



ZODIAC-JRD-MKJ LTD

DIAMOND . JEWELLERY . PRECIOUS & SEMI PRECIOUS STONES

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

TEL : 91-22-23869731 / 91-22-23866471
FAX : 91-22-23800038
E-mail : account_zjmk@yahoo.com
CIN : L65910MH1987PLC042107
E-mail : info@zodiacjrdmkjlttd.com
Website : www.zodiacjrdmkjlttd.com

Date : 27th May, 2019

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

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

Company Code No. 512587

Dear Sir,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the annual secretarial compliance report for the financial year ended March 31, 2019 received from M/s Virendra G Bhatt, Company Secretaries, Mumbai This is for your information and records.

Kindly acknowledge the receipt.

Thanking you.

Yours faithfully,
For Zodiac-Jrd-Mkj Limited,

Director
Encl : a/a.

Virendra Bhatt

Company Secretary

Office :

Office No. 03, A Wing, 9th Floor,
Pinnacle Corporate Park,
BKC CST Link Rd., MMRDA Area,
Bandra Kurla Complex,
Bandra East, Mumbai - 400 051.

Tel. : 022 - 2652 9367 / 68

Mobile : +91 - 98200 48670

E-mail : bhattvirendra1945@yahoo.co.in

SECRETARIAL COMPLIANCE REPORT OF ZODIAC-JRD-MKJ LIMITED FOR THE YEAR ENDED 31ST MARCH, 2019

1. I, Virendra G. Bhatt, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided by ZODIAC-JRD-MKJ LIMITED ("the listed entity") arising from the compliances of specific Regulations listed under Clause 2 of this report;
- (b) the filings / submissions made by the Listed Entity to the stock exchanges in connection with the above;
- (c) website of the listed entity; and
- (d) all other documents, fillings or submission on the basis of which this certification is given

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

2. The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

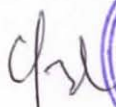


- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (i) all other regulations and circulars / guidelines issued and as applicable to the Company from time to time

and based on the above examination, I hereby report that, during the Review Period:

- (a) The Listed Entity has prima facie complied with the provisions of the above regulations and circulars/ guidelines issued thereunder. However, in the absence of any transaction relating to Buyback of securities, issue of Non-Convertible and Redeemable Preference Shares, Employee Stock Option Scheme and issue of Debt securities during the review-period, the compliance of the relevant regulations mentioned above does not arise.
- (b) The listed entity has prima facie maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) During the period under review and as per information provided, no action was taken against the listed entity / its promoters / directors either by SEBI by Stock Exchanges (including under the Standard Operating Procedures Issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder.
- (d) 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.
- (e) This being the first reporting since the notification of the requirement to submit this report, reporting on actions to comply with the observations made in previous reports does not arise.

Place: Mumbai
Date: 27th May, 2019


Virendra G. Bhatt
ACS No.: 1157
C P No.: 124

