

Virendra Bhatt

Company Secretary

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To,

The Chairman

Zodiac - JRD - MKJ Limited

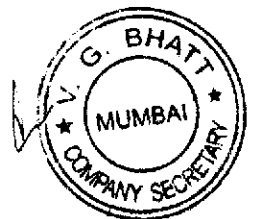
32nd Annual General Meeting of the members of Zodiac-JRD-MKJ Limited (CIN: L65910MH1987PLC042107) held at Orient Club, 9, Chowpatty Sea Face, Mumbai - 400007 on Friday, 20th September, 2019 at 11.00 a.m.

Sub: Passing of Resolution(s) through remote e-voting and ballot papers pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

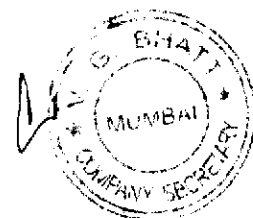
The Board of Directors of **Zodiac-JRD-MKJ Limited** (hereinafter referred to as "the Company") at its meeting held on 06th August, 2019 has appointed me as the Scrutinizer for the remote e-voting process as well as to scrutinize the voting through physical ballot papers received from the members at the venue of the Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and other applicable provisions, if any, and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), for the Resolution(s) in respect of the matter(s) as set out in the Notice of Annual General Meeting proposed to be transacted by e-voting and voting at the venue of Annual General Meeting by way of ballot papers. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

Report on Scrutiny:

- The Company has appointed Central Depository Services (India) Limited ('CDSL') as the Service Provider for the purpose of extending the facility of remote e-voting to the Members of the Company.
- M/s Link Intime India Private Limited is the Registrar and Share Transfer Agent of the Company.



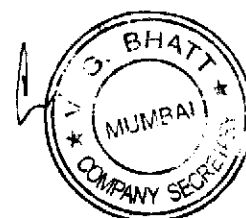
- The Service Provider had provided a system for recording the votes of the Members electronically on all items of the business (both Ordinary and Special business) sought to be transacted at the 32nd Annual General Meeting of the Company, which was held on Friday, 20th September, 2019.
- The Service Provider had set up electronic voting facility on their website, <https://www.evotingindia.com/>. The Company has uploaded all the items of the business to be transacted at the Annual General Meeting on the website of the Company and also on the Service Provider's website to facilitate their members to cast their vote through remote e- voting.
- The cut-off date for determining members for the dispatch of the Notice of the Annual General Meeting was 9th August, 2019 and as on that date, there were 3,724 members of the Company. The Company had sent the notices of the Annual General Meeting along with the Annual Report containing inter alia process and manner for availing e-voting facility to 3,724 members by courier.
- The Company has completed the dispatch of the notices of the Annual General Meeting along with Annual Report in physical form and through E-mail to the members on 13th August, 2019.
- The Notices sent (both through E-mail and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time.
- The cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was 12th September, 2019.
- As prescribed in the aforesaid rules, the remote e-voting facility was kept open for three days from Tuesday, 17th September, 2019 at 09:00 a.m. (IST) to Thursday, 19th September, 2019 till 05:00 p.m. (IST).
- As prescribed in clause (v) of sub-rule (4) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published at least 21 days before the date of the Annual General Meeting in English language in "Business Standard" Newspaper dated 14th August, 2019 having country-wide circulation and in Marathi Language in 'Mumbai Lakshadeep" Newspaper dated 14th August, 2019. The notice published in the Newspapers carried the required information as specified in sub-rule 4 (v) (a) to (h) of the said Rule 20.



- At the end of e-voting period on 19th September, 2019 at 5.00 p.m, the voting period portal of the Service Provider was blocked herewith.
- At the venue of the 32nd Annual General Meeting of the Company held on 20th September, 2019 the facility to vote through ballot papers was made available to facilitate those members present in the meeting but could not participate in the remote e-voting to record their votes.
- On 20th September, 2019 after counting of the votes conducted at the venue of the Annual General Meeting through ballot papers, the votes cast through remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Parbat Chaudhari and Ms. Priyanka Gupta who acted as the witnesses, as prescribed in sub-rule 4(xii) of the said Rule 20.
- After the voting at the Annual General Meeting was concluded, the locked Ballot box was subsequently opened in the presence of two persons as witnesses, as mentioned above. No members participated at the venue of Annual General Meeting through ballot papers.
- Thereafter, I as a Scrutinizer, duly compiled details of remote e-voting and the facility of voting through ballot papers provided at the venue of the Annual General Meeting, the details of which are as follows:

The combined results of the remote e-voting together with that of the voting conducted at venue of the Annual General Meeting by way of ballot papers are as under:

Details	Remote E-voting	Voting through ballot paper	Total voting
Number of member who cast their votes	37	0	37
Total number of shares held by Them	3452638	0	3452638
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		
Invalid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		



ORDINARY BUSINESS

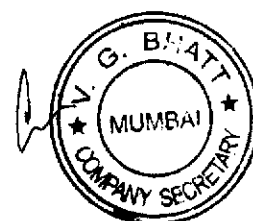
1. Item No. 1 of the Notice

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2019 and the Profit & Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon;

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	3452638	0	3452638
Ballots	0	0	0
Total	3452638	0	3452638

The Result of the E voting and poll papers is as under:

Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	2371648	1904211	80.2906	1904211	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		1904211	80.2906	1904211	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	2805534	1548427	55.1919	1503492	44935	97.0980	2.9020
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		1548427	55.1919	1503492	44935	97.0980	2.9020
Total		5177182	3452638	66.6895	3407703	44935	98.6985	1.3015

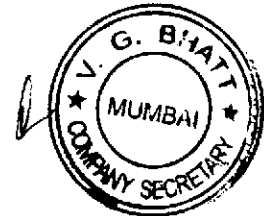


2. Item No. 2 of the Notice

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

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	3452638	0	3452638
Ballots	0	0	0
Total	3452638	0	3452638

The Result of the E voting and poll papers is as under:								
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	2371648	1904211	80.2906	1904211	0	100.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		1904211	80.2906	1904211	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	2805534	1548427	55.1919	1503492	44935	97.0980	2.9020
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		1548427	55.1919	1503492	44935	97.0980	2.9020
Total		5177182	3452638	66.6895	3407703	44935	98.6985	1.3015



SPECIAL BUSINESS

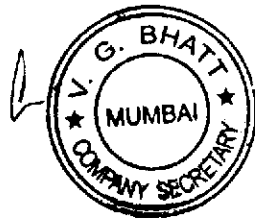
3. Item No. 3 of the Notice (As a Special Resolution)

To continuing appoint of Mr. Jayantilal A. Jhaveri (DIN: 00020250) as a Director Chairman of the Company after attaining age of 75 years

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	3452638	0	3452638
Ballots	0	0	0
Total	3452638	0	3452638

The Result of the E voting and poll papers is as under:

Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	2371648	1904211	80.2906	1904211	0	100.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		1904211	80.2906	1904211	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	2805534	1548427	55.1919	1503492	44935	97.0980	2.9020
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		1548427	55.1919	1503492	44935	97.0980	2.9020
Total		5177182	3452638	66.6895	3407703	44935	98.6985	1.3015



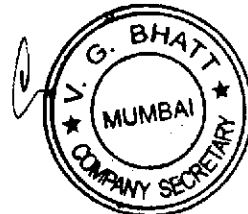
4. Item No. 4 of the Notice (As a Special Resolution)

To continuing appointment of Mr. Rajnikant A. Jhaveri (DIN: 00020351) as a Director of the Company after attaining age of 75 years.

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	3452638	0	3452638
Ballots	0	0	0
Total	3452638	0	3452638

The Result of the E voting and poll papers is as under:

Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	2371648	1904211	80.2906	1904211	0	100.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		1904211	80.2906	1904211	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	2805534	1548427	55.1919	1503492	44935	97.0980	2.9020
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		1548427	55.1919	1503492	44935	97.0980	2.9020
Total		5177182	3452638	66.6895	3407703	44935	98.6985	1.3015



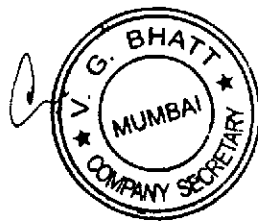
5. Item No. 5 of the Notice (As a Special Resolution)

To re-appointment of Mr. Jayesh Jyantilal Jhaveri (DIN: 00020277) as a Managing Director of the Company.

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	3452638	0	3452638
Ballots	0	0	0
Total	3452638	0	3452638

The Result of the E voting and poll papers is as under:

Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	2371648	1904211	80.2906	1904211	0	100.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		1904211	80.2906	1904211	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	2805534	1548427	55.1919	1503492	44935	97.0980	2.9020
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		1548427	55.1919	1503492	44935	97.0980	2.9020
Total		5177182	3452638	66.6895	3407703	44935	98.6985	1.3015



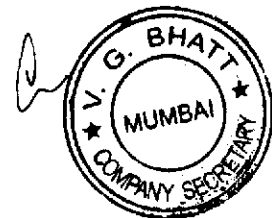
6. Item No. 6 of the Notice (As a Special Resolution)

To re-appointment of Mr. Devang Rajnikant Jhaveri (DIN: 00020235) as a Whole Time Director of the Company.

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	3452638	0	3452638
Ballots	0	0	0
Total	3452638	0	3452638

The Result of the E voting and poll papers is as under:

Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	2371648	1904211	80.2906	1904211	0	100.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		1904211	80.2906	1904211	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	2805534	1548427	55.1919	1503492	44935	97.0980	2.9020
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		1548427	55.1919	1503492	44935	97.0980	2.9020
Total		5177182	3452638	66.6895	3407703	44935	98.6985	1.3015



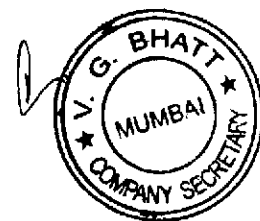
7. Item No. 7 of the Notice (As an Ordinary Resolution)

To appointment of Mr. Mohit Thakur (DIN: 08487825) as an Independent Director in terms of Section 149 of the Companies Act, 2013.

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	3452638	0	3452638
Ballots	0	0	0
Total	3452638	0	3452638

The Result of the E voting and poll papers is as under:

Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100
Promoter and Promoter Group	E-Voting	2371648	1904211	80.2906	1904211	0	100.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		1904211	80.2906	1904211	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	2805534	1548427	55.1919	1503492	44935	97.0980	2.9020
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		1548427	55.1919	1503492	44935	97.0980	2.9020
Total		5177182	3452638	66.6895	3407703	44935	98.6985	1.3015



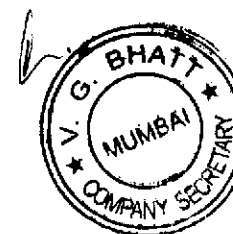
8. Item No. 8 of the Notice (As an Ordinary Resolution)

To appointment of Mrs. Sheela Somnath Kadechkar (DIN: 06862410) as an Independent Director in terms of Section 149 of the Companies Act, 2013.

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	3452638	0	3452638
Ballots	0	0	0
Total	3452638	0	3452638

The Result of the E voting and poll papers is as under:

Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	2371648	1904211	80.2906	1904211	0	100.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		1904211	80.2906	1904211	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	2805534	1548427	55.1919	1503492	44935	97.0980	2.9020
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		1548427	55.1919	1503492	44935	97.0980	2.9020
Total		5177182	3452638	66.6895	3407703	44935	98.6985	1.3015



9. Item No. 9 of the Notice (As a Special Resolution)

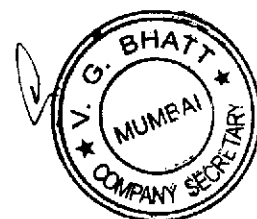
To Sale of Undertaking under Section 180 (1) (A) of Companies Act, 2013.

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	3452638	0	3452638
Ballots	0	0	0
Total	3452638	0	3452638

The Result of the E voting and poll papers is as under:

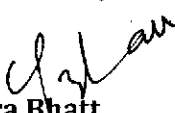
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	2371648	1904211	80.2906	1904211	0	100.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		1904211	80.2906	1904211	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	2805534	1548427	55.1919	1503492	44935	97.0980	2.9020
	poll		0	0.0000	0	0	0.0000	0.0000
	Total		1548427	55.1919	1503492	44935	97.0980	2.9020
Total		5177182	3452638	66.6895	3407703	44935	98.6985	1.3015

All the Resolutions mentioned in Notice of Annual General Meeting dated 6th August, 2019 as per the details given above stand passed with requisite majority under remote e-voting and voting conducted at Annual General Meeting by way of ballot papers and hence deemed to be passed on the date of the Annual General Meeting.



I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through remote e-voting and voting conduct at Annual General Meeting by way of ballot papers by the members of the Company. The ballot papers and all other relevant records relating to remote e-voting and voting through ballot papers are under my safe custody and will be handed over the same to the Company Secretary for safe keeping, after Chairman signs the minutes.

Thanking You,
Yours Faithfully



Virendra Bhatt
ACS No.: 1157
C.P. No.: 124



Date: 20th September, 2019
Place: Mumbai


Witnesses:


Mr. Parbat Chaudhari


Ms. Priyanka V. Gupta

Countersigned and received the Report

For Zodiac-JRD-MKJ Limited


Director



Date: 20th September, 2019
Place: Mumbai