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ZODIAC - JRD - MKJ LIMITED

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TWENTYFIRST ANNUAL REPORT
2007 - 2008



ZODIAC - JRD - MKJ LTD.

BOARD OF DIRECTORS

1. Mr. Jayantilal Jhaveri (Chairman)
2. Mr. Jayesh Jhaveri (Managing Director)
3. Mr. Devang Jhaveri (Whole-time Director)
4. Mr. Rameshchandra Jhaveri
5. Mr. Rajnikant Jhaveri
6. Mr. Rajnikant Chokshi
7. Mr. Jindat Kalidas Mehta
8. Mr. Champaklal Dolatram Mehta

AUDITORS

M/s. Arun Ganatra & Co.
Chartered Accountants

BANKERS

ABN - AMRO BANK N.V.
BANK OF INDIA

REGISTRARS & TRANSFER AGENT

INTIME SPECTRUM REGISTRY LTD.
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai - 400 078.
Tel. : 2596 3838

REGISTERED OFFICE

910, Parekh Market, 39 J.S.S. Road,
Opera House, Mumbai - 400 004.

FACTORY

VARDHAMAN INDUSTRIAL PREMISES CO-OP. SOCIETY LTD.
Gala No. 202-206
S.V. Road, Dahisar (E)
Mumbai - 400 068.



ZODIAC - JRD - MKJ LTD.

NOTICE IS HEREBY GIVEN THAT THE TWENTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF ZODIAC - JRD - MKJ LIMITED WILL BE HELD ON SATURDAY, 27th SEPTEMBER, 2008 AT 10.00 A.M. AT GARWARE CLUB HOUSE, GREEN ROOM, D ROAD, WANKHEDE STADIUM, CHURCHGATE, MUMBAI - 400 020 TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2008 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr Jindat Kalidas Mehta who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Champaklal Dolatram Mehta who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint M/s. Arun Ganatra & Co., Chartered Accountant as a Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion the next Annual General Meeting and authorize Board of Directors to fix their remuneration.

NOTES :

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

A proxy form duly completed and stamped, must reach the registered office of the company not less than 48 hours before the time for holding the aforesaid meeting.

- 2) Members/Proxies should bring the attendance slip sent herewith duly, filled in for attending the meeting. You are requested to bring the copy of Annual Report sent to you.
- 3) The register of members and the share transfer books of the company will remain closed from 18th September, 2008 to 27th September, 2008 (both days inclusive).
- 4) Shareholders holding shares in identical order 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.
- 5) Pursuant to the Provisions of Section 205C of the Companies Act, 1956 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.

<u>DIVIDEND FOR</u> <u>YEAR ENDED</u>	<u>AMOUNT</u> <u>(RS.)</u>	<u>DUE</u> <u>DATE</u>
31 ST MARCH, 2001	52,030=00	26-09-2008
31 ST MARCH, 2002	57,121=50	27-09-2009
31 ST MARCH, 2003	56,640=50	29-09-2010
31 ST MARCH, 2004	95,534=50	27-09-2011
31 ST MARCH, 2005	62,590=00	23-09-2012
31 ST MARCH, 2006	42,189=50	28-09-2013
31 ST MARCH, 2007	81,105=00	27-09-2014

- 6) Members seeking any information on the Accounts are requested to write to the Company, which should reach the company at least one week before



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the meeting so as to enable the management to keep the information ready. Replies will be provided only at the meeting.

- 7) Member are requested to immediately notify in their own interest the change in their addresses to the Company's Registrars & Transfer Agent: **Intime Spectrum Registry Ltd., C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (w), Mumbai-400 078.**

8) **INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT**

As required under the Listing Agreement, Particulars of directors who are proposed to be appointed and re-appointed is furnished below :-

- i Item No. 3 of the Notice:
 Name : Mr.Jindat Kalidas Mehta
 Age : 45Years
 Qualification : B.Com, CA
 Expertise : Administrative
 Date of Appointment: 24th March 2005.
- ii Item No. 4 of the Notice:
 Name : Mr.Champaklal Dolatram Mehta
 Age : 71Years
 Qualification : B.Com, CA
 Expertise : Administrative
 Date of Appointment: 06th January 2006.

- 10) The Company has appointed M/s. Intime Spectrum Registry Ltd. as their Registrar for Transfer work and dematerialisation of Shares. The members are requested to send all their correspondence to Intime Spectrum Registry Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai – 400 078.

- 11) Your Company is under Compulsory Demat list by SEBI AND Stock Exchange from August, 2000.

By Order of the Board of Directors
 For ZODIAC-JRD-MKJ LIMITED

JAYANTILAL JHAVERI
 CHAIRMAN

Date 26th August, 2008
 Place : Mumbai

REGISTERED OFFICE :
 910, Parekh Market,
 39, J.S.S. Road,
 Mumbai – 400 004.

- 9) Members holding shares in electronics form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on their dividends warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for change / deletion in such bank details. Further instructions if any already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may therefore give instructions regarding bank accounts in which they wish to receive dividend to their Depository Participants.



ZODIAC - JRD - MKJ LTD.

Director's Report

To
The Members,
ZODIAC-JRD-MKJ LIMITED

The Directors have pleasure in presenting the Annual Report on the business and operations of your Company and the Audited Financial statement for the year ended 31st March, 2008.

(1) FINANCIAL RESULTS :

The highlights of the Financial Results are :

	Year ended 31-03-2008 (Rs. In Lakhs)	Year ended 31-03-2007 (Rs. In Lakhs)
Total Income	1267.56	1168.52
Net Profit before Depreciation And Interest	140.79	133.67
Less : Depreciation	8.35	8.81
Interest	0.08	0.67
Profit before Tax	132.36	124.19
Add : Deferred Tax	(0.60)	(0.77)
Less : Current Tax	25.95	24.27
Profit after Tax	107.01	100.69
Balance Profit brought forward	3678.01	3603.78
Prior Period Adjustments	0.05	1.96
Amt. Available for Appropriation	3784.97	3702.51
Less : Appropriation		
Proposed dividend	20.26	20.26
Tax on Distributed Profit	3.44	3.44
Fringe Benefit Tax	0.66	0.80
Balance carried forward To Balance Sheet	3760.61	3678.01

2. DIVIDEND :

The Directors are pleased to recommend a dividend @ 5% i.e. Rs. 0.50 per share for the year ended 31st March, 2008

3. DIRECTORS :

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Mr Jindat Kalidas Mehta and Mr.

Champaklal Dolatram Mehta Directors of the Company retire by rotation, and are eligible for reappointment.

4. FIXED DEPOSIT :

The Company has not accepted any fixed deposits from the public during the year under review.

5. AUDITORS :

The Auditors M/s. Arun Ganatra & Co., Chartered Accountants, retire at the Annual General Meeting and they being eligible offer themselves for re-appointment.

6. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company does not have any activities related to conservation of Energy and Technology absorption. During the year foreign exchange outgo was Rs. 2.72 Lacs and the foreign exchange earned during the year was Rs. 1203.38 Lacs. The Net foreign exchange earned by the Company during the financial year is Rs. 1200.66 Lacs.

7. PARTICULARS OF EMPLOYEE :

Pursuant to Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of the Employees) Rules, 1975 as amended, the Company has no persons in its employment drawing salary in excess of Rs. 24,00,000 per annum or Rs. 2,00,000 per month.

Details of Director's Remuneration :

Name	Director Remuneration (in Rupees)
Managing Director	204000
Whole time Director	174000

8. DEPOSITORY :

The company has entered into an agreement with National Securities Depository Limited (NSDL) as well Central Depository Services (India) Limited (CDSL) facilitating the equity shareholders of the



Company to hold their equity holding in Company in dematerialised form. The Company also offers simultaneous dematerialisation of the physical shares lodged for transfer.

9. **DIRECTORS' RESPONSIBILITY STATEMENT :**

As required under the provisions of Section 217 (2AA) of the Companies Act, 1956, the Directors hereby confirm :

- i) That in preparation of the Annual Accounts for the year ended **31st March, 2008**, the applicable accounting standards had been followed alongwith proper explanation relating to material departures, if any;
- ii) That the directors had selected such accounting policies and applied consistently and made judgements and estimates that were reasonable and prudent so as it give true and fair view of the state of affairs of the Company at the end of the financial year ended **31st March, 2008** and the profit of the Company for the year under review ;
- iii) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) That the annual accounts for the year ended **31st March, 2008** have been prepared on a 'Going Concern Basis.'

10. **DISCLOSURE UNDER SECTION 274 (1) (g) :**

None of the Directors of the Company are disqualified for being appointed as Directors as specified Under Section 274 (1) (g) of the Companies Act, 1956 amended by the Companies (Amendment) Act, 2000.

11. **CORPORATE GOVERNANCE :**

A separate detailed Corporate Governance report is attached herewith.

12. **ACKNOWLEDGEMENTS :**

Your Board takes this opportunity of thanking the shareholders, Banking, Auditors, Registrars, Business Associates and all Employees of the Company for their co-operation received during the year under review.

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

MR. JAYANTILAL JHAVERI
(CHAIRMAN)

REGISTERED OFFICE :

910, Parekh Market
39, J.S.S. Road,
Mumbai - 400 004.

Date : 26th August, 2008

Place : MUMBAI



CORPORATE GOVERNANCE REPORT

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 build 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 your fiduciaries and trustees, engaged in pushing the business forward and maximizing value for the shareholders.

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 report on corporate governance is dividend into five parts :

- I. Board of directors
- II. Remuneration of Directors
- III. Committees of the Board
- IV. Shareholder Information
- V. Other Disclosures

I. BOARD OF DIRECTORS

A. The details of the Board of directors of the Company are given below :

Name of Director	Designation	Other Directorship
Mr. Jayantilal Jhaveri	Chairman	3
Mr. Jayesh Jhaveri	Managing Director	3
Mr. Devang Jhaveri	Whole Time Director	3
Mr. Rameshchandra Jhaveri	Director	3
Mr. Rajnikant Jhaveri	Director	3
Mr. Rajnikant Chokshi	Director	—
Mr. Jindat K Mehta	Director	4
Mr. Champaklal Mehta	Director	6

As required by the Companies Act, 1956 & clause 49 of the listing agreement, none of the director hold directorship in more than 15 public companies, membership of board committees (audit / remuneration / investors grievance committees) in excess of 10 and chairmanship of board committees as aforesaid in excess of 5.

B. RESPONSIBILITIES

The Board of Directors' responsibilities include review of :

- Strategy and business plans



- Annual operating and capital expenditure budgets
- Investment and exposure limits
- Business risk analysis and control
- Senior executive appointment
- Compliance with statutory / regulatory requirements and review of major legal issues
- Adoption of quarterly results / annual results
- Transaction pertaining to purchase and disposal of property , major provisions and write offs.

C. BOARD MEETINGS

The meeting of the Board of Director's are scheduled well in advance and the folder containing the agenda for the meeting with detailed review of all aspects of the Company's business , including performance of the Company, employee relations, details of investments, 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. Seven Board meetings were held during the period 31st March. 2008-

Name of the Directors	No. of Board Meeting Held	No. of Board Meeting Attended	Attendance at last A.G.M.
Mr. Jayantilal Jhaveri	7	7	YES
Mr. Rameshchandra Jhaveri	7	7	YES
Mr. Rajnikant Jhaveri	7	7	YES
Mr. Jayesh Jhaveri	7	7	YES
Mr. Devang Jhaveri	7	7	YES
Mr. Rajnikant Chokshi	7	7	YES
Mr. Jindat Mehta	7	7	YES
Mr. Champaklal Mehta	7	5	YES

II. REMUNERATION OF DIRECTORS

As the Company has no intention to pay any remuneration to any of the directors other than Managing Director & Whole Time Director no need was felt to constitute a Compensation and Remuneration committee of Directors. The Remuneration of Managing Director & Whole Time Director is with the approval of shareholders of Company in the General Meeting held on 28-09-2007.

Name	Remuneration Rupees	Perquisite Rupees	Total Remuneration	Terms of appointment
Jayesh J Jhaveri (Managing Director)	204000.00	51327.00	255327.00	25-09-2007
Devang R. Jhaveri (Wholetime Director)	174000.00	14565.00	188565.00	25-09-2007

Payment of sitting fees to the Director :

Name of the Director	Sitting fees paid in Rupees
1. Jayantilal A. Jhaveri	3500.00
2. Rameshchandra A. Jhaveri	3500.00
3. Rajnikant A. Jhaveri	3500.00
4. Jayesh J Jhaveri	N.A.
5. Devang R. Jhaveri	N.A.
6. Rajnikant S. Chokshi	6000.00
7. Jindat K Mehta	6000.00
8. Champaklal D. Mehta	5000.00



III. COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE

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 Clause 49 of the Listing Agreement entered with Stock Exchanges in which the Company's shares are listed. There were five meetings held during the period under review. The attendance of members for the meetings are as follows :

Name of the Member	Designation	No. of meetings attended
Mr. Rajnikant Chokshi	Chairman	5
Mr. Jindat K Mehta	Member	5
Mr. Champaklal D Mehta	Member	5

B. SHARE TRANSFER & SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

1) The Share Transfer Committee was constituted on 30th January, 2002. The Committee meets on a regular basis to approve transfer of shares, transmission of shares, splitting, consolidation, dematerialisation 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 the documents, if found in order & to specially look into the redress of shareholder and investors complaints like transfer of shares, non-receipt of dividends, non-receipt of Annual Report etc. transferred. The Share Transfer & Shareholders Investors grievance Committee consists of :

Name of Director	Designation
Mr. Jayantilal Jhaveri	Chairman
Mr. Rameshchandra Jhaveri	Member
Mr. Rajnikant Jhaveri	Member
Mr. Jayesh Jhaveri	Member
Mr. Devang Jhaveri	Member

2) Total 29 meetings of shareholders / Investors Grievance Committee were held during the year 2007-2008 on the following dates :

06-04-2007	13-04-2007	20-04-2007	25-05-2007	01-06-2007	08-06-2007
15-06-2007	13-07-2007	20-07-2007	03-08-2007	24-08-2007	31-08-2007
07-09-2007	20-09-2007	05-10-2007	12-10-2007	02-11-2007	23-11-2007
07-12-2007	14-12-2007	21-12-2007	28-12-2007	11-01-2008	25-01-2008
01-02-2008	08-02-2008	22-02-2008	14-03-2008	28-03-2008	

3) The attendance of the shareholders / investors Grievance Committee Member is as under :

Name of Director	Category	No. of Meetings Held	No. of Meetings Attended
Mr. Jayantilal Jhaveri	Independent	29	29
Mr. Rameshchandra Jhaveri	Director	29	29
Mr. Rajnikant Jhaveri	Director	29	29
Mr. Jayesh Jhaveri	Executive Director	29	29
Mr. Devang Jhaveri	Independent	29	29

4) Mr. Devang Jhaveri , Director is the Compliance Officer.



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- 5) All the complaints received during the year were resolved to the satisfaction of the shareholders.

IV. SHAREHOLDER INFORMATION

1. ANNUAL GENERAL MEETING :-

- * Date and Time : 27th September, 2008 at 10.00 a.m.
- * Venue : Garware Club House, D Road, Green Room,
Wankhede Stadium, Churgate Mumbai – 400 020.
- 2. Book Closure Date : 18th September, 2008 to 27th September, 2008.
- 3. Dividend Payment Date : 15th October, 2008
- 4. Registered office : ZODIAC-JRD-MKJ LIMITED
910, PAREKH MARKET, 39 J.S.S ROAD,
OPERA HOUSE, MUMBAI – 400 004.
- 5. Equity shares listed : NATIONAL STOCK EXCHANGE OF INDIA
THE STOCK EXCHANGE, MUMBAI (CODE NO. 512587)

6. Stock Price Data

Period April,2007 to March,2008	THE STOCK EXCHANGE MUMBAI (B.S.E.)	
	HIGH	LOW
APRIL	33.00	26.40
MAY	32.80	26.40
JUNE	30.80	25.70
JULY	30.80	24.45
AUGUST	29.90	24.00
SEPTEMBER	40.80	25.50
OCTOBER	33.75	26.00
NOVEMBER	36.40	26.05
DECEMBER	51.35	30.35
JANUARY	62.40	27.10
FEBRUARY	62.00	27.10
MARCH	55.45	28.20

7. Registrar & Transfer Agent : Intime Spectrum Registry Limited
Pannalal Silk Mills Compound
1st Floor, L.B.S. Marg,
Bhandup (West),
Mumbai

All the share transfer deed are processed quickly and share certificates are posted within 15 to 20 days from the date of receipt on an average. Incomplete Shares deeds are returned to transferees with a request to return after rectifying the deficiencies pointed out.

With effect from 31/08/2000 & 02/03/2000 the Company's Equity Shares are admitted in Dematerialized form through CDSL & NSDL respectively. The Intime Spectrum Registry Ltd. has provided to the Company necessary connectivity for the purpose. So far 43.29% of Equity shares is held in Dematerialized form.