



ZODIAC-JRD-MKJ LTD

DIAMOND . JEWELLERY . PRECIOUS & SEMI PRECIOUS STONES

506-513, Vardhaman Chambers
17/G, Cawasji Patel Street, Fort,
Mumbai 400001 - INDIA

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CIN : L65910MH1987PLC042107
E-mail : info@zodiacjrdmkjlttd.com
Website : www.zodiacjrdmkjlttd.com

Date: 01.03.2024
Scrip Code: 512587

**The Listing Department
Bombay Stock Exchange Limited**

Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai - 400 001

Sub: Submission of Extra-Ordinary General Meeting Notice to the Members

Dear Sir/Madam,

This is to inform you that the Extra Ordinary General Meeting is scheduled to be held on Tuesday, March 26, 2024, at 11.00 a.m. (IST) through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM").

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Extra-Ordinary General Meeting (EOGM) Notice dated 20th February, 2024 along with the Explanatory Statement ("Notice") for seeking approval of Members of the Company

Notice is being sent through electronic form to Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, 23rd February, 2024 (cut-off date) and who have registered their e-mail addresses with the Company/Depositories.

E-voting at the web-site of NSDL: www.evoting.nsd.com
Cut-off Date for remote e-voting: Tuesday, March 19, 2024

The Remote E-voting period shall commence on Saturday, 23rd March, 2024 at 9.00 am and end on Monday, 25th March, 2024 at 5.00 p.m. The results of the e-voting will be announced on or before Thursday, 28th March, 2024.

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

For **Zodiac-JRD-MKJ Limited**

Pooja Shah
Company Secretary & Compliance Officer

Encl:- as above



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Website : www.zodiacjrdmkjtd.com

NOTICE

NOTICE is hereby given to the Shareholders (the "Shareholders" or the "Members") of ZODIAC-JRD-MKJ LIMITED ("the Company") that an Extra-Ordinary General Meeting of the Company will be held on Tuesday, 26th March, 2024 at 11.00 a.m. through Video Conferencing / Other Audio Visual Means to transact the following special businesses:

1. Appointment of Mrs. Rupal Patel (DIN: 08611604) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT Mrs. Rupal Patel (DIN: 08611604), who was appointed as an Additional Director of the Company with effect from December 29, 2023 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and the Articles of Association of the Company, being eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the appointment of Mrs. Rupal Patel, meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of Five (5) consecutive years up to December 28, 2028 and who would not be liable to retire by rotation, be and is hereby approved.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby authorised to do all acts, deeds and things including filings with the appropriate authorities and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

2. Appointment of Mr. Dharmesh Pravin Kharwar (DIN: 08412150) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT Mr. Dharmesh Pravin Kharwar (DIN: 08412150), who was appointed as an Additional Director of the Company with effect from December 29, 2023 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and the Articles of Association of the Company, being eligible for appointment and in respect

of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the appointment of Mr. Dharmesh Pravin Kharwar, meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of Five (5) consecutive years up to December 28, 2028 and who would not be liable to retire by rotation, be and is hereby approved.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby authorised to do all acts, deeds and things including filings with the appropriate authorities and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

3. Appointment of Mr. Jamsheed Minoo Panday (DIN: 00232768) as Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Jamsheed Minoo Panday (DIN: 00232768) who was appointed by the Board of Directors as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from December 29, 2023 in terms of Section 161(1) of the Act, and the Articles of Association of the Company and who holds office up to the date of this General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director be and is hereby appointed as a Director (Non-Executive and Non-Independent) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby authorised to do all acts, deeds and things including filings with the appropriate authorities and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

4. Appointment of Mr. Mudit Sharadkumar Jain (DIN: 00647298) as Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Mudit Sharadkumar Jain

(DIN: 00647298) who was appointed by the Board of Directors as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from December 29, 2023 in terms of Section 161(1) of the Act, and the Articles of Association of the Company and who holds office up to the date of this General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director be and is hereby appointed as a Director (Non-Executive and Non-Independent) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby authorised to do all acts, deeds and things including filings with the appropriate authorities and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto.”

5. Appointment of Ms. Sunaina Primlani Gera (DIN: 07763740) as Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Sunaina Primlani Gera (DIN: 07763740) who was appointed by the Board of Directors as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from December 29, 2023 in terms of Section 161(1) of the Act, and the Articles of Association of the Company and who holds office up to the date of this General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director be and is hereby appointed as a Director (Non-Executive and Non-Independent) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby authorised to do all acts, deeds and things including filings with the appropriate authorities and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto.”

6. Appointment of Mr. Mahesh Ratilal Shah (DIN: 00217516) as Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Mahesh Ratilal Shah (DIN: 00217516) who was appointed by the Board of Directors as an Additional Director (Executive and Non-Independent) of the Company with effect from December 29, 2023 in terms of Section 161(1) of the Act, and the Articles of Association of the Company and who holds office up to the date of this General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director be and is hereby appointed as a Director (Executive and Non-Independent) of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby authorised to do all acts, deeds and things including filings with the appropriate authorities and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto.”

7. Appointment and payment of remuneration to Mr. Mahesh Ratilal Shah (DIN: 00217516) as Managing Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 2 (54), 196, 197, 198, 200 and 203 read with Part II of Schedule V of Companies Act, 2013 (“Act”), as amended from time to time and other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act, as amended from time to time and subject to such other approvals, consents, sanctions and permissions, as may be necessary, the consent of Members of the Company be and is hereby accorded to the appointment of Mr. Mahesh Ratilal Shah (DIN: 00217516) as Managing Director of the Company for a period of three years i.e. with effect from December 29, 2023 to December 28, 2026 upon the terms and conditions including payment of remuneration by way of salary, perquisites and allowances as set out in the statement annexed to the notice convening this meeting with liberty to Nomination and Remuneration Committee to decide on the quantum of remuneration payable under each head, viz., salary, allowances and perquisites.

RESOLVED FURTHER THAT within the limits of remuneration to be paid to Mr. Mahesh Ratilal Shah as approved pursuant to the foregoing, the Nomination and Remuneration Committee / Board of Directors be and is hereby authorized to vary at any time the components of the remuneration of Mr. Mahesh Ratilal Shah, periodicity of payments and the terms thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits during the period of his appointment, Mr. Mahesh Ratilal Shah shall, subject to the provisions of Schedule V and other applicable provisions, if any, of the Act, be entitled to the remuneration as approved pursuant to this Resolution, as minimum remuneration.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee / Board be and is hereby authorized to consider and approve any revision or increase in the remuneration of Mr. Mahesh Ratilal Shah from time to time, subject to the provisions of Section 197 read with Schedule V and any other applicable provisions of the Act.

RESOLVED LASTLY THAT Nomination and Remuneration Committee / Board of Director thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this Resolution.”

8. Appointment of H.G.Sarvaiya & Co. Chartered Accountants, as Statutory Auditors to fill casual vacancy caused due to resignation of Bansilal Khandelwal & Co., Chartered Accountants.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of the section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and upon

recommendation of the Audit Committee, H. G. Sarvaiya & Co. Chartered Accountants (Firm Registration No. 115705W), be and is hereby appointed as Statutory Auditors of the Company w.e.f February 13, 2024, for the period of 5 years until the conclusion of the General Meeting of the Company for the financial year 2028-29 to fill up the causal vacancy caused by the resignation of Bansil Khandelwal & Co., Chartered Accountants (Firm Registration No. 145850W) on such remuneration as may be decided by Board of Directors in consultation with Auditors in addition to taxes and re-imburement for out of pocket expenses incurred by the Auditors on audit.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution.”

9. Re-classification of the Outgoing Promoters (defined herein-below) from "Promoter and Promoter Group" category to "Public" category

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 31A and other applicable provisions, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”) and such other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, issued/ to be issued by the Government of India, Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (“SEBI”), BSE Limited (“BSE”) (“BSE”, and together with BSE, the “Stock Exchange”) and/or any other regulatory/ statutory authorities, under any applicable laws, including any statutory modification(s) or re-enactment thereof, and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary, the approval of the Members of the Company be and is hereby accorded for reclassification of the following persons (hereinafter individually and jointly referred to as 'Outgoing Promoters') from the “Promoter and Promoter Group” category to “Public” category:

Sr. No	Name of the Shareholder	Category	No. of Equity Shares of face value Rs. 10/- each of the Company held, as on January 1, 2024	Percentage of Shareholding (%)
1	Jayesh Jayantilal Jhaveri	Promoter	0	0
2	Devang Rajnikant Jhaveri	Promoter	0	0
3	Rajnikant Amratlal Jhaveri	Promoter	0	0
4	Jayantilal Amratlal Jhaveri	Promoter	86173	1.66
5	Kokilaben Rajnikant Jhaveri	Promoter	0	0
6	Neeta Jayesh Jhaveri	Promoter	0	0
7	Jigna Devang Jhaveri	Promoter	0	0
8	Pinal Jayesh Jhaveri	Promoter	0	0
9	Pooja Jayesh Jhaveri	Promoter	0	0
10	JRD-MKJ Diamonds Private Limited	Promoter Group	0	0
		TOTAL	86173	1.66

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall deemed to mean and include any Committee, duly constituted/ to be constituted by the Board, or its Directors(s)/KMP(s)/officer(s)/representative(s), as may be authorized by the Board/Committee, from time to time, to exercise its powers including powers conferred by this resolution) be and are hereby authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion,

deem necessary, proper or desirable to give effect to this resolution including but not limited to filing of necessary application(s)/ intimation(s) etc. with Stock exchange(s) or other appropriate statutory authorities and to represent before such authorities, as may be required for seeking their approval, and to execute all documents, deeds, undertakings, agreements, certificates, declarations, applications, notices, papers and writings, as may be required in this regard, and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to take all such other steps and decisions in this regard to give full effect to the aforesaid resolution.”

10. Appointment of Mr. Jitendra Kanhaiyalal Purohit (DIN: 08661712) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** Mr. Jitendra Kanhaiyalal Purohit (DIN: 08661712) who was appointed as an Additional Director of the Company with effect from February 20, 2024 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and the Articles of Association of the Company, being eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) the appointment of Mr. Jitendra K Purohit, meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of Five (5) consecutive years up to February 19, 2029 and who would not be liable to retire by rotation, be and is hereby approved.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby authorised to do all acts, deeds and things including filings with the appropriate authorities and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

11. Appointment of Mrs. Preeti Pranav Sanghavi (DIN: 02076373) as Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs. Preeti Pranav Sanghavi (DIN:02076373) who was appointed by the Board of Directors as an Additional Director (Executive and Non-Independent) of the Company with effect from February 20, 2024 in terms of Section 161(1) of the Act, and the Articles of Association of the Company and who holds office up to the date of this General Meeting of the Company and in respect of whom the Company has received a notice in writing

from a member under Section 160 of the Act proposing her candidature for the office of Director be and is hereby appointed as a Director (Executive and Non-Independent) of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby authorised to do all acts, deeds and things including filings with the appropriate authorities and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto.”

12. Appointment and payment of remuneration to Mrs. Preeti Pranav Sanghavi (DIN: 02076373) as Whole-Time Director of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 2 (54), 196, 197, 198, 200 and 203 read with Part II of Schedule V of Companies Act, 2013 (“Act”), as amended from time to time and other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act, as amended from time to time and subject to such other approvals, consents, sanctions and permissions, as may be necessary, the consent of Members of the Company be and is hereby accorded to the appointment of Mrs. Preeti Pranav Sanghavi (DIN:02076373) as whole-time Director of the Company for a period of three years i.e. with effect from February 20, 2024 to February 19, 2027 upon the terms and conditions including payment of remuneration by way of salary, perquisites and allowances as set out in the statement annexed to the notice convening this meeting with liberty to Nomination and Remuneration Committee to decide on the quantum of remuneration payable under each head, viz., salary, allowances and perquisites.

RESOLVED FURTHER THAT within the limits of remuneration to be paid to Mrs. Preeti Pranav Sanghavi as approved pursuant to the foregoing, the Nomination and Remuneration Committee / Board of Directors be and is hereby authorized to vary at any time the components of the remuneration of Mrs. Preeti Pranav Sanghavi, periodicity of payments and the terms thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits during the period of his appointment, Mrs. Preeti Pranav Sanghavi shall, subject to the provisions of Schedule V and other applicable provisions, if any, of the Act, be entitled to the remuneration as approved pursuant to this Resolution, as minimum remuneration.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee / Board be and is hereby authorized to consider and approve any revision or increase in the remuneration of Mrs. Preeti Pranav Sanghavi from time to time, subject to the provisions of Section 197 read with Schedule V and any other applicable provisions of the Act.

RESOLVED LASTLY THAT Nomination and Remuneration Committee / Board of Director thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this Resolution.”

By order of the Board
For **ZODIAC-JRD-MKJ LIMITED**
Pooja Shah
Company Secretary
Membership No. A62639

Place: Mumbai
Date: February 20, 2024

Notes:

1. Pursuant to the General Circulars 09/2023 dated 25/09/2023 and other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other circulars issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold EGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC.
2. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the EGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
3. Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
4. Pursuant to the provisions of Section 113 of the Companies Act, Body Corporates/ Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on info@zodiacjrmdmkltd.co.in with a copy marked to secretarial@zodiacjrmdmkltd.co.in and cs poojashah20@gmail.com from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
6. Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
7. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
8. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on

February 23rd 2024. Members may note that Notice has been uploaded on the website of the Company at <https://zodiacirdmkjtd.co.in> The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com

9. in view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).
10. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("Act") is annexed hereto.
11. Since the EGM is being held electronically, physical attendance of the Members has been dispensed with and accordingly the facility for appointment of proxies by the members will not be available for the EGM. Therefore, the proxy form, attendance slip and route map have not been annexed with this notice.
12. Process and manner for members opting for voting through Electronic means:
 - a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by members using remote e-voting as well as e-voting system on the date of the EGM will be provided by NSDL.
 - b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, March 19, 2024, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 - c) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Tuesday, March 19, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.
 - d) The remote e-voting will commence on Saturday, 23rd March, 2024 at 9.00 a.m. and will end on Monday, 25th March, 2024 at 5.00 p.m. During this period, the either in physical mode or in demat mode as on the Cut-off date i.e. Tuesday, March 19, 2024 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.

- e) Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- f) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Tuesday, March 19, 2024.
- g) The Company has appointed CS Priyanka Agarwal, Practising Company Secretary (Membership No. ACS: 51154; CP No: 19363), to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the EGM, in a fair and transparent manner

13. The procedure and instructions for remote e-voting are, as follows:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 23rd March,2024 at 9.00 a.m. and will end on Monday, 25th March,2024 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, March 19, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, March 19, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the

securities in demat mode with NSDL.

“**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at no.: 022 - 48867000 / 022 – 24997000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cspriyankagarwal@gmail.com with a copy marked to evoting@nsdl.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on no.: 022 - 48867000 / 022 – 24997000.or send a request to Ms. Prajakta Pawle at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@zodiacjrdmkltd.co.in, with a copy marked to secretarial@zodiacjrdmkltd.co.in and cspoojashah20@gmail.com
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@zodiacjrdmkltd.co.in, with a copy marked to secretarial@zodiacjrdmkltd.co.in and cspoojashah20@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
 3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 4. **In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.**
14. **Process for those shareholders whose email ids are not registered with the depositories registration of e-mail ids for e-voting for the resolutions set out in this notice**
- a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@zodiacjrdmkltd.co.in with a copy marked to cspoojashah20@gmail.com
 - b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@zodiacjrdmkltd.co.in with a copy marked to cspoojashah20@gmail.com

15. The instructions for members for e-Voting on the day of the EGM are as under:

- a) The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members/ Shareholders, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
- c) Members who have voted through remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for remote e-voting.

16. Instructions for members for attending the EGM through VC/OAVM are as under:

- a) Member will be provided with a facility to attend the EGM through VC/OAVM or view the live webcast of EGM through the NSDL e-Voting system. Members may access the same at www.evoting.nsdl.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e- Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- b) Members are encouraged to join the Meeting through Laptops for better experience.
- c) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e) For ease of conduct, members who would like to ask questions may send their questions in advance at least (7) days before EGM mentioning their name, demat account number / folio number, email id, mobile number at secretarial@zodiacjrmdkjtd.co.in with a copy marked to cs poojashah20@gmail.com and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.
- f) Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

17. The Scrutinizer shall, after the conclusion of voting at the EGM, unblock the votes cast through remote e-Voting and count the EGM, and shall make, not later than 48 hours from the conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any,

to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the votes shall be final.

18. The results declared along with the Scrutinizer's Report shall be placed on the Company's website zodiacjrdmkjltd.co.in and on the website of NDSL www.evoting.nsdl.com, immediately after declaration of the result and shall also be communicated to the Stock Exchanges where the shares of the Company are listed i.e. BSE and be made available on websites viz. www.bseindia.com.

By order of the Board
For **ZODIAC-JRD-MKJ LIMITED**

Pooja Shah
Company Secretary
Membership No. A62639

Place: Mumbai
Date: February 20, 2024

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Items No. 1 to 12 of the accompanying Notice dated February 20TH, 2024:

Items No. 1 & 2

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, had appointed Mrs. Rupal Patel (DIN: 08611604) and Mr. Dharmesh Pravin Kharwar (DIN: 08412150) as an Additional Independent Director, not liable to retire by rotation w.e.f. December 29, 2023.

Pursuant to the provisions of Regulation 17(1C) of the SEBI Listing Regulations, Mrs. Rupal Patel and Mr. Dharmesh Pravin Kharwar shall hold office either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing their candidature for the office of Director. The profile and specific areas of expertise of Mrs. Rupal Patel and Mr. Dharmesh Pravin Kharwar are provided as Annexure to this Notice.

Mrs. Rupal Patel and Mr. Dharmesh Pravin Kharwar have given their declarations to the Board that they meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. They have also given her consent to act as a Director.

In the opinion of the Board, Mrs. Rupal Patel and Mr. Dharmesh Pravin Kharwar are the person of integrity, possesses the relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and they are independent of the management.

Given their experience, the Board considers it desirable and in the interest of the Company to have Mrs. Rupal Patel and Mr. Dharmesh Pravin Kharwar on the Board of the Company and accordingly the Board recommends appointment of Mrs. Rupal Patel and Mr. Dharmesh Pravin Kharwar as an Independent Director as proposed in the resolution set out at Item No. 1 & 2 for approval by the Members.

Electronic copy of the terms and condition of appointment of the Independent Directors is available for inspection.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives except Mrs. Rupal Patel and Mr. Dharmesh Pravin Kharwar are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 & 2 of the accompanying Notice

Items No. 3,4 and 5

Pursuant to provisions of Section 152 of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder, the Board of Directors of the Company ("Board"), basis the recommendation of the Nomination and Remuneration Committee ("NRC"), had appointed Mr. Jamsheed Minoo Panday (DIN: 00232768), Mr. Mudit Sharadkumar Jain (DIN: 00647298) and Ms. Sunaina Primlani Gera (DIN: 07763740) as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from December 29, 2023.

Pursuant to the provisions of Regulation 17(1C) of the SEBI Listing Regulations, Mr. Jamsheed Minoo Panday, Mr. Mudit Sharadkumar Jain and Ms. Sunaina Primlani Gera shall hold office either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing their candidature for the office of Director. The profile and specific areas of expertise of Mr. Jamsheed Minoo Panday, Mr. Mudit Sharadkumar Jain and Ms. Sunaina Primlani Gera are provided as Annexure to this Notice.

Mr. Jamsheed Minoo Panday, Mr. Mudit Sharadkumar Jain and Ms. Sunaina Primlani Gera are not disqualified from being appointed as a Non-Executive Director in terms of Section 164 of the Act and has given their consent to act as a Director of the Company. They are not debarred from holding the office of a Director by virtue of any order issued by the Securities and Exchange Board of India or any other such authority. The profile and specific areas of expertise of Mr. Jamsheed Minoo Panday, Mr. Mudit Sharadkumar Jain and Ms. Sunaina Primlani Gera are provided as Annexure to this Notice.

Given their experience, the Board considers it desirable and in the interest of the Company to have Mr. Jamsheed Minoo Panday, Mr. Mudit Sharadkumar Jain and Ms. Sunaina Primlani Gera on the Board of the Company and accordingly the Board recommends the appointment of Mr. Jamsheed Minoo Panday, Mr. Mudit Sharadkumar Jain and Ms. Sunaina Primlani Gera as Director (Non-Executive and Non-Independent) as proposed in the resolution set out at Item No. 3,4 & 5 for approval by the Members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives except Mr. Jamsheed Minoo Panday, Mr. Mudit Sharadkumar Jain and Ms. Sunaina Primlani Gera are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3, 4 & 5 of the accompanying Notice

Items No. 6

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee, at its meeting held on December 29, 2023, appointed Mr. Mahesh Ratilal Shah (DIN: 00217516) as Additional Director of the Company with effect from December 29, 2023.

Pursuant to the provisions of Regulation 17(1C) of the SEBI Listing Regulations, Mr. Mahesh Ratilal Shah shall hold office either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing their candidature for the office of Director. The profile and specific areas of expertise of Mr. Mahesh Ratilal Shah is provided as Annexure to this Notice.

Mr. Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. He is not debarred from holding the office of a Director by virtue of any order issued by the Securities and Exchange Board of India or any other

such authority. The profile and specific areas of expertise of Mr. Shah is provided as Annexure to this Notice.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Mahesh Ratilal Shah on the Board of the Company and accordingly the Board recommends the appointment of Mr. Mahesh Ratilal Shah as Director as proposed in the resolution set out at Item No. 6 for approval by the Members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives except Mr. Mahesh Ratilal Shah and Mr. Monil Shah are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice

Items No. 7

Mr. Mahesh Ratilal Shah has been associated with the day to day affairs of the Company. The Board of Directors at its meeting held on December 29th, 2023 and based on the recommendation of Nomination and Remuneration Committee, at its meeting held on December 29, 2023 had appointed Mr. Mahesh Ratilal Shah as Managing Director of the Company for a period of three years with effect from 29th December, 2023 till 28th December, 2026 at a remuneration of Rs. 50,000/- p.m. in the salary grade of Rs. 50,000/- p.m. to Rs. 1,00,000/- p.m. (all inclusive) with an authority to the Board of Directors to give an increment from time to time or on yearly basis and on such terms and conditions as the Nomination & Remuneration Committee or Board of Directors may decide and approve during the tenure of his appointment and in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Act, 2013 subject to requisite approval as required under Schedule V Part II Section II B of the Companies Act, 2013.

The Board of Directors recommends this Special Resolution for your approval.

Except Mr. Mahesh Ratilal Shah, Managing Director of the Company and Mr. Monil Mahesh Shah, CFO of the Company, none of the other Directors, Key Managerial Personnels or their relatives are concerned or interested in Item No. 7 above

STATEMENT AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V

I. GENERAL INFORMATION

1)	Nature of Industry	The Company's main business is of manufacturing of Diamond and gold Jewellery	
2)	Date or expected date of commencement of commercial production	Company started production in 1987	
3)	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.	
4)	Financial performance based on given indicators	Particulars	Year ended 31.03.2023 (Rs. in Lakhs)
		Total Revenue	1597.55
		Profit / (Loss) before interest, depreciation and Tax	111.93

		Financial Expenses	NIL
		Depreciation & Amortization	1.48
		(Loss)/ Profit Before Tax	110.45
		Taxation for the year	12.03
		(Loss)/ Profit After Tax	98.42
		Deferred Tax Adjustment	-
		Net (Loss) Profit after Deferred Tax Adjustment	-
		Profit/(Loss) brought forward from previous year	5500.96
		Balance carried forward	5599.38
5)	Foreign investments or collaborators, if any	N.A.	

II. INFORMATION ABOUT THE APPOINTEE

Sr. No	Particulars	Mr. Mahesh Ratilal Shah
1)	Background details	Mr. Mahesh Ratilal Shah has graduated from Lala Lajpat Rai College of Commerce and Economics, Mumbai
2)	Past Remuneration	NIL
3)	Recognition or awards	NIL
4)	Job Profile and suitability	He has vast experience of over 40 years in Financial and Securities Market along with Textile Markets. He is also actively engaged in philanthropic and religious activities.
5)	Remuneration proposed	Rs.50,000/- p.m.
6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration compares favorably with that being offered to similarly qualified and experienced persons from industry and the professionals with an entrepreneurial background. The remuneration being proposed is considered to be appropriate, having regard to factors such as past experience, position held, their contribution as Managing Director to the growth of the Company, its business and its profitability and age and merits of both.
7)	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Monil Mahesh Shah, CFO of the Company and he is son of Mr. Mahesh Ratilal Shah

III. Other Information

1)	Reasons of loss or inadequate profits	The diamond industry is facing a stiff competition from Lab Grown and CVD diamonds and also there is a change in management of the Company. New management has acquired the Company therefore gestation period of 3 months of acquisition process affected our business.
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Items No. 8

Bansi Khandelwal & Co, Chartered Accountants (Firm Registration No. 145850W) was appointed statutory auditor of the Company by the members at their AGM held on September 29, 2022 for a period of 5 years to hold office from the conclusion of 35th AGM until the conclusion of 40th AGM of the Company to be held in financial year 2027.

Bansi Khandelwal & Co, Chartered Accountants has resigned from the office of Statutory Auditor vide their letter dated January 31, 2024 before completion of its term citing reasons as "due to The recent changes in management has enhanced the overall scope of services to be delivered and the limitation of dynamics of the audit team in the audit process and due to staff constraints, it will not be possible for us to continue as statutory auditors of the your Company.

There is no other reason for their resignation. The resignation of Bansi Khandelwal & Co., Chartered Accountant has caused a casual vacancy in the office of Statutory Auditors as envisaged by section 139(8) of the Companies Act, 2013 and casual vacancy so caused by the resignation of auditors can only be filled up by the Company after taking consent of the members.

Bansi Khandelwal & Co., Chartered Accountant has issued their limited review reports on the Company's results for the quarter and nine months ended December 31, 2023. Their intention to step down as Statutory Auditors of the Company was received by letter January 31, 2024 and was duly placed before the Audit Committee and Board of Directors of the Company at their meetings held on February 13, 2024 and Bansi Khandelwal & Co., Chartered Accountants have confirmed to the Chairman of the Audit Committee that there were no reasons for resigning other than as stated above.

Consequent to the casual vacancy the Board of Directors, on the basis of recommendation of Audit Committee, has in its meeting held on February 13, 2024 appointed subject to approval of members, H.G.Sarvaiya & Co Chartered Accountants, as the Statutory Auditors of the Company for 5 years to hold office up to the conclusion of Annual General Meeting of the Company ended on financial year 2028-29. H.G.Sarvaiya & Co Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if approved and made by the members, would be within the limits prescribed under the Companies Act, 2013.

H. G. Sarvaiya & Co, Chartered Accountants, (Firm Registration Number 145850W), ("the Audit Firm"), is a firm of Chartered Accountants registered with Institute of Chartered Accountants of India (ICAI) It provides Audit and Assurance, Tax and Consultancy Services. The Board of Directors recommends Ordinary Resolution set out at Item No. 8 for approval by the shareholders of the Company.

None of the Directors / Key Managerial Personnel and their relatives is in any way, concerned or interested in the said resolution.

Items No. 9

The shareholders as listed below (hereinafter referred to as "Outgoing Promoters") vide their letter dated February 13, 2024, have requested for reclassification of their status from "Promoter/ Promoter Group" category to "Public" category in accordance with Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"):

Sr. No	Name of the Shareholder	Category	No. of Equity Shares of face value Rs. 10/- each of the Company held, as on January 1, 2024	Percentage of Shareholding (%)
1	Jayesh Jayantilal Jhaveri	Promoter	0	0
2	Devang Rajnikant Jhaveri	Promoter	0	0
3	Rajnikant Amratlal Jhaveri	Promoter	0	0
4	Jayantilal Amratlal Jhaveri	Promoter	86173	1.66
5	Kokilaben Rajnikant Jhaveri	Promoter	0	0
6	Neeta Jayesh Jhaveri	Promoter	0	0
7	Jigna Devang Jhaveri	Promoter	0	0
8	Pinal Jayesh Jhaveri	Promoter	0	0
9	Pooja Jayesh Jhaveri	Promoter	0	0
10	JRD-MKJ Diamonds Private Limited	Promoter Group	0	0
TOTAL			86173	1.66

Mr. Mudit Jain, Bluerock Industrial Infrastructure Management LLP and Bluerock Infrastructure Solutions LLP had made an Open Offer vide Offer Letter dated November 23, 2023 in terms of SEBI (SAST) Regulation, 2011 and the Open Offer formalities as per SEBI's SAST Guidelines were completed by the acquirers on December 26, 2023.

As per the Open Offer and Letter of Offer sent to Public Shareholders, BSE Limited and SEBI, the above existing Promoters have sold their shareholding to the Acquirers as per the Share Purchase Agreement entered between them.

The Outgoing Promoters are not involved in the day-to-day activities of the Company and are not associated with the business of the Company, in any manner whatsoever, and do not exercise any control over the Company, directly or indirectly, or have any influence over the business and policy decisions of the Company. Accordingly, being eligible for reclassification as 'public' shareholders, in compliance with the conditions set out in regulation 31A of the Listing Regulations, the Outgoing Promoters are seeking such reclassification from 'Promoter and Promoter Group' category to 'Public' category.

Further, in accordance with Regulation 31A(3)(b) of the Listing Regulations, the Outgoing Promoters have confirmed that they and the persons related to them (as defined under clause (pp) of sub-regulation (1) of Regulation 2 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended):

- (i) together, do not hold more than 10 (ten) percent of the total voting rights in the Company;
- (ii) do not exercise control over the affairs of the Company, whether directly or indirectly;
- (iii) do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- (iv) do not have any board seat/representation on the board of directors of the Company either directly or through a nominee director;
- (v) are not acting as a key managerial person in the Company;

- (vi) are not a 'wilful defaulter' as per the Reserve Bank of India guidelines; and
- (vii) are not a fugitive economic offender.

The aforesaid Promoters/Promoter Group have also confirmed to abide by the conditions listed in Regulation 31A(4) of Listing regulations, post such reclassification/removal of name from "Promoter & Promoter Group" Category to "Public" Category and failing which they shall automatically be classified as 'Promoters & Promoter Group'.

The Board of Directors of the Company ("Board") deliberated over such request and based on rationale and the confirmation provided by the Outgoing Promoters, approved the aforesaid request at their meeting held on February 13, 2024, subject to the approval of shareholders of the Company & Stock Exchanges and/or any other requisite approval(s), if any.

The Shareholders are further informed that the Company is in compliance with Regulation 31A (3)(c) of the Listing Regulations i.e.:

- a. the Company shall be compliant with the requirement for minimum public shareholding as required under regulation 38 of Listing Regulations;
- b. trading in Company's shares have not been suspended by the Stock Exchanges;
- c. Company do not have any outstanding dues to the SEBI, the Stock Exchanges or the depositories.

In view of the above, the Board recommends reclassification of Outgoing Promoters from the "Promoter & Promoter Group" to 'Public' category and recommend passing of resolution set out at item no. 9 of the Notice by way of an ordinary resolution.

Except the promoters and promoter group, none of the Directors and Key Managerial Persons (KMPs) of the Company or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at item no. 9 of this Notice.

Items No.10

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, had appointed Mr. Jitendra Kanhaiyalal Purohit (DIN: 08661712) as an Additional Independent Director, not liable to retire by rotation w.e.f. February 20, 2024.

Pursuant to the provisions of Regulation 17(1C) of the SEBI Listing Regulations, Mr. Jitendra K Purohit, shall hold office either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Jitendra Kanhaiyalal Purohit, is provided as Annexure to this Notice.

Mr. Jitendra Kanhaiyalal Purohit, has given his declarations to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He also given his consent to act as a Director.

In the opinion of the Board, Mr. Jitendra K Purohit, is the person of integrity, possesses the relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Jitendra Kanhaiyalal Purohit, on the Board of the Company and accordingly the Board recommends appointment of Mr. Jitendra K Purohit, as an Independent Director as proposed in the resolution set out at Item No. 10 for approval by the Members.

Electronic copy of the terms and condition of appointment of the Independent Directors is available for inspection.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives except Mr. Jitendra Kanhaiyalal Purohit, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the accompanying Notice.

Items No. 11

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee, at its meeting held on December 29, 2023, appointed Mrs. Preeti Pranav Sanghavi (DIN: 02076373) as Additional Director of the Company with effect from February 20, 2024.

Pursuant to the provisions of Regulation 17(1C) of the SEBI Listing Regulations, Mrs. Preeti Pranav Sanghavi shall hold office either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing her candidature for the office of Director. The profile and specific areas of expertise of Mrs. Preeti Pranav Sanghavi is provided as Annexure to this Notice.

Mrs. Preeti Pranav Sanghavi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company. She is not debarred from holding the office of a Director by virtue of any order issued by the Securities and Exchange Board of India or any other such authority. The profile and specific areas of expertise of Mrs. Preeti Pranav Sanghavi is provided as Annexure to this Notice.

Given her experience, the Board considers it desirable and in the interest of the Company to have Mrs. Preeti Pranav Sanghavi on the Board of the Company and accordingly the Board recommends the appointment of Mrs. Preeti Pranav Sanghavi as Director as proposed in the resolution set out at Item No. 11 for approval by the Members.

None of the Directors and / or Key Managerial Personnel of the Company and her relatives except Mrs. Preeti Pranav Sanghavi is concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the accompanying Notice

Items No. 12

Mrs. Preeti Pranav Sanghavi (DIN: 02076373) has been associated with the day to day affairs of the Company. The Board of Directors at its meeting held on February 20th, 2024 and based on the recommendation of Nomination and Remuneration Committee, at its meeting held on February 20, 2024 had appointed Mrs. Preeti Pranav Sanghavi (DIN: 02076373) as Whole-time Director of the Company for a period of three years with effect from February 20, 2024 till February 19, 2027 at a remuneration of Rs. 50,000/- p.m. in the salary grade of Rs. 50,000/- p.m. to Rs. 1,00,000/- p.m. (all inclusive) with an authority to the Board of Directors to give an increment from time to time or on yearly

basis and on such terms and conditions as the Nomination & Remuneration Committee or Board of Directors may decide and approve during the tenure of her appointment and in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Act, 2013 subject to requisite approval as required under Schedule V Part II Section II B of the Companies Act, 2013.

The Board of Directors recommends this Special Resolution for your approval.

Except Mr. February 20, 2024, Whole-time Director of the Company, none of the other Directors, Key Managerial Personnel's or their relatives are concerned or interested in Item No. 12 above

STATEMENT AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V

I. GENERAL INFORMATION

1)	Nature of Industry	The Company's main business is of manufacturing of Diamond and gold Jewellery	
2)	Date or expected date of commencement of commercial production	Company started production in 1987	
3)	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.	
4)	Financial performance based on given indicators	Particulars	Year ended 31.03.2023 (Rs. in Lakhs)
		Total Revenue	1597.55
		Profit / (Loss) before interest, depreciation and Tax	111.93
		Financial Expenses	NIL
		Depreciation & Amortization	1.48
		(Loss)/ Profit Before Tax	110.45
		Taxation for the year	12.03
		(Loss)/ Profit After Tax	98.42
		Deferred Tax Adjustment	-
		Net (Loss) Profit after Deferred Tax Adjustment	-
		Profit/(Loss) brought forward from previous year	5500.96
		Balance carried forward	5599.38
5)	Foreign investments or collaborators, if any	N.A.	

II. INFORMATION ABOUT THE APPOINTEE

Sr. No	Particulars	
1)	Background details	Ms. Preeti Pranav Sanghavi has graduated from H. R. College of Commerce and have Post graduate Diploma in Fashion Design from JD Institute of Fashion Technology further have over 17 year of experience in finance and management.

		She is partner in Redwood Capital service since 2006, and Designated partner in Bluerock Industrial Infrastructure Management LLP and Bluerock Infrastructure Solutions LLP since 2023
2)	Past Remuneration	NA
3)	Recognition or awards	NIL
4)	Job Profile and suitability	She has vast experience of over 17 years in Financial and management
5)	Remuneration proposed	Rs. 50,000/- p.m.
6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration compares favorably with that being offered to similarly qualified and experienced persons from industry and the professionals with an entrepreneurial background. The remuneration being proposed is considered to be appropriate, having regard to factors such as past experience, position held, their contribution as Managing Director to the growth of the Company, its business and its profitability and age and merits of both.
7)	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Ms. Preeti Pranav Sanghavi is Designated Partner in in Bluerock Industrial Infrastructure Management LLP (Promoter Group) and Bluerock Infrastructure Solutions LLP (Promoter) further not related to any of the Directors or Key Managerial Personnel.

III. Other Information

1)	Reasons of loss or inadequate profits	The diamond industry is facing a stiff competition from Lab Grown and CVD diamonds and also there is a change in management of the Company. New management has acquired the Company therefore gestation period of 3 months of acquisition process affected our business.
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Annexure I

Details of Directors seeking appointment/ re-appointment furnished pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2:

Name of Director	Rupal Patel	Dharmesh Pravin Kharwar	Jamsheed Minoo Panday	Mudit Sharadkumar Jain	Sunaina Primlani Gera	Mahesh Ratilal Shah	Jitendra Kanhaiyalal Purohit	Preeti Pranav Sanghavi
Date of Birth	23.09.71	08.01.70	08.02.59	03.09.62	16.08.70	03.01.56	16.08.76	08.12.70
Age	52 year	54 year	65 year	61 year	53 year	68 year	47 years	53 years
Date of Appointment	29.12.23	29.12.23	29.12.23	29.12.23	29.12.23	29.12.23	20.02.24	20.02.24
Qualifications and Experience	Ms. Rupal Jasraj Patel is a Child Psychologist , Certified Parenting Coach, Author, Parent and Child Counselor, and the founder of Only parenting. She has been in the field of Parenting, Training and Counseling since 2001. She has	Mr. Dharmesh Kharwar is an Independent Director and Strategy Advisor with focus on Healthcare Sector. Dharmesh has broad experience of more than 28 years of Extensive Cross-Functional Capabilities. His interests are •Strategy: market entry, expansion, transactions (multiple	EDUCATIONAL QUALIFICATION S: B.Com. (Hons) Sydneham College of Commerce & Economics, A.C.A- Institute of Chartered Accountants of India, A.C.S. - Institute of Company Secretaries of India, and Management. EXPERIENCE: He has over 40 years of work experience, both national and international	Mr. Mudit Sharad kumar Jain assisted his Father in The Start Up of A New Venture To Manufacture LPG Cylinders From Start To Finish Conceptualising The Project To Its Execution And Commisioning , Involved With All Activities Of Dealing With Sipcot, The Finance Corporation	Ms. Sunaina is an alum from St Stephens College with a BA degree in English Literature. She also holds a Diploma in Interior Design from BTE and is a LEED accredited professional. She recited her accreditation from Godrej. Sunaina is currently	Mr Mahesh Ratilal Shah has graduated from Lala Lajpat Rai College of Commerce and Economics, Mumbai. He has vast experience of over 40 years in Financial and Securities Market along with Textile Markets. He is also actively	Mr. Jitendra K. Purohit has graduated from K.J. Somaiya College of Science and Commerce Mumbai. He has vast experience of over 23 years in the field of trading of securities.	Ms. Preeti Pranav Sanghavi has graduated from H. R. College of Commerce and have Post graduate Diploma in Fashion Design from JD Institute of Fashion Technology further have over 17 year of experience in finance and

	<p>worked with individuals, schools and corporates all over India and overseas too. She has been recognized and interviewed by many newspapers including Times of India, Hindustan Times, DNA, Afternoon Despatch and Courier and The Week magazine among others. Appreciation has also come her in the form of numerous awards including, "Best Parenting Coach, 2019," from</p>	<p>international clients) •M&A: Acquisition & divestiture, integration of multiple corporations, minor, major, 100% •BD: In and out licensing, co-marketing, brand launches, tenders, promotion & distribution •Legal: Patent, pricing, statutory litigations •Manufacturing & Procurement: Product development & tech transfer, registrations, commercial supplies of inputs and output materials to meet exact specifications and needs. •Public platform: Engagement /speaking/ shaping policy •Compliance: Building and</p>	<p>companies, He has worked with big companies like Hindustan Lever Limited, Voltas Limited, Eastman Kodak Company. He is experienced in the field of Business Strategy, Mergers & Acquisitions, International Finance. Presently director of around 20 Cos including Manipal Group Cos, CIE , and also a Trustee of a Tata trust He is also actively involved in multiple start-up ventures.</p>	<p>Of Tamil nadu To Procuring Of Land, Plant And Machinery And Various Government Approvals And Licencing Resulting In Production From 1984. Thereafter, Liasoning with Oil Companies Who Were Buyers Of The Product, Participating In Tenders And Managing The Business. Joined Family Business of Manufacturing Industrial DCW Ltd- 1989 to 2021. Chemicals As "Executive Vice President In 1989. Looking After the day to day Operations Of The Caustic Soda Division.</p>	<p>engaged in philanthropic and religious activities.</p> <p>serving as an Independent director on the board for DTL and is also the CEO and Director at Gridlines Consultancy. Alongside this she has partnered with Perspect AI for skill set testing on a global platform. Sunaina hails from a book publishing company which was started by her father under the name of Oxford and IBH Publishing company. Sunaina has worked as Interior designer for 13 years and then joined the family business of real estate.</p>		<p>management. She is partner in Redwood Capital service since 2006, and Designated partner in Bluerock Industrial Infrastructure Management LLP and Bluerock Infrastructure Solutions LLP since 2023.</p>
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	<p>Evolve Excellence, "Outstanding Contribution in the Field of Education & Parenting" from Finer World Foundation, 2021 and "Best Parenting Coach, 2021" at India Coaching Conference & Awards 2021 - NAVI Mumbai Chamber of Business & Industries Her vision is to empower every child and every youth, help them become the best version of themselves, and guide parents and teachers to do the same.</p>	<p>sustaining strong systems and teams. •Commercial: Import, export, registrations & sourcing •Due diligence: Plants, products, personnel, processes, procedures, approvals, intellectual property for clients like banks, PE etc Masters Degree in Pharmaceutics from Department of Pharmaceutical Sciences, Nagpur University MBA from Jamnalal Bajaj Institute of Management Studies (JBIMS) CLP® Emeritus, USA & PGP- Artificial Intelligence For Leaders, Univ of Texas Austin USA. His</p>		<p>Finally Retiring as Managing Director in October, 2021. Functions Later Included Dealing with Government. Agencies and Associations in Representing for The Growth of The Industry Apart from The Daily Operations of The Business. Some of the Significant Achievements Were: A) Conversion of the Technology from Mercury Cell Manufacturing Process to The Membrane Cell Process From 2005 To 2007.</p>	<p>Worked as director projects and simultaneously started the Gera School in Goa. Managed the school for 2 years as Managing Trustee. Moved onto running my own architectural company for 5 years and then switched recruitment consulting in the real estate space under the banner Gridlines Consultancy. Apart from her professional career, Sunaina is an avid golfer and has also played tennis and table tennis at state level. She was on the school council during</p>			
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	<p>She received Iconic Women Leadership - Parenting - Coach December 2023 Award. The genuine love that she has for children and the desire that pulsates within her to create immense value in their lives, is the driving force that keeps pushing her ahead so that she can, in whatever way possible, help each one bring out their highest potential and become happy.</p>	<p>previous assignments included position of Director at Janssen-J&J, Director, MSD Pharmaceuticals Pvt. Ltd. (A Subsidiary of Merck & Co. Inc, USA), Director NGB Laboratories Pvt Ltd. Ex OPPI &AMR Industry Alliance member & Life Member Indian Pharmaceutical Association, Managing Committee FPME, Member Institute of Directors, IICA+MCA- Qualified Online Proficiency test.</p>		<p>B) Marketing of Synthetic Rutile Exports to Japan, China and Other Countries.</p> <p>C) Increasing Efficiency at The Plant Level Tremendously to Make Manufacturing Operations More Cost Competitive.</p> <p>D) Institution of Quality Management System Giving the Structure to Improve Plant operations.</p>	<p>her schooling years at Convent and Jesus and Mary</p>			
<p>Expertise in specific functional areas</p>	<p>Child Psychologis, Parenting Coach, Author,</p>	<p>Strategy Advisor</p>	<p>Business Strategy, Mergers & Acquisitions,</p>	<p>Management</p>	<p>In Interior designer and recruitment consulting in the real estate</p>	<p>Financial and Securities Market</p>	<p>field of trading of securities</p>	<p>in finance and management.</p>

	Parent and Child Counselor		International Finance.					
Terms and condition of appointment / re-appointment along with remuneration to be drawn	Appointment as an independent director for a period of 5 years from December 29, 2023 to December 28, 2028 with terms and condition given in explanatory statements, resolution and code for independent directors of the company.	Appointment as an independent director for a period of 5 years from December 29, 2023 to December 28, 2028 with terms and condition given in explanatory statements, resolution and code for independent directors of the company.	As per given in explanatory statements, resolution and code of conduct for the board members and the senior management of the company.	As per given in explanatory statements, resolution and code of conduct for the board members and the senior management of the company.	As per given in explanatory statements, resolution and code of conduct for the board members and the senior management of the company.	As per given in explanatory statements, resolution and code of conduct for the board members and the senior management of the company.	Appointment as an independent director for a period of 5 years from February 20, 2024 to February 19, 2029 with terms and condition given in explanatory statements, resolution and code for independent directors of the company.	As per given in explanatory statements, resolution and code of conduct for the board members and the senior management of the company.
Relationship with other Directors, Manager and other KMP	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
No. of Board meeting attended during the year	01	01	01	01	01	01	NA	NA
Directorships held in other companies (excluding	00	01	13	04	01	01	12	00

foreign companies)								
Memberships / Chairmanships of Committees of the Company	00	00	00	00	00	00	00	00
Memberships / Chairmanships of Committees of the other Company	00	00	00	00	00	00	00	00
Number of shares held in the Company	00	00	00	700000	00	00	00	00

