

ZODIAC-JRD-MKJ LIMITED

CIN: L65910MH1987PLC042107

Regd Off: 910, Parekh Market, 39-J.S.S.Road, Opp. Kennedy Bridge, Opera House, Mumbai 400004

Tel: 022-23866471 info@zodiacjrdmkjtd.com web: www.zodiacjrdmkjtd.com

30.09.2022

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

Scrip Code No. 512587

Sub: Disclosure of voting Results of the 35th Annual General Meeting of the Company held on 29th September, 2022 Under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir

Following are the details Pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Date of the AGM	29 th September, 2022
Total number of shareholders on record date	3520
No. of Shareholders present in the meeting through Video conferencing:	
Promoters and Promoter Group:	07
Public:	21

We enclose herewith the resolution wise details of voting through remote e-voting held on 29th September, 2022.

Kindly take the above on your record.

Thanking you
For **ZODIAC-JRD-MKJ LTD**

Jayesh Jayantilal Jhaveri
Managing Director
DIN: 00020277

Encl: As above

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Resolution No.: 1 - Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Report of the Directors' and Auditors thereon.

Manner of Voting	Total Votes	Abstain from Voting	Invalid Votes and not voted	Valid Votes
	Nos.	Nos.	Nos.	Nos.
Remote E-Voting	3501514	0	0	3501514
E-Voting at AGM	25	0	0	25
Total	3501539	0	0	3501539

The Result of the Remote E - Voting and E- Voting during the AGM is as under:

Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter & Promoter Group	Remote E-Voting	2371448	1905065	80.3334	1905065	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		1905065	80.3334	1905065	0	100.0000	0.0000
Public Institutions	Remote E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	Remote E-Voting	2805734	1596449	56.8995	1526445	70004	95.6150	4.3850
	E-Voting at AGM		25	0.0009	25	0	100.0000	0.0000
	Total		1596474	56.9004	1526470	70004	95.6151	4.3849
Total		5177182	3501539	67.6341	3431535	70004	98.0008	1.9992

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Resolution No.: 2 - Ordinary Resolution

To appoint Director in place of Mrs. Neeta J. Jhaveri (DIN: 01131017) who retires by rotation and being eligible, offers herself for re-appointment.

Manner of Voting	Total Votes	Abstain from Voting	Invalid Votes and not voted	Valid Votes
	Nos.	Nos.	Nos.	Nos.
Remote E-Voting	3501514	0	0	3501514
E-Voting at AGM	25	0	0	25
Total	3501539	0	0	3501539

The Result of the Remote E - Voting and E- Voting during the AGM is as under:

Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter & Promoter Group	Remote E-Voting	237144	1905065	80.3334	1905065	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		1905065	80.3334	1905065	0	100.0000	0.0000
Public Institutions	Remote E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	Remote E-Voting	280573	1596449	56.8995	1526445	70004	95.6150	4.3850
	E-Voting at AGM		25	0.0009	25	0	100.0000	0.0000
	Total		1596474	56.9004	1526470	70004	95.6151	4.3849
Total		51771	3501539	67.6341	3431535	70004	98.0008	1.9992

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Resolution No.: 3 - Ordinary Resolution

To appoint Statutory Auditors and fix their remuneration.

Manner of Voting	Total Votes	Abstain from Voting	Invalid Votes and not voted	Valid Votes
	Nos.	Nos.	Nos.	Nos.
Remote E-Voting	3501514	0	0	3501514
E-Voting at AGM	25	0	0	25
Total	3501539	0	0	3501539

The Result of the Remote E - Voting and E- Voting during the AGM is as under:

Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter & Promoter Group	Remote E-Voting	2371448	1905065	80.3334	1905065	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		1905065	80.3334	5	0	100.0000	0.0000
Public Institutions	Remote E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	Remote E-Voting	2805734	1596449	56.8995	1498342	98107	93.8547	6.1453
	E-Voting at AGM		25	0.0009	25	0	100.0000	0.0000
	Total		1596474	56.9004	1498367	98107	93.8548	6.1452
Total		5177182	3501539	67.6341	3403432	98107	97.1982	2.8018

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Special Business:

Resolution No.: 4 - Special Resolution

Re-appointment of Mr. Jayesh Jayantilal Jhaveri (DIN: 00020277) as a Managing Director of the Company and payment of remuneration.

Manner of Voting	Total Votes	Abstain from Voting	Invalid Votes and not voted	Valid Votes
	Nos.	Nos.	Nos.	Nos.
Remote E-Voting	3501514	0	0	3501514
E-Voting at AGM	25	0	0	25
Total	3501539	0	0	3501539

The Result of the Remote E - Voting and E- Voting during the AGM is as under:

Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={([2]/[1])*100}	[4]	[5]	[6]={([4]/[2])*100}	[7]={([5]/[2])*100}
Promoter & Promoter Group	Remote E-Voting	2371448	1905065	80.3334	1905065	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		1905065	80.3334	1905065	0	100.0000	0.0000
Public Institutions	Remote E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	Remote E-Voting	2805734	1596449	56.8995	1498342	98107	93.8547	6.1453
	E-Voting at AGM		25	0.0009	25	0	100.0000	0.0000
	Total		1596474	56.9004	1498367	98107	93.8548	6.1452
Total		5177182	3501539	67.6341	3403432	98107	97.1982	2.8018

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Resolution No.: 5 -Special Resolution

Re-appointment of Mr. Devang Rajnikant Jhaveri (DIN: 00020235) as a Whole Time Director of the Company and payment of remuneration.

Manner of Voting	Total Votes	Abstain from Voting	Invalid Votes and not voted	Valid Votes
	Nos.	Nos.	Nos.	Nos.
Remote E-Voting	3501514	0	0	3501514
E-Voting at AGM	25	0	0	25
Total	3501539	0	0	3501539

The Result of the Remote E - Voting and E - Voting during the AGM is as under:

Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter & Promoter Group	Remote E-Voting	2371448	1905065	80.3334	1905065	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		1905065	80.3334	1905065	0	100.0000	0.0000
Public Institutions	Remote E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	Remote E-Voting	2805734	1596449	56.8995	1498342	98107	93.8547	6.1453
	E-Voting at AGM		25	0.0009	25	0	100.0000	0.0000
	Total		1596474	56.9004	1498367	98107	93.8548	6.1452
Total		5177182	3501539	67.6341	3403432	98107	97.1982	2.8018

Virendra Bhatt

Company Secretary

Office :

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Pinnacle Corporate Park,
BKC CST Link Rd., MMRDA Area,
Bandra Kurla Complex,
Bandra East, Mumbai - 400 051.

Tel. : 022 - 2652 9367 / 68

Mobile : +91 - 98200 48670

E-mail : bhattvirendra1945@yahoo.co.in

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman of **Thirty-Fifth (35th) Annual General Meeting** of the Equity Shareholders of Zodiac-Jrd-Mkj Limited held on Thursday, 29th September, 2022 at 3:00 p.m. IST through Video Conferencing ("**VC**") /Other Audio Visual Means ("**OAVM**")

Dear Sir/Madam,

1. I, Virendra G. Bhatt, Practicing Company Secretary, have been appointed as Scrutinizer by the Board of Directors of Zodiac-Jrd-Mkj Limited ("**the Company**") for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") on the resolutions contained in the Notice dated 30th August, 2022 ("**Notice**") issued in accordance with General Circular No.: 14/2020 dated 08th April, 2020, Circular No.: 17/2020 dated 13th April, 2020, Circular No.: 20/2020 dated 05th May, 2020, Circular No.: 02/2021 dated 13th January, 2021, Circular No.: 21/2021 dated 14th December, 2021 and Circular No.: 2/2022 dated 05th May, 2022 issued by the Ministry of Corporate Affairs ("**MCA**"), Government of India (hereinafter referred to as "**MCA Circulars**") and Circulars dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 issued by the Securities and Exchange Board of India (hereinafter referred to as "**SEBI Circulars**"), calling the Thirty-Fifth (35th) Annual General Meeting of the Equity Shareholders ("**the Meeting**" / "**AGM**") through VC / OAVM. The AGM was convened on Thursday, 29th September, 2022 at 3:00 p.m. IST through VC / OAVM.
2. The said appointment as Scrutinizer has been in accordance with the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**") and Regulation 44 of the Securities and Exchange Board of India (Listing



Obligations and Disclosure Requirement) Regulations, 2015 ("**LODR**"). As the Scrutinizer, I had to scrutinize:

- (i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("**remote e-voting**"); and
- (ii) process of e-voting at the AGM through electronic voting system.

Management's Responsibility

3. The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; (iii) the SEBI Circulars; and (iv) LODR relating to e-voting on the resolutions contained in the Notice calling the AGM. The Management of the Company is also responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

4. My responsibility as a scrutinizer was restricted to scrutinize the e-voting process (i.e. Remote e-voting and e-voting at the AGM) in a fair and transparent manner and to prepare Consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("**CDSL**"), the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendance papers / documents furnished to me electronically by the Company and / or Registrar and Share Transfer Agent ("**RTA**") for my verification.

Cut-off date

5. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Friday, 23rd September, 2022 were entitled to vote on the resolutions {Item nos. 1 to 5 as set out in the Notice calling the AGM} and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.

6. E-voting at the AGM

- i. After the time fixed for closure of the e-voting by the Chairman, the electronic system recording the e-voting ("**e-votes**") was locked by CDSL under my instructions.



- ii. The e-votes cast at the meeting were unblocked on Thursday, 29th September, 2022 after the conclusion of the AGM.
- iii. The e-votes were reconciled with the records maintained by the Company / RTA and the authorizations lodged with the Company / CDSL.

7. Remote e-voting process

- i. The remote e-voting period remained open from Monday, 26th September, 2022 (9:00 a.m. IST) to Wednesday, 28th September, 2022 (5:00 p.m. IST).
- ii. The votes cast during the remote e-voting were unblocked, on Thursday, 29th September, 2022 after the conclusion of AGM and were witnessed by two witnesses, Mr. Parbat Chaudhari and Ms. Ruchita Panchal, who are not in the employment of the Company and / or CDSL. They have signed below in confirmation of the same.



Mr. Parbat Chaudhari



Ms. Ruchita Panchal

- iii. Thereafter, the details containing, *inter alia*, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of CDSL i.e., <https://www.evotingindia.com/>. Based on the report generated from CDSL and relied upon by me, data regarding the remote e-voting was scrutinized.
8. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting at the AGM, based on the report generated from CDSL and relied upon by me as under:

Ordinary Business:

Item No.: 1 - Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Report of the Directors' and Auditors thereon.



i. Voting **“in favour”** of resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
52	3431535	98.0008%

ii. Voting **“against”** the resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
3	70004	1.9992%

iii. Invalid Votes / Abstain from Voting

Total number of members whose votes were declared invalid / who abstain from voting	Total number of votes cast by them
0	0

Item No.: 2 - Ordinary Resolution

To appoint Director in place of Mrs. Neeta J. Jhaveri (DIN: 01131017) who retires by rotation and being eligible, offers herself for re-appointment.

i. Voting **“in favour”** of resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
52	3431535	98.0008%

ii. Voting **“against”** the resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
3	70004	1.9992%

iii. Invalid Votes / Abstain from Voting

Total number of members whose votes were declared invalid / who abstain from voting	Total number of votes cast by them
0	0



Item No.: 3 – Ordinary Resolution

To appoint Statutory Auditors and fix their remuneration.

i. Voting “**in favour**” of resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
50	3403432	97.1982%

ii. Voting “**against**” the resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
5	98107	2.8018%

iii. Invalid Votes / Abstain from Voting

Total number of members whose votes were declared invalid / who abstain from voting	Total number of votes cast by them
0	0

Special Business:

Item No.: 4 – Special Resolution

Re-appointment of Mr. Jayesh Jayantilal Jhaveri (DIN: 00020277) as a Managing Director of the Company and payment of remuneration.

i. Voting “**in favour**” of resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
50	3403432	97.1982%

ii. Voting “**against**” the resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
5	98107	2.8018%



iii. Invalid Votes / Abstain from Voting

Total number of members whose votes were declared invalid / who abstain from voting	Total number of votes cast by them
0	0

Item No.: 5 - Special Resolution

Re-appointment of Mr. Devang Rajnikant Jhaveri (DIN: 00020235) as a Whole Time Director of the Company and payment of remuneration.

i. Voting "**in favour**" of resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
50	3403432	97.1982%

ii. Voting "**against**" the resolution

Number of Members	Number of valid votes cast by them	% of total number of valid votes cast
5	98107	2.8018%

iii. Invalid Votes / Abstain from Voting

Total number of members whose votes were declared invalid / who abstain from voting	Total number of votes cast by them
0	0

9. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Chairman of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the 35th AGM.

Restriction on Use

10. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) placing on website of Depositories. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept



or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You,

Yours faithfully,



Virendra G. Bhatt
Practicing Company Secretary
ACS No.: 1157 / COP No.: 124
Peer Review Cert. No.: 1439/2021

Date: 29th September, 2022

Place: Mumbai

UDIN: A001157D001082435