



NOTICE IS HEREBY GIVEN THAT THE THIRTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ZODIAC-JRD-MKJ LIMITED WILL BE HELD ON THURSDAY, 29TH SEPTEMBER, 2022 AT 3:00 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 Financial Statements of the Company for the financial year ended March 31, 2022, together with the Report of the Directors’ and Auditors thereon.
2. To appoint Director in place of Mrs. Neeta J. Jhaveri (DIN: 01131017) who retires by rotation and being eligible, offers herself for re-appointment.
3. **To appoint Statutory Auditors and fix their remuneration**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s. Bansi Khandelwal & Co., Chartered Accountants (Firm Registration No. 145850W), be and are hereby appointed as Statutory Auditors of the Company in place of retiring Statutory Auditors, M/s Chokshi & Chokshi LLP, Chartered Accountants (Firm Registration No. 101872W/W100045), to hold office for a term of 5 (five) years from the conclusion of this 35th Annual General Meeting until the conclusion of the 40th Annual General Meeting to be held in the calendar year 2027 at a remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper and expedient for implementing and giving effect to this resolution.”

SPECIAL BUSINESS:

4. **Re-appointment of Mr. Jayesh Jayantilal Jhaveri (DIN: 00020277) as a Managing Director of the Company and payment of remuneration**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**

“**RESOLVED THAT** in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and as recommended by Nomination & Remuneration Committee, the consent of the Members of the Company be and is hereby accorded to re-appointment Mr. Jayesh Jayantilal Jhaveri (DIN: 00020277) as the Managing Director of the Company not liable to retire by rotation for a further period of three years w.e.f. 26th September, 2022 till 25th September, 2025 on a remuneration of Rs. 60,000/- p.m. in the salary grade of Rs. 60,000/- p.m. to Rs. 1,00,000/- p.m. (all inclusive) with an authority to the Board of Directors to consider and give increment from time to time or on yearly basis within the grade as specified here above and on such other terms and conditions as the Nomination & Remuneration Committee or Board of Directors may decide and approve during the tenure of his re-appointment, subject to requisite approval if required under Schedule V Part II Section II B of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as the case may be necessary for the aforesaid purpose.”

5. **Re-appointment of Mr. Devang Rajnikant Jhaveri (DIN: 00020235) as a Whole Time Director of the Company and payment of remuneration**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**

“**RESOLVED THAT** in accordance with the provisions of Section 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and as recommended by Nomination & Remuneration Committee, the consent of the Members of the Company be and is hereby accorded to re-appointment Mr. Devang Rajnikant Jhaveri (DIN: 00020235), as Whole-Time Director of the Company not liable to retire by rotation for a further period of three years w.e.f. 26th September, 2022 till 25th September, 2025 on a remuneration of Rs. 50,000/- p.m. in the salary grade of Rs. 50,000/- p.m. to Rs. 1,00,000/- p.m. (all



inclusive) with an authority to the Board of Directors to consider and give increment from time to time or on yearly basis within the grade as specified here above and on such other terms and conditions as the Nomination & Remuneration Committee or Board of Directors may decide and approve during the tenure of his re-appointment, subject to requisite approval if required under Schedule V Part II Section II B of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as the case may be necessary for the aforesaid purpose."

For **ZODIAC-JRD-MKJ LIMITED**

Jayantilal A.Jhaveri
Chairman
DIN: 00020250

Date: 30.08.2022
Place: Mumbai

NOTES:

1. In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular dated 5th May 2020 read with General Circulars dated 8th April 2020, 13th April 2020, 15th June 2020, 28th September 2020, 31st December 2020, 13th January 2021 and 5th May, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM" or "Meeting") through Video Conferencing ("VC") facility or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ("SEBI") vide its Circular dated 12th May 2020, 22nd June, 2020, 8th October, 2020, 26th February, 2021, 22nd December, 2021 and 3rd June, 2022 ("SEBI circular") has also granted certain relaxations. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and MCA Circulars the 35th AGM of the Company is being held through VC/ OAVM. The deemed venue for the AGM will be the Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business set out at Item No. 3 to 5 of this Notice is annexed as **Annexure I**.

The relevant details as required under Regulation 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 ("SS-2"), in respect of Director seeking re-appointment under Item Nos. 2, 4 and 5 of Notice at this AGM is annexed as **Annexure II**.

3. 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. 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 through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to info@zodiacjrjdkmjltd.com
5. As mandated by SEBI, effective April 01, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised mode with a depository. Accordingly, the Members of the Company were requested to open a demat account and submit physical securities to their DPs.
6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA (Link Intime India Private Limited) in case the shares are held by them in physical form.
7. Members holding shares in demat form are hereby informed that bank registered with their respective Depository Participant with whom they maintain their account will be used by the Company for the payment of the dividend, if any.
8. Members are requested to intimate, indicating their folio number or Depository Participant (DP) ID and Client ID Numbers, the changes, if any, pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, e-mail address, contact numbers, etc., to their DP in case the shares are in dematerialized



- form; and in case, shares are held in physical form to the Company's Registrar and Share Transfer Agent (RTA), Link Intime India Private Limited, Unit - Zodiac JRD-MKJ Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai 400 083, Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's RTA, to provide efficient and better services for payment of dividend.
9. SEBI vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all security holders. Members holding shares in physical form are, therefore, requested to submit the PAN and Bank Account details to RTA/ Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, members are requested to submit a copy of bank passbook/ statement attested by bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective depository participant.
 10. SEBI has, vide its Circulars dated November 3, 2021 and December 14, 2021, mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.
 11. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
 12. Members holding shares in single name are advised to avail the nomination facility by filing Form SH – 13, as prescribed under Section 72 of the Act and Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company. Blank forms will be supplied on request. Members holding shares in electronic mode may contact their respective depository participant for availing this facility.
 13. Any query relating to financial statements must be sent to the Company's registered email id at info@zodiacjrmdmkjtd.com or at the Company's registered office at least seven days before the date of the AGM. The same will be replied by the Company suitably.
 14. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Meeting along with the Annual Report for FY 2021-22 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 for FY 2021-22 will also be available on website of the Company, i.e. www.zodiacjrmdmkjtd.com, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of the CDSL www.evotingindia.com.
 15. Members who hold shares in physical form and have not registered / updated their email addresses with the Company, are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at by email to mt.helpdesk@linkintime.co.in or at Co's email id info@zodiacjrmdmkjtd.com by following due procedure.
 16. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 17. 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
31 st March, 2015	91136.00	20-09-2022
31 st March, 2016	109758.00	26-09-2023
31 st March, 2017	110791.50	24-09-2024
31 st March, 2018	90740.00	21-09-2025

18. Your Company is under Compulsory Demat list by SEBI and Stock Exchange from August, 2000.
19. All documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in



- electronic mode during business hours on all days except Saturdays, Sundays and public holidays up to the date of the AGM. Members can inspect the same by sending an email to the Company at info@zodiacjrjdkmjltd.com.
20. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
21. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Instruction for Members attending Meeting through VC/OAVM.
22. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
23. Share transfer documents and all correspondence relating thereto, should be addressed to the Link Intime India Private Limited, Unit – Zodiac JRD MKJ Limited, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai 400 083, Registrars and Transfer Agent of the Company.
24. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
24. SEBI has mandated the submission of PAN by every participant of the securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA.
26. Notice is also given under Section 91 of the Act read with Regulation 42 of the Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from Friday, 23rd September, 2022 to Thursday, 29th September, 2022 (both days inclusive).
27. Information and other instructions relating to e-voting are as under:
- I. Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circular the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
 - II. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facility to the Members.
 - III. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Friday, 23rd September, 2022. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
 - IV. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Friday, 23rd September, 2022, only shall be entitled to avail the facility of e-voting.
 - V. Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e. Friday, 23rd September, 2022; such Member may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or may temporarily get their email registered with the Company’s Registrar and Share Transfer Agent, Link Intime India Private Limited. Post successful registration of the email, the members would get a confirmation on their email id. In case of any queries, members may contact Company’s Registrar and Share Transfer Agent, Link Intime India Private Limited.
- It is further clarified that for permanent registration of Email address, Members are required to register their Email address in respect of Electronic holdings with their concerned Depository Participant(s) and in respect of Physical Holdings with the



Company's Registrar and Share Transfer Agent M/s Link Intime India Private Limited by sending an E-mail at rnt.helpdesk@linkintime.co or at Co's email id info@zodiacjrdmkjltd.com, by following due procedure.

However, if a Member is already registered with CDSL for e-voting then existing User ID and password can be used for casting vote.

- VI. Mr. Virendra Bhatt, Practicing Company Secretary (C.P.No.124) has been appointed by the Company as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII The Scrutinizer, after scrutinizing the votes, will, not later than forty eight hours from the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company, i.e. www.zodiacjrdmkjltd.com and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchange.
- VIII. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, 29th September, 2022.
- IX. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:
- (i) The voting period begins on From 9:00 a.m. (IST) on Monday, 26th September, 2022. End of e-voting: Up to 5:00 p.m. (IST) on Wednesday, 28th September, 2022. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 23rd September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed

entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.



Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.

- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@zodiacjrmdmkltd.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. The Members can join the Meeting through 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. The facility of participation at the Meeting through VC/OAVM will be made available to at least 1000 members on first come first served basis. However the participation of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are not restricted on first come first served basis.
5. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
6. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
7. 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.



8. Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at info@zodiacjrdmkjltd.com at least 7 days before the Meeting. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
9. The Shareholders who have not registered themselves can put the question on the chat box available on the screen at the time of the Meeting.
10. Only those shareholders, who are present in the 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 AGM.
11. If any Votes are cast by the shareholders through the e-voting available during the 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.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

For ZODIAC-JRD-MKJ LIMITED

Jayantilal A.Jhaveri
Chairman
DIN: 00020250

Date:30.08.2022
Place: Mumbai

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES & COMPANY/RTA:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“the Act”)****Item No. 3**

This explanatory statement is in terms of Regulation 36(5) of the SEBI Listing Regulations, however, the same is strictly not required as per Section 102 of the Act.

M/s. Chokshi & Chokshi LLP, Chartered Accountants have been appointed as Statutory Auditors of the Company since their appointment at the Annual General Meeting (“AGM”) held on 21st September, 2017. Pursuant to the provisions of Section 139(2) of the Companies Act, 2013 (“the Act”), read with applicable Rules framed thereunder, the term of present Statutory Auditors expires at the conclusion of the 35thAGM. The Board of Directors places on record their appreciation for the services rendered by Chokshi & Chokshi LLP, Chartered Accountants.

Accordingly, the Board of Directors based on recommendation of the Audit Committee proposed appointment of M/s. Bansi Khandelwal & Co., Chartered Accountants (Firm Registration No. 145850W) as Statutory Auditors of the Company in place of M/s. Chokshi & Chokshi LLP, Chartered Accountants. M/s. Bansi Khandelwal & Co., Chartered Accountants have vide their letter dated 30th August, 2022, informed the Company that their appointment, if made, shall be in compliance with the provisions of Section 139, 141 and 144 of the Act and Companies (Audit and Auditors) Rules, 2014.

The Board recommends the appointment of M/s. Bansi Khandelwal & Co., Chartered Accountants as Statutory Auditors of the Company for a term of five (5) years to hold the office from the conclusion of the 35th AGM till the conclusion of 40thAGM to be held in the calendar year 2027.

Details as required under Regulation 36(5) of the SEBI Listing Regulations are as under:**• Proposed statutory audit fee payable to auditors**

Up to Rs. 2,71,000 (Rupees Two Lakhs Seventy One Thousand Only) as statutory audit fees for the year ending 31 March 2023.

• Terms of appointment:

Five (5) years from the conclusion of the 35thAGM till the conclusion of 40thAGM to be held in the calendar year 2027.

• Material change in fee payable:

There is no material change in the proposed fees for the auditors.

Basis of recommendation and auditor’s credentials:

The recommendations are based on the fulfillment of the eligibility criteria prescribed under the Companies Act, 2013.

M/s. Bansi Khandelwal & Co., (Firm Registration No. 145850W) (“the Audit Firm”), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (“ICAI”) rendering comprehensive professional services which include audit, management consultancy, tax consultancy, accounting services, manpower management, secretarial services etc. The Audit Firm is a professionally managed firm. The team consists of distinguished chartered accountants, corporate financial advisors and tax consultants. The audit firm represents a combination of specialized skills, which are geared to offers sound financial advice and personalized proactive services. Those associated with the audit firm have regular interaction with industry and other professionals which enables the audit firm to keep pace with contemporary developments and to meet the needs of its clients.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of the Notice for approval of the Members.

Item No. 4

The members of the Company at the Annual General Meeting held on 20th September, 2019, had re-appointed Mr. Jayesh Jayantilal Jhaverias Managing Director of the Company for a further period of three years i.e. from 26th September, 2019 till 25th September, 2022.

Further, the existing tenure of Mr. Jayesh Jayantilal Jhaverias Managing Director of the Company will be expired on 25th September, 2022. Mr. Jayesh Jayantilal Jhaveri is been associated with the day to day affairs of the Company. The Board of Directors at its meeting held on 30th August, 2022 has re-appointed Mr. Jayesh Jayantilal Jhaveri as Managing Director of the Company for a further period of three years with effect from 26th September, 2022 till 25th September, 2025 at a remuneration of Rs. 60,000/- p.m. in the salary grade of Rs. 60,000/- p.m. to Rs. 1,00,000/- p.m. (all inclusive) with an authority to the Board of Directors to give an increment from time to time or on yearly basis and on such terms and conditions as the Nomination & Remuneration Committee or Board of Directors may decide and approve during the tenure of his re-appointment and in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Act, 2013 subject to requisite



approval as required under Schedule V Part II Section II B of the Companies Act, 2013.

The Board of Directors recommends this Special Resolution for your approval.

The brief profile of Mr. Jayesh Jayantilal Jhaveri is annexed in the notice.

Except for Mr. Jayantilal A. Jhaveri, Mr. Rajnikant A Jhaveri, Mr. Devang R. Jhaveri and Mrs. Neeta J. Jhaveri Directors of the Company, none of the other Directors, Key Managerial Personnels or their relatives are concerned or interested in Item No. 4 above.

STATEMENT AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V

I. GENERAL INFORMATION

1)	Nature of Industry	The Company's main business is of manufacturing of Diamond and gold Jewellery	
2)	Date or expected date of commencement of commercial production	Company started production in 1987	
3)	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.	
4)	Financial performance based on given indicators	Particulars	Year ended 31.03.2022 (Rs. in Lakhs)
		Total Revenue	1933.17
		Profit / (Loss) before interest, depreciation and Tax	105.08
		Financial Expenses	NIL
		Depreciation & Amortization	2.08
		(Loss)/ Profit Before Tax	103.00
		Taxation for the year	34.73
		(Loss)/ Profit After Tax	68.27
		Deferred Tax Adjustment	-
		Net (Loss) Profit after Deferred Tax Adjustment	-
		Profit/(Loss) brought forward from previous year	6201.73
		Balance carried forward	6270.86
5)	Foreign investments or collaborators, if any	N.A.	

II. INFORMATION ABOUT THE APPOINTEE

Sr. No	Particulars	Mr. Jayesh Jayantilal Jhaveri
1)	Background details	Mr. Jayesh Jayantilal Jhaveri has a Bachelors degree
2)	Past Remuneration	Rs.50,000/- P.M.
3)	Recognition or awards	NIL
4)	Job Profile and suitability	He is having over 30 years of experience of business in of manufacturing Diamond Jewellery.
5)	Remuneration proposed	Rs.60,000/- p.m.



6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration compares favorably with that being offered to similarly qualified and experienced persons from industry and the professionals with an entrepreneurial background. The remuneration being proposed is considered to be appropriate, having regard to factors such as past experience, position held, their contribution as Managing Director to the growth of the Company, its business and its profitability and age and merits of both.
7)	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Jayesh Jayantilal Jhaveri, Mr. Jayantilal A. Jhaveri, Mr. Rajnikant A Jhaveri, Mr. Devang R. Jhaveri and Mrs. Neeta J. Jhaveri are the promoters of the Company. They are related to each other as family member. Mr. Devang R. Jhaveri draw remuneration from the Company.

III. Other Information

1)	Reasons of loss or inadequate profits	The ever changing domestic and international market conditions, high cost of materials and other manufacturing, selling & Administration expenses has resulted the Company into inadequate profits. New avenues of growth and production are continuously researched by the management.
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Item No. 5

The members of the Company at the Annual General Meeting held on 20th September, 2019, had re-appointed Mr. Devang Rajnikant Jhaveri as Whole-Time Director of the Company for a further period of three years i.e. from 26th September, 2019 till 25th September, 2022.

Further, the existing tenure of Mr. Devang Rajnikant Jhaveri as Whole-Time Director of the Company will be expired on 25th September, 2022. Mr. Devang Rajnikant Jhaveri is been associated with the day to day affairs of the Company. The Board of Directors at its meeting held on 30th August, 2022 has re-appointed Mr. Devang Rajnikant Jhaveri as Whole-Time Director of the Company for a further period of three years with effect from 26th September, 2022 till 25th September, 2025 at a remuneration of Rs. 50,000/- p.m. in the salary grade of Rs. 50,000 /- p.m. to Rs. 1,00,000/- p.m. (all inclusive) with an authority to the Board of Directors to give an increment from time to time or on yearly basis and on such terms and conditions as the Nomination & Remuneration Committee or Board of Directors may decide and approve during the tenure of his re-appointment and in accordance with the provisions of Section 196 and 197 read with Schedule V and other applicable provisions of the Act, 2013 subject to requisite approval as required under Schedule V Part II Section II B of the Companies Act, 2013.

The Board of Directors recommends this Special Resolution for your approval.

The brief profile of Whole-Time Director is annexed in the notice.

Except for Mr. Jayantilal A. Jhaveri, Mr. Rajnikant A Jhaveri, Mr. Jayesh Jayantilal Jhaveri and Mrs. Neeta J. Jhaveri Directors of the Company, none of the other Directors, Key Managerial Personnels or their relatives are concerned or interested in Item No. 5 above

**STATEMENT AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V****I. GENERAL INFORMATION**

1)	Nature of Industry	The Company's main business is of manufacturing of Diamond and gold Jewellery	
2)	Date or expected date of commencement of commercial production	Company started production in 1987	
3)	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.	
4)	Financial performance based on given indicators	Particulars	Year ended 31.03.2022 (Rs. in Lakhs)
		Total Revenue	1933.17
		Profit / (Loss) before Interest, depreciation and Tax	105.08
		Financial Expenses	NIL
		Depreciation & Amortization	2.08
		(Loss)/ Profit Before Tax	103.00
		Taxation for the year	34.73
		(Loss)/ Profit After Tax	68.27
		Deferred Tax Adjustment	-
		Net (Loss) Profit after Deferred Tax Adjustment	-
		Profit/(Loss) brought forward from previous year	6201.73
		Balance carried forward	6270.86
5)	Foreign investments or collaborators, if any	N.A.	

II. INFORMATION ABOUT THE APPOINTEE

Sr. No	Particulars	Mr. Devang Rajnikant Jhaveri
1)	Background details	Mr. Devang Rajnikant Jhaveri has a Inter Commerce degree
2)	Past Remuneration	Rs.40,000/- P.M.
3)	Recognition or awards	NIL
4)	Job Profile and suitability	He is having over 30 years of experience of business in of manufacturing Diamond Jewellery.
5)	Remuneration proposed	Rs.50,000/- p.m.
6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration compares favorably with that being offered to similarly qualified and experienced persons from industry and the professionals with an entrepreneurial background. The remuneration being proposed is considered to be appropriate, having regard to factors such as past experience, position held, their contribution as Managing Director to the growth of the Company, its business and its profitability and age and merits of both.



7)	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Jayesh Jayantilal Jhaveri, Mr. Jayantilal A. Jhaveri, Mr. Rajnikant A Jhaveri, Mr. Devang R. Jhaveri and Mrs. Neeta J. Jhaveri are the promoters of the Company. They are related to each other as family member. Mr. Jayesh Jayantilal Jhaveri draw remuneration from the Company.
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III. Other Information

1)	Reasons of loss or inadequate profits	The ever changing domestic and international market conditions, high cost of materials and other manufacturing, selling & Administration expenses has resulted the Company into inadequate profits. New avenues of growth and production are continuously researched by the management.
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For **ZODIAC-JRD-MKJ LIMITED**

Jayantilal A.Jhaveri
Chairman
DIN: 00020250

Date: 30.08.2022
Place: Mumbai

**Annexure****Details of Directors seeking appointment/ re-appointment furnished pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2:**

Name of Director	Mrs. Neeta Jayesh Jhaveri	Mr. Jayesh Jayantilal Jhaveri	Mr. Devang Rajnikant Jhaveri
Date of Birth	22/03/1957	13/01/1956	05/07/1970
Age	65 Years	66 years	52 years
Date of Appointment	28/01/2011	03/04/1992	03/04/1992
Qualifications	B. A.	B.com	Inter Commerce
Experience	Management & Technical	Management & Technical	Management & Technical
Expertise in specific functional areas	Marketing	Finance and Marketing	Finance and Marketing
Terms and condition of appointment / re-appointment along with remuneration to be drawn	Not applicable	As mentioned in Explanatory Statement item No 4	As mentioned in Explanatory Statement item No 5
Relationship with other Directors, Manager and other KMP	Mr.Jayantilal A. Jhaveri, Mr. Rajnikant A Jhaveri, Mr. Devang R. Jhaveri and Mr. Jayesh J. Jhaveri are relative to each other	Mr.Jayantilal A. Jhaveri, Mr. Rajnikant A Jhaveri, Mr. Devang R. Jhaveri and Mrs. Neeta J. Jhaveri are relative to each other	Mr.Jayantilal A. Jhaveri, Mr. Rajnikant A Jhaveri, Mr. Jayesh J. Jhaveri and Mrs. Neeta J. Jhaveri are relative to each other
No. of Board meeting attended during the year	05	05	05
Directorships held in other companies (excluding foreign companies)	One	Two	One
Memberships / Chairmanships of Committees of the Company	NIL	One	One
Memberships / Chairmanships of Committees of the other Company	NIL	NIL	NIL
Number of shares held in the Company	1,064	10,23,107	3,46,550