / year	-	-
iv interest paid to suppliers under MSMED Act (other than Section 16)	-	-
v interest paid to suppliers under MSMED Act (Section 16)	-	-
vi interest due and payable towards suppliers under MSMED Act for payments already made	-	-
vii interest accrued and remaining unpaid at the end of the quarter / year to suppliers under the MSMED Act	-	-

**33 Financial instruments and risk management****(i) Financial risk management objectives and policies**

The Company's principal financial liabilities, comprises trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables, cash and cash equivalent, Investments and long-term deposits that derive directly from its operations.

The Company is exposed to market risk, commodity risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks.

a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.

b) Commodity Risk

The principal raw materials for the Company products are diamond, gold, silver alloy, silver, etc which are purchased by the Company from the suppliers depending on best price and quality specification available . Most of the input materials diamond, gold, silver alloy, raw silver and pearl are procured from domestic vendors. Raw material procurement is subject to price negotiation.

In order to mitigate the risk associated with raw material and components prices, the Company manages its procurement through grading, sourcing of raw material and constant pricing negotiation with vendors. It renegotiates the prices with its customers in case there is more than normal deviation in the prices of its major raw materials.

c) Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk arising from cash and cash equivalents, deposits, as well as credit exposures from outstanding trade receivables. Credit risk has been managed by the company by establishing creditworthiness of customers to which the Company grants credit terms in the normal course of business.

(i) Trade Receivables

Customer credit risk is managed by each customer group subject to management approval. Trade Receivable has been managed by the Company by establishing creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Provision on Trade receivable is calculated as per expected credit loss method (ECL) as per IND AS. ECL is calculated on the basis of delay in payment from invoice dates. Management is estimating the following % of provision/written off on Trade receivable based on delay in payments.

Delay above Invoice date	% of Provisions
More than 3 years	100%

Based on above policy during the year Company has written off certain amounts towards old outstanding totaling to Rs. 10,94,793 (PY RS.NIL) which were due but not received.

d) Liquidity risk**(i) Risk assessment**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. The Company has liabilities which are expected to mature within 12 months Rs. 1,06,40,574/- as on 31st March 2020(Rs. 86,75,503/- as on March 2019). The Company has assets which are expected to be realised within 12 months Rs.65,75,14,200 /- as on 31st March 2020 (Rs.61,74,65,931/- as on 31st March 2019) . Hence Company had a working capital of Rs.64,68,73,626/- as on 31st March 2020 (Rs.60,87,90,428/- as on 31st March 2019).

**(ii) Risk Management**

The Company has sufficient working capital to maintain its liquidity position. Management monitors rolling forecasts of Company's liquidity position and cash and cash equivalent on the basis of expected cash flows.

(II) Fair value measurements**Financial Instruments by Categories****(In Rs.)**

Particulars	As on March 31, 2020	As on March 31, 2019
<i>Financial Assets</i>		
Financial assets at fair value through Profit and Loss		
Investments - (Note 3 and 6)	5,58,83,649	5,20,95,466
Cash and cash equivalents (Note 8)	1,80,41,511	3,40,83,599
Total (a)	7,39,25,160	8,61,79,065
<i>Financial assets at fair value through Amortized Cost</i>		
Trade Receivables (Note 7)	9,96,24,431	11,80,52,652
Cash and cash equivalents (Note 8)	27,00,325	9,13,353
Other financial assets (Note 9)	2,33,280	2,71,178
Total (b)	10,25,58,036	11,92,37,183
TOTAL (a+b)	17,64,83,196	20,54,16,248
<i>Financial Liabilities</i>		
<i>Financial liabilities at Amortized Cost</i>		
Trade payables (Note 14)	95,38,041	79,00,044
Other financial liabilities (Note 15)	6,31,020	4,31,759
TOTAL	1,01,69,061	83,31,803

The management has assessed that the carrying amount of the Financial Assets/ Liabilities at amortised cost approximate their fair value largely due to their short-term nature.

(III) Fair value hierarchy

a) Level 1 - Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2 - The fair value of financial instruments that are not traded in active market (for example, counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant Inputs is not based on observable market data (unobservable inputs), the instrument is included in level 3. This is case of the unlisted equity instruments included in level 3



b) Financial assets and liabilities measured at fair value-recurring(Level 1) and non- recurring(Level 3) fair value measurements

Particulars	Fair value measurement using		
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
	(Level 1)	(Level 2)	(Level 3)
<i>Financial assets</i>			
Financial instrument at FVTPL as at March 31, 2020			
Investments	5,58,83,649	-	-
TOTAL	5,58,83,649	-	-
Financial instrument at FVTPL as at March 31, 2019			
Investments	5,20,95,466	-	-
TOTAL	5,20,95,466	-	-

There have been no transfers between Level 1 and Level 2 during the period.

c) Valuation technique used to determine fair value

-The use of quoted market prices incase of investments.

-Incase of level 3 investments, fair value has been kept same as carrying value.

d) Valuation process

The finance manager of the Company performs the valuation of financial assets and liabilities. Finance Manager directly reports to the management. Valuation process is done once in every three months in line with the Companies quarterly reporting periods.

34 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the company. The primary objective of the Company's capital management is to maximise the shareholder value and maintain an optimal capital structure to reduce the cost of capital.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. It is a debt free company and is not subject to any externally imposed capital requirements.

35 Employee benefits

As per Ind AS "Employee Benefits" (Ind AS - 19), the disclosures of Employee Benefits as defined in the Standard are given below:

1. Defined contribution plans

- a. Employer's contribution to Provident Fund
- b. Employer's contribution to Employee's state insurance

The Company has recognised the following amounts in the Statement of Profit & Loss.

(In Rs.)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Employer's Contribution to Provident Fund	1,87,283	1,88,260
Employer's Contribution to Employee's State Insurance	24,025	31,464
Total	2,11,308	2,19,724

**2. Defined Benefit Plans**

The Company has a defined benefit gratuity plan (Un-funded). Company has maintain the fund through a trust. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

As per Ind AS "Employee Benefits" (Ind AS - 19), the disclosures of Employee Benefits as defined in the Standard are given below:

(In Rs.)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Annexure 1 : Un-Funded Status of the plan Assets		
Present value of unfunded obligations	15,73,347	14,00,388
Present value of funded obligations		
Fair Value of plan assets		
Net Liability (asset)	15,73,347	14,00,388
Annexure 2 : Profit and loss account for current period		
Service cost :		
Current service cost	85,589	82,816
Past service cost and loss/(gain) on curtailments and settlement		-
Net interest cost	1,00,857	94,583
Total included in 'Employee Benefit Expense'	1,86,446	1,77,399
Expenses deducted from the fund		
Total Charge to P&L	1,86,446	1,77,399
Other Comprehensive income for the current period		
Components of actuarial gain/losses on obligations:		
Due to Change in financial assumptions	84,621	13,777
Due to Change in demographic assumption	(224)	
Due to Experience adjustments	(97,884)	(79,479)
Return on plan assets excluding amounts included in interest income		
Amount recognised in other Comprehensive Income	(13,487)	(65,702)
Total of Annexure 2	1,72,959	1,11,697
Annexure 3 : Reconciliation of defined benefit obligation		
Opening Defined Benefit Obligation	14,00,388	12,88,691
Transfer in/(out) obligation		
Current Service cost	85,589	82,816
Interest cost	1,00,857	94,583
Actuarial loss/(gain) due to change in financial assumption	84,621	13,777
Actuarial loss/(gain) due to change in demographic assumption	(224)	
Actuarial loss/(gain) due to change in Experience	(97,884)	(79,479)
Past service cost	-	
Benefits paid		
Closing Defined Benefit Obligation	15,73,347	14,00,388



Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Annexure 4: Reconciliation of net defined benefit liability		
Net opening provision in books of accounts	14,00,388.00	12,88,691
Transfer in/(out) obligation		
Transfer in/(out) obligation		
Employee Benefit Expense as per Annexure 2	1,86,446.00	1,77,399
Amounts recognized in Other Comprehensive Income	(13,487)	(65,702)
	15,73,347	14,00,388
Benefits paid by the Company		
Contributions to plan assets		
Closing provision in books of accounts	15,73,347	14,00,388
Annexure 5: Bifurcation of liability as per schedule III		
Current Liability*	59,502	56,364
Non-Current Liability	15,13,845	13,44,024
Net Liability	15,73,347	14,00,388

* The current liability is calculated as expected reduction in contributions for the next 12 months

Annexure 6: Principle actuarial assumptions	%
For the year ended March 31, 2020	
Discount Rate	6.45%
Salary Growth Rate	7.00%
Withdrawal Rates	10% at younger ages reducing to 2% at older ages
For the year ended March 31, 2019	
Discount Rate	7.35%
Salary Growth Rate	7.00%
Withdrawal Rates	10% at younger ages reducing to 2% at older ages

Annexure 7: Sensitivity to key assumptions	DBO	Change in DBO (%)
For the year ended March 31, 2020		
+0.5%	15,25,386	-3.05%
-0.5%	16,23,830	3.21%
Salary growth rate varied by 0.5%		
+0.5%	16,21,781	3.08%
-0.5%	15,27,346	-2.92%
Withdrawal rate (W.R.) varied by 10%		
W.R. x 110%	15,72,723	0.04%
W.R. x 90%	15,73,919	-0.04%



For the year ended March 31, 2020		
Discount rate varied by 0.5%		
+0.5%	13,55,272	-3.22%
-0.5%	14,47,889	3.39%
Salary growth rate varied by 0.5%		
+0.5%	14,46,951	3.33%
-0.5%	13,55,647	-3.19%
Withdrawal rate (W.R.) varied by 10%		
W.R. x 110%	14,01,028	0.05%
W.R. x 90%	13,99,660	-0.05%

A. Description of methods used for sensitivity analysis and its Limitations:

Sensitivity analysis is performed by verifying a single parameter while keeping all the other parameters unchanged.

Sensitivity analysis fails to focus on the interrelationship between underlying parameters.

Hence, the result may vary if two or more variables are changed simultaneously.

The method used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any.

Annexure 8: Expected benefit payments	Cash Flow	%
2021	59,502	2.4%
2022	4,27,238	17.5%
2023	1,91,016	7.8%
2024	50,002	2.1%
2025	50,560	2.1%
2026-30	4,61,436	18.9%

The future accrual is not considered in arriving at the above cash-flows.

The Expected contribution for the next year is Rs. 59,502

The Average Outstanding Term of the Obligations (Years) as at valuation date is 6.26 Years.

36 Details of expenditure in foreign currency:

(In Rs.)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Expenditure in foreign currency (Amount expended in equivalent Indian rupees)	-	-

37 Revenue from operations

The Company derives revenues primarily from business sale of "Cut and Polished diamonds" and "Gold and Silver jewellery".

Revenue is recognized upon transfer of control of promised products to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

The Company presents revenues net of indirect taxes in its statement of Profit and loss.

**Disaggregate revenue information based on Product**

The table below presents disaggregated revenues from customers for the year ended 31st March 2020 based on products.

Particulars	Amount (In Rs)
Cut and Polished diamonds	11,71,10,032
Gold and Silver jewellery	58,42,066
Rough Diamonds	24,70,095
Total	12,54,22,193

Trade receivables and Contract Balances

The Company classifies the right to consideration in exchange for deliverables as receivables. Trade receivables are presented net of impairment in the Balance Sheet.

- 38 a) In the opinion of the Management, the Current Assets, Loans and Advances have a value on realization in the ordinary course of business, at least equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of what is required.
- b) The account of Trade receivables, Trade payables, Other Liabilities, Loans and Advances are subject to confirmation / reconciliation and adjustments, if any. The management does not expect any material differences affecting the current year financial statements.
- 39 Previous year figures have been regrouped and restated wherever necessary to make their classification comparable with that of the current year. Financial statements are approved by Board of Directors as on .

As per our report of even date

For and on behalf of the Board of Directors

For Chokshi & Chokshi LLP
Chartered Accountants
FRN : 101872W/W100045

Jayantilal A Jhaveri
Chairman

Jayesh J Jhaveri
Managing Director

Priyank Ghia
Partner
Membership No. 155778

Mitesh P Temgire
Chief Financial Officer

Vishakha K Mehta
Company Secretary

Rajnikant A Jhaveri
Director

Place: Mumbai
Date: 29th June, 2020

**Cash Flow Statement for the year ended March 31, 2020**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(Loss) before tax	71,08,325	1,96,56,000
Adjustments to reconcile profit before tax to net cash flows :		
Depreciation	3,43,068	4,94,491
Loss on sale of assets	-	2,366
Capital Gain	(8,84,290)	(1,82,79,577)
Dividend from mutual fund and shares	(13,607)	(4,02,850)
Change in Fair Value of Investments through P & L	(39,77,489)	29,98,538
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	25,76,006	44,68,968
Adjustments for movement in Working Capital :		
Increase / (Decrease) in Long Term Provisions	1,69,821	1,10,500
Increase / (Decrease) in Current Liabilities	1,02,175	(49,66,725)
(Increase) / (Decrease) in Current Assets	(1,70,68,188)	(1,30,07,082)
Cash generated from operations	(1,42,20,186)	(1,33,94,339)
Direct Taxes paid	(11,22,134)	(10,00,000)
CASH FLOW FROM OPERATING ACTIVITIES	(1,53,42,319)	(1,43,94,339)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets and addition to Capital Work in Progress	-	(8,500)
Sale of Fixed Assets	-	50,000
(Purchase)/Sale of Investments	1,89,305	3,03,20,826
Dividend from mutual fund and shares	13,607	4,02,850
Capital Gain	8,84,290	1,82,79,577
CASH FLOW FROM INVESTING ACTIVITIES	10,87,203	4,90,44,752
C. CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid		(25,88,873)
Tax on distributed profits		(5,32,093)
CASH FLOW FROM FINANCING ACTIVITIES	-	(31,20,966)
NET (DECREASE)/INCREASE IN CASH & CASH EQUIVALENTS	(1,42,55,116)	3,15,29,447
Cash and Cash equivalents at the beginning of the period	3,49,96,952	34,67,505
Cash and Cash equivalents at the end of the period	2,07,41,836	3,49,96,952

Cash & Cash Equivalents

Particulars	March 31, 2020	March 31, 2019
Cash on Hand	1,21,818	1,06,430
Balances with Banks:	25,78,507	8,06,923
Investments in mutual funds (Highly Liquid Funds)	1,80,41,511	3,40,83,599
Cash and Bank Balances (Note 6)	2,07,41,836	3,49,96,952

The accompanying notes form an integral part of the Financial Statements
Significant Accounting Policies and Notes to Financial Statements 1 - 39

As per our report of even date

For Chokshi & Chokshi LLP
Chartered Accountants
FRN : 101872W/W100045

Priyank Ghia (Partner)
Membership No. 155778

Place: Mumbai
Date: 29th June, 2020

Mitesh P Temgire
Chief Financial Officer

For and on behalf of the Board of Directors

Jayantilal A Jhaveri
Chairman

Jayesh J Jhaveri
Managing Director

Vishakha K Mehta
Company Secretary

Rajnikant A Jhaveri
Director

ZODIAC - JRD - MKJ LTD.

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