ZODIAC-JRD-MKJ LIMITED

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

NOTICE OF POSTAL BALLOT

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Member(s),

Notice is hereby given to the members of ZODIAC-JRD-MKJ LIMITED pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 for passing the below resolution by means of postal ballot:

Sale of office premises at DW-5261, G Block, Bharat Diamond Bourse, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051.

The draft resolutions proposed to be passed and Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 and Regulation 73 of the SEBI (Issue of Capital & Disclosure Requirements) regulations, 2009 stating all the material facts and the reasons for the proposed resolutions are appended below for consideration of the members and a postal ballot form is enclosed for the purpose of exercising vote in respect of the said resolutions.

You are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope so as to reach the Scrutinizer on or before the close of working hours on 21st February 2012.

The Board of Directors of the Company on 10th December 2011 has appointed Mr. Virendra Bhatt, Practicing Company Secretary, as Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner. After completion of the scrutiny, the Scrutinizer will submit his report to the Chairman / Managing Director of the Company and the result of the voting by Postal Ballot will be announced by the Chairman / Managing Director on 28th February 2012. In the event, the proposed resolutions are approved by the requisite majority of shareholders by means of the postal ballot, the date of declaration of the result shall be deemed to be the date of passing of the said resolutions.

The copies of the documents, if any, referred to in the accompanying Explanatory Statement are open for inspection by the members of the Company at the Registered Office of the Company on all working days.

In terms of Section 192A of the Companies Act, 1956, a listed company may propose any resolution to be passed by the members through postal ballot in accordance with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011. Although not mandatory, as a measure of good corporate governance, the Board is seeking members' approval through postal ballot instead of convening a general meeting, to facilitate wider participation in the decision making process by the members.

DRAFT RESOLUTIONS

1. To consider and if thought fit, to pass, the following Resolution as an **Special Resolution:**

   "RESOLVED THAT the consent of the company be and is hereby accorded in terms of Section 293(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), to sell the immoveable property of the company situated at DW-5261, G Block, Bharat Diamond Bourse, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051".

   "RESOLVED FURTHER THAT such sale be made at a minimum price of not less than Rs.40,000 (Rupees Forty Thousand) per sq.ft."

   "RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions as may be necessary and to settle any questions that may arise in this regard."

By Order of the Board of Directors

Director

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

Place: Mumbai
Date: 10th December 2011

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF THE SECTION 173(2) AND 192A OF THE COMPANIES ACT, 1956

The company has an office premises at DW-5261, G Block, Bharat Diamond Bourse, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 which was acquired by the company as administrative office at Bharat Diamond Bourse, Bandra-Kurla Complex. At present, the company finds the maintenance cost has gone up which is affecting the profitability of the company. Hence, company has decided to sell the same. The Board of Directors has given the authority to the committee to sell the property at minimum price to be Rs.40,000 per sq.ft.

Pursuant to the provisions of Sections 293(1)(a) of the Companies Act, 1956, sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the Company requires approval of members of the Company.

The Board of Directors, therefore, recommends the resolution as set out in the Notice for approval of the members.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

By Order of the Board of Directors

Director

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

Place: Mumbai
Date: 10th December 2011

Encl:
1. Postal Ballot Form
2. Self- addressed postage pre-paid envelope

MEMBERS ARE REQUESTED TO PROVIDE THEIR EMAIL ID IN WHICH THEY HAVE INTERESTED TO HAVE ALL THE NOTES ALONGWITH ANNUAL REPORT AND OTHER CORRESPONDANCE TO OUR REGISTRAR " LINK INTIME INDIA PVT.LTD. C-13, PANNALAL SILK MILLS COMPOUND, L.B.S. MARG, BHANDUP (WEST) MUMBAI 400 078