

Virendra Bhatt

Company Secretary

Office :

602, Tardeo Airconditioned Market,
Tardeo Main Road, Tardeo,
Mumbai-400 034.

Tel. : 2351 4867 / 2351 2412

Mobile : 98200 48670

e-mail : bhattivirendra1945@yahoo.co.in

To,
The Chairman
ZODIAC-JRD-MKJ LIMITED

29th Annual General Meeting of the members of ZODIAC-JRD-MKJ LIMITED (CIN:L65910MH1987PLC042107) held at Garware Club House, 2nd Floor Banquet Hall No.4 "D" Road, Churchgate, Mumbai-400 020 on Saturday, 24th September, 2016 at 10.15a.m.

Sub: Passing of Resolution(s) through remote e-voting and poll pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 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 19th August, 2016 has appointed me as the Scrutinizer for the remote e-voting as well as to scrutinize the voting through poll papers received from the members at the venue of the AGM pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 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 Agents 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 in the 29th Annual General Meeting (AGM) of the company, which was held on Saturday, 24th September, 2016.
- 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 AGM on the website of the Company and also its Service Provider 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 AGM was 19th August, 2016 (Physical & Email) and as on that date, there were 4,116 members of the Company. The Company /Service Provider had sent the notices of the AGM along with Annual Report by E-mail to 1,274 members out of whom transmission of E-mails to 194 Shareholders had failed and hence the same were sent to them through courier. In respect of 2,842 members, E-mail IDs were not available and hence the notices were sent by courier.
- The Company completed the dispatch of the notices in physical & E-mail to the members on 27th August, 2016.



- The Notices sent (both through email 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.
- 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 17th September, 2016.
- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for three days from 21st September, 2016 at 09:00 a.m. (IST) to 23rd September, 2016 till 5:00 p.m. (IST).
- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English in 'Business Standard' newspaper dated 20th August, 2016 having country-wide circulation and in Maharashtra in 'Mumbai Lakshdeep' newspaper dated 20th August, 2016. The notice published in the newspaper carried the required information as specified in Sub Rule 4 (v) (a) to (h) of the said Rule 20.
- At the venue of the 29th Annual General Meeting of the Company held 24th September, 2016 the facility to vote through poll 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 24th September 2016, after counting of the votes conducted at the venue of the AGM through poll, the votes cast through Remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Kashyap V. Patel and Mr. Vishwas Y. Salvi who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.
- After the voting at the AGM was concluded, the locked poll box was subsequently opened in the presence of two persons as witnesses, as mentioned above, and poll papers were diligently scrutinized. The Poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- Thereafter, I as a Scrutinizer, duly compiled details of Remote e-voting and the facility of voting through poll papers provided at the venue of the AGM, the details of which are as follows:

The results of the Remote E-voting together with that of the voting conducted at venue of the AGM by way of poll papers are as under:

Details	Remote E-voting	Voting through Poll at AGM	Total voting
Number of member who cast their votes	34	18	52
Total number of shares held by them	3453104	406	3453510
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		
Invalid votes	Various as mentioned under each Resolution		

Note: Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting or Physical Voting



1) **Item no. 1 of the Notice (As an Ordinary Resolution)**

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditor thereon.

Manner of Voting	Total Valid Vote	Votes in favour of the resolution		Votes against the resolution		Not Voted/ Invalid votes
		Nos.	Percentage	Nos.	Percentage	
Remote E-Voting	3453104	3453094	-	10	-	0
Voting through Poll at AGM	406	381	-	0	-	25
TOTAL	3453510	3453475	99.99	10	0.01	25

2) **Item no. 2 of the Notice (As an Ordinary Resolution)**

To declared a dividend on share.

Manner of Voting	Total Valid Vote	Votes in favour of the resolution		Votes against the resolution		Not Voted/ Invalid votes
		Nos.	Percentage	Nos.	Percentage	
Remote E-Voting	3453104	3453094	-	10	-	0
Voting through Poll at AGM	406	381	-	0	-	25
TOTAL	3453510	3453475	99.99	10	0.01	25

3) **Item no. 3 of the Notice (As an Ordinary Resolution)**

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

Manner of Voting	Total Valid Vote	Votes in favour of the resolution		Votes against the resolution		Not Voted/ Invalid votes
		Nos.	Percentage	Nos.	Percentage	
Remote E-Voting	3453104	3453094	-	10	-	0
Voting through Poll at AGM	406	381	-	0	-	25
TOTAL	3453510	3453475	99.99	10	0.01	25



4) **Item no. 4 of the Notice (As an Ordinary Resolution)**

To Re-appoint M/s. Arun Ganatra & CO., Chartered Accountants as statutory Auditor of the Company to hold office from the conclusion of this AGM until the conclusion of the AGM of the company to be held in the year 2017.

Manner of Voting	Total Valid Vote	Votes in favour of the resolution		Votes against the resolution		Not Voted/ Invalid votes
		Nos.	Percentage	Nos.	Percentage	
Remote Voting	3453104	3453094	-	10	-	0
Voting through Poll at AGM	406	380	-	1	-	25
TOTAL	3453510	3453474	99.99	11	0.01	25

• **SPECIAL BUSINESS**

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

To continuing appointment Mr. Jayantilal A Jhaveri (DIN: 00020250) as a Chairman of the company after attaining age of 70 years.

Manner of Voting	Total Valid Vote	Votes in favour of the resolution		Votes against the resolution		Not Voted/ Invalid votes
		Nos.	Percentage	Nos.	Percentage	
Remote Voting	3453104	3453094	-	10	-	0
Voting through Poll at AGM	406	381	-	0	-	25
TOTAL	3453510	3453475	99.99	10	0.01	25

6) **Item no. 6 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 70 Years.

Manner of Voting	Total Valid Vote	Votes in favour of the resolution		Votes against the resolution		Not Voted/ Invalid votes
		Nos.	Percentage	Nos.	Percentage	
Remote Voting	3453104	3453094	-	10	-	0
Voting through Poll at AGM	406	381	-	0	-	25
TOTAL	3453510	3453475	99.99	10	0.01	25



7) Item no. 7 of the Notice (As a Special Resolution)

To Re-Appointment Mr. Jayesh Jayantilal Jhaveri (DIN: 00020277) as a Managing Director of the company.

Manner of Voting	Total Valid Vote	Votes in favour of the resolution		Votes against the resolution		Not Voted/ Invalid votes
		Nos.	Percentage	Nos.	Percentage	
Remote E-Voting	1755201	1755191	-	10	-	0
Voting through Poll at AGM	406	381	-	0	-	25
TOTAL	1755607	1755572	99.99	10	0.01	25

*Note: Votes cast by Mr. Jayantilal A. Jhaveri, Mr. Rajnikant A. Jhaveri, Mr. Devang R. Jhaveri, Mrs. Neeta J. Jhaveri & Mr. Jayesh J. Jhaveri (16,97,903) have not been considered as they are interested party in this resolution.

8) Item no. 8 of the Notice (As a Special Resolution)

To Re-appoint Mr. Devang Rajnikant Jhaveri (Din: 00020235) as a Whole Time Director of the company.

Manner of Voting	Total Valid Vote	Votes in favour of the resolution		Votes against the resolution		Not Voted/ Invalid votes
		Nos.	Percentage	Nos.	Percentage	
Remote E-Voting	1755201	1755191	-	10	-	0
Voting through Poll at AGM	406	381	-	0	-	25
TOTAL	1755607	1755572	99.99	10	0.01	25

*Note: Votes cast by Mr. Jayantilal A. Jhaveri, Mr. Rajnikant A. Jhaveri, Mr. Devang R. Jhaveri, Mrs. Neeta J. Jhaveri & Mr. Jayesh J. Jhaveri (16,97,903) have not been considered as they are interested party in this resolution.



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

To Approve delivery of documents through a particular mode as may be sought by the member.

Manner of Voting	Total Valid Vote	Votes in favour of the resolution		Votes against the resolution		Not Voted/ Invalid votes
	Nos.	Nos.	Percentage	Nos.	Percentage	Nos.
Remote E-Voting	3453104	3453094	-	10	-	0
Voting through Poll at AGM	406	381	-	0	-	25
TOTAL	3453510	3453475	99.99	10	0.01	25

All the Resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-Voting and voting conducted at AGM by way of Poll Papers with the requisite majority and hence deemed to be passed as on date of the AGM.

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 AGM by way of poll Papers by the Members of the Company. The poll papers and all other relevant records relating to E-voting and physical voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking You,

Virendra Bhatt
ACS- 1157
COP-124

Date: 24th September, 2016.
Place: Mumbai

Witnesses:


Kashyap V. Patel


Vishwas Y. Salvi

Countersigned and received the Report
For ZODIAC-JRD-MKJ LIMITED

Director