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ZODIAC - JRD - MKJ LIMITED

**TWENTYSEVENTH ANNUAL REPORT
2013 - 2014**





BOARD OF DIRECTORS

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

AUDITORS

M/s. Arun Ganatra & Co.
Chartered Accountants

BANKERS

RBS BANK
BANK OF INDIA
HDFC BANK LTD.

REGISTRARS & TRANSFER AGENT

LINK INTIME INDIA PRIVATE LIMITED
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.
Website add: www.zodiacjrmdmkjltd.com
Email id: info@zodiacjrmdmkjltd.com

FACTORY

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



NOTICE IS HEREBY GIVEN THAT THE TWENTY SEVEN ANNUAL GENERAL MEETING OF THE MEMBERS OF ZODIAC – JRD – MKJ LIMITED WILL BE HELD ON SATURDAY, 20th SEPTEMBER, 2014 AT 10.30 A.M. AT GARWARE CLUB HOUSE, 2ND FLOOR, BANQUET HALL NO.1, “D” ROAD 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, 2014 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. Rajnikant S Chokshi who retires by rotation and being eligible, does not offers himself for re-appointment.
4. To appoint a Director in place of Champaklal Dolatram Mehta who retires by rotation and, being eligible, offers himself for re-appointment.
5. To re-appoint Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the third consecutive Annual General Meeting hereafter and to consider and if thought fit to pass, with or without modification(s) the following resolution as on Ordinary Resolution.

“**RESOLVED THAT** pursuant to the provisions of Section 139,142 and other applicable provisions of the Companies Act,2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee and Board of the Company,M/s. Arun Ganatra & Co., Chartered Accountants be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the third consecutive Annual General Meeting hereafter (subject to ratification by the members at every Annual General Meeting held hereafter), at a remuneration and others terms as may be determined by the Audit Committee and finalized by the Board of Directors of the Company.

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 11th September, 2014 to 20th September, 2014 (both days inclusive) in connection with the Annual General Meeting.

4. INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT

As required under the Listing Agreement, the particulars of the Director who are proposed to be appointed or re-appointed is furnished below:

- i) Item No. 3 of the Notice:
Name of the Director : Mr. Rajnikant S Chokshi.
Age : 73 years
Qualification : B.Com. C.A.L.L.B.
Expertise : Management and Technical
Date of Appointment : 07-12-1992.
 - ii) Item No. 4 of the Notice :
Name of the Director : Mr. Champaklal Dolatram Mehta
Age : 77 years
Qualification : B.Com. C.A.
Expertise : Administrative
Date of Appointment : 06-01-2006
5. The Company has appointed M/s. **Link Intime India Pvt. Ltd.** as their Registrar for Transfer work and dematerialisation of Shares. The members are requested to send all their correspondence to **Link Intime India Pvt. Ltd.**, (Formerly Known as Intime Spectrum Registry Limited) C-13, Pannalal Silk Mills



Compound, L.B.S. Marg, Bhandup (W), Mumbai - 400 078.

6. 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., (Formerly Known as Intime Spectrum Registry Limited) C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai – 400 078.

- 7) 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 warrant 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.

- 8) Members holding shares in 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 Registrars & Transfer Agent.

- 9) 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.

- 10) 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.

- 11) 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 YEAR ENDED</u>	<u>AMOUNT (RS.)</u>	<u>DUE DATE</u>
31 ST MARCH, 2007	67917.00	24-09-2014
31 ST MARCH, 2008	86632.00	24-09-2015
31 ST MARCH, 2009	145351.00	24-09-2016
31 ST MARCH, 2010	129216.00	17-09-2017
31 ST MARCH, 2011	123233.00	28-09-2018
31 ST MARCH, 2012	69715.00	25-09-2019
31 ST MARCH, 2013	78033.00	21-09-2020

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



- 13) 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 members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (vi) 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 first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 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 number of shares held by you as on the cut off date in the Dividend Bank details field.
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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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 **EVS N 33215** of the **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 changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (2) In case of members receiving the physical copy:**
- (i) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (3) General Instructions:**
- (i) The voting period begins on **Monday 15, September 2014 from 9.00am and ends on Tuesday 16, September, 2014 at 6.00 pm.** 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 15th August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Once a vote on a resolution is cast, the shareholder will not be allowed to change it subsequently.
- (iii) 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.
- (iv) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days upto and including the date of the Annual General Meeting of the Company.
- (v) 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,
- (vii) 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**

Place : Mumbai
Date : 19th August, 2014

JAYANTILAL JHAVERI
CHAIRMAN

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

**Director's Report**

To
The Members,
ZODIAC-JRD-MKJ LIMITED

The Directors have pleasure in presenting the 27th Annual Report on the business and operations of your Company and the Audited Financial statement for the year ended **31st March, 2014**.

(1) FINANCIAL RESULTS :

The highlights of the Financial Results are :

	Year ended 31-03-2014 (Rs. In Lakhs)	Year ended 31-03-2013 (Rs. In Lakhs)
Total Income	3000.43	1716.99
Net Profit before Depreciation and Interest	1022.14	115.81
Less : Depreciation	11.72	14.00
Interest	0.00	0.00
Profit before Tax	1010.42	101.81
Less : Deferred Tax	(1.46)	2.74
Less : Current Tax	285.00	18.00
Profit after Tax	726.88	81.07
Balance Profit brought forward	4356.65	4305.87
Less: Prior Period Adjustments	0.37	0.01
Amt. Available for Appropriation	5083.16	4386.93
Less : Appropriation	0.00	0.00
Proposed dividend	25.89	25.89
Tax on Distributed Profit	4.40	4.40
Balance carried forward	5052.87	4356.65
Balance sheet		

2. PERFORMANCE REVIEW.

The Company's turnover for the year 2013-14 had been Rs.2106.78 Lacs as per compared to last year figure of Rs. 1671.55 Lacs. The company has made a net profit after taxation of Rs. 726.88 Lacs against Rs. 81.07 Lacs last year. Company is making efforts to increase export during the next year.

3. DIVIDEND :

The Directors are pleased to recommend a tax free dividend @5% i.e. Rs. 0.50 per share for the year ended 31st March, 2014. Total dividend Rs. 25,88,591

and total dividend distribution tax Rs. 4,39,931.

4. PUBLIC DEPOSITS :

The Company has not accepted any fixed deposits from the public as per Section 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.

5. DIRECTORS :

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Mr. Rajnikant S Chokshi, Directors of the Company, retire by rotation, and being eligible, does not offer himself for re-appointment.

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Mr. Champaklal Dolatram Mehta Directors of the Company, retire by rotation, and and being eligible, offers himself for re-appointment.

6. AUDITORS :

The Company's Auditors M/s. Arun Ganatra & Co., Chartered Accountants hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Board of Directors of the Company recommends for members approval the re-appointment of the Auditors to hold office from the conclusion of this Meeting until the conclusion of the third consecutive Annual General Meeting hereafter (subject to ratification by the members at every Annual General Meeting).

7. DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors give hereunder Directors Responsibility Statement pertaining to the accounts of the company based on the representation received from the operating management, confirm that:

- in preparation of the Annual Accounts for the year ended **31st March, 2014** the applicable accounting standards had been followed alongwith proper explanation relating to material departures, if any;
- the directors had selected such accounting policies and applied consistently and made judgements and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year ended



31st March, 2014 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, 2014** have been prepared on a 'Going Concern Basis.'

7. CORPORATE GOVERNANCE :

Pursuant to Clause 49 of the listing agreements with Stock Exchanges, a Management Discussion & Analysis, Corporate Governance Report and Auditors Certificate regarding compliance of conditions of corporate Governance are made part of the Annual Report.

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

The prescribed particulars under section 217(1) (e) of the Companies Act, 1956, relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as detailed below.

- 1) Total power and fuel consumption.

(Rs.000)

Particulars	2013-2014	2012-2013
(i) Electricity Purchases Units (Lac KWH)	0.27	0.25
(ii) Total amount (Rs. In 000)	3.69	3.58
(iii) Rate KWH (Rs.)	13.67	14.32

- 2) Total energy consumption per unit of production.

Particulars	2013-2014	2012-2013
Cut & Polished Diamonds CTS	3110.79	2527.69
Gold Jewellery CTS	808.39	1830.19
GMS	2715.495	4866.119

- 3) Foreign Exchange Earnings and Outgoings.

(Rs. In Lacs)

Particulars	2013-2014	2012-2013
Total Foreign Exchange Earned	116.35	359.49
Total Foreign Exchange Outgo	4.91	3.41

9. PARTICULARS OF EMPLOYEES :

No employees of the Company was in receipt of remuneration during the financial year 2013-2014 in excess of the sum prescribed under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of the Employees) Rules, 1975.

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. 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.

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

JAYANTILAL JHAVERI
CHAIRMAN

Place : Mumbai
Date : 19th August, 2014

REGISTERED OFFICE :

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

**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 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.

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.

I. BOARD OF DIRECTORS:

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

Name of Director	Designation	Other Directorship
Mr. Jayantilal Jhaveri	Chairman	1
Mr. Jayesh Jhaveri	Managing Director	2
Mr. Devang Jhaveri	Whole-Time Director	1
Mr. Rajnikant Jhaveri	Director	1
Mr. Rajnikant Chokshi	Director	-
Mr. Jindat K Mehta	Director	7
Mr. Champakalal Mehta	Director	8
Mr. Neeta Jayesh Jhaveri	Director	1
Mr. Hasmukh Bachubhai Thakkar	Director	-

As required by the Companies Act, 1956 & Clause 49 of the listing Agreement, none of the directors hold directorship in more than 15 Public Companies, membership of Board Committees (Audit/Remuneration/Investor Grievance Committees) in excess of 10 and Chairmanship of board committees as aforesaid in excess of 5.

Responsibilities

The Board of Directors responsibilities include review of:

- Strategy and Business Plans
- Annual Operating and Capital Expenditure Budgets
- Investments 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
- Transactions pertaining to purchase, disposal of property, major provisions and write – offs.

C. 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. 6 Board Meetings were held during the period **31st March, 2014** i.e. on 28/05/2013, 30/07/2013, 06/08/2013, 21/09/2013, 29/10/2013, and 31/01/2014.

Name of Director	No of Board Meetings Held	No of Board Meetings Attend	Attendance at last AGM
Mr. Jayantilal Jhaveri	6	6	Yes
Mr. Jayesh Jhaveri	6	6	Yes
Mr. Devang Jhaveri	6	6	Yes
Mr. Rajnikant Jhaveri	6	6	Yes
Mr. Rajnikant Chokshi	6	6	Yes
Mr. Jindat K Mehta	6	6	Yes
Mr. Champakalal Mehta	6	6	Yes
Mr. Neeta Jayesh Jhaveri	6	6	Yes
Mr. Hasamukh Bachbhai Thakkar	6	6	Yes

II. REMUNERATION OF DIRECTORS

As the Company has no intention to pay any remuneration to any Director other than Managing Director & whole-Time Director, no need was felt to constitute a compensation and Remuneration Committee of Directors. The Remuneration Managing Director & Whole – Time Director is with the approval of shareholders of the Company in the General Meeting held on 21-09-2013.

Name	Remuneration (excluding perquisite) (in Rs.)	Total Remuneration (excluding perquisite)	Terms of Appointment FROM
Mr. Jayesh Jhaveri (Managing Director)	40000	40000	26-09-2013 to 25-09-2016
Mr. Devang R. Jhaveri (Whole- Time Director)	30000	30000	26-09-2013 to 25-09-2016

PAYMENT OF SITTING FEES TO THE DIRECTOR

Name of the Director	Sitting Fess paid in Rupees
1. Mr. Jayantilal A.Jhaveri	3000
2. Mr. Rajnikant A. Jhaveri	3000
3. Mr. Jayesh J. Jhaveri	N.A
4. Mr. Devang R. Jhaveri	N.A
5. Mr. Rajnikant S. Chokshi	5500
6. Mr. Jindat K. Mehta	5500