



ZODIAC JRD-MKJ LIMITED

DIAMONDS • JEWELLERY • PRECIOUS & SEMI PRECIOUS STONES

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CIN: L65910MH1987PLC042107 • Website: www.zodiacjrdmkjtd.co.in • GSTIN: 27AACZ0459K1Z1

Date: July 29, 2024

To,
The Listing Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001

Ref: BSE Scrip Code No. 512587

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that Company has signed a non-binding Term Sheet with VEM Tooling India Private Limited and Marc Wienmann to acquire a 90% stake in VEM Tooling India Private Limited for a consideration of Rs. 28 crores to be paid in four payments over next two years.

Please find herewith details with respect to the proposed Acquisition of the Company as required under Regulation 30(6) read with Schedule III Part A Para A (1) of SEBI Listing Regulations and SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 as follows:

Sr. No	Particulars in respect of the Event	Details/Information of the Event
1	Name of the target entity, details in brief such as size, turnover etc.	Name: VEM Tooling India Private Limited Turnover: Rs. 30 crores (approx..) Manpower: 120 staff strength (approx.) Net Profit: Rs. 1.0 crore (approx.) Industry: Tooling, Moulds & Injection moulded parts & Automotive components
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length	No, this transaction does not fall into related party transaction. The Promoter Group or any of Directors do not have any relation or interest in the Target Company.
3	Industry to which the entity being acquired belongs	Tooling and Automotive Components
4	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The Company wishes to set up a new vertical in the Automotive Components segment which has a brighter future than Diamonds and has identified this acquisition which is a running profit making company. Reason for Diversification into a new Vertical: As Diamond Industry does not have a bright future and the Diamond market is a bit turbulent currently because of the competition from cheaper Lab Grown Diamonds, the Company has decided to

		set up a new vertical in Automotive Components Industry which has a strong future for the next decade. The Company envisions a turnover of approximately Rs. 100 crores over the next 3 years in this segment and a net profit of about Rs. 10 to 12 crores (approx.) from the Automotive Components segment.
5	Brief details of any governmental or regulatory approvals required for the acquisition	No Governmental permissions or approvals are required for this Acquisition.
6	Indicative time period for completion of the acquisition;	The Company shall close this Acquisition in about 60 days from the date of signing the Term Sheet.
7	Consideration - whether cash consideration or share swap or any other form and details of the same	The Company is paying part in cash and for the balance amount plans to issue CCPs which will be converted between 12 to 24 months.
8	Cost of acquisition and/or the price at which the shares are acquired	The total Acquisition is at a value of Rs. 28 crores. Part will be paid in cash and balance in CCPs of the Company.
9	Percentage of shareholding / control acquired and / or number of shares acquired	A 90% holding is being acquired through a Business Transfer Agreement or Slump Sale methodology as per Income Tax guidelines.
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>Product Line: VEM Tooling India Private Limited manufactures and sells moulds, tooling, plastic injection parts, automotive components, medical equipment components among other products. VEM has a reputed customer base.</p> <p>The Last three years Turnover of VEM Tooling India Private Limited is: FY 2021-22 Rs. 21 crores (approx.) FY 2022-23 Rs. 23 crores (approx.) FY 2023-24 Rs. 25 crores (approx.)</p> <p>Foreign Presence: VEM Tooling India Private Limited is a part of the VEM Group which has operations in Mexico, Bulgaria, China, Thailand and India.</p>

This is for your information and for the information of members of your exchange.

Kindly take the same on record and acknowledge the receipt.

For **Zodiac-JRD-MKJ Limited,**

Mahesh Ratilal Shah
Managing Director
DIN: 00217516