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ZODIAC - JRD - MKJ LIMITED

**TWENTYNINTH ANNUAL REPORT
2015 - 2016**



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ZODIAC - JRD - MKJ LIMITED
CIN NO: L65910MH1987PLC042107

BOARD OF DIRECTORS

- | | |
|---|-----------------|
| 1. Mr. Jayantilal A. Jhaveri (Promoter /Chairman) | (Din: 00020250) |
| 2. Mr. Jayesh J Jhaveri (Promoter /Managing Director/CFO) | (Din: 00020277) |
| 3. Mr. Devang R Jhaveri (Promoter /Whole-time Director) | (Din: 00020235) |
| 4. Mr. Rajnikant A Jhaveri (Promoter /Non Executive Director) | (Din: 00020351) |
| 5. Mr. Mukesh K Desai (Independent Director) | (Din: 06847896) |
| 6. Mr. Jindat K Mehta (Independent Director) | (Din: 00020303) |
| 7. Mr. Champaklal D Mehta (Independent Director) | (Din: 00020159) |
| 8. Mrs. Neeta J Jhaveri (Promoter / Non Executive Director) | (Din: 01131017) |
| 9. Mr. Hasmukh B Thakker (Independent Director) | (Din: 03351903) |

COMPANY SECRETARY & COMPLIANCE OFFICER

Vishakha Mehta

AUDITORS

M/s. Arun Ganatra & Co.
Chartered Accountants

BANKERS

ING VYSYA BANK LTD, BANK OF INDIA,
HDFC BANK LIMITED

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.zodiacjrmdkjtd.com
Email id: info@zodiacjrmdkjtd.com

LISTED AT

Bombay Stock Exchange of India Ltd
National Stock Exchange of India Ltd



NOTICE IS HEREBY GIVEN THAT THE TWENTY NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ZODIAC – JRD – MKJ LIMITED WILL BE HELD ON SATURDAY, 24th SEPTEMBER, 2016 AT 10.15 A.M. AT GARWARE CLUB HOUSE, 2ND FLOOR, BANQUET HALL NO.4, “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, 2016** 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 J Jhaveri (Din: 01131017) who retires by rotation and, being eligible, offers himself for re-appointment.
4. 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 subject to provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 as may be applicable and pursuant to the recommendation of the Audit Committee, M/s Arun Ganatra & Co, Chartered Accountants (ICAI Registration No.100558W) the retiring Auditors of the Company be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (“AGM”), until the conclusion of AGM of the Company to be held in the year 2017 (subject to ratification of the appointment by the Members at every AGM held after this AGM) at a remuneration and others terms as may be determined by the Audit Committee and finalized by the Board of Directors of the Company.”

SPECIAL BUSINESS

5. **CONTINUING APPOINTMENT OF MR. JAYANTILAL. A. JHAVERI (DIN:00020250) AS A CHAIRMAN OF THE COMPANY AFTER ATTAINING AGE OF 70 YEARS**

Subject to the approval of the shareholders, the Board recommended in the Meeting, Mr. Jayantilal. A. Jhaveri (Din: 00020250), Chairman and Director of the Company, shall continue to hold office as Chairman and Director after attaining age of 70 years.

To consider and if thought fit to pass, with or without modification(s), the following resolution as s Special Resolution:

“RESOLVED THAT pursuant to the provisions and of section and other applicable provisions if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time, and subject to the approval of shareholder in the Annual General Meeting of the Company, Mr. Jayantilal. A. Jhaveri (Din: 00020250), Chairman & Director of the Company, shall continue to hold office as Chairman and Director of the Company after attaining age of 70 years.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such steps as may be reasonable, necessary to give effect to this resolution subject.

6. **CONTINUING APPOINTMENT OF MR. RAJNIKANT. A. JHAVERI (DIN: 00020351) AS A DIRECTOR OF THE COMPANY AFTER ATTAINING AGE OF 70 YEARS**

Subject to the approval of the shareholders, the Board recommended in the Meeting , Mr. Rajnikant. A. Jhaveri (Din: 00020351), Director of the Company, shall continue to hold office as Director after attaining age of 70 years.

To consider and if thought fit to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions and of section and other applicable provisions if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time, and subject to the approval of shareholder in the Annual General Meeting of the Company, Mr. Rajnikant. A. Jhaveri (Din: 00020351), Director of the Company, shall continue to hold office as Director of the Company after attaining age of 70 years.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such steps as may be reasonable, necessary to give effect to this resolution subject.”



7. RE APPOINTMENT OF MR. JAYESH JAYANTILAL JHAVERI (DIN: 00020277) AS A MANAGING DIRECTOR OF THE COMPANY

Subject to the approval of the shareholders, the Board recommended in the Meeting, **Mr. JAYESH JAYANTILAL JHAVERI (DIN: 00020277)**, Managing Director of the Company, shall continue to hold office as Managing Director.

To consider and if thought fit to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with provisions of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other approvals, permissions and sanctions, as may be required, consent of the Company be and is hereby accorded for the re-appointment of Mr. Jayesh Jayantilal Jhaveri (DIN: 00020277) as Managing Director of the Company for a further period of three years on such terms and conditions set out in the Agreement dated 26, September, 2016 entered into between the Company and Mr. Jayesh Jayantilal Jhaveri (DIN: 00020277), a copy of which is initialed by the Chairman of the Board for the purpose of identification, is placed before the meeting.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such steps as may be reasonable, necessary to give effect to this resolution.

8. RE APPOINTMENT OF MR. DEVANG RAJNIKANT JHAVERI (DIN:00020235) AS A WHOLE TIME DIRECTOR OF THE COMPANY

Subject to the approval of the shareholders, the Board recommended in the Meeting, Mr. Devang Rajnikant Jhaveri (DIN: 00020235), Wholetime Director of the Company, shall continue to hold office as Wholetime Director.

To consider and if thought fit to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with

provisions of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other approvals, permissions and sanctions, as may be required, consent of the Company be and is hereby accorded for the re-appointment of Mr. Devang Rajnikant Jhaveri (DIN: 00020235) as Whole Time Director of the Company for a further period of three years on such terms and conditions set out in the Agreement dated 26, September, 2016 entered into between the Company and Mr. Devang R Jhaveri (DIN: 00020235), a copy of which is initialed by the Chairman of the Board for the purpose of identification, is placed before the meeting.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such steps as may be reasonable, necessary to give effect to this resolution.

9. APPROVAL TO DELIVER DOCUMENT THROUGH A PARTICULAR MODE AS MAY BE SOUGHT BY THE MEMBER

To consider and if thought fit to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to Section 20 of the Companies Act, 2016 and the Rules made there under (hereinafter referred to as “the Act”), consent of the Company be and is hereby accorded to the Board of Directors of the Company to serve document(s) on Member(s) of the Company by post or by registered post or by speed post or by courier or by delivering at their address, or by such electronic or other mode prescribed under the Act and desired by Member(s), from time to time.

“RESOLVED THAT upon request of Member(s) for delivery of any document(s) through a particular mode, the Company do serve the same to the Member(s) through that particular mode and or charge such fees which shall not be more than the amount charged to the Company by the Department of Post or Service Providers including related handling charges, if any, to deliver the documents in a particular mode.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such steps as may be reasonable, necessary to give effect to this resolution.”

**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/HERSELF 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 19th September, 2016 to 24th September, 2016 (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 : Mrs. Neeta J Jhaveri.
 Age : 59 years
 Qualification : B.A.
 Date of Appointment : 28-01-2011.

LIST OF COMPANIES IN WHICH I AM A DIRECTOR:

Sl. No.	Name of Companies/ Bodies Corporate (Indian as well as Overseas)	Nature of Interest or concern (Whether Director/ Managing Director)	Date on which interest or concern arose
1.	JRD GEMS Pvt. Ltd.,	Director	11/05/2009

LIST OF COMPANIES IN WHICH I AM A MEMBER

Sl. No.	Name of Company	No. of shares
1.	JRD GEMS PVT. LTD	100
2.	ZODIAC – JRD – MKJ LIMITED	1064

5. The Company has appointed M/s. Link Intime India Pvt. Ltd. (Formerly Known as Intime Spectrum Registry Limited) 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.

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, 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 on 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 Registrar & 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.

DIVIDEND FOR YEAR ENDED	AMOUNT (RS.)	DUE DATE
31 ST MARCH, 2009	143982.00	24-09-2016
31 ST MARCH, 2010	128803.00	17-09-2017
31 ST MARCH, 2011	122420.00	28-09-2018
31 ST MARCH, 2012	67420.00	25-09-2019
31 ST MARCH, 2013	69829.00	21-09-2020
31 ST MARCH, 2014	80487.00	20-09-2021
31 ST MARCH, 2015	91889.00	26-09-2022

- 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 shareholders voting electronically are as under:

- (i) the voting period begins on 21st September, 2016 at 9.00 a.m. and ends on 23rd September, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 17th September, 2016 of (Record Date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.

- (iv) 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 sequence number which is printed on Postal Ballot / Attendance Slip indicated 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 member id/ folio number in the Dividend Bank details field as mentioned in instruction (iv).



- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 EVSN 160808004 for the relevant 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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
- (xix) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (2) In case of members receiving the physical copy:
- Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (3) General Instructions:
- (i) Once a vote on a resolution is cast, the shareholder will not be allowed to change it subsequently.
- (ii) 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.zodiacjrjdkjtd.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.



- (iii) 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.
- (iv) 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,
- (v) 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, 2016

JAYANTILAL JHAVERI
CHAIRMAN

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



A STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING THE ABOVE MENTIONED ITEMS AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.5

Subject to the approval of the shareholders, the Board recommended in their meeting held on 19th August, 2016, Mr. Jayantilal Amratlal Jhaveri (Din: 00020250), Chairman & Director of the Company, shall continue to hold office as Chairman and Director after attaining age of 70 years.

ITEM NO.6

Subject to the approval of the shareholders, the Board recommended in their meeting held on 19th August, 2016, Mr. Rajnikant. A. Jhaveri (Din: 00020351), Director of the Company, shall continue to hold office as Director after attaining age of 70 years.

ITEM NO.7

Subject to the approval of the shareholders, the Board recommended in their meeting held 19th August, 2016, Mr Jayesh Jayantilal Jhaveri (DIN: 00020277) is to be re-appointed as Managing Director of the Company w.e.f 26th September 2016 for a period of three years, up on the terms and conditions set out in the Agreement dated 26th September 2016 entered into between the Company with Mr Jayesh Jayantilal Jhaveri (DIN: 00020277) (hereinafter referred to as the 'Agreement')

The remuneration is recommended as fair and complies with terms and conditions specified in Part I and Section II(A) of part II of Schedule XIII to the Companies Act, 1956

An abstract of the terms of the appointment giving details of the remuneration payable and perquisite to be provided to Mr Jayesh Jayantilal Jhaveri (DIN: 00020277) are set out below

1. PERIOD OF APPOINTMENT

The appointment is for a period of 3 years with effect from 26th September 2016 to 25th September 2019.

2. REMUNERATION

Shri Jayesh Jayantilal Jhaveri (DIN: 00020277) will received a remuneration of Rs.50,000 p.m (including perquisite effective from 26th

September, 2016 as a Managing Director of the Company and the Board of Directors has power to increase the remuneration with consultation with the board from time to time.

He is also eligible to the following perquisite which shall not be included in the computation of the ceiling limit of remuneration

- a. Contribution to Provident fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961
- b. Gratuity payable at a rate not exceeding half month's salary for each completed year of service and
- c. Encashment of leave at the end of tenure.

MINIMUM REMUNERATION

Notwithstanding anything contrary herein contained, where in any financial year, during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Section II(A) of Part II of Schedule XIII to the Companies Act, 1956 as may be amended from time to time.

Your Directors recommend the resolution set out in the Item No. 7 of the Notice convening the meeting.

The draft agreement to be entered into between Jayesh Jayantilal Jhaveri (DIN: 00020277) and the Company is available for inspection by the members of the Company at its registered office from 11.00 a.m. to 6.00 p.m.

Mr. Jayantilal A. Jhaveri, Mr. Rajnikant A Jhaveri, Mr. Devang R Jhaveri and Mrs. Neeta J. Jhaveri Directors of the Company is concerned or interested in the resolution.

This may be treated as abstract of the terms of appointment of Jayesh Jayantilal Jhaveri (DIN: 00020277) in terms of Section 302 of the Act.

ITEM NO.8

Subject to the approval of the shareholders, the Board recommended in their meeting held on 19th August, 2016, Mr Devang Rajnikant Jhaveri was re-appointed as Whole Time Director of the Company w.e.f 26th September 2016



for a period of three years, up on the terms and conditions set out in the Agreement dated 26th September 2016 entered into between the Company with Mr. Devang Rajnikant Jhaveri (DIN: 00020235) (hereinafter referred to as the 'Agreement')

The remuneration is recommended as fair and complies with terms and conditions specified in Part I and Section II(A) of part II of Schedule XIII to the Companies Act, 1956

An abstract of the terms of the appointment giving details of the remuneration payable and perquisite to be provided to Mr. Devang Rajnikant Jhaveri (DIN: 00020235) are set out below

1. PERIOD OF APPOINTMENT

The appointment is for a period of 3 years with effect 26th September 2016 to 25th September 2019.

2. REMUNERATION

Mr. Devang Rajnikant Jhaveri (DIN: 00020235) will receive a remuneration of Rs.40,000 p.m (including perquisite effective from 26th September, 2016 as a Whole Time Director of the Company and the Board of Directors has power to increase the remuneration with consultation with the board from time to time.

He is also eligible to the following perquisite which shall not be included in the computation of the ceiling limit of remuneration

- a. Contribution to Provident fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961
- b. Gratuity payable at a rate not exceeding half month's salary for each completed year of service and
- c. Encashment of leave at the end of tenure.

MINIMUM REMUNERATION

Notwithstanding anything contrary herein contained, where in any financial year, during the currency of the tenure of the Wholetime Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Section II(A) of Part II of Schedule XIII to the Companies Act, 1956 as may be amended from time to time.

Your Directors recommend the resolution set out in the Item No 8 of the Notice convening the meeting.

The draft agreement to be entered into between Devang Rajnikant Jhaveri and the Company is available for inspection by the members of the Company at its registered office from 11.00 a.m. to 6.00 p.m.

Mr. Jayantilal A. Jhaveri, Mr. Rajnikant A. Jhaveri, Mr. Jayesh J. Jhaveri and Mrs. Neeta J. Jhaveri Directors of the Company is concerned or interested in the resolution.

This may be treated as abstract of the terms of appointment of Devang Rajnikant Jhaveri (DIN: 00020235) in terms of Section 302 of the Act.

ITEM NO.9

Pursuant to the provisions of Section 20 of the Companies Act, 2013 ('the Act') and the Rules made thereunder, a document may be served on a Member of the Company by sending the same to him by post or by registered post or by speed post or by courier or by delivering it at his office or address, or by such electronic or other mode as may be prescribed. However, proviso to sub-section (2) of Section 20 of the Act states that a Member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the company at its Annual General Meeting ('AGM'). Further, listed companies are required to send financial statements: (a) by electronic mode to such members whose shareholding is in Demat form and whose E-mail IDs are registered with Depository for communication purposes; (b) where Shareholding is held otherwise than by Demat form, to such members who have positively consented in writing for receiving by electronic mode; and (c) by despatch of physical copies through any recognised mode of delivery as specified under section 20 of the Act, in all other cases.

Accordingly, consent of the members is sought for passing the Special Resolution as set out in Item No. 9 of the Notice relating to serving the documents including financial statements to the members of the Company in a requested mode. In view of this, the Board of Directors recommends the resolution as set out in Item No. 9 of the Notice for approval by the Members of the Company by way of a Special Resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

**Director's Report**

To,
The Members,
ZODIAC-JRD-MKJ LIMITED

The Directors have pleasure in presenting the 29th Annual Report on the business and operation of the company together with the Audited Financial Statements for the year ended 31st March, 2016.

1. FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year figures is given hereunder:

(Rupees in Lacs)

	Year Ended 31.03.2016	Year Ended 31.03.2015
Total Income	1639.31	2060.30
Net Profit before Depreciation and Interest	99.34	151.47
Less : Depreciation	6.16	23.59
Interest	0.00	0.01
Profit before Tax	93.18	127.88
Less : Deferred Tax	0.00	5.25
Less : Current Tax	28.00	45.50
Profit after Tax	65.17	77.13
Balance Profit brought forward	5098.76	5052.87
Less : Prior Period Adjustments	2.62	0.05
Amt. Available for Appropriation	5161.31	5129.95
Less : Appropriation	0.00	0.00
Proposed dividend	25.89	25.89
Tax on Distributed Profit	5.27	5.30
Balance carried forward Balance sheet	5130.16	5098.76

2. PERFORMANCE REVIEW:

The Company's turnover for the year FY 2015-16 had been Rs. 1608.99 Lacs as per compared to last year figure of Rs. 2023.29 Lacs. The company has made a net profit after taxation of Rs. 65.17 Lacs against Rs. 77.13 Lacs last year. Company is making efforts to increase the turnover during the next year.

3. DIVIDEND:

The Directors are pleased to recommend a tax free dividend at the rate of 5% i.e. Rs. 0.50 per share for the year ended 31st March, 2016. Total Dividend Rs. 25,88,591 and total dividend distribution tax Rs. 5,26,985.

4. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The Company has transferred sum of Rs.86250.00 pertaining to the final dividend amount for the year ended 31st March, 2008, during the financial year 2015-16 to the Investor Education and Protection Fund established by the Central Government, in compliance with Section 205C of the Companies Act, 1956.

The said amount represents unclaimed dividends which were lying with the Company for a period of seven years from their respective due dates of payment.

5. PUBLIC DEPOSITS

The Company has not accepted any public deposits and as such, no amount of principal or interest on public deposits was outstanding during the year under review.

6. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this Report.

7. BUSINESS OVERVIEW

It is one of the toughest time for Diamond + Jewellery Trade for the current year. Your Company is no exception and face a challenging time during the year 2015-2016. Because of slow down economy in Europe, U.S.A., Japan & China, customer's sentiments were affected. Your Company is looking to further strengthen its business to enable it to constantly innovate and adopt to changing consumer trend. In spite of many variations & uncertainty in economy, we hope your company will look forward for a good time will come ahead in near future. The Company turnover for the



current year is Rs. 1608.99 Lacs as compared to last year was Rs. 2023.91 Lacs. The Company made a net profit for the current year after taxation of Rs. 65.17 Lacs compared to the last year was Rs. 77.13 Lacs including fixed assets sold.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 (3) (m) of Companies Act, 2013 read with Companies (Accounts) Rules, 2014 as detailed below:

1) Total power and fuel consumption. (Rs.000)

Particulars	2015-2016	2014-2015
Electricity Purchases Units (Lac KWH)	0.29	0.28
Total amount (Rs. In 000)	4.55	4.44
Rate'KWH (Rs.)	15.69	15.86

2) Total energy consumption per unit of production.

Particulars	2015-2016	2014-2015
Cut & Polished Diamonds CTS	3885.45	4974.95
Gold Jewellery CTS}	475.301	NIL
GMS}	1281.207	NIL

3) Foreign Exchange Earnings and Outgoings.
(Rs. In Lacs)

Particulars	2015-2016	2014-2015
Total Foreign Exchange Earned	0	117.84
Total Foreign Exchange Outgo	0	NIL

9. CORPORATE SOCIAL RESPONSIBILITY (CSR):-

The object of CSR Policy of the Company is to continue to contribute towards social welfare projects for Prime Minister National Relief Fund and to do such other activities as may be permissible under Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

CSR Report for the Financial Year 2015-16:-

The CSR Report for the Financial Year 2015-16 is annexed to this report.

The CSR Policy is uploaded on the Company's website at the web link:

<http://www.zodiacjrmdkjtd.com/investorrelations.aspx>

10. LOANS, GUARANTEES OR INVESTMENTS:-

The details of the Loans, Guarantees or Investments made under Section 186 of the Companies Act, 2013 by the Company, to other Body Corporates or persons are given in notes to the financial statements.

11. CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All related party transactions done by the Company during the financial year were arm's length and in ordinary course of business. All related party transactions were placed in the meetings of Audit Committee and the Board of Directors for their necessary review and approval. During the financial year the Company has not entered into any material transaction (as per Clause 49 of the Listing Agreement) with any of its related parties which may have potential conflict with the interest of the Company at large. Disclosures pursuant to Accounting Standards on related party transactions have been made in the notes to the Financial Statements.

12. DEPOSITORY SYSTEM:-

The Company has entered into agreement with the National Securities Depository Limited as well as the Central Depository Services (India) Limited (CDSL) to enable shareholders to hold shares in a dematerialized form. The Company also offers simultaneous dematerialization of the physical shares.

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL INFORMATION :-

1. APPOINTMENT OF MRS. VISHAKHA METHA AS COMPANY SECRETARY OF THE COMPANY AND KEY MANAGERIAL PERSONNEL (KMP) OF THE COMPANY

According to the section 203 of the Companies act 2013 of the Companies Act, 2013 every company and key managerial personnel of a company shall be appointed by the means of board resolution containing the terms and conditions appointment with the



remuneration. The Board hereby requested to accept the appointment of MRS. VISHAKHA METHA as Company Secretary & Compliance Officer of the company. Accordingly the following resolutions were passed.

“RESOLVED THAT pursuant to the provision of Section 203 of the Companies Act 2013 and other applicable provision (including any modification or re-enactment thereof), if any, of the consent of the Board be and is hereby accorded to appoint MRS. VISHAKHA METHA as a Company Secretary and Compliance Officer of the company with effect from 1st October, 2015.

“RESOLVED FURTHER THAT board be and is hereby authorized directors to do all the act, and consent of the Board aforesaid appointment and to send the necessary intimation in prescribed form to Registrar of Companies, Mumbai.”

(i) Retirement by Rotation

In accordance with the provisions of the Companies Act, 2013, Mrs. Neeta J Jhaveri retires by rotation and is eligible for re-appointment. Mrs. Neeta J Jhaveri being Promoter Director of the Company is wife Mr. Jayesh Jhaveri Promoter and Managing Director/CFO of the Company.

14. DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules as per the Listing Agreement.

15. NUMBER OF BOARD MEETINGS

The Company had 7 Board Meetings during the financial year under review. The Board Meetings were held in compliance with the Companies Act, 2013. The details of the same are provided in the Corporate Governance Report.

16. DISCLOSURE UNDER SECTION 164(2) OF THE COMPANIES ACT, 2013

The Company has received the disclosure in Form DIR-8 from its Directors being appointed or re-appointed and has noted that none of the Directors are disqualified under Section 164(2) of the Companies Act, 2013 read with Rule 14(1) of

Companies (Appointment and Qualification of Directors) Rules, 2014.

17. BOARD EVALUATION

In compliance with the requirements of Section 134(3) of the Companies Act, 2013, the performance of the Board was carried out during the year under review. The Board was evaluated for its performance based on the following factors:

1. Attendance of Board Meetings and Committees;
2. Contribution made to the Board discussions and future planning;
3. Level of commitment to the stakeholders' interest;
4. Initiatives towards the growth of the business and profitability;
5. Providing outlook, view points and feedback taking the Company ahead beyond expectations.

The evaluation involves Self-Evaluation by the Board Member and thereafter in the following manner:

- a) Individual Directors - The performance of the individual Directors' is evaluated by the Nomination and Remuneration Committee.
- b) Board and Committees – The Board evaluated its own performance and also of the Committees taking into consideration the above mentioned factors. A member of the Board does not participate in the discussion of his / her evaluation.

18. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) that such accounting policies have been selected and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of



the state of affairs of the Company as at 31st March, 2016 and of the loss of the Company for the year under review;

- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that the internal financial controls were adequate and were operating effectively.
- f) that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

19. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Board has framed a Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178 (3) of the Companies Act, 2013 based on the recommendation of Nomination and Remuneration Committee. The details of this Policy is explained in the Corporate Governance Report.

20. 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).

21. AUDITORS REPORT

The notes to accounts referred to in the Auditor's Report are self-explanatory and, therefore, do not call for any further comments.

22. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITOR

There were no qualifications, reservations or adverse remarks made by the Auditor.

23. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

In accordance with the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has got the Secretarial Audit conducted from the Practising Company Secretary. A Secretarial Audit Report issued by Ms. I Javeri, Practising Company Secretary, in Form MR-3, in respect of the secretarial audit of the Company for the financial year ended 31st March 2016.

24. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE PRACTISING COMPANY SECRETARY IN THEIR REPORTS

During the period under review I have observed that there are minor discrepancies in wages & salary principally in provident fund and Industrial Acts.

Your Company will take enough care for proper payment on wages & salary and in provident fund and Industrial Acts well within time in future.

25. COST AUDITORS

The Company is not required to maintain cost records as per the Companies (Cost Records and Audit) Amendments Rules, 2014 as the turnover of the Company for the Financial Year 2015-16 was below 35 crores.

26. PARTICULARS OF EMPLOYEES

No employees of the Company was in receipt of remuneration during the financial year 2015-2016 in excess of the sum prescribed under Section 134 of the Companies Act, 2013 read with Companies (Appointment & Remuneration) Rules 2014.

27. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.



28. LISTING

The Company's Equity Capital is listed on the Bombay Stock Exchange and National Stock Exchange of India Ltd. The Company confirms that it has paid annual listing fees due to these stock exchanges for the year 2015-2016 and has been diligent in observing all the compliances as stipulated in the Listing Agreement.

29. INSURANCE

The Company's plant & machinery, buildings, stocks & assets are adequately insured

30. INTERNAL CONTROL SYSTEM

Your Company continuously invests in strengthening its internal control processes and has appointed M/s. Pravin K. Chheda & Co., Chartered Accountants, as the Internal Auditors of the Company. The Company has put in place an adequate system of internal control commensurate with its size and nature of business. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company and ensuring compliance with corporate policies. Procedures to ensure conformance with the policies, standards and delegations of authority have been put in place covering all activities. Audit Committee periodically reviews the performance of internal audit system.

The Company has a rigorous business planning system to set targets and parameters for operations which are reviewed with actual performance to ensure timely initiation of corrective action, if required. The Audit Committee reviews adherence to internal control systems and internal audit reports. Further, the Board annually reviews the effectiveness of the Company's internal control system.

31. CORPORATE GOVERNANCE

A separate report on Corporate Governance along with the Auditor's Certificate on its compliance is attached to this Report.

32. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The Company has constituted an Audit Committee as required under Section 177 of the Companies Act, 2013 and has also established Vigil Mechanism for their employees and Directors to report their genuine concerns or grievances. The details of the same are explained in the Corporate Governance Report. The Board has accepted all the recommendations of the Audit Committee.

33. SHARES

a) Buy Back of Securities

The Company has not bought back any of its securities during the year under review.

b) Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.

c) Bonus Shares

No Bonus Shares were issued during the year under review.

d) Employees Stock Option Plan

The Company has not provided any Stock Option Scheme to the employees

34. EXTRACT OF ANNUAL RETURN

The extract of Annual Return (MGT – 9) pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished and is attached to this Report.

35. 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
ZODIAC-JRD-MKJ LIMITED

Date: 19th August, 2016
Place: Mumbai

MR. JAYANTILAL JHAVERI
Chairman



Ms. I. Javeri

Company Secretary

Office :

602, Tardeo Airconditioned Market,
Tardeo Main Road, Tardeo,

Mumbai - 400 034.

Tel. : 2351 4867 / 2351 2412

Mobile : 9819330879

e-mail : ihjaveri@hotmail.com

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

[Pursuant to section 204(1) of the companies Act, 2013 and rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**To,
The Members,
ZODIAC-JRD-MKJ LIMITED**

I have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ZODIAC-JRD-MKJ LIMITED (Hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provides me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016 has prima facie complied with the statutory provisions listed hereunder:

I have examined the books, papers, minutes' books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - Not Applicable during the audit period;





- (v) The following Regulations and Guidelines prescribed under Securities and Exchange Board of India Act, 1992 (SEBI Act):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the financial year ended 31st March, 2016:-
- (a) The Securities And Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (c) The Securities and Exchange Board of India (Issue and listing of Debt securities) Regulations, 2008;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) The Company has prima facie complied with the applicable clauses of the following:
- (a) The Listing Agreements & SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 entered into by the Company with the stock exchanges viz., BSE Limited, National Stock Exchange Limited and Delhi Stock Exchange Association Limited.
 - (b) Secretarial Standards 1 & 2 Issued by the Institute of Company Secretaries of India.

During the period under review I have observed that there are minor discrepancies in wages & salary principally in provident fund and Industrial Acts.

I further report that I rely on statutory auditor's reports in relation to the financial statements and comments and accuracy of financial figures for, Sales Tax, Wealth Tax, Value Added Tax, Related Party Transactions, Provident Fund, ESIC, etc. as disclosed under financial statements, Accounting Standard 18 and note on foreign currency transactions during our audit period.

I further report that as per the information provided the company has prima facie given adequate notice to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and





obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting.

I further report that as per the information provided majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

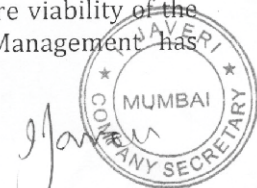
I further report that there are prima facie adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that the management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers/files required by the concerned authorities and internal control of the concerned department.

I further report that during the audit period the company has no specific events like Public Issue/ Right/ Preferential issue of shares/Debentures/ sweat equity, etc.

I further report that:

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the Management has conducted the affairs of the company.



Ms. J. Javeri
ACS No - 2209
COP No - 7245

Place: Mumbai
Date: 19/08/2016



REPORT ON CSR ACTIVITIES

The object of CSR Policy of the Company is to continue to contribute towards Prime Minister National Relief Fund and to do such other activities as may be permissible under Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The CSR Committee consist of following members:

Name of the Member	Category
Mr. Rajnikant Jhaveri	Non Executive Director
Mrs. Neeta Jhaveri	Non Executive Director
Mr. Mukesh Desai	Independent Director

The two percent of the average net profit of the Company for the last three financial years amounted to Rs. 8,26,734/- The Company has spent Rs. 8,26,734/- on Prime Minister National Relief Fund. Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR project or activity identified.	Sector in which the Project is covered	Projects or pro- grams (1) Local area or other(2) Specify the State and district where projects or programs was undertaken	Amount committed on the project or Programs wise	Amount spent on the projects or Programs Sub-heads: (1) Direct expenditure on projects or programs. (2) Overheads:	Cumulative expenditure upto there reporting period	Amount spent: Direct or through implementing agency*
1.	Prime Minister National Relief Fund	-	-	-	-	-	826734.00

The CSR Committee is responsible for formulating the CSR Policy and its review from time to time and also for monitoring that the CSR activities of the Company are implemented in line with the CSR regulations.



Form No. MGT - 9
EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12 (1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L65910MH1987PLC042107
Registration Date	06.01.1987
Name of the Company	ZODIAC-JRD-MKJ LIMITED
Category/Sub-Category of the Company	Company Limited by Shares/ Indian Non-Government Company
Address of the Registered office and contact details	910, PAREKH MARKET, 39-J.S.S.ROAD, OPP. KENNEDY BRIDGE, OPERA HOUSE, MUMBAI - 400 004.
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	LINK INTIME INDIA PRIVATE LIMITED, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078. Tel. : 2596 3838

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	IMPORTER,EXPORTER AND MANUFACTURER OF CUT AND POLISHED DIAMONDS	383105005	14,55,54,382 (90.46%)
2	IMPORTER,EXPORTER AND MANUFACTURER OF STUDDED GOLD JEWELLERY	883102006	15,344,502 (9.54%)
	TOTAL		160,898,884 (100.00%)

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
	NA	NA	NA	NA	NA



i. Category-wise Share Holding as of 31/03/2016

Category of Shareholders	No. of Shares held at the beginning of the year 2015				No. of Shares held at the end of the year 2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Promoter									
Indian									
Individual/ HUF	2179004	-	2179004	42.09	2179004	-	2179004	42.09	0%
CentralGovt	-	-	-	-	-	-	-	-	-
State Govt(s)	-	-	-	-	-	-	-	-	-
Bodies Corp	204644	-	204644	3.95	204644	-	204644	3.95	0%
Banks / FI	-	-	-	-	-	-	-	-	-
Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	2383648	-	2383648	46.04	2383648	-	2383648	46.04	0%
Foreign									
NRIs-Individuals	-	-	-	-	-	-	-	-	-
Other-Individuals	-	-	-	-	-	-	-	-	-
Bodies Corp.	-	-	-	-	-	-	-	-	-
Banks / FI	-	-	-	-	-	-	-	-	-
Any Other....	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-
Public Shareholding									
Institutions									
Mutual Funds	-	1000	1000	0.0193	-	1000	1000	0.0193	0%
Banks / FI	500	100	600	0.0116	-	100	100	0.0019	-0.0097
Central Govt	-	-	-	-	-	-	-	-	-
State Govt(s)	-	-	-	-	-	-	-	-	-
Venture Capital Funds	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
FIs	-	-	-	-	-	-	-	-	-
Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	500	1100	1600	0.0309	-	1100	1100	0.0212	0.0097
2. Non Institutions									
Bodies Corp. (i) indian (ii) Overseas	152868	4600	157468	3.0416	147981	4600	152581	2.9472	0.0944



Individuals									
(i) individual shareholders holding nominal share capital upto Rs. 1 lakh	625461	161720	787181	15.2048	547327	158220	705547	13.6280	-1.5768
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	331416	-	331416	6.4015	359675	-	359675	6.9473	0.5458
Others(Specify)									
i)Non Resident Indians	12699	-	12699	0.2453	1286	-	1286	0.0248	-0.2205
ii)Foreign Corporate Bodies	1196215	300000	1496215	28.9002	1496215	-	1496215	28.9002	0.000
iii)Clearing Members	6947	-	6947	0.1342	3618	-	3618	0.0699	-0.0643
iv)Trust	-	8	8	0.0002	-	8	8	0.0002	0.0000
Sub-total (B) (2)	2325606	466328	2791934	53.9277	2629606	162828	2792434	53.9373	0.0096
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2326106	467428	2793534	53.9586	2629606	163928	2793534	53.9586	0.000
C.Shares held by Custodian for GDRs & ADRs	-	-	-						
Grand Total (A+B+C)	4709754	467428	5177182	100.00	5013254	163928	5177182	100.00	0.00

ii. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Jayesh Jhaveri	1023107	19.76	-	1023107	19.76	-	0%
2	Kanchanben Rameshchandra Jhaveri	399214	7.71	-	399214	7.71	-	0%
3	Devang Rajnikant Jhaveri	346550	6.69	-	346550	6.69	-	0%
4	Rajnikant Amratlal Jhaveri	241009	4.66	-	241009	4.66	-	0%
5	JRD-MKJ Diamonds Pvt Ltd	204644	3.95	-	204644	3.95	-	0%
6	Jayantilal Amratlal Jhaveri	86173	1.66	-	86173	1.66	-	0%
7	Rameshchandra Jhaveri	79169	1.53	-	79169	1.53	-	0%
8	Kokilaben Rajnikant Jhaveri	1064	0.02	-	1064	0.02	-	0%
9	Neeta Jayesh Jhaveri	1064	0.02	-	1064	0.02	-	0%
10	Jigna Devang Jhaveri	1054	0.02	-	1054	0.02	-	0%
11	Pinal Jayesh Jhaveri	200	0.00	-	200	0.00	-	0%
12	Aashni Jhaveri	200	0.00	-	200	0.00	-	0%
13	Pooja Jayesh Jhaveri	200	0.00	-	200	0.00	-	0%
	Total	2383648	46.04	-	2383648	46.04	-	0%

**iii. Change in Promoters 'Shareholding (please specify, if there is no change**

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	No Change	No Change	No Change	No Change
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change
3	At the End of the year	No Change	No Change	No Change	No Change

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. no		Shareholding at the beginning of the year (April 1, 2015)		Cumulative Shareholding at the end of the year (March 31, 2016)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	SANGEETHA S	28644	0.5533	73690	1.4234
2	ANSHU AGGARWAL	0	0	49722	0.9604
3	ISHAAN METALS PVT LTD	0	0	48886	0.9443
4	ANSHUL GUPTA	0	0	44000	0.8499
5	SUBRAMANIAN P	0	0	41660	0.8047
6	RAJ MANGAL	31724	0.6128	35918	0.7881
7	GANESH STOCKINVEST PVT.LTD	0	0	33699	0.6509
8	SATHYA S	29884	0.5772	33570	0.6484
9	SANDEEP KUMAR	36416	0.7034	32303	0.6239
10	PRAVIN GOVINDBHAI PATEL	30000	0.5795	30000	0.5795
11	RAJIV MEHTA	44476	0.8591	10476	0.2023
12	N B PRADIPKUMAR	24000	0.4636	18064	0.3489

v. Shareholding of Directors and Key Managerial Personnel:

Sr. no		Shareholding at the beginning of the year (April 1, 2015)		Cumulative Shareholding at the end of the year (March 31, 2016)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	JAYESH J. JHAVERI	1023107	19.7619	1023107	19.7619
2	DEVANG R JHAVERI	346550	6.6938	346550	6.6938
3	RAJNIKANT AMRATLAL JHAVERI	241009	4.6552	241009	4.6552
4	JAYANTILAL AMRATLAL JHAVERI	86173	1.6645	86173	1.6645

**vi. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding / accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not				
Total (i+ii+iii)				
Change in Indebtedness during the financial year	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
- Addition - Reduction				
Net Change	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
Indebtedness at the end of the financial year	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due				
Total (i+ii+iii)				



vii. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount
		JAYESH J JHAVERI	DEVANG R JHAVERI	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax-Act, 1961	512106	397970	910076
	Stock Option	0	0	0
	Sweat Equity	0	0	0
	Commission - as % of profit - others, specify...	0	0	0
	Others, please specify	0	0	0
	Total (A)	512106	397970	910076
	Ceiling as per the Act			

B. Remuneration to the directors:

Sl. No.	Particulars of Remuneration	Name of Director				Total Amount
		Mukesh Desai	Jindat Mehta	Champaklal Mehta	Hasmukh Thakkar	
	Independent Directors · Fee for attending board committee-meetings · Commission · Others, please specify	6000 - -	6000 - -	6000 - -	4000 - -	22000 - -
	Total (1)	6000	6000	6000	4000	22000
	Other Non-Executive Directors · Fee for attending board committee-meetings · Commission · Others, please specify	-	-	-	-	-
	Total(2)	-	-	-	-	-
	Total(B)=(1+2)	6000	6000	6000	4000	22000
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

**C. Remuneration to Key Managerial Personnel Other Than MD / Manager / WTD**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	25,000	NIL	25,000
	Stock Option	NIL	NIL	NIL	NIL
	Sweat Equity	NIL	NIL	NIL	NIL
	Commission - as% of profit - others, specify...	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	25,000	NIL	25,000

PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty / Punishment / Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any (give details)
A. Company					
Penalty					
Punishment			NOT APPLICABLE		
Compounding					
B. Directors					
Penalty					
Punishment			NOT APPLICABLE		
Compounding					
C. Other Officers in Default					
Penalty					
Punishment			NOT APPLICABLE		
Compounding					



CORPORATE GOVERNANCE REPORT

1. 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.

2. 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.

3. BOARD OF DIRECTORS:

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

Name of Director	Designation	Other Directorship
Mr. Jayantilal A Jhaveri	Chairman	1
Mr. Jayesh J Jhaveri	Managing Director	2
Mr. Devang R Jhaveri	Whole-Time Director	1
Mr. Rajnikant A Jhaveri	Director	1
Mr. Mukesh K Desai	Director	7
Mr. Jindat K Mehta	Director	8
Mr. Champakalal D Mehta	Director	6
Mr. Neeta Jayesh Jhaveri	Director	1
Mr. Has Mukh B 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.

4. 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, 2016 i.e. on 29/05/2015, 19/06/2015, 30/07/2015, 19/08/2015, 26/09/2015, 30/10/2015, 28/01/2016.

Name of Director	No of Board Meetings Held	No of Board Meetings Attend	Attendance at last AGM
Mr. Jayantilal A Jhaveri	7	7	Yes
Mr. Jayesh J Jhaveri	7	7	Yes
Mr. Devang R Jhaveri	7	6	Yes
Mr. Rajnikant A Jhaveri	7	7	Yes
Mr. Jindat K Mehta	7	7	Yes
Mr. Champakalal D Mehta	7	7	Yes
Mr. Neeta J Jhaveri	7	7	Yes
Mr. Hasmukh B Thakkar	7	7	Yes
Mr. Mukesh K Desai	7	7	Yes

I. REMUNERATION OF DIRECTORS

As the Company has no intention to pay any remuneration to any Director other than Managing Director & whole-Time Director,. The Remuneration Managing Director & Whole – Time Director is with the approval of shareholders of the Company in the General Meeting held on 24-09-2016.

Name	Remuneration (excluding perquisite) (in Rs.)	Total Remuneration (excluding perquisite)	Terms of Appointment FROM
Mr. Jayesh Jhaveri (Managing Director)	50000	50000	26-09-2016 to 25-09-2019
Mr. Devang R. Jhaveri (Whole- Time Director)	40000	40000	26-09-2016 to 25-09-2019

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. Mrs. Neeta J. Jhaveri	3500



6. Mr. Jindat K. Mehta	6000
7. Mr. Champaklal D. Mehta	6000
8. Mr. Mukesh K Desai	6000
9. Mr. Hasmukh Bachubhai Thakker	4000

5. 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 4 meetings held during the period under review i.e 29/05/2015, 30/07/2015, 30/10/2015, 28/01/2016. The Attendance of members for the meetings are as follows:

Name of the Member	Designation	No. of Meetings Attended
Mr. Mukesh K Desai	Chairman	4
Mr. Jindat K. Mehta	Member	4
Mr. Champaklal D. Mehta	Member	4

B. Remuneration Committee

The Remuneration Committee was formed on 28th May, 2013 by Board of Directors and it comprises of 3 members. The functions of the Committee are as specified in Clause 49 of the Listing Agreement entered with Stock Exchanges. There was 1 meeting held on 30.10.2015 The Attendance of members for the meetings are as follows:

Name of The Member	Designation	No. of Meetings Attended
Mr. Hasmukh B.Thakker	Chairman	1
Mr. Jindat K. Mehta	Member	1
Mr. Champaklal D. Mehta	Member	1

C. 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	No. of Meeting Attended
1. Mr. Jayantilal A.Jhaveri	Chairman	4
2. Mr. Rajnikant A. Jhaveri	Member	4
3. Mr. Jayesh J. Jhaveri	Member	4
4. Mr. Devang R. Jhaveri	Member	3

- (2) Total 4 meetings of Shareholders/Investors Grievance Committee were held during the year 2015-2016 on the following dates 29/05/2015, 30/07/2015, 30/10/2015 and 28/01/2016.
- (3) Mrs. Vishakha Mehta, Company Secretary is the Compliance Officer.
- (4) All the complaints received during the year were resolved to the satisfaction of the shareholders.



5. SHAREHOLDER INFORMATION

1. ANNUAL GENERAL MEETING :-

- Date and Time : 24th September, 2016 at 10.15 am
 Venue: : GARWARE CLUB HOUSE, BANQUET HALL NO. 4,
 2ND FLOOR, 'D' ROAD, CHURCHGATE (W),
 MUMBAI 400 020.
 Book Closure Dates : 19th September, 2016 to 24th September, 2016
 Dividend Payment Date : 20th October, 2016
 1. Registered Office : ZODIAC-JRD-MKJ LIMITED,
 910, PAREKH MARKET,
 39 J.S.S. ROAD, OPERA HOUSE,
 MUMBAI - 400004.
 2. Equity Shares Listed : 1. NATIONAL STOCK EXCHANGE OF INDIA,
 : 2. THE STOCK EXCHANGE, MUMBAI (CODE NO.512587)

6. STOCK PRICE DATA

Period	THE STOCK EXCHANGE MUMBAI (B.S.E)	
	HIGH	LOW
APRIL, 2015	77.50	32.85
MAY, 2015	70.95	54.50
JUNE, 2015	73.10	48.00
JULY, 2015	82.90	55.30
AUGUST, 2015	68.85	46.40
SEPTEMBER, 2015	52.50	42.65
OCTOBER, 2015	52.90	43.60
NOVEMBER, 2015	53.30	43.00
DECEMBER, 2015	49.95	41.55
JANUARY, 2016	49.95	40.85
FEBRUARY, 2016	41.70	29.00
MARCH, 2016	36.25	29.10

Period	NATIONAL STOCK EXCHANGE OF INDIA LTD., (N.S.E)	
	HIGH	LOW
APRIL, 2015	77.35	35.00
MAY, 2015	70.00	54.05
JUNE, 2015	73.50	49.20
JULY, 2015	72.15	54.00
AUGUST, 2015	67.45	44.10
SEPTEMBER, 2015	52.00	42.90
OCTOBER, 2015	52.00	42.00
NOVEMBER, 2015	49.45	44.35
DECEMBER, 2015	49.30	42.10
JANUARY, 2016	50.80	38.10
FEBRUARY, 2016	42.45	31.40
MARCH, 2016	35.95	30.50



- 7. Registrar & Transfer Agent :** Link Intime India Private Limited,
(Formerly Known as Intime Spectrum Registry Limited)
C-13, Pannalal Silk Mills Compound,
1st Floor, L.B.S.Marg, Bhandup (West),
Mumbai 400 078.

All the Share Transfer Deeds are processed quickly and share certificates are posted within 15 to 20 days from the date of receipt on an average. Incomplete Share Transfer Deeds are returned to transferee with a request to return after rectifying the deficiencies pointed out.

With effect from 31/08/2000 the Company's Equity Sharers are admitted in Dematerialized Form through CDSL & NSDL respectively. The Link Intime India Private Limited has provided to the Company necessary connectivity for the purpose.

8. Distribution of Shareholding as on 31st March, 2016

No. of Equity Shares Held	SHAREHOLDERS		SHARES	
	Nos	%	NOS.	%
1-5000	3878	94.1262	466939	9.0192
5001-10000	126	3.0583	102397	1.9779
10001-20000	49	1.1893	70350	1.3588
20001-30000	15	0.3641	36352	0.7022
30001-40000	5	0.1214	17098	0.3303
40001-50000	11	0.2670	53853	1.0402
50001-100000	7	0.1699	52283	1.0099
100001 & above	29	0.7039	4377910	84.5616
Total	4120	100	5177182	100

9. Category of Shareholding as on 31st March 2016.

Sr. No	CATEGORY	DEMATED			PHYSICAL			TOTAL Shares	%
		SHARES	HOLDERS	%	SHARES	HOLDERS	%		
1	Other Corporate Bodies	147981	69	2.8583	4600	18	0.0889	152581	2.9472
	Promoter Corporate bodies	204644	1	3.9528	0	0	0	204644	3.9528
2	Clearing Member	3618	15	0.0699	0	0	0	3618	0.0699
3	Directors	1776008	5	34.3045	0	0	0	1776008	34.3045
4	Foreign Company	1496215	3	28.9002	0	0	0	1496215	28.9002
5	Mutual Fund	0	0	0	1000	2	0.0193	1000	0.0193
6	Nationalised Banks/Hindu Undivided Family	73504	60	1.4198	0	0	0	73504	1.4198
7	Non-Nationalised Banks	0	0	0	100	1	0.0019	100	0.0019
8	NRIs	1063	8	0.0205	0	0	0	1063	0.0205
9	Non Resident (Non Repatriable)	223	4	0.0043	0	0	0	223	0.0043
10	Public	907002	2514	17.5192	158220	1412	3.05610	1065222	20.5753
11	Relatives of Directors	402996	7	7.7841	0	0	0	402996	7.7841
12	Trusts	0	0	0	8	1	0.0002	8	0.0002
	Total	5013254	2686	96.8336	163928	1434	3.1664	5177182	100

**10. Financial Release Dates for 2016-2017 (Tentative and subject to change)**

Quarter	Release Date
1st Quarter ending 30th June, 2016	End of July, 2016
2nd Quarter ending 30th September, 2016	End of October, 2016
3rd Quarter ending 31st December, 2016	End of January, 2017
4th Quarter ending 31st March, 2017	End of May, 2017

V. OTHER DISCLOSURES:**1. Details of Annual/ Extra – Ordinary General Meetings**

Location and time of General Meetings held in last 3 years:

Year	AGM/EGM	Location	Date	Time
2012-2013	AGM	GARWARE CLUB HOUSE, BANQUET HALL, 2ND FLOOR, "D" ROAD, CHURCHGATE (W) MUMBAI-400020	21-09-2013	10.30 a.m.
2013-2014	AGM	GARWARE CLUB HOUSE, BANQUET HALL, 2ND FLOOR, "D" ROAD, CHURCHGATE (W) MUMBAI-400020	20-09-2014	10.30 a.m.
2014-2015	AGM	GARWARE CLUB HOUSE, BANQUET HALL, 2ND FLOOR, "D" ROAD, CHURCHGATE (W) MUMBAI-400020	26-09-2015	10.30 a.m.

2. MEANS OF COMMUNICATION:

- a. Company is publishing results in National & Regional Newspapers.
- b. Management Discussion & Analysis is part of Annual Report .
- c. Company has paid the Annual Listing Fess to N.S.E and B.S.E.

3. OTHER DISCLOSURE:

- a. There were no materially significant related party transactions with the promoters, Directors etc that may have potentially conflict with the interests of the Company at large.
- b. There were no non-compliance by the Company, penalties, structures imposed on the Company by Stock Exchange or SEBI or any statutory Authority, on any matter relating to the Capital Markets during the last three years.
- c. There were no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company.
- d. A list transactions with related parties as per Accounting Standard (AS)- 16 (15) to the Audited Accounts.



4. Management Discussion & Analysis

Forward Looking Statements: Forward looking statements are based on certain assumptions and expectations of future events. The company cannot guarantee that these assumptions and expectations are accurate or will be Realized. The Company's actual performance or achievements could thus differ materially on those projected in any such forward looking statements. The company assumes no responsibility to publicly amend, modify or revise any forward looking Statements, on the basis of any subsequent developments, information or events.

Overall Review: During the financial year under review the Sales have down from Rs. 2023.91 Lacs to Rs.1608.99 Lacs, Other Income decreased from Rs.37.01 Lacs to Rs.30.32 Lacs. Company's Net profit before extra ordinary items decrease by 15.52 % from Rs.77.13 Lacs to Rs. 65.17 Lacs. Earning per share decreased from Rs. 1.49 to Rs. 1.21.

Risk & Concern: Risk is intrinsic to any business and is essential ingredient to growth. Your company is exposed to foreign exchange risk due to volatility in foreign exchange rate having an impact on exports business Company is dealing with the reputed clients in overseas market & taking maximum precaution before supplying material.

Internal Control: The company has an extensive system of internal controls which ensures optimal utilization and protection of resources, accurate reporting of financial transactions and compliance with applicable laws regulations as also internal policies and procedures. The internal control system is supplemented by extensive internal audits, regular reviews by management and well documented policies and guidelines to ensure reliability of financial and all other records to prepare financial statements and other data.

Outlook for Future: It is expected that the steps taken by the Company in the recent year have increased the turnover of the company, coupled with promising outlook for the business the company is engaged in, will translate into a healthy performance for the company. Barring unforeseen circumstances, the company expects to continue to report satisfactory performance in the future.



COMPLIANCE CERTIFICATE FROM THE AUDITORS OF THE COMPANY

To,
The Members of
ZODIAC-JRD-MKJ LTD,

We have examined the compliance of conditions of Corporate Governance by **ZODIAC-JRD-MKJ LTD.** for the year ended **March 31, 2016** as stipulated in clause 49 of the Listing agreement of the said Company with Stock Exchanges

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representation made by the directors and management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance is pending for period exceeding one month against the company as per the records maintained by the Shareholders / Investors Grievance Committee.

We further state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**FOR ARUN GANATRA & CO.
CHARTERED ACCOUNTANTS
FRN No.: 100558W**

Place : Mumbai
Date : 19th August, 2016

(A. L. GANATRA)
PROPRIETOR
Membership No. 31720



AUDITOR'S REPORT

To,
The Members of
ZODIAC-JRD-MKJ LIMITED

Report on the Financial Statements:-

We have audited the accompanying financial statements of **ZODIAC-JRD- MKJ LIMITED** ("the Company"), which comprise the Balance Sheet as at **March 31, 2016**, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements:-

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies Accounts Rules, 2014. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility:-

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion:-

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- (b) in the case of the Profit and Loss Account, of the profit/ loss for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements:-

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of section 143(II) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books .
 - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.



- d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013;
- e. On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of clause(g) of sub- section(1) of section 164 of the Companies Act, 2013.
- f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section prescribing the Manner in which such cess is to be paid, no cess is due and payable by the Company.
3. Under Section 135 of the Company Act, 2013, the Company was required to spend Rs. 826734.00 for Corporate Social Responsibility during the financial year 2015-16. The company has spent Rs. 826734.00 as per the activity covered under the Corporate Social Responsibility Policy Rules.
4. The Directors had devised proper systems to ensure Internal Financial Control and compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**For ARUN GANATRA & CO.,
Chartered Accountants
FRN No.: 100558W**

Place : Mumbai
Dated : 19th August, 2016

A. L. GANATRA
(Proprietor)
Membership No. 031720



ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in paragraph 2 of our report of even date on the accounts for the year ended **31st March, 2016** of **ZODIAC - JRD - MKJ LIMITED.**)

1. In respect to Fixed Assets :

The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets. All fixed assets have been physically verified by the management at periodical intervals during the year which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

2. In respect to its inventories :

(a) As explained to us, the management has conducted physical verification of inventory at reasonable intervals.

(b) According to the information and explanations given to us, the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(c) In our opinion & according to the information and explanations given to us the company has maintained proper records of inventory and no material discrepancies were noticed on physical verification.

3. According to information and explanations given to us , the company has not granted / taken any loans, secured or unsecured to/from companies ,firms or other parties covered in register required to be maintained under section 189 of the Companies Act, 2013.

4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.

5. (a) In our opinion and according to the information and explanations given to us, there are the transactions made in pursuance of contract or arrangements , that need to be entered into the register required to be maintained under section 189 of the Companies Act, 2013 have been so entered.

(b) In our opinion and according to the information and explanations given to us, there are no transactions in pursuance of contract or arrangements entered in the register to be maintained under Section 189 of the Companies Act, 2013 aggregating during the year to Rs. 5,00,000/- (Rupees Five Lacs Only) or more in respect of any party.

6. The Internal Audit of the company has been carried out by an independent firm of Chartered Accountants. In our opinion, the internal audit functions carried out have been commensurate with the size and nature of its business.

7. We have been informed that the Central Government has not prescribed maintenance of cost records under section 148(1) of the Companies Act, 2013.

8. According to the records of the Company, the Company is regular in depositing statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Customs Duty, Excise Duty, cess and other statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of Income-tax, wealth tax, sales-tax, customs duty and excise duty were outstanding at the year end for a period of more than six months from the date they became payable.

9. The Company has no accumulated losses at the end of the financial year and it has not incurred any cash losses during the current and immediately preceding financial year.

10. The Company does not have any borrowings from financial institution, bank and by way of debentures.

11. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provisions of clause 4 (xii) of the Companies (Auditor's Report) Order, 2003 are not applicable to Company.



12. In our opinion and according to the information and explanations given to us, the nature of activities of the Company does not attract any special statute applicable to chit fund and nidhi / mutual benefit funds / societies.
13. In respect of dealing in securities and other investments, in our opinion and according to the information and explanations given to us, proper records have been maintained of the transactions and contracts and timely entries have been made therein. The securities and other investments have been held by the Company in its own name.
14. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by its subsidiaries and associates from banks or financial institutions.
15. The Company did not have any term loans outstanding during the year.
16. We have been informed by the management and on overall examination of the Balance Sheet of the company, we report that the funds have not been raised on short-term basis and or long term during the current financial year. Surplus funds of the company which were not required for immediate utilization have been gainfully invested in Mutual Fund, Liquid Fund and investments.
17. The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 189 of the Companies Act, 2013.
18. The Company has not issued any debentures during the year.
19. The Company has not raised any money through a public issue during the year.
20. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

**For ARUN GANATRA & CO.,
Chartered Accountants
FRN No.: 100558W**

A. L. GANATRA
(Proprietor)

Place : Mumbai
Dated : 19th August, 2016

Membership No. 031720

**BALANCE SHEET AS AT 31ST MARCH 2016**

PARTICULARS	NOTES NO	RUPEES	31-03-2016 RUPEES	31-03-2015 RUPEES
EQUITY AND LIABILITIES:				
SHAREHOLDERS' FUND				
Capital	1		51,771,820	51,771,820
Reserves and Surplus	2		589,793,631	586,653,879
TOTAL (a)			641,565,451	638,425,699
NON CURRENT LIABILITIES:				
Deffered Tax Liabilities	3		1,224,861	1,223,269
Long Term Provision	4		502,450	466,000
TOTAL (b)			1,727,311	1,689,269
CURRENT LIABILITIES				
Trade Payables			23,094,391	4,215,895
Other Current Liabilities			520,250	760,692
Short Term Provision			36,215,576	42,468,596
TOTAL (c)			59,830,217	47,445,183
TOTAL EQUITY AND LIABILITIES TOTAL (a+b+c)			703,122,979	687,560,152
ASSETS:-				
Non-Current Assets				
FIXED ASSETS				
Gross Block	6		20,898,323	20,831,124
Less: Depreciation			16,198,272	15,582,583
Net Block			4,700,051	5,248,541
TOTAL (d)				
Current Assets:-				
Investments	7	107,442,479		125,384,434
Inventories	8	446,131,956		399,417,348
Sundry Debtors	9	106,108,662		109,572,526
Cash and Cash Equivalents	10	4,075,964		8,219,275
Short term Loans and Advances	11	34,663,867		39,718,027
TOTAL (e)			698,422,928	682,311,610
TOTAL ASSETS TOTAL (d+e)			703,122,979	687,560,152
NOTES TO THE ACCOUNTS	19			

As per our attached report of even date

For ARUN GANATRA & CO.

Chartered Accountants

FRN No. 100558W

A. L. GANATRA

(Proprietor)

MEMBERSHIP NO.: 31720

Place : Mumbai,

Date : 25th May, 2016

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Chairman Secretary Managing Director Director

Place : Mumbai,

Date : 25th May, 2016

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2016**

PARTICULARS	NOTES NO	31-03-2016 RUPEES	31-03-2015 RUPEES
REVENUE FROM OPERATION:			
Sales	12	160,898,884	202,329,145
Other Income	13	3,032,285	3,700,746
		163,931,169	206,029,891
EXPENDITURE			
Cost of materials consumed	14	59,190,506	70,279,247
Purchase In Stock in Trade	15	110,539,351	130,229,184
Changes in inventories of finished goods work in progress and Stock in trade	16	(46,441,064)	(40,634,876)
Employees benefit expenses	17	1,257,283	768,274
Finance costs (Interest)		220	550
Depreciation	6	615,690	2,358,671
Other expenses	18	29,450,709	30,240,671
		154,612,695	193,241,721
PROFIT/(LOSS) BEFORE TAX		9,318,474	12,788,170
Current Tax		2,800,000	4,550,000
Deffered Tax		1,592	524,886
Fringe Benefit Tax		0	0
PROFIT/(LOSS) AFTER TAX FOR THE YEAR		6,516,882	7,713,284
Balance profit/(Loss) brought forward		509,876,547	505,286,749
		516,393,429	513,000,033
Tax Adjustments of previous year		(261,553)	(4,890)
PROFIT/(LOSS) AVAILABLE FOR APPROPRIATION		516,131,875	512,995,143
APPROPRIATIONS			
Tax on Distributed Profit		526,985	530,005
Proposed Dividend		2,588,591	2,588,591
		3,115,576	3,118,596
BALANCE CARRIED TO BALANCE SHEET		513,016,299	509,876,547
NOTES TO THE ACCOUNTS	19		

As per our attached report of even date

For ARUN GANATRA & CO.

Chartered Accountants

FRN No. 100558W

A. L. GANATRA

(Proprietor)

MEMBERSHIP NO.: 31720

Place : Mumbai,

Date : 25th May, 2016

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Chairman Secretary Managing Director Director

Place : Mumbai,

Date : 25th May, 2016

**SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2016**

NOTES NO.1	NO OF SHARES	31-03-2016 RUPEES	NO OF SHARES	31-03-2015 RUPEES
SHARE CAPITAL				
Authorised				
Equity Shares of Rs. 10 Each	11000000	110,000,000	1000000	110,000,000
Issued subscribed and paid up				
Equity Shares of Rs. 10 each(*)	5177182	51,771,820	5177182	51,771,820
TOTAL		51,771,820		51,771,820

Note : Of the above shares 20,00,000 shares were allotted in October, 1992 as fully paid up against part discharge of purchase consideration towards the takeover of the business and 1125052 shares issue as per amalgamation on 26-03-2009

SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER MORE THAN 5% SHARES

	NAME	31-03-2016 NO OF SHARES	HOLDING%	31-03-2015 NO OF SHARES	HOLDING%
1	Jayesh Jayantilal Jhaveri	1,023,107	19.76%	1023,107	19.76%
2	Devang Rajnikant Jhaveri	346,550	6.69%	346,550	6.69%
3	Estelle Co. Ltd.	901,065	17.40%	901,065	17.40%
4	Estelle Co. Ltd.	295,150	5.70%	295,150	5.70%
5	Kanchanben R Jhaveri	399,214	7.71%	399,214	7.71%
6	Thorndike Holdings Ltd.	300,000	5.79%	300,000	5.79%

NOTES NO. 2	31-03-2016 RUPEES	31-03-2015 RUPEES
RESERVES AND SURPLUS		
General Reserve	39,277,332	39,277,332
Including Rs. 32559632 on compliance scheme of Amalagamation dated 23-01-2009		
Share Premium	37,500,000	37,500,000
Profit and Loss Account	513,016,299	509,876,547
Including Business Purchase General Reserve Rs. 28904942 (under scheme of amalagamation)		
	589,793,631	586,653,879
NOTES NO. 3		
DEFFERED TAX LIABILITIES		
Deffred Tax Liabilities	1,224,861	1,223,269
	1,224,861	1,223,269



NOTES NO. 4	31-03-2016 RUPEES	31-03-2015 RUPEES
LONG TERM PROVISION		
Provision for Employee Fund - Gratuity	502,450	466,000
	502,450	466,000
NOTES NO. 5		
Trade Payble	23,094,391	4,215,895
Other Current Liabilities :-		
Sundry Creditor for Expenses	380,722	480,203
Creditor for Statutory Dues	139,528	280,489
Short Term Provision :-		
Current Tax	33,100,000	39,350,000
Proposed Dividend	2,588,591	2,588,591
Tax on Proposed dividend	526,985	530,005
	59,830,217	47,445,183

NOTES NO.6 FIXED ASSETS

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01-04-2015 (Rs.)	ADDITIONS (Rs.)	DEDUCTION (Rs.)	AS AT 31-03-2016 (Rs.)	AS AT 01-04-2015 (Rs.)	FOR THE YEAR (Rs.)	DEDUCTION (Rs.)	AS AT 31-03-2016 (Rs.)	AS AT 31-03-2015 (Rs.)	AS AT 31-03-2016 (Rs.)
OFFICE PREMISES	3641250	0	0	3641250	1252459	57896	0	1310355	2388791	2330895
FACTORY PREMISES	1076413	0	0	1076413	716194	34122	0	750316	360219	326097
PLANT & MACHINERY	8574040	0	0	8574040	7590476	160759	0	7751235	983564	822805
OFFICE EQUIPMENT										
COMPUTER	1573289	23810	0	1597099	1486407	16754	0	1503161	86882	93938
OTHER EQUIPMENT	2029685	43390	0	2073075	1564421	163004	0	1727425	465264	345650
FURNITURE & FIXTURE	690395	0	0	690395	529848	38572	0	568420	160547	121975
VEHICLES	3246051	0	0	3246051	2442777	144583	0	2587360	803274	658691
TOTAL	20831123	67200	0	20898323	15582583	615690	0	16198272	5248541	4700051
PREVIOUS YEAR FIGURES (RS.)	20733236	223459	125572	20831123	13316284	2358671	92372	15582583	7416952	5248541



NOTES NO.7

INVESTMENTS (Non trade) :		31-03-2016		31-03-2015	
		UNITS	RUPEES	UNITS	RUPEES
(A) QUOTED					
Hico Product Limited		500	16,875	500	16,875
Opal industries Limited.		100	2,295	100	2,295
Softrak Technology Limited		500	8,220	500	8,220
Spic Fine Chemicals Limited		100	1,000	100	1,000
Supriya Pharmaceuticals Limited		400	8,000	400	8,000
Reliance Industries Ltd.		14940	24,609,293	14940	24,609,293
S.M.Dychem Limited		106	43,930	106	43,930
Reliance Communications Limited		3700	2,129,495	3700	2,129,495
RELIANCE POWER LIMITED		5662	4,594,840	5662	4,594,840
Mahindra Life Space Developers Limited		50	58,748	50	58,748
RELIANCE POWER LIMITED		80	21,492	80	21,492
Unitech Ltd		7650	1,677,899	7650	1,677,899
Hindustan Construction Ltd		200	26,125	200	26,125
Indian Hotel Co. Ltd.		246	34,719	246	34,719
DLF Limited		125	110,424	125	110,424
Alstom T&D India Limited		225	137,787	225	137,787
GMR Infra Limited		2100	257,705	2100	257,705
Bharat Heavy Electric Ltd		500	251,072	500	251,072
GTL Infra Ltd		1400	40,358	1400	40,358
Reliance Infrastructure Ltd		50	126,444	50	126,444
Religare Enterprises Ltd		100	70,963	100	70,963
Punj Lloyed Ltd		50	21,141	50	21,141
Schneider Electric Infrastructure Limited		225	0	225	0
	TOTAL	(A)	34,248,826	(A)	34,248,826
(B) UNQUOTED					
ISPAT Limited Preference Share		1960	60,596	1960	60,596
NATIONAL HIGHWAY Authority of India		5000	5,300,000	5000	5,300,000
Rural Electrification Corp Ltd		5000	5,000,000	5000	5,000,000
	TOTAL	(B)	10,360,596	(B)	10,360,596

**(C) OTHER INVESTMENTS**

PARTICULARS	31-03-2016 RUPEES	31-03-2015 RUPEES
BIRLA SUNLIFE FIXED TERM PLAN SERIES KG(GR) A/C NO. 1009844419	8,040,250	8,040,250
HDFC FLO.RATE FUND STPWO (WD) A/C. NO. 328458/49	0	355,842
HDFC FMP 370D JAN-14(1) SER-29 RG A/C. NO. 328458/49	7,600,000	7,600,000
HDFC FMP 370 D MAR-2014-1 RG A/C. NO. 328458/49	5,000,000	5,000,000
ICICI PRUDENTIAL INTERVAL FUND SER VI AIP -A A/C.NO. 379791/86	5,038,327	5,038,327
ICICI PRUDENTIAL LIQUID REG.PLAN DAILY DIVIDEND A/C.NO. 379791/86	7,500,000	7,500,000
KOTAK FLOATER LONG TERM DAILY DIVIDEND A/C. NO. 1717847/69	0	3,036,091
RELIANCE FHF XXV SER-24 GROWTH PLAN A/C.NO. 4042674813	7,600,000	7,600,000
RELIANCE FHF XXV SER-28 GROWTH PLAN A/C.NO. 4042674813	0	9,422,833
RELIANCE FHF SER-33 GROWTH PLAN A/C.NO. 4042674813	2,500,000	2,500,000
TATA FLOATER FUND DAILY DIVIDEND A/C. NO. 222334/67	0	1,481,017
TATA FMP SER-46 SCH-O PLAN-A A/C .NO. 222334/67	7,500,000	7,500,000
AXIS BANKING DEBT FUND DDR A/C. NO. 9044812715	6,054,480	15,700,651
RELIANCE QUARTERLY INTERVAL FUND SERIES-II 4042674813	6,000,000	
TOTAL (C)	62,833,057	80,775,012
Total Investment (A + B + C)	107,442,479	125,384,434

The aggregate market value of the quoted investments i.e. Equity Shares as on **31st March, 2016** was **Rs. 13488425 (Rs. 15707602)**

NOTES NO. 8	31-03-2016 RUPEES	31-03-2015 RUPEES
INVENTORIES (As valued & certified by Managing Director)		
Raw Silver	501,785	501,785
Rough Diamonds	27,480,506	27,561,454
Cut & Polished Diamonds	371,323,192	327,121,705
Precious & Semi Precious Stones	4,509,533	4,637,556
Gold	9,444,892	9,062,004
Pearl	496,936	525,332
Silver alloy	715,809	715,809
Gold Jewellery (Finished)	31,659,303	29,291,703
	446,131,956	399,417,348



NOTES NO.9	31-03-2016 RUPEES	31-03-2015 RUPEES
SUNDRY DEBTORS :		
Sundry debtors (unsecured & considered good as certified by managing director)	106,108,662	109,572,526
Other debts (all due for less than 180 days)	0	0
	106,108,662	109,572,526
NOTES NO.10		
CASH AND CASH EQUIVALENTS		
Cash on hand (As certified by Managing Director)	98,989	120,784
Balance with scheduled banks In current accounts	3,976,975	7,098,491
Deposite with Bank	0	1,000,000
	4,075,964	8,219,275
NOTES NO.11		
SHORT TERM LOANS AND ADVANCES		
Unsecured and considered goods		
Advances recoverable in cash or in kind or for value to be received	1,717,168	1,347,603
Taxes paid	32,773,101	38,196,826
Deposite with Others	173,598	173,598
	34,663,867	39,718,027
NOTES NO.12		
REVENUE FROM OPERATIONS:-		
SALES OF PRODUCTS:-		
CUT AND POLISHED DIAMONDS	145,554,382	172,986,488
GOLD AND SILVER JEWELLERY	15,344,502	29,342,657
ROUGH DIAMONDS	0	0
PRECIOUS AND SEMI PRECIOUS STONES	0	0
	160,898,884	202,329,145
NOTES NO.13		
OTHER INCOME :-		
Interest on Bank Deposit (TDS.Rs.0) (Pre. Year Rs. 7750.00)	3,397	77,500
Dividend on Mutual Fund	1,408,475	1,321,487
Profit on Sale of Shares/Mutual Fund	999,139	1,738,190
Discount	5,201	180,576
Profit on Sale of Fixed Assest TDS RS.0 (0)	0	0
Factory rent	0	0
Speculation Profit/Loss	0	801
Interest on Bond	600,000	382,192
Interest on Income-Tax Refund	16,071	0
	30,32,285	3,700,746



		31-03-2016 RUPEES	31-03-2015 RUPEES
NOTES NO.14			
Cost of materials consumed :-			
Raw Material Consumed (Diamonds)			
Opening Stock		27,561,454	62,867,408
Purchases		55,381,091	34,973,293
Import Exchange Difference		0	0
Import Licence Premium		0	0
Import Expenses		0	0
		82,942,545	97,840,701
Less : Closing Stock		27,480,506	27,561,454
	(a)	55,462,039	70,279,247
Raw Silver			
Opening Stock		501,785	501,785
Purchases		0	0
Import Expenses		0	0
		501,785	501,785
Less : Closing Stock		501,785	501,785
	(b)	0	0
Raw Gold			
Opening Stock		9,062,004	5,783,169
Purchases		4,082,959	3,214,542
Import Exchange Difference		0	(1,882)
Import Expenses		0	66,175
		13,144,963	9,062,004
Less : Closing Stock		9,444,892	9,062,004
	(c)	3,700,071	0
Raw pearl			
Opening Stock		525,332	525,332
Purchases		0	0
Import Exchange Difference		0	0
Import Expenses		0	0
		525,332	525,332
Less : Closing Stock		496,936	525,332
	(d)	28,396	0
Raw silver alloy			
Opening Stock		715,809	553,267
Purchases		0	162,542
		715,809	715,809
Less : Closing Stock		715,809	715,809
	(e)	0	0
TOTAL (a+b+c+d+e)		59,190,506	70,279,247



NOTES NO.15	31-03-2016	31-03-2015
	RUPEES	RUPEES
Purchase in Stock in Trade		
Purchase of Cut & Polished Diamonds (including exchange diif and import expenses)	110,518,352	130,179,351
Purchase of Precious & Semi Precious Stone (including exchange diif and import expenses)	20,999	49,833
Purchase of Gold Jewellery (including exchange diif and import expenses)	0	0
	110,539,351	130,229,184
NOTES NO.16		
Changes in inventories of finished goods		
Opening Stock		
Cut & Polished Diamonds, Precious & Semi Precious Stones & Gold Jewellery Finished	361,050,964	320,416,088
Closing Stock		
Cut & Polished Diamonds	371,323,192	327,121,705
Precious & Semi Precious Stones	4,509,533	4,637,556
Gold Jewellery (Finished)	31,659,303	29,291,703
(INCREASE) / DECREASE IN STOCKS	(46,441,064)	(40,634,876)

NOTES NO.17	31-03-2016	31-03-2015
	RUPEES	RUPEES
Employees benefit expenses		
Salaries, Bonus & other employees' benefits :		
Salary, Wages and Bonus	1046,100	618,000
Contribution to Provident & other Funds	211,183	150,274
	1,257,283	768,274

NOTES NO.18	31-03-2016	31-03-2015
	RUPEES	RUPEES
Other expenses :-		
Labour Charges	21,850,994	23,120,721
Rent, Rates & Taxes	352,963	382,626
Repairing to other Assets	108,483	84,028
Managerial Remuneration	910,076	913,999
Director's Sitting Fees	32,500	27,000
Miscellaneous expenses	4,156,889	3,578,276
Insurance	210,264	152,183
Electricity	454,566	444,126
Brokerage/Commission	352,702	372,487
Donation	15,000	259,290
Auditors Remuneration	35,000	35,000
Director's travelling expenses (including foreign)	579,764	502,655
Bank Charges	13,338	96,873
Stock Exchange Listing Fees	378,170	256,208
Loss on Sale of Fixed Assets	0	15,199
	29,450,709	30,240,671



NOTES FORMING PART OF THE ACCOUNTS
FOR THE YEAR ENDED 31ST MARCH 2016

NOTES - 19**NOTES ON ACCOUNTS****1. ACCOUNTING POLICIES****A) Basic of accounting:**

- i) All income and expenditure items are accounted on accrual basis except insurance claims and gratuity are accounted on realisation/ payment.
- ii) All fixed assets are stated at cost less depreciation.
- iii) In view of compliance of AS 23 the Company has not incurred financing cost during the year which requires capitalisation.

B) Depreciation :

Depreciation on the assets has been provided for by the straight line method at the rates specified in Schedule II-Part "C" of the Companies Act, 2013, with the necessary adjustments made for the previous period through Depreciation amount in the Current Year.

C) Investment :

All the investments of the company have been considered by the management to be of long term nature and are **VALUED** at cost.

D) Inventories:

Inventories are valued as under

	<u>2015-16</u>	<u>2014-15</u>
i) Rough Diamonds	At Average Cost of Purchases	At Average Cost of Purchases
ii) Cut & Polished Diamonds	At Average Cost of Purchases	At Average Cost Of Purchases
iii) Raw Silver	At Average Cost of Purchases	At Average Cost Of Purchases
iv) Gold in Gold Jewellery	At Average Cost of Purchases	At Average Cost Of Purchases
v) Diamonds Studded in Gold Jewellery	At Average Cost of Purchases	At Average Cost Of Purchases
vi) Precious & Semi precious stones	At Average Cost of Purchases	At Average Cost Of Purchases
vii) Silver alloy	At Average Cost of Purchases	At Average Cost Of Purchases
viii) Pearl	At Average Cost of Purchases	At Average Cost Of Purchases

E) Foreign Exchange Transaction

- i) The transactions in foreign currency relating to imports & exports are recorded at the exchange rate prevailing at the time of the transaction.
- ii) Realised gains/losses on foreign exchange transactions are recognised in the Profit and Loss Account, at the time of actual realisation of gains/ losses
- iii) Unrealised exports are recorded at the exchange rate prevailing at the close of the year and unrealised exports for which Exchange sale forward contracts have been entered into with the banks are recorded at the exchange rate prevailing at the close of the year.

- 2 The company has a whole time company secretary and the accounts have been signed by Secretary, Chairman, Managing Director, & one Directors.
- 3 **Gratuity & Leave Encashment :** As informed by the directors the Company accounts liability towards leave encashment on Realisation / Payment basis. The company has made provision for Gratuity in compliance of AS -15
- 4 Contingent liability not provided in respect of A.Y.2007-08. The company has filed Appeal with the office of the Commissioner of Income Tax (Appeal-10) Mumbai for A.Y.2007-08 ON 16-04-2015 & A.Y.2009-10 ON 26-11-2015
5. a) **DETAILS OF LICENCED CAPACITY, INSTALLED CAPACITY AND ACTUAL PRODUCTION OF GOODS.**

MANUFACTURED (As certified by Managing Director.)

	<u>Units</u>	<u>LICENSED CAPACITY</u>	<u>INSTALLED CAPACITY</u>	<u>ACTUAL PRODUCTION</u>
Cut & Polished Diamonds	CARATS	N.A (N.A)	N.A (N.A)	3885.45 (4974.95)
Gold Jewellery	CARATS grams CARATS grams	N.A (N.A)	N.A (N.A)	475.301 1281.207 (0) (0)

Note : Actual production includes manufactured through outside jobwork.



b) DETAILS OF OPENING STOCK, CLOSING STOCK AND TURNOVER OF FINISHED GOODS (as valued and certified by Managing Director)

	UNITS	OPENING STOCK	RS.	CLOSING STOCK	RS.	TURNOVER	RS.
		QUANTITY		QUANTITY		QUANTITY	
Cut & Polished Diamonds	Carats	16594.640	327121705	18364.25	371323192	5932.51	(*) 145554382
		(13190.050)	(271323385)	(16594.640)	(327121705)	(6612.59)	(172986488)
Gold & Silver Jewellery	Cts	1000.603	29291703	1085.084	31659303	390.820	(**)15180170
(Finished)	Gmrs	3202.229	0	3360.802	0	1122.634	0
	Cts	(1576.253)	(44504980)	(1000.603)	(29291703)	(575.650)	(29342657)
	Gmrs	(5176.100)	(0)	(3202.229)	(0)	(1973.871)	(0)
Precious & Semi Precious	Carats	12396.610	4637556	12128.870	4509533	400.810	164332
Stones		(11934.68)	(4587723)	(12396.610)	(4637556)	(0.000)	(0)

(*) Export of Polished Diamonds includes Export Exchange Difference of Rs. 251978 + LOCAL SALE RS. 145302404 (Rs. 296731 + local sale Rs. 165607788)

(**) Export of Jewellery includes Export Exchange Difference of Rs. 437174.00+LOCAL SALE 14907328 (Rs.526488.00+local sale Rs. 24425709)

(***) Export of Precious & Semi-Precious includes Export Exchange Difference of Rs.0 (0)

c) DETAILS OF FINISHED GOODS PURCHASED

	UNITS	2015-16		2014-15	
		QUANTITY	RS.	QUANTITY	RS.
Cut & Polished Diamonds	Carats	3816.67	110,518,352	5042.23	130,179,351
Semi Precious	Carats	133.07	20,999	461.93	49,833
Gold Jewellery	Carats	0.00	0	0.00	0

Import of Polished Diamonds includes Import Exchange Difference +Import expenses Rs. 0 (Rs.0)

Import of Semi-Precious includes Import Exchange Difference +Import expenses Rs. 0 (Rs.0)

d) DETAILS OF OPENING STOCK, PURCHASE AND CLOSING STOCK OF RAW MATERIALS (As valued and certified by Managing Director)

	UNITS	OPENING STOCK		PURCHASES		TURN OVER		CLOSING STOCK	
		QUANTITY	RS.	QUANTITY	RS.	QUANTITY	RS.	QUANTITY	RS.
Rough Diamonds	Carats	5323.90	27561454	14228.63	55381091	0.00	0	7189.50	27480506
		(13501.15)	(62867408)	(6725.67)	(34973293)	0.00	0	(5323.90)	(27561454)
Raw Gold	Gms	306.700	9062004	1539.080	4082959	0	0	3321.269	9444892
		(1949.490)	(5783169)	(1111.210)	(3278835)	(0)	(0)	(306.700)	(9062004)
Pearl	Carats	5148.980	525332	0.000	0	0	0	5148.980	496936
		(5148.980)	(525332)	0.000	0.00	(0)	(0)	(5148.980)	(525332)
Raw Silver Alloy	Gms	5325.125	715809	0.000	0	0	0	5325.125	715809
		(5125.125)	(553267)	(200.000)	(162542)	(0)	(0)	(5325.125)	(715809)
Raw Silver	Carats	18984.993	501785	0.000	0	0	0	18984.993	501785
		(18984.993)	(501785)	0.00	0.00	(0)	(0)	(18984.993)	(501785)

(*) PURCHASES GOLD INCLUDES IMPORT EXCHANGE DIFFERENCE +IMPORT EXPENSES OF RS.0 (64293)

(**) PURCHASES SILVER INCLUDES IMPORT EXCHANGE DIFFERENCE +IMPORT EXPENSES OF RS. 0 (0)

e) **DETAILS OF RAW MATERIAL CONSUMED**

	UNITS	QUANTITY	RS.
Rough Diamonds	Carats	12363.03	55462039
		(14902.92)	(70279247)
Raw Gold	Gms	1278.512	3700071
		(0)	(0)
Raw Silver alloy	Gms	0.000	0
		(0)	(0)
Raw Pearl	Carats	0.000	0
		(0)	(0)
Raw Silver		0.000	0
		(0)	(0)

f) **Imported & Indigenous Consumption**

Raw Materials	RUPEES		% OF TOTAL CONSUMPTION	
	31-03-2016	31-03-2015	31-03-2016	31-03-2015
Imported				
Rough Diamonds	0	0	0.00	0.00
Raw Gold	0	0	0.00	0.00
Raw Silver alloy	0	0	0.00	0.00
Raw Pearl	0	0	0.00	0.00
Raw Silver	0	0	0.00	0.00
Indigenous				
Rough Diamonds	55,462,039	70,279,247	100.00	100.00
Raw Gold	3,700,071	0	100.00	100.00
Raw Silver alloy	0	0	100.00	100.00
Raw Pearl	28,396	0	100.00	100.00
Raw Silver	0	0	100.00	100.00
Total				
Rough Diamonds	55,462,039	70,279,247	100.00	100.00
Raw Gold	3,700,071	0	100.00	100.00
Raw Silver alloy	0	0	100.00	100.00
Raw Pearl	28,396	0	100.00	100.00
Raw Silver	0	0	100.00	100.00

6. **MANAGERIAL REMUNERATION**

Detail of remuneration paid/allowed by way of remuneration to the managing director & Executive director are as Follows.

	2015-16	2014-15
	Rs.	Rs.
1) To the Managing Director		
Salary & Allowances	480000	480000
Reimbursement of Medclaim Premium	32106	42799
Total	512106	522799
2) To the Whole time Director		
Salary & Allowances	360000	360000
Reimbursement of Medclaim Premium	37970	31200
Total	397970	391200

Managerial Remuneration of **Rs. 910076** (Previous year Rs. 913999)

The company has been advised that computation of Net Remuneration u/s 349 of the Companies Act, 1956 need not be enumerated, since no commission is paid to Directors. Fixed monthly Remuneration is paid to Directors as per schedule XII of the Companies Act, 1956.



7. PAYMENTS TO AUDITORS

	(Rs.) 2015-16	(Rs.) 2014-15
Audit fees	25000	25000
Tax audit fee	7000	7000
Certification fee	3000	3000
Total (Rs.)	35000	35000

8. DETAILS OF INTEREST

	(Rs.) 2015-16	(Rs.) 2014-15
Paid to Bank	0	0
Paid to others	220	550

9. CIF Value of imports :

		(Rs.) 2015-16	(Rs.) 2014-15
RAW GOLD			
Raw material (Rs.)	(*)	0	0
		(0)	(0)
RAW PEARL			
Raw Pearl	(**)	0	0
		(0)	(0)
Precious & Semi precious			
	(***)	0	0
		(0)	(0)
Cut & Polished diamonds			
	(****)	0	0
		(0)	(0)
Silver			
	(*****)	0	0
		(0)	(0)

- (*) PURCHASES GOLD INCLUDES IMPORT EXCHANGE DIFFERENCE +IMPORT EXPENSES OF RS.0 (64293)
- (**) PURCHASES RAW PEARL INCLUDES IMPORT EXCHANGE DIFFERENCE +IMPORT EXPENSES OF RS.0 (0)
- (***) PURCHASES SEMI PRECIOUS INCLUDES IMPORT EXCHANGE DIFFERENCE +IMPORT EXPENSES OF RS.0 (0)
- (****) PURCHASE OF POLISHED DIAMOND INCLUDES IMPORT EXCHANGE DIFFERENCE OF RS. 0 (0)
- (*****) PURCHASES SILVER INCLUDES IMPORT EXCHANGE DIFFERENCE +IMPORT EXPENSES OF RS. 0 (0)

10. Expenditure in Foreign currency (Including purchase of foreign exchange converted at Rupee value)

		(Rs.) 2015-16	(Rs.) 2014-15
(A)	Foreign Travelling	467,391	0.00
(B)	Foreign Membership & other Fees	0.00	0.00
(C)	Foreign Advertisement Expenses	0.00	0.00

11. Earnings in Foreign Currency as per Bank Certificate of Export & Realisation :

	(Rs.) 2015-16	(Rs.) 2014-15
FOB value of Exports	0	11784064

**12. Amount remitted during the period in foreign currency on account of Dividends.**

Number of Non-Resident Shareholders.	2
	(2)
Number of Shares held	1496215
	(1496215)
Year to which dividend related	2014-15
	(2013-14)

13. Earning Per Share is computed with reference to the following

		2015-16	2014-15
i)	Profit after tax (Rs.)	6,255,328	7,708,394
ii)	Basic & Weighted average number of equity shares	5177182	5177182
iii)	Nominal value of equity Shares	10	10
iv)	Basic & Diluted EPS	1.21	1.49

14 Segment Accounting :

The company's operation predominantly relate to single segment namely Diamonds and is primary basis for segmental informations. Since the Company operates in a single business, Segmentwise Reporting as defined in AS-17 of ICAI is not applicable.

15 Related Party Disclosures in accordance with AS-18 issued by ICAI :**a) Related Parties & nature of relationship with Associate Companies, Firms, Relatives of Directors**

- 1) JRD Gems Pvt. Ltd.
- 2) JRD-MKJ Diamonds Pvt. Ltd.
- 3) International Gems Export (I) Corporation (FIRM)

b) Transaction with related Parties :

		2015-16	2014-15
1)	Managing Director Remuneration	512106	522799
2)	Whole-Time Director's Remuneration {Refer Note No. 6 above for (1) (2)}	397970	391200
		910076	913999

16 There are no subsidiary companies to Company. The company has not obtained any economic benefits from its activities with the associate Companies/firms hence provisions of AS-21 issued by I.C.A.I. are not applicable in current year.

17 Deferred Tax :

- A The Company has adopted As-22 "Accounting for taxes on income" issued by the Institute of Chartered Accountants of India.
- B The effect of timing difference on account of : Difference between Book Depreciation & Depreciation under Income Tax Act, 1961.

	2015-16 (Rs.)	2014-15 (Rs.)
Deferred Tax	1592	524886

18 Figures for previous year have been regrouped to confirm to the current year's classifications and are shown in the brackets.

For ARUN GANATRA & CO.

Chartered Accountants
FRN No. 100558W

(A. L. GANATRA)
Proprietor
MEMBERSHIP NO.: 31720
Place : Mumbai,
Dated : 25th May, 2016

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Chairman Secretary Managing Director Director
Place : Mumbai,
Dated : 25th May, 2016



Cash Flow Statement

	As at 31st March, 2016	As at 31st March, 2015
[A] CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and Extraordinary items	9318474	12788170
Adjustments for Non Cash & Non Operating Items:		
Export Exchange Difference	(689152)	(823219)
Import Exchange Difference	0	(1882)
Discount	(5201)	(180576)
Donation	15000	259290
Depreciation	615690	2358671
Loss/(Profit) on sale of Fixed assets	0	15199
Interest paid	220	550
Interest received	(3397)	(77500)
Share Issue Expenses	0	0
Investment Incomes	(3007616)	(3441869)
Investment Expenses	3535	703
Income Tax Refund Interest	(16071)	0
Operating Profit before Working Capital Changes	6231482	10897537
Adjustments for Changes in Working Capital:		
Trade Receivables	4152268	30557498
Other Receivables	(369565)	(233898)
Inventories	(46714608)	(8770299)
Deposits with others	0	0
Trade Payables	18878496	(51300148)
Other Current Liabilities	(235241)	(567720)
Long Term Provisions (Gratuity)	36450	28250
Cash generated from Operations	(18020718)	(19388780)
Adjustments for Interest paid/ Taxes paid/ Extraordinary items		
Interest Paid	(220)	(550)
Donations	(15000)	(259290)
Direct Taxes Paid	(3887828)	(3909123)
Income Tax Refund	0	0
Income Tax Refund Interest	16071	0
Cash Flow from Extraordinary items	0	0
Net Cash Flow from Operating Activities	(21907695)	(23557743)
[B] CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(67200)	(223459)
Sale of Fixed Assets	0	18000
TDS on sale of Property	0	0
Creditors for Fixed Assets	0	(31000)
Purchase/Sale of Investments	17942703	25737318
Debtors for Investments	0	(748)
Fixed Deposits with Banks	1000000	0
Capital Gains	999139	1738190
Interest Received	3397	77500
TDS on Interest	0	(7750)
Dividend Received	1408475	1321487
Interest on Bonds	600000	382192
Investment Expenses	(3535)	(703)
Net Cash Flow from Investing Activities	21882979	29011027
[C] CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of Share Capital	0	0
Proceeds from Long Term Borrowings	0	0
Dividend Paid	(2588591)	(2588591)
Tax on Distributed Profits	(530005)	(439931)
Net Cash Flow from Financing Activities	(3118596)	(3028522)
Net Increase in Cash & Cash Equivalents (A+B+C)	(3143312)	2424762
Net Increase in Cash & Cash Equivalents	(3143312)	2424762
Cash and Cash equivalents as at 1st April, 2015/2014	7219276	4794514
Cash and Cash equivalents as at 1st April, 2016/2015	4075964	7219276

AUDITORS' REPORT

To,
The Board of Directors
ZODIAC-JRD-MKJ LIMITED,
910, Parekh Market, 39, J. S. S. Road, Opera House, Mumbai - 400 004

We have examined the attached Cash Flow Statement of The ZODIAC-JRD-MKJ LIMITED for the year ended **31st March, 2016**. The Statement has been prepared by the Company in accordance with the requirements of the listing agreement Clause 32 with the Stock Exchanges and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the company covered by our report of 25th May, 2016, to the members of the company.

Place : Mumbai
Dated : 25th May, 2016

For ARUN GANATRA & CO.
Chartered Accountants **FRN No. 100558W**
(Prop. A. L. GANATRA)
MEMBERSHIP NO.: 31720



SCHEDULE

Information pursuant to Part IV of Schedule VI of the Companies Act, 1956

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE FOR THE YEAR ENDED 31ST MARCH, 2016

I. REGISTRATION DETAILS

Registration No :

State Code :

Balance Sheet Date
Date Month Year

II. CAPITAL RAISED DURING THE YEAR (AMOUNT IN RS. THOUSANDS)

Public Issue

Right Issue

Bonus Issue

Private Placement

III. POSITION OF MOBILIZATION AND DEPLOYMENT OF FUNDS (AMOUNT IN RS. THOUSANDS)

Total Liabilities

Total Assets

SOURCES OF FUNDS

Paid up Capital

Reserve & Surplus

Non Current Liabilities

Current Liabilities

APPLICATION OF FUNDS

Net Fixed Assets

Investments

Net Current Assets

Misc. Expenditure

IV. PERFORMANCE OF COMPANY (AMOUNT IN RS. THOUSANDS)

Accumulated Losses

Turnover (Gross Income)

Total Expenditure

Profit before tax

Profit after tax

Earning per Share After Tax in Rs.
(Weighted Average)

Dividend rate %

V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF COMPANY (AS PER MONETARY TERMS)

Product Description :

i) Diamonds

Item Code No.

ii) Gold Jewellery

As per our report attached
For ARUN GANATRA & CO.
Chartered Accountants
FRN No. 100558W

A. L. GANATRA
(Proprietor)
MEMBERSHIP NO.: 31720
Place : Mumbai
Date : 25th May, 2016

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Chairman Secretary Managing Director Director

Place : Mumbai
Date : 25th May, 2016

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ZODIAC - JRD - MKJ LTD.

ZODIAC – JRD – MKJ - LIMITED

CIN : L65910MH1987PLC042107

Registered Office : 910 Parekh Market, 39, J. S. S. Road, Opera House, Mumbai – 400 004.

Registrars : LINK INTIME INDIA PRIVATE LTD., C-13, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup (West), Mumbai – 400 078.

PROXY FORM

FOLIO NO. _____

I/We _____

of _____ being member(s) of Zodiac – JRD – MKJ - Limited
hereby appoint (1) _____ of _____

or failing (2) _____ of _____

or failing (3) _____ of _____

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the company to be held on 24th September, 2016 at 10.15 a.m. at Garware Club House, Banquet Hall No.4, 2nd Floor, "D" Road, Churchgate Mumbai 400 020.

Item No.	Resolution	For	Against
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended 31st March 2016.		
2.	Declare dividend on the equity.		
3.	Appoint a director in place of Mrs. Neeta J. Jhaveri (Din: 01131017), who retires by rotation and, being eligible, does not offers himself for re-appointment.		
4.	Appointment of Messrs Arun Ganatra & Co., as Statutory Auditors and fixing their remuneration.		
5.	Continuing appointment of Mr. Jayantilal A. Jhaveri (Din:00020250) as a Chairman of the company after attaining age of 70 years.		
6.	Continuing appointment of Mr. Rajnikant A. Jhaveri (Din: 00020351) as a Director of the company after attaining age of 70 years.		
7.	Re appointment of Mr. Jayesh Jayantilal Jhaveri (Din: 00020277) as a Managing Director of the company.		
8.	Re appointment of Mr. Devang Rajnikant Jhaveri (Din:00020235) as a Whole Time Director of the Company.		
9.	Approval to deliver document through a particular mode as may be sought by the member.		

Their respective signatures are as under:

As. witness my/our hand(s) this

day of

2016

(1) _____

(2) _____

(3) _____

Affix of
Rs. 1/-
Reveue
Stamp

NOTE:

Signature by the said Member(s)

The proxy must be returned so as to each the Registered Office of the Company or the office of the Company's Registrars not less than 48 hours before the commencement of the meeting.



ZODIAC - JRD - MKJ LTD.

ZODIAC – JRD – MKJ - LIMITED

CIN : L65910MH1987PLC042107

Registered Office : 910 Parekh Market, 39, J. S. S. Road, Opera House, Mumbai – 400 004.

Registrars : LINK INTIME INDIA PRIVATE LTD., C-13, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup (West), Mumbai – 400 078.

ATTENDANCE SLIP

I / We hereby record my/our attendance at the Annual General Meeting of the Company being held on 24th September, 2016 at 10.15 a.m. at Garware Club House, Banquet Hall No.4, 2nd Floor, "D" Road, Churchgate, Mumbai 400 020 and/or at any Adjournment there of

NAME OF THE MEMBER/PROXY (IN BLOCK CAPITALS)

SIGNATURE OF THE MEMBER/PROXY



ROUTE MAP



Book Post / By Courier

If undelivered, please return to :

LINK INTIME INDIA PRIVATE LIMITED

UNIT: Zodiac - JRD - MKJ - Limited

C-13, Pannalal Silk Mills Compound, L.B.S. Marg,
Bhandup (West), Mumbai - 400 078.

Phone : 2596 3838