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ZODIAC - JRD - MKJ LIMITED

**TWENTYFIFTH ANNUAL REPORT
2011 - 2012**

For ZODIAC-JRD-MKJ LTD.

Chaitanya
DIRECTOR.



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. Jindal Kalidas Mehta
7. Mr. Champaklal Dolatram Mehta
8. Mrs. Neeta Jayesh Jhaveri
9. Dr. 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.

Web Site Address: www.zodiacjrdmkjlttd.com
E-mail Id: info@zodiacjrdmkjlttd.com

FACTORY

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



NOTICE IS HEREBY GIVEN THAT THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ZODIAC - JRD - MKJ LIMITED WILL BE HELD ON TUESDAY, 25th SEPTEMBER, 2012 AT 10.30 A.M. AT HOTEL KRISHNA PALACE, HAVELI HALL, 2nd FLOOR, 96/98, SLEATER ROAD, NANA CHOWK, GRANT ROAD WEST, MUMBAI - 400 007 TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 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 Mrs. Neeta Jayesh Jhaveri who retires by rotation and, being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Dr. Hasmukh Bachubhai Thakker, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint M/s. Arun Ganatra & Co., Chartered Accountant as 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 17th September, 2012 to 25th September, 2012 (both days inclusive) in connection with the Annual General Meeting.

- 4) 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.
- 5) 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.
- 6) 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, 2005	61894=00	24-09-2012
31 ST MARCH, 2006	41489=00	24-09-2013
31 ST MARCH, 2007	68005=00	24-09-2014
31 ST MARCH, 2008	87978=00	24-09-2015
31 ST MARCH, 2009	147514=00	24-09-2016
31 ST MARCH, 2010	131092=00	17-09-2017
31 ST MARCH, 2011	128890.00	28-09-2018

- 7) Member are requested to immediately notify in their own interest the change in their addresses to the Company's Registrars & Transfer Agent :
M/s. Link Intime India Private Limited,
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai 400 078.



8) **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 : Mrs. Neeta Jayesh Jhaveri
Age : 55 years
Qualification : B.A.
Expertise : Management and Technical
Date of Appointment : 28-01-2011.

ii) Item No. 4 of the Notice :

Name : Dr. Hasrnuh Bachubhai Thakker
Age : 57 years
Qualification : L.CE.H. (Mum)
Expertise : Administrative
Date of Appointment : 28-01-2011.

- 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 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.

- 10) 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.**, 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 Director
For **ZODIAC-JRD-MKJ LIMITED**

JAYANTILAL JHAVERI
CHAIRMAN

Place : Mumbai
Date : 22nd August, 2012

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 25th Annual Report on the business and operations of your Company and the Audited Financial statement for the year ended **31st March, 2012**.

(1) FINANCIAL RESULTS :

The highlights of the Financial Results are :

	Year ended 31-03-2012 (Rs. In Lakhs)	Year ended 31-03-2011 (Rs. In Lakhs)
Total Income	1911.35	1460.84
Net Profit before Depreciation and Interest	144.31	82.70
Less : Depreciation	14.13	12.15
Interest	0.00	0.01
Profit before Tax	130.18	70.54
Add : Deferred Tax	3.19	1.84
Less : Current Tax	27.00	18.00
Profit after Tax	99.99	50.70
Balance Profit brought forward	4237.29	4224.40
Less: Prior Period Adjustments	1.32	7.72
Amt. Available for Appropriation	4335.96	4267.38
Less : Appropriation	0.00	0.00
Proposed dividend	25.89	25.89
Tax on Distributed Profit	4.20	4.20
Balance carried forward	4305.87	4237.29
Balance sheet	4305.87	4237.29

PERFORMANCE REVIEW.

The Company's turnover for the year 2011-2012 had been Rs.1866.50 Lacs as per compared to last year figure of Rs. 1443.06 Lacs. The company has made a net profit after taxation of Rs. 98.67 Lacs against Rs. 42.97 Lacs last year.

2. DIVIDEND :

The Directors are pleased to recommend a dividend @ 5% i.e. Rs. 0.50 per share for the year ended **31st March, 2012**.

3. 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.

4. DIRECTORS :

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Mrs. Neeta Jayesh Jhaveri, Directors of the Company, retire by rotation, and being eligible, offers herself for re-appointment.

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Dr. Hasmukh Bachubhai Thakker Directors of the Company, retire by rotation, and being eligible, offers himself for re-appointment

5. AUDITORS :

The Auditors M/s. Arun Ganatra & Co., Chartered Accountants, retire on the conclusion of the forthcoming Annual General Meeting and are eligible offer themselves for re-appointment.

6. COMPANY SECRETARY COMPLIANCE CERTIFICATE:

The Company has obtained Compliance Certificate from Shri Virendra G. Bhatt, a practicing Company Secretary, as under Section 383A (1) of the Companies Act,1956, which is enclosed herewith forming part of the Director's Report.

7. DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors, based on the representation received from the operating management, confirm that :

- i) in preparation of the Annual Accounts for the year ended **31st March, 2012** the applicable accounting standards had been followed alongwith proper explanation relating to material departures, if any;
- ii) 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, 2012 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, 2012 have been prepared on a 'Going Concern Basis.'

8. 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.

9. 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.

Particulars	(Rs.)	
	2011-2012	2010-2011
Electricity Purchases		
i) Units (Lac KWH)	0.27	0.24
ii) Total amount (Rs. In 000)	2.78	2.38
iii) Rate/KWH (Rs.)	10.30	9.91

2) Total energy consumption per unit of production.

Particulars	2011-2012	2010-2011
Cut & Polished Diamonds CTS	1477.57	1050.90
Gold Jewellery CTS	796.224	1059.586
GMS	2631.151	3928.743

3) Foreign Exchange Earnings and Outgoings.

Particulars	(Rs. In Lacs)	
	2011-2012	2010-2011
Total Foreign Exchange Earned	796.39	891.12
Total Foreign Exchange Outgo	5.43	3.84

10. PARTICULARS OF EMPLOYEES :

No employees of the Company was in receipt of remuneration during the financial year 2011-2012 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

11. 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.

12. 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..

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

JAYANTILAL JHAVERI
CHAIRMAN

Place : Mumbai
Date : 22nd August, 2012

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	Director	1
Mr. Rajnikant Jhaveri	Director	1
Mr. Rajnikant Chokshi	Director	-
Mr. Jindal K Mehta	Director	7
Mr. Champakalal Mehta	Director	5
Mr. Neeta Jayesh Jhaveri	Director	1
Mr. Hasmukh Bachubhal 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. 7 Board Meetings were held during the period **31st March, 2012** i.e. on 28/04/2011, 22/07/2011, 18/08/2011, 28-09-2011, 21/10/2011, 10/12/2011 and 30/01/2012.

Name of Director	No of Board Meetings Held	No of Board Meetings Attend	Attendance at last AGM
Mr. Jayantilal Jhaveri	7	7	YES
Mr. Jayesh Jhaveri	7	7	Yes
Mr. Devang Jhaveri	7	7	YES
Mr. Rajnikant Jhaveri	7	7	Yes
Mr. Rajnikant Chokshi	7	7	Yes
Mr. Jindat K Mehta	7	7	Yes
Mr. Champakalal Mehta	7	7	Yes
Mr. Neeta Jayesh Jhaveri	7	7	YES
Mr. Hasasmukh Bachubhai Thakkar	7	7	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 17-09-2010.

Name	Remuneration (in Rs.)	Perquisites (in Rs.)	Total Remuneration	Terms of Appointment
Mr. Jayesh Jhaveri (Managing Director)	360000	71536	431536	26-09-2010
Mr. Devang R. Jhaveri (Whole- Time Director)	300000	27275	327275	26-09-2010

PAYMENT OF SITTING FEES TO THE DIRECTOR

Name of the Director	Sitting Fess paid in Rupees
1. Mr. Jayantilal A. Jhaveri	3500
2. Mr. Rajnikant A. Jhaveri	3500
3. Mr. Jayesh J. Jhaveri	N.A
4. Mr. Devang R. Jhaveri	N.A
5. Mr. Rajnikant S. Chokshi	6000
6. Mr. Jindat K. Mehta	6000
7. Mr. Champakalal D. Mehta	6000
8. Mrs. Neeta Jayesh Jhaveri	3500
9. Mr. Hasasmukh Bachubhai Thakker	3500

**ICOMMITTEES OF THE BOARD****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 5 meetings held during the period under review i.e 28/04/2011, 22/07/2011, 18/08/2011, 21/10/2011, 30/01/2012 . The Attendance of members for the meetings are as follows:

Name of the Member	Designation	No. of Meetings Attended
Mr. Rajnikant S. 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, dematerialization and rematerialisation of shares. The shares in physical form sent for transfer in physical form are processed and registered by the Company within 30 days of receipt of Documents, if found in order & specially look into the redress of shareholder and investors complaints like transfer of shares, non-receipt of dividends, non-receipt of Annual Reports etc. The Share transfer & Shareholders/Investors Grievance Committee consists of

Name of Director	Designation
1. Mr. Jayantilal A. Jhaveri	Chairman
2. Mr. Rajnikant A. Jhaveri	Member
3. Mr. Jayesh J. Jhaveri	Member
4. Mr. Devang R. Jhaveri	Member

(2) Total 13 meetings of Shareholders/Investors Grievance Committee were held during the year 2010-2011 on the following dates: 08-04-2011, 15-04-2011, 29-04-2011, 24-06-2011, 08-07-2011, 15-07-2011, 19-08-2011, 02-09-2011, 09-09-2011, 18-11-2011, 25-11-2011, 10-02-2012, 24-02-2012.

The attendance of the Shareholders/Investors Grievance Committee Member is as under

Name of Director	Category	No. of Meetings Held	No. of Meetings Attended
1. Mr. Jayantilal A. Jhaveri	Independent	13	13
2. Mr. Rajnikant A. Jhaveri	Director	13	13
3. Mr. Jayesh J. Jhaveri	Executive Director	13	13
4. Mr. Devang R. Jhaveri	Independent	13	13

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

(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	: 25TH September, 2012 at 10.30 am
Venue	: HOTEL KRISHNA PALACE, HAVELI HALL, 2ND FLOOR, 96/98, SLEATER ROA, NANA CHOWK, GRANT ROAD WEST, MUMBAI 400007
Book Closure Dates	: 17th September, 2012 to 25th September, 2012