

ZODIAC-JRD-MKJ LIMITED

CIN: L65910MH1987PLC042107

Regd Off: 910, Parekh Market, 39-J.S.S.Road, Opp. Kennedy Bridge, Opera House, Mumbai 400004
Tel: 022-23866471 info@zodiacjrdmkjltd.com web: www.zodiacjrdmkjltd.com

26.09.2023

**The Listing Department
Bombay Stock Exchange Limited**

Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai - 400 001

Scrip Code No. 512587

Sub: Disclosure of voting Results of the 36th Annual General Meeting of the Company held on 26th September, 2023 Under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir

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

Date of the AGM	26 th September, 2023
Total number of shareholders on record date	3669
No. of Shareholders present in the meeting through Video conferencing:	
Promoters and Promoter Group:	8
Public:	13

We enclose herewith the resolution wise details of voting through remote e-voting held on 26th September, 2023.

Kindly take the above on your record.

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

Jayesh Jayantilal Jhaveri
Managing Director
DIN: 00020277

Encl: As above

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Resolution No.: 1 - Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Directors' and Auditors thereon.

Manner of Voting	Total Votes	Abstain from Voting	Invalid Votes and not voted	Valid Votes
	Nos.	Nos.	Nos.	Nos.
Remote E-Voting	3035576	0	0	3035576
E-Voting at AGM	0	0	0	0
Total	3035576	0	0	3035576

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

Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter & Promoter Group	Remote E-Voting	1966804	1500421	76.2873	1500421	0	100	0
	E-Voting at AGM		0	0	0	0	0	0
	Total		1500421	76.2873	1500421	0	100	0
Public Institutions	Remote E-Voting	0	0	0	0	0	0	0
	E-Voting at AGM		0	0	0	00	0	00
	Total		0	0	0	0	0	0
Public Non-Institutions	Remote E-Voting	3210378	1535155	47.8185	1499146	36009	97.6544	2.3456
	E-Voting at AGM		0	0	0	0	0	0
	Total		1535155	47.8185	1499146	36009	97.6544	2.3456
Total		5177182	3035576	58.6338	2999567	36009	98.8138	1.1862

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Resolution No.: 2 - Ordinary Resolution

Re-appointment of Director in place of Mr. Jayantilal A. Jhaveri (DIN: 00020250) who retires by rotation and being eligible, offers herself for re-appointment.

Manner of Voting	Total Votes	Abstain from Voting	Invalid Votes and not voted	Valid Votes
	3035576	0	0	3035576
Remote E-Voting	0	0	0	0
E-Voting at AGM	3035576	0	0	3035576
Total	3035576	0	0	3035576

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

Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter & Promoter Group	Remote E-Voting	1966804	1500421	76.2873	1500421	0	100	0
	E-Voting at AGM		0	0	0	0	0	0
	Total		1500421	76.2873	1500421	0	100	0
Public Institutions	Remote E-Voting	0	0	0	0	0	0	0
	E-Voting at AGM		0	0	0	00	0	00
	Total		0	0	0	0	0	0
Public Non-Institutions	Remote E-Voting	3210378	1535155	47.8185	1499146	36009	97.6544	2.3456
	E-Voting at AGM		0	0	0	0	0	0
	Total		1535155	47.8185	1499146	36009	97.6544	2.3456
Total		5177182	303557	58.6338	2999567	36009	98.8138	1.1862

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Virendra G. Bhatt

Company Secretary

Office :

Office No. 03, A Wing, 9th Floor,
Pinnacle Corporate Park,
BKC CST Link Rd., MMRDA Area,
Bandra Kurla Complex,
Bandra East, Mumbai - 400 051.

Tel. : 022 - 2652 9367

Mobile : +91 - 98200 48670

e-mail : bhattivirendra1945@yahoo.co.in

Consolidated Scrutinizer's Report

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

To,

Zodiac-Jrd-Mkj Limited

910, Parekh Market, 39-J.S.S. Road, Opp. Kennedy Bridge,
Opera House, Mumbai - 400004, Maharashtra, India.

Dear Sir,

1. I, Virendra G. Bhatt, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of **Zodiac-Jrd-Mkj Limited** ("**the Company**") (CIN: L65910MH1987PLC042107) for the Thirty Sixth (36th) Annual General Meeting of the Equity Shareholders of the Company held on Tuesday, 26th September, 2023 at 03:00 P.M. (IST) through Video Conferencing ("**VC**") for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") on the resolutions contained in the Notice dated 28th August, 2023 ("**Notice**"), issued in accordance with the Circulars issued by the Ministry of Corporate Affairs ("**MCA**"), Government of India (hereinafter referred to as "**MCA Circulars**") and the Securities and Exchange Board of India (hereinafter referred to as "**SEBI Circulars**"), calling the 36th Annual General Meeting of the Equity Shareholders ("**the Meeting**" / "**AGM**") through VC.
2. The said appointment as Scrutinizer has been in accordance with the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR**"). As the Scrutinizer, I had to scrutinize:



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

Management's Responsibility

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

Scrutinizer's Responsibility

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

Cut-off date

5. The Equity Shareholders of the Company as on the cut-off date, as set out in the Notice, i.e., Wednesday, 20th September, 2023 were entitled to vote on the resolutions (Item Nos. 01 to 02 as set out in the Notice calling the AGM) and their voting rights were in proportion to their shareholding in the paid up equity share capital of the Company as on the cut-off date.

6. E-voting at the AGM

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



- ii. The e-votes cast at the Meeting were unblocked on Tuesday, 26th September, 2023 after the conclusion of the AGM.
- iii. The e-votes were reconciled with the records maintained by the Company / RTA and the authorizations lodged with me / the Company / CDSL.

7. Remote e-voting process

- i. The remote e-voting period remained open from Saturday, 23rd September, 2023 (09:00 a.m. IST) to Monday, 25th September, 2023 (05:00 p.m. IST).
- ii. The votes cast during the remote e-voting were unblocked on Tuesday, 26th September, 2023 after the conclusion of the AGM and were witnessed by two witnesses, Ms. Bhagyashree Kamble and Ms. Kavita Mishra, who are not in the employment of the Company and / or CDSL. They have signed below in confirmation of the same.



Ms. Bhagyashree Kamble



Ms. Kavita Mishra

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



ORDINARY BUSINESS:

Item No.: 01 - Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, together with the Report of the Directors and Auditors thereon.

Total Voting:

Manner of Voting	Total votes		Valid Votes		Invalid Votes/ Abstain from voting	
	No. of Members	No. of shares held by them	No. of Members	No. of votes cast by them	No. of Members	No. of votes
E-Voting	49	3035576	49	3035576	0	0

Voted in favour of the resolution and voted against the resolution:

Manner of Voting	Votes in favour of the resolution			Votes against the resolution		
	No. of Members who voted	No. of valid votes cast by them	% of total number of valid votes cast	No. of Members who voted	No. of valid votes cast by them	% of total number of valid votes cast
E-Voting	45	2999567	98.8138	04	36009	1.1862

Item No.: 2 - Ordinary Resolution

To appoint Director in place of Mr. Jayantilal A. Jhaveri (DIN: 00020250) who retires by rotation and being eligible, offers himself for re-appointment.

Total Voting:

Manner of Voting	Total votes		Valid Votes		Invalid Votes/ Abstain from voting	
	No. of Members	No. of shares held by them	No. of Members	No. of votes cast by them	No. of Members	No. of votes
E-Voting	49	3035576	49	3035576	0	0

Voted in favour of the resolution and voted against the resolution:

Manner of Voting	Votes in favour of the resolution			Votes against the resolution		
	No. of Members who voted	No. of valid votes cast by them	% of total number of valid votes cast	No. of Members who voted	No. of valid votes cast by them	% of total number of valid votes cast
E-Voting	45	2999567	98.8138	04	36009	1.1862



9. All the Resolutions mentioned in Notice of the 36th Annual General Meeting as per the details given above stand passed with requisite majority.
10. The electronic data and all other relevant records relating to voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.
11. This report is issued in accordance with the terms of the Engagement Letter.

Restriction on Use

12. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company, (iii) placing at the Registered Office of the Company and (iv) placing on website of Depositories. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You,

Yours faithfully,

Virendra G. Bhatt

Practicing Company Secretary

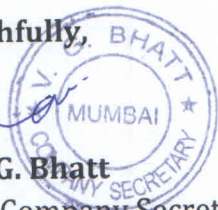
ACS No.: 1157 / COP No.: 124

Peer Review Cert. No.: 1439/2021

Date: 26th September, 2023

Place: Mumbai

UDIN: A001157E001088188



Counter Signed by:
For Zodiac-Jrd-Mkj Limited

Jayantilal A. Jhaveri
Chairman
DIN: 00020250