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ZODIAC - JRD - MKJ LIMITED

**TWENTYFIFTH ANNUAL REPORT
2011 - 2012**

For ZODIAC-JRD-MKJ LTD.

Chaitanya
DIRECTOR.



BOARD OF DIRECTORS

1. Mr. Jayantilal Jhaveri (Chairman)
2. Mr. Jayesh Jhaveri (Managing Director)
3. Mr. Devang Jhaveri (Whole-time Director)
4. Mr. Rajnikant Jhaveri
5. Mr. Rajnikant Chokshi
6. Mr. Jindal Kalidas Mehta
7. Mr. Champaklal Dolatram Mehta
8. Mrs. Neeta Jayesh Jhaveri
9. Dr. Hasmukh Bachubhai Thakker

AUDITORS

M/s. Arun Ganatra & Co.
Chartered Accountants

BANKERS

RBS BANK
BANK OF INDIA
HDFC BANK LTD.

REGISTRARS & TRANSFER AGENT

LINK INTIME INDIA PRIVATE LIMITED
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai - 400 078.
Tel. : 2596 3838

REGISTERED OFFICE

910, Parekh Market, 39 J.S.S. Road,
Opera House, Mumbai - 400 004.

Web Site Address: www.zodiacjrdmkjlttd.com
E-mail id: info@zodiacjrdmkjlttd.com

FACTORY

VARDHAMAN INDUSTRIAL PREMISES CO-OP. SOCIETY LTD.
Gala No. 202-206
S.V. Road, Dahisar (E)
Mumbai - 400 068.



NOTICE IS HEREBY GIVEN THAT THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ZODIAC - JRD - MKJ LIMITED WILL BE HELD ON TUESDAY, 25th SEPTEMBER, 2012 AT 10.30 A.M. AT HOTEL KRISHNA PALACE, HAVELI HALL, 2ND FLOOR, 96/98, SLEATER ROAD, NANA CHOWK, GRANT ROAD WEST, MUMBAI - 400 007 TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mrs. Neeta Jayesh Jhaveri who retires by rotation and, being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Dr. Hasmukh Bachubhai Thakker, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint M/s. Arun Ganatra & Co., Chartered Accountant as Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion the next Annual General Meeting and authorize Board of Directors to fix their remuneration.

NOTES :

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

A proxy form duly completed and stamped, must reach the registered office of the company not less than 48 hours before the time for holding the aforesaid meeting.
- 2) Members/Proxies should bring the attendance slip sent herewith duly, filled in for attending the meeting. You are requested to bring the copy of Annual Report sent to you.
- 3) The register of members and the share transfer books

of the company will remain closed from 17th September, 2012 to 25th September, 2012 (both days inclusive) in connection with the Annual General Meeting.

- 4) Members holding shares in identical orders of names in more than one folio are requested to write to the Company's below mentioned Registrar & Transfer Agent and send their share certificates to enable consolidation of their holding into one folio.
- 5) Members seeking any information on the Accounts are requested to write to the company, which should reach the company at least one week before the meeting so as to enable the management to keep the information ready. Replies will be provided only at the meeting.
- 6) Pursuant to the Provisions of Section 205C of the Companies Act, 1956 unpaid dividend and Share Application Money unclaimed for a period of more than seven years have been transferred to the Investor Education Protection Fund during the year. Please check whether you have encashed Dividend Warrants for earlier years. If dividend Warrants are lost or have become time barred, please apply to company or its Registrars & Share Transfer Agents for duplicate / revalidated Dividend warrant.

<u>DIVIDEND FOR YEAR ENDED</u>	<u>AMOUNT (RS.)</u>	<u>DUE DATE</u>
31 ST MARCH, 2005	61894=00	24-09-2012
31 ST MARCH, 2006	41489=00	24-09-2013
31 ST MARCH, 2007	68005=00	24-09-2014
31 ST MARCH, 2008	87978=00	24-09-2015
31 ST MARCH, 2009	147514=00	24-09-2016
31 ST MARCH, 2010	131092=00	17-09-2017
31 ST MARCH, 2011	128890.00	28-09-2018

- 7) Member are requested to immediately notify in their own interest the change in their addresses to the Company's Registrars & Transfer Agent :
M/s. Link Intime India Private Limited,
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai 400 078.



8) INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT

As required under the Listing Agreement, the particulars of the Director who are proposed to be appointed or re-appointed is furnished below:

i) Item No. 3 of the Notice:

Name : Mrs. Neeta Jayesh Jhaveri
Age : 55 years
Qualification : B.A.
Expertise : Management and Technical
Date of Appointment : 28-01-2011.

ii) Item No. 4 of the Notice :

Name : Dr. Hasmukh Bachubhai Thakker
Age : 57 years
Qualification : L.C.E.H. (Mum)
Expertise : Administrative
Date of Appointment : 28-01-2011.

- 9) Members holding shares in electronics form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on their dividends warrant as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for change / deletion in such bank details. Further instructions if any already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may therefore give instructions regarding bank accounts in which they wish to receive dividend to their Depository Participants.

- 10) The Company has appointed M/s. **Link Intime India Pvt. Ltd.** as their Registrar for Transfer work and dematerialisation of Shares. The members are requested to send all their correspondence to **Link Intime India Pvt. Ltd.**, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai - 400 078.

- 11) Your Company is under Compulsory Demat list by SEBI and Stock Exchange from August, 2000.

By Order of the Board of Director
For **ZODIAC-JRD-MKJ LIMITED**

JAYANTILAL JHAVERI
CHAIRMAN

Place : Mumbai
Date : 22nd August, 2012

REGISTERED OFFICE :

910, Parekh Market,
39, J.S.S. Road,
Opp. Kennedy Bridge,
Opera House, Mumbai 400 004.

**Director's Report**

To
The Members,
ZODIAC-JRD-MKJ LIMITED

The Directors have pleasure in presenting the 25th Annual Report on the business and operations of your Company and the Audited Financial statement for the year ended **31st March, 2012**.

(1) FINANCIAL RESULTS :

The highlights of the Financial Results are :

	Year ended 31-03-2012 (Rs. In Lakhs)	Year ended 31-03-2011 (Rs. In Lakhs)
Total Income	1911.35	1460.84
Net Profit before Depreciation and Interest	144.31	82.70
Less : Depreciation	14.13	12.15
Interest	0.00	0.01
Profit before Tax	130.18	70.54
Add : Deferred Tax	3.19	1.84
Less : Current Tax	27.00	18.00
Profit after Tax	99.99	50.70
Balance Profit brought forward	4237.29	4224.40
Less: Prior Period Adjustments	1.32	7.72
Amt. Available for Appropriation	4335.96	4267.38
Less : Appropriation	0.00	0.00
Proposed dividend	25.89	25.89
Tax on Distributed Profit	4.20	4.20
Balance carried forward		
Balance sheet	4305.87	4237.29

PERFORMANCE REVIEW.

The Company's turnover for the year 2011-2012 had been Rs.1866.50 Lacs as per compared to last year figure of Rs. 1443.06 Lacs. The company has made a net profit after taxation of Rs. 98.67 Lacs against Rs. 42.97 Lacs last year.

2. DIVIDEND :

The Directors are pleased to recommend a dividend @ 5% i.e. Rs. 0.50 per share for the year ended **31st March, 2012**.

3. PUBLIC DEPOSITS :

The Company has not accepted any fixed deposits from the public as per Section 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.

4. DIRECTORS :

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Mrs. Neeta Jayesh Jhaveri, Directors of the Company, retire by rotation, and being eligible, offers herself for re-appointment.

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Dr. Hasmukh Bachubhai Thakker Directors of the Company, retire by rotation, and being eligible, offers himself for re-appointment

5. AUDITORS :

The Auditors M/s. Arun Ganatra & Co., Chartered Accountants, retire on the conclusion of the forthcoming Annual General Meeting and are eligible offer themselves for re-appointment.

6. COMPANY SECRETARY COMPLIANCE CERTIFICATE:

The Company has obtained Compliance Certificate from Shri Virendra G. Bhatt, a practicing Company Secretary, as under Section 383A (1) of the Companies Act, 1956, which is enclosed herewith forming part of the Director's Report.

7. DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors, based on the representation received from the operating management, confirm that :

- in preparation of the Annual Accounts for the year ended **31st March, 2012** the applicable accounting standards had been followed alongwith proper explanation relating to material departures, if any;
- the directors had selected such accounting policies and applied consistently and made judgements and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of



the financial year ended 31st March, 2012 and the profit of the Company for the year under review ;

iii) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv) That the annual accounts for the year ended 31st March, 2012 have been prepared on a 'Going Concern Basis.'

8. CORPORATE GOVERNANCE :

Pursuant to Clause 49 of the listing agreements with Stock Exchanges, a Management Discussion & Analysis, Corporate Governance Report and Auditors Certificate regarding compliance of conditions of corporate Governance are made part of the Annual Report.

9. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

The prescribed particulars under section 217(1) (e) of the Companies Act, 1956, relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as detailed below.

1) Total power and fuel consumption.

Particulars	2011-2012	2010-2011
Electricity Purchases		
i) Units (Lac KWH)	0.27	0.24
ii) Total amount (Rs. In 000)	2.78	2.38
iii) Rate/KWH (Rs.)	10.30	9.91

2) Total energy consumption per unit of production.

Particulars	2011-2012	2010-2011
Cut & Polished Diamonds CTS	1477.57	1050.90
Gold Jewellery CTS	796.224	1059.586
GMS	2631.151	3928.743

3) Foreign Exchange Earnings and Outgoings.

Particulars	2011-2012	2010-2011
Total Foreign Exchange Earned	796.39	891.12
Total Foreign Exchange Outgo	5.43	3.84

10. PARTICULARS OF EMPLOYEES :

No employees of the Company was in receipt of remuneration during the financial year 2011-2012 in excess of the sum prescribed under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of the Employees) Rules, 1975

11. DISCLOSURE UNDER SECTION 274 (1) (g) :

None of the Directors of the Company are disqualified for being appointed as Directors as specified Under Section 274 (1) (g) of the Companies Act, 1956 amended by the Companies (Amendment) Act, 2000.

12. ACKNOWLEDGEMENTS :

Your Directors wish to thank Shareholders, Suppliers, Customers, Banks and Employees for their co-operation and support. Your Directors also wish to place on record the support of the financial Institutions..

By Order of the Board of Director
For ZODIAC-JRD-MKJ LIMITED

JAYANTILAL JHAVERI
CHAIRMAN

Place : Mumbai
Date : 22nd August, 2012

REGISTERED OFFICE :

910, Parekh Market,
39, J.S.S. Road,
Opp. Kennedy Bridge,
Opera House, Mumbai 400 004.



CORPORATE GOVERNANCE REPORT

PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is concerned with creation of long term value of shareholders while also balancing interest of other stakeholders viz. Employees, Creditors, Government and the Society at large. Corporate Governance is crucial as it builds confidence and trust, which eventually leads to a more stable and sustained resources, flows and long term partnership with its investors and other stakeholders.

The Corporate Governance framework will encourage efficient use of resources and ensuring accountability for these resources. Its importance lays in the contribution to the overall growth and direction of the business, management accountability and transparency and above all, equitable treatment for its stakeholders.

In sum, Corporate Governance reinforces the concept of "Your Company" and emphasis that the Chairman and Board of Directors are fiduciaries and trustees, engaged in pushing the business forward and maximizing value for the shareholders.

CORPORATE GOVERNANCE

Your Company believes in adopting practices and protecting rights and interest of stakeholders. We further believe that the shareholders have the right to know complete information on the Board of Directors and the management, their interest in the organization as well as governance practice to be followed by them.

The Reporting on Corporate Governance is divided into five parts:

Board of Directors
Remuneration of Directors
Committees of the Board
Shareholder Information
Other Disclosures.

I. BOARD OF DIRECTORS:

The details of the Board of Directors of the Company are given below:

Name of Director	Designation	Other Directorship
Mr. Jayantilal Jhaveri	Chairman	1
Mr. Jayesh Jhaveri	Managing Director	2
Mr. Devang Jhaveri	Director	1
Mr. Rajnikant Jhaveri	Director	1
Mr. Rajnikant Chokshi	Director	-
Mr. Jindal K Mehta	Director	7
Mr. Champakalal Mehta	Director	5
Mr. Neeta Jayesh Jhaveri	Director	1
Mr. Hasmukh Bachubhai Thakkar	Director	-

As required by the Companies Act, 1956 & Clause 49 of the listing Agreement, none of the directors hold directorship in more than 15 Public Companies, membership of Board Committees (Audit/Remuneration/Investor Grievance Committees) in excess of 10 and Chairmanship of board committees as aforesaid in excess of 5

Responsibilities

The Board of Directors responsibilities include review of:

- Strategy and Business Plans
- Annual Operating and Capital Expenditure Budgets



- Investments and Exposure Limits
- Business Risk analysis and Control
- Senior Executive Appointment
- Compliance with Statutory/ Regulatory Requirements and review of major legal issues.
- Adoption of Quarterly Results/Annual Results
- Transactions pertaining to purchase, disposal of property, major provisions and write – offs.

C. Board Meetings

The meetings of the Board of Directors are Scheduled well in Advance and the Folder containing the Agenda for the meeting with detailed review of all aspects of the Company business, including performance of the Company, employee relations, details of investment, Capital Expenditure, etc. is circulated to all the Directors. It also highlights important matters discussed at the Audit Committee, Shareholders Grievance Committee and at the Sub- Committee of Directors. 7 Board Meetings were held during the period **31st March, 2012** i.e. on 28/04/2011, 22/07/2011, 18/08/2011, 28-09-2011, 21/10/2011, 10/12/2011 and 30/01/2012.

Name of Director	No of Board Meetings Held	No of Board Meetings Attend	Attendance at last AGM
Mr. Jayantilal Jhaveri	7	7	YES
Mr. Jayesh Jhaveri	7	7	Yes
Mr. Devang Jhaveri	7	7	YES
Mr. Rajnikant Jhaveri	7	7	Yes
Mr. Rajnikant Chokshi	7	7	Yes
Mr. Jindat K Mehta	7	7	Yes
Mr. Champakalal Mehta	7	7	Yes
Mr. Neeta Jayesh Jhaveri	7	7	YES
Mr. Hasmmukh Bachubhai Thakkar	7	7	YES

II. REMUNERATION OF DIRECTORS

As the Company has no intention to pay any remuneration to any Director other than Managing Director & whole-Time Director, no need was felt to constitute a compensation and Remuneration Committee of Directors. The Remuneration Managing Director & Whole - Time Director is with the approval of shareholders of the Company in the General Meeting held on 17-09-2010.

Name	Remuneration (in Rs.)	Perquisites (In Rs.)	Total Remuneration	Terms of Appointment
Mr. Jayesh Jhaveri (Managing Director)	360000	71536	431536	26-09-2010
Mr. Devang R. Jhaveri (Whole- Time Director)	300000	27275	327275	26-09-2010

PAYMENT OF SITTING FEES TO THE DIRECTOR

Name of the Director	Sitting Fess paid in Rupees
1. Mr. Jayantilal A. Jhaveri	3500
2. Mr. Rajnikant A. Jhaveri	3500
3. Mr. Jayesh J. Jhaveri	N.A
4. Mr. Devang R. Jhaveri	N.A
5. Mr. Rajnikant S. Chokshi	6000
6. Mr. Jindat K. Mehta	6000
7. Mr. Champaklal D. Mehta	6000
8. Mrs. Neeta Jayesh Jhaveri	3500
9. Mr. Hasmmukh Bachubhai Thakker	3500

**ICOMMITTEES OF THE BOARD****Audit Committee**

The Audit Committee of the Board of Directors was formed by the Board on 30th January, 2002 and the Committee comprises of Three members. The functions of the Committee are as specified in Clause 49 of the Listing Agreement entered with Stock Exchanges in which the Company's Shares are listed. There were 5 meetings held during the period under review i.e 28/04/2011, 22/07/2011, 18/08/2011, 21/10/2011, 30/01/2012 . The Attendance of members for the meetings are as follows:

Name of the Member	Designation	No. of Meetings Attended
Mr. Rajnikant S. Chokshi	Chairman	5
Mr. Jindat K. Mehta	Member	5
Mr. Champaklal D. Mehta	Member	5

B. SHARE TRANSFER & SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE

- (1) The Share Transfer Committee was constituted on 30th January 2002. The Committee meets on a regular basis to approve transfer of shares, transmission of shares, splitting, consolidation, dematerialization and rematerialisation of shares. The shares in physical form sent for transfer in physical form are processed and registered by the Company within 30 days of receipt of Documents, if found in order & specially look into the redress of shareholder and investors complaints like transfer of shares, non-receipt of dividends, non-receipt of Annual Reports etc. The Share transfer & Shareholders/Investors Grievance Committee consists of

Name of Director	Designation
1. Mr. Jayantilal A. Jhaveri	Chairman
2. Mr. Rajnikant A. Jhaveri	Member
3. Mr. Jayesh J. Jhaveri	Member
4. Mr. Devang R. Jhaveri	Member

- (2) Total 13 meetings of Shareholders/Investors Grievance Committee were held during the year 2010-2011 on the following dates: 08-04-2011, 15-04-2011, 29-04-2011, 24-06-2011, 08-07-2011, 15-07-2011, 19-08-2011, 02-09-2011, 09-09-2011, 18-11-2011, 25-11-2011, 10-02-2012, 24-02-2012.

The attendance of the Shareholders/Investors Grievance Committee Member is as under

Name of Director	Category	No. of Meetings Held	No. of Meetings Attended
1. Mr. Jayantilal A. Jhaveri	Independent	13	13
2. Mr. Rajnikant A. Jhaveri	Director	13	13
3. Mr. Jayesh J. Jhaveri	Executive Director	13	13
4. Mr. Devang R. Jhaveri	Independent	13	13

- (4) Mr. Devang Jhaveri, Director is the Compliance Officer.
- (5) All the complaints received during the year were resolved to the satisfaction of the shareholders.

IV. SHAREHOLDER INFORMATION**1. ANNUAL GENERAL MEETING :-**

Date and Time	: 25TH September, 2012 at 10.30 am
Venue	: HOTEL KRISHNA PALACE, HAVELI HALL, 2ND FLOOR, 96/98, SLEATER ROA, NANA CHOWK, GRANT ROAD WEST, MUMBAI 400007
Book Closure Dates	: 17th September, 2012 to 25th September, 2012

**ZODIAC - JRD - MKJ LTD.**

- Dividend Payment Date : 17th October, 2012
1. Registered Office : ZODIAC-JRD-MKJ LIMITED,
910, PAREKH MARKET,
39 J.S.S. ROAD, PERA HOUSE,
MUMBAI - 400004.
2. Equity Shares Listed : 1. NATIONAL STOCK EXCHANGE OF INDIA,
2. THE STOCK EXCHANGE, MUMBAI
(CODE NO.512587)

Period	THE STOCK EXCHANGE MUMBAI (B.S.E)	
	HIGH	LOW
APRIL, 2011	25.40	20.55
MAY, 2011	24.70	19.35
JUNE, 2011	23.90	18.50
JULY, 2011	26.15	21.65
AUGUST, 2011	27.90	22.65
SEPTEMBER, 2011	26.70	21.45
OCTOBER, 2011	25.95	21.55
NOVEMBER, 2011	24.70	20.10
DECEMBER, 2011	28.40	21.20
JANUARY, 2012	27.80	21.45
FEBRUARY, 2012	26.75	22.10
MARCH, 2012	26.80	22.10

Period	NATIONAL STOCK EXCHANGE OF INDIA LTD. (N.S.E.)	
	HIGH	LOW
APRIL, 2011	25.30	21.70
MAY, 2011	24.20	18.30
JUNE, 2011	24.00	20.65
JULY, 2011	25.75	21.05
AUGUST, 2011	26.40	21.85
SEPTEMBER, 2011	28.70	20.70
OCTOBER, 2011	28.45	20.20
NOVEMBER, 2011	24.75	20.05
DECEMBER, 2011	29.00	22.00
JANUARY, 2012	26.85	21.25
FEBRUARY, 2012	26.85	22.20
MARCH, 2012	26.25	22.05

7. Registrar & Transfer Agent : Link Intime India Private Limited,
(Formerly Known as Intime Spectrum Registry Limited)
C-13, Pannalal Silk Mills Compound,
1st Floor, L.B.S. Marg, Bhandup (West),
Mumbai 400 078.

All the Share Transfer Deeds are processed quickly and share certificates are posted within 15 to 20 days from the date of receipt on an average. Incomplete Share Transfer Deeds are returned to transferee with a request to return after rectifying the deficiencies pointed out.

With effect from 31/08/2000 the Company's Equity Sharers are admitted in Dematerialized Form through CDSL & NSDL respectively. The Link Intime India Private Limited has provided to the Company necessary connectivity for the purpose.



8. Distribution of Shareholding as on 31st March, 2012

No. of Equity	SHAREHOLDERS		SHARES	
	Nos	%	Rupess	%
1-5000	4906	99.4326	1067909	20.6272
5001-10000	8	0.1621	49125	0.9489
10001-20000	8	0.1621	9895	2.1227
20001-30000	0	0.0000	0	0.0000
30001-40000	1	0.0203	30850	0.5959
40001-50000	3	0.0608	208664	4.0305
50001-100000	8	0.1621	3710739	71.6748
100001 & above	0	0.0000	0	0.0000
Total	4934	100	5177182	100

9. Category of Shareholding as on 31st March 2012.

Sr.No	CATEGORY	DEMATED		PHYSICAL		TOTAL
		SHARES	HOLDERS	SHARES	HOLDERS	
1	Other Corporate Bodies	149562	111	4600	18	154162
	Promoter Corporate bodies	204644	1	0	0	204644
2	Clearing Member	9686	18	0	0	9686
3	Directors	1774854	5	0	0	1774854
4	Foreign Company	1196215	2	300000	1	1496215
5	Mutual Fund	0	0	1000	2	1000
6	Nationalised Banks	500	1	-	-	500
7	Non-Nationalised Banks	0	0	100	1	100
8	NRIs	7390	16	-	-	7390
9	Non Resident (Non Repatriable)	601	3	-	-	601
10	Public	953352	3234	170520	1512	1123872
11	Relatives of Directors	404150	8	0	0	404150
12	Trusts	0	0	8	1	8
	Total	4700954	3399	476228	1535	5177182

10. Financial Release Dates for 2012-2013 (Tentative and subject to change)

Quarter	Release Date
1st Quarter ending 30th June, 2012	End of July, 2012
2nd Quarter ending 30th September, 2012	End of October, 2012
3rd Quarter ending 31st December, 2012	End of January, 2013
4th Quarter ending 31st March, 2013	End of April, 2013

V. OTHER DISCLOSURES:

1. Details of Annual/ Extra – Ordinary General Meetings

Location and time of General Meetings held in last 3 years:

Year	AGM/EGM	Location	Date	Time
2008-2009	AGM	Thackers Caterers, Birla Krida Kendra Restaurant, Chowpatty, Mumbai-400007	29.09.2009	10.00 a.m
2009-2010	AGM	Thackers Caterers, Birla Krida Kendra Restaurant, Chowpatty, Mumbai-400007	17.09.2010	10.00 a.m.
2010-2011	AGM	Thackers Caterers, Birla Krida Kendra Restaurant, Chowpatty, Mumbai-400007	28.09.2011	10.00 a.m.

**2. MEANS OF COMMUNICATION:**

- Company is publishing results in National & Regional Newspapers.
- Management Discussion & Analysis is part of Annual Report.
- Company has paid the Annual Listing Fess to N.S.E and B.S.E

3. OTHER DISCLOSURE:

- There were no materially significant related party transactions with the promoters, Directors etc that may have potentially conflict with the interests of the Company at large.
- There were no non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory Authority, on any matter relating to the Capital Markets during the last three years.
- There were no pecuniary relationships or transactions of Non- Executive Directors vis-à-vis the Company.
- A list transactions with related parties as per Accounting Standard (AS) -18 mentioned in Notes 19 (15) to the Audited Accounts.

Management Discussion & Analysis

Forward Looking Statements : Forward looking statements are based on certain assumptions and expectations of future events. The company cannot guarantee that these assumptions and expectations are accurate or will be Realized. The Company's actual performance or achievements could thus differ materially on those projected in any such forward looking statements. The company assumes no responsibility to publicly amend, modify or revise any forward looking Statements, on the basis of any subsequent developments, information or events.

Overall Review : During the financial year under review the Sales have grown up from Rs. 1443.06 Lacs to Rs.1866.50 Lacs, Other Income increased from Rs.17.78 Lacs to Rs.44.85 Lacs. Company's Net profit before extra ordinary items increase by 56.44 % from Rs.42.98 Lacs to Rs. 98.67 Lacs. Earning per share increased from Rs. 0.83 to Rs. 1.91.

Risk & Concern : Risk is intrinsic to any business and is essential ingredient to growth. Your company is exposed to foreign exchange risk due to volatility in foreign exchange rate having an impact on exports business Company is dealing with the reputed clients in overseas market & taking maximum precaution before supplying material.

Internal Control : The company has an extensive system of internal controls which ensures optimal utilization and protection of resources, accurate reporting of financial transactions and compliance with applicable laws regulations as also internal policies and procedures. The internal control system is supplemented by extensive internal audits, regular reviews by management and well documented policies and guidelines to ensure reliability of financial and all other records to prepare financial statements and other data.

Outlook for Future: It is expected that the steps taken by the Company in the recent year have increased the turnover of the company, coupled with promising outlook for the business the company is engaged in, will translate into a healthy performance for the company. Barring unforeseen circumstances, the company expects to continue to report satisfactory performance in the future.

COMPLIANCE CERTIFICATE FROM THE AUDITORS OF THE COMPANY

To,
The Members of
ZODIAC-JRD-MKJ LTD

We have examined the compliance of conditions of Corporate Governance by ZODIAC-JRD-MKJ LTD, for the year ended March 31,2012 as stipulated in clause 49 of the Listing agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representation made by the directors and management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance is pending for period exceeding one month against the company as per the records maintained by the Shareholders / Investors Grievance Committee.

We further state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

FOR ARUN GANATRA & CO.
CHARTERED ACCOUNTANTS
FRN No.: 100558W

Place : Mumbai
Date : 22nd August, 2012

(A. L. GANATRA)
PROPRIETOR
Membership No. 031720



AUDITOR'S REPORT

To,
The Members of
ZODIAC-JRD-MKJ LIMITED

We have audited the attached Balance Sheet of **ZODIAC-JRD-MKJ LIMITED** as at **31st March, 2012** and also the Profit & Loss Account for the year ended on that date annexed thereto and cash flow statement for the period ended on that date. These financial statements are the responsibility of Company's management. Our responsibility is to express opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material mis-statement. An audit includes examining, on a test basis, evidence supporting the amounts & disclosures in financial statements. An Audit also includes assessing the accounting principles used & significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Manufacturing and Other Companies (Auditors Report) Order, 1988 issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act 1956, as per information & explanation given to us, we give in the Annexure, a statement on the matters specified in Paragraph 4 & 5 of the said Order.

2. Further to our comments in the Annexure referred to in Paragraph 1 above, we report that :

- (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of the books of the Company.

(c) The Balance Sheet and Profit and Loss Account referred to in this report are in agreement with the books of accounts.

(d) In our opinion, the Balance Sheet & Profit & Loss account dealt with by this report comply with the accounting standards referred to in Sec.211 (3C) of the Companies Act, 1956.

(e) On the basis of written representations, received from the directors as on **31st March, 2012** and taken on record by the Board of Directors, we report that none of the directors is disqualified as on **31st March, 2012** from being appointed as a director in terms and section 274(1) (g) of the Companies Act, 1956.

(f) In our opinion and to the best of our information and according to the explanations given to us the said accounts gives the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :

- (i) In the case of the Balance Sheet, of the state of the Company's affairs as at **31st March, 2012** and
- (ii) In the case of Profit and Loss Account of the profit for the year ended on that date.
- (iii) In the case of Cash Flow statement, of the cash flows for the year ended on that date.

For ARUN GANATRA & CO.,
Chartered Accountants
FRN No.: 100558W

Place : Mumbai
Dated : 22nd August, 2012

(A. L. GANATRA)
Proprietor
Membership No. 031720



ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in paragraph 2 of our report of even date on the accounts for the year ended **31st March, 2012 of ZODIAC - JRD - MKJ LIMITED.**)

1. In respect to Fixed Assets :

The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets. All fixed assets have been physically verified by the management at periodical intervals during the year which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

2. In respect to its inventories :

- (a) As explained to us, the management has conducted physical verification of inventory at reasonable intervals.
- (b) According to the information and explanations given to us, the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion & according to the information and explanations given to us the company has maintained proper records of inventory and no material discrepancies were noticed on physical verification.

3. According to information and explanations given to us, the company has not granted / taken any loans, secured or unsecured to/from companies, firms or other parties covered in register required to be maintained under section 301 of the Companies Act, 1956.

4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.

5. (a) In our opinion and according to the information and explanations given to us, there are the transactions made in pursuance of contract or arrangements, that need to be entered into the register required to be maintained under section 301 of the Companies Act, 1956 have been so entered.

(b) In our opinion and according to the information and explanations given to us, there are no transactions in pursuance of contract or arrangements entered in the register to be maintained under Section 301 of the Companies Act, 1956 aggregating during the year to Rs. 5,00,000/- (Rupees Five Lacs Only) or more in respect of any party.

6. The Internal Audit of the company has been carried out by an independent firm of Chartered Accountants. In our opinion, the internal audit functions carried out have been commensurate with the size and nature of its business.

7. We have been informed that the Central Government has not prescribed maintenance of cost records under section 209(1) (d) of the Companies Act, 1956.

8. According to the records of the Company, the Company is regular in depositing statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Customs Duty, Excise Duty, cess and other statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of Income-tax, wealth tax, sales-tax, customs duty and excise duty were outstanding at the year end for a period of more than six months from the date they became payable.

9. The Company has no accumulated losses at the end of the financial year and it has not incurred any cash losses during the current and immediately preceding financial year.

10. The Company does not have any borrowings from financial institution, bank and by way of debentures.

11. The Company has not granted any loans and advances on the basis of security by way of pledge



of shares, debentures and other securities. Therefore, the provisions of clause 4 (xii) of the Companies (Auditor's Report) Order, 2003 are not applicable to Company.

12. In our opinion and according to the information and explanations given to us, the nature of activities of the Company does not attract any special statute applicable to chit fund and nidhi / mutual benefit funds / societies.
13. In respect of dealing in securities and other investments, in our opinion and according to the information and explanations given to us, proper records have been maintained of the transactions and contracts and timely entries have been made therein. The securities and other investments have been held by the Company in its own name.
14. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by its subsidiaries and associates from banks or financial institutions.
15. The Company did not have any term loans outstanding during the year.
16. We have been informed by the management and on overall examination of the Balance Sheet of the company, we report that the funds have not been raised on short-term basis and or long term during the current financial year. Surplus funds of the company which were not required for immediate utilization have been gainfully invested in Mutual Fund, Liquid Fund and investments.
17. The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
18. The Company has not issued any debentures during the year.
19. The Company has not raised any money through a public issue during the year.
20. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For ARUN GANATRA & CO.,
Chartered Accountants
FRN No.: 100558W

Place : Mumbai
Dated : 22nd August, 2012.

(A. L. GANATRA)
Proprietor
Membership No. 031720

**BALANCE SHEET AS AT 31ST MARCH 2012**

	NOTES NO	31ST MARCH, 2012 RUPEES	31ST MARCH, 2011 RUPEES
EQUITY AND LIABILITIES:			
SHAREHOLDERS' FUND			
Capital	1	51,771,820	51,771,820
Reserves and Surplus	2	507,364,992	500,506,826
		Total (a)	552,278,646
NON CURRENT LIABILITIES:			
Deferred Tax Liabilities	3	570,047	184,603
Long Term Provision	4	381,250	324,750
		Total (b)	509,353
CURRENT LIABILITIES	5		
Trade Payables		9,800,761	9,142,646
Other Current Liabilities		982,461	1,798,673
Short Term Provision		7,508,525	10,850,923
		Total (c)	21,792,242
TOTAL EQUITY AND LIABILITIES		(Total a+b+c)	574,580,241
ASSETS:-			
Non-Current Assets			
FIXED ASSETS	6		
Gross Block		40,474,995	39,302,442
Less: Depreciation		14,387,303	13,212,775
Net Block		Total (d)	26,089,667
Current Assets:-			
Investments	7	75,575,362	81,826,240
Inventories	8	440,273,667	397,133,932
Sundry Debtors	9	28,692,379	56,486,668
Cash and Cash Equivalents	10	2,230,181	4,107,673
Short term Loans and Advances	11	5,502,574	8,936,060
		Total (e)	548,490,573
TOTAL ASSETS		(Total d+e)	574,580,241
NOTES TO THE ACCOUNTS	19		

As per our attached report of even date

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

For **ARUN GANATRA & CO.**
Chartered Accountants
FRN No. 100558W

(A. L. GANATRA)
Proprietor

Chairman

Managing Director

Director

MEMBERSHIP NO.: 31720
Place : Mumbai,
Date : 22nd August, 2012

Place : Mumbai,
Date : 22nd August, 2012

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2012**

	NOTES NO	31ST MARCH, 2012 RUPEES	31ST MARCH, 2011 RUPEES
REVENUE FROM OPERATION:			
Sales	12	186,649,631	144,305,758
Other Income	13	4,485,275	1,778,060
		<u>191,134,906</u>	<u>146,083,818</u>
EXPENDITURE			
Cost of materials consumed	14	63,501,721	28,274,163
Purchase In Stock in Trade	15	143,023,021	65,563,434
Changes in inventories of finished goods work in progress and Stock in trade	16	(47,093,735)	28,355,896
Employees benefit expenses	17	886,845	804,427
Finance costs (Interest)		0	934
Depreciation	6	1,412,884	1,214,976
Other expenses	18	16,385,752	14,815,646
		<u>178,116,488</u>	<u>139,029,476</u>
PROFIT/(LOSS) BEFORE TAX		<u>13,018,419</u>	<u>7,054,342</u>
Current Tax		2,700,000	1,800,000
Deferred Tax		319,526	184,603
Fringe Benefit Tax		0	0
PROFIT/(LOSS) AFTER TAX FOR THE YEAR		<u>9,998,893</u>	<u>5,069,739</u>
Balance profit/(Loss) brought forward		423,729,494	422,440,871
		<u>433,728,387</u>	<u>427,510,610</u>
Tax Adjustments of previous year		(132,202)	(772,592)
PROFIT/(LOSS) AVAILABLE FOR APPROPRIATION		<u>433,596,185</u>	<u>426,738,018</u>
APPROPRIATIONS			
Tax on Distributed Profit		419,934	419,934
Proposed Dividend		2,588,591	2,588,591
		<u>3,008,525</u>	<u>3,008,525</u>
BALANCE CARRIED TO BALANCE SHEET		<u>430,587,660</u>	<u>423,729,494</u>

NOTES TO THE ACCOUNTS

19

As per our attached report of even date

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

For ARUN GANATRA & CO.

Chartered Accountants

FRN No. 100558W

(A. L. GANATRA)
Proprietor

Chairman

Managing Director

Director

MEMBERSHIP NO.: 31720

Place : Mumbai,

Date : 22nd August, 2012

Place : Mumbai,

Date : 22nd August, 2012

**NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2012****NOTES NO. 1****SHARE CAPITAL****Authorised**

1,10,00,000 Equity Shares of Rs. 10 Each
 (1,10,00,000 Equity Shares of Rs. 10 Each)
 Issued subscribed and paid up
 5,177,182 Equity Shares of Rs. 10 each(*)
 (5,177,182 Equity Shares of Rs. 10 each)

31ST MARCH, 2012 **31ST MARCH, 2011**
RUPEES **RUPEES**

	110,000,000	110,000,000
	51,771,820	51,771,820
TOTAL	51,771,820	51,771,820

Note :

(*) Of the above shares 20,00,000 shares were allotted in October, 1992 as fully paid up against part discharge of purchase consideration towards the takeover of the business and 1125052 shares issued as per amalgamation on 26-03-2009

SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER MORE THAN 5% SHARES

NAME	31-03-2012		31-03-2011	
	NO OF SHARES	HOLDING%	NO OF SHARES	HOLDING%
1 Jayesh Jayantilal Jhaveri	1,023,107	19.76%	1,023,107	19.76%
2 Devang Rajnikant Jhaveri	346,550	6.69%	346,550	6.69%
3 Estelle Co.Ltd.	901,065	17.40%	901,065	17.40%
4 Estelle Co.Ltd.	295,150	5.70%	295,150	5.70%
5 Kanchanben R Jhaveri	399,214	7.71%	399,214	7.71%
6 Thorndike Holdings Ltd.	300,000	5.79%	300,000	5.79%

NOTES NO. 2**RESERVES AND SURPLUS****General Reserve**

Balance brought forward

Share Premium

Balance brought forward

Balance on Profit and Loss Account

31ST MARCH, 2012 **31ST MARCH, 2011**

	RUPEES	RUPEES
	39,277,332	39,277,332
	37,500,000	37,500,000
	430,587,660	423,729,494
	507,364,992	500,506,826

NOTES 3**DEFERRED TAX LIABILITIES**

Deferred Tax Liabilities

570,047	184,603
570,047	184,603

**NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2012****NOTES NO. 4****LONG TERM PROVISION**

Provision for Employee Fund - Gratuity

31/03/2012	31/03/2011
RUPEES	RUPEES

381,250	324,750
---------	---------

381,250	324,750
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NOTES NO. 5

Trade Payable

9,800,761	9,142,646
-----------	-----------

Other Current Liabilities :-

Sundry Creditor for Expenses

639,764	1,374,896
---------	-----------

Creditor for Statutory Dues

342,697	423,777
---------	---------

Short Term Provision :-

Current Tax

4,500,000	7,842,398
-----------	-----------

Proposed Dividend

2,588,591	2,588,591
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Tax on Proposed dividend

419,934	419,934
---------	---------

18,291,747	21,792,242
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NOTES NO. 6**FIXED ASSETS**

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 01/04/2011 (Rs.)	ADDITIONS (Rs.)	DEDUCTION (Rs.)	AS AT 31/03/2012 (Rs.)	AS AT 01/04/2011 (Rs.)	FOR THE YEAR (Rs.)	DEDUCTION (Rs.)	AS AT 31/03/2012 (Rs.)	AS AT 31/03/2011 (Rs.)	AS AT 31/03/2012 (Rs.)
OFFICE PREMISES	20995076	0	0	20995076	1159506	342219	0	1501725	19635570	19493351
FACTORY PREMISES	1076413	0	0	1076413	606000	35952	0	641952	470413	434461
PLANT & MACHINERY	8471472	48800	0	8520272	5277190	434954	0	5712144	3194282	2808125
OFFICE EQUIPMENT										
COMPUTER	1394288	64451	0	1458739	1272880	102137	0	1375017	121408	83722
OTHER EQUIPMENT	1429158	197038	0	1626196	545852	99713	0	645565	883306	980631
FURNITURE & FIXTURE	955532	11552	0	967084	640196	43656	0	683852	315336	283232
VEHICLES	4980503	1217028	366316	5831215	3711151	354253	238356	3827048	1269352	2004167
TOTAL	39302442	1538869	366316	40474995	13212775	1412884	238356	14387303	26089667	26087692
PREVIOUS YEAR FIGURES (RS.)	21766824	17535618	0	39302442	11997799	1214976	0	13212775	9769025	26089667



NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2012

NOTES NO. 7

INVESTMENTS (Non trade) :

Long-Term Investments (At Cost)

(A) QUOTED

	31ST MARCH, 2012		31ST MARCH, 2011	
	UNITS	RUPEES	UNITS	RUPEES
Hico Product Limited	500	16,875	500	16,875
Opal Industries Limited.	100	2,295	100	2,295
Softrak Technology Limited	500	8,220	500	8,220
Spic Fine Chemicals Limited	100	1,000	100	1,000
Supriya Pharmaceuticals Limited	400	8,000	400	8,000
Reliance Industries Ltd.	14940	24,609,293	14940	24,609,293
S.M.Dychem Limited	106	43,930	106	43,930
Reliance Communications Limited	3700	2,129,495	3700	2,129,495
RELIANCE POWER LIMITED	5662	4,594,840	5662	4,594,840
Tech Mahindra Limited	825	1,369,360	825	1,369,360
Mahindra Life Space Developers Limited	50	58,748	50	58,748
RELIANCE POWER LIMITED	80	21,492	80	21,492
Unitech Ltd	7650	1,677,899	7650	1,677,899
Idea Limited	1500	189,559	1500	189,559
Hindustan Construction Ltd	200	26,125	200	26,125
Powergrid Corp. of India Ltd	1300	149,745	1300	149,745
Indian Hotel Co. Ltd.	246	34,719	246	34,719
DLF Limited	125	110,424	125	110,424
Alstom T&D India Limited	225	137,787	225	137,787
GMR Infra Limited	2100	257,705	2100	257,705
Bharat Heavy Electric Ltd	500(*)	251,072	100	251,072
Kotak Bank Limited	800	526,405	800	526,405
GTL Infra Ltd	400	36,128	400	36,128
Reliance Infrastructure Ltd	50	126,444	50	126,444
Religare Enterprises Ltd	100	70,963	100	70,963
Adani Port and Special Economic	1250	319,826	1250	319,826
Punj Lloyd Ltd	50	21,141	50	21,141
Schneider Electric Infrastructure Limited	225**	0	0	0

TOTAL

(A)	36,799,491	(A)	36,799,490
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(B) UNQUOTED

ISPAT Limited Preference Share	1960	60,596	1960	60,596
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TOTAL

(B)	60,596	(B)	60,596
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(*) FACE VALUE CHANGE FROM 10 RS TO 2 RS

(**) MERGER SHARES RECEIVED



NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2012

(C) OTHER INVESTMENTS

	<u>31-03-2012</u>	<u>31-03-2011</u>
	<u>RUPEES</u>	<u>RUPEES</u>
TATA FLOATER FUND A/C NO. 222334/67	0	6,025,414
FORTIS FTF SER 16 B A/C. NO. 339581	0	3,625,920
KOTAK FMP 13 M SER A/C. NO. 1654120/63	0	4,000,000
KOTAK FMP 18 M SER-2 A/C NO. 1717847/69	0	2,000,000
LICMF QUARTERLY INTERVAL FUND SER-2 A/C 5101071061	0	1,500,140
RELIANCE F/D HOR XIII SER-4 A/C. NO. 4042674813	0	10,000,000
TEMPLETON INDIA INCOME OPP FUND A/C. NO. 14134556	0	2,000,000
AXIS TREASURY ADVANTAGE FUND A/C. NO. 9044812715	0	9,414,680
BNP PARIBAS FIXED TERM FUND	0	3,400,000
RELIANCE (M) INTERVAL FUND A/C. NO. 4042674813	0	3,000,000
JM FIXED MATURITY SUN F SER-XX A/C. NO. 7021827181	2,000,000	0
AXIS FTP SER-20 (3M) A/C. NO. 9044812715	940,330	0
LICNOMURA MF FTP SER 48 A/C NO. 5101071061	2,800,000	0
LICNOMURA MF INT F SER 1 A/C NO. 5101071061	3,400,000	0
RELIANCE ANNUAL INT FUND SER-1 A/C. NO. 4042674813	9,906,740	0
RELIANCE LIQ TP IO (WD) A/C. NO. 4042674813	5,032,518	0
TATA FIXED MATURITY PLAN SER-35 A/C. NO. 222334/67	4,500,000	0
UTI FIXED MATURITY PLAN A/C NO. 514256517034	5,135,687	0
UTI FIXED TE INC F SER-X II A/C. NO. 514256517034	5,000,000	0
TOTAL (C)	38,715,275	44,966,154
Total Investment (A + B + C)	75,575,362	81,826,240

The aggregate market value of the quoted investments i.e. Equity Shares
as on 31st March, 2012 was Rs.15516696 (Rs. 20950418)

NOTES NO.8**INVENTORIES** (As valued & certified by Managing Director)

	<u>31ST MARCH, 2012</u>	<u>31ST MARCH, 2011</u>
	<u>RUPEES</u>	<u>RUPEES</u>
Raw Silver	616,098	571,561
Rough Diamonds	34,344,340	39,605,199
Cut & Polished Diamonds	372,510,209	332,113,650
Precious & Semi Precious Stones	3,654,905	2,272,576
Gold	2,172,376	669,004
Pearl	467,257	461,153
Silver alloy	219,283	466,437
Gold Jewellery (Finished)	26,289,199	20,974,352
	440,273,667	397,133,932

NOTES NO.9**SUNDRY DEBTORS :**

Sundry debtors (unsecured & considered good as certified by managing director)	11,187,205	5,362,401
Other debts (all due for less than 180 days)	17,505,174	51,124,267
	28,692,379	56,486,668

**NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2012****NOTES NO.10****CASH AND CASH EQUIVALENTS**

	<u>31-03-2012</u> <u>RUPEES</u>	<u>31-03-2011</u> <u>RUPEES</u>
Cash on hand (As certified by Managing Director)	146,610	75,044
Balance with scheduled banks in current accounts	1,083,571	3,032,629
Deposits with Bank	1,000,000	1,000,000
	<u>2,230,181</u>	<u>4,107,673</u>

NOTES NO.11**SHORT TERM LOANS AND ADVANCES**

Unsecured and considered goods

Advances recoverable in cash or in kind or for value to be received	1,184,309	1,176,556
Taxes paid	4,179,667	7,614,906
Deposits with Others	156,598	144,598
	<u>5,520,574</u>	<u>8,936,060</u>

NOTES NO.12**REVENUE FROM OPERATIONS:-****SALES OF PRODUCTS:-**

CUT AND POLISHED DIAMONDS	124,977,423	119,642,215
GOLD AND SILVER JEWELLERY	27,762,290	24,610,441
ROUGH DIAMONDS	33,846,346	0
PRECIOUS AND SEMI PRECIOUS STONES	63,572	53,102
	<u>186,649,631</u>	<u>144,305,758</u>

NOTES NO.13**OTHER INCOME :-**

Interest on Mutual Fund (T.D.S.Rs.0) (Previous Year Rs. 0)	0	0
Interest on Shares/Debenture (T.D.S.Rs 0.00) (Previous Year Rs.0)	0	0
Interest on Bank Deposit (TDS.Rs.7975.35) (Pre. Year Rs. 8045.99)	79,753	80,460
Dividend on Mutual Fund	1,843,909	1,458,729
Incentive (T.D.S.Rs. 0) (Previous Year Rs. 0)	0	0
Profit on Sale of Shares/Mutual Fund	2,441,408	181,201
Discount	204	3,735
Speculation Profit	0	653
Sundry Creditor W/off	0	0
Factory rent	120,000	0
Interest on I.Tax Refund	0	53,282
	<u>4,485,275</u>	<u>1,778,060</u>



NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2012

		31ST MARCH, 2012 RUPEES	31ST MARCH, 2011 RUPEES
NOTES NO.14			
Cost of materials consumed :-			
Raw Material Consumed (Diamonds)			
Opening Stock		39,605,199	35,250,358
Purchases		48,125,145	18,041,814
		87,730,344	53,292,172
Less : Closing Stock	(a)	34,344,340	39,605,199
		53,386,004	13,686,973
Raw Silver			
Opening Stock		571,561	106019
Purchases		218,024	466148
		789,585	572167
Less : Closing Stock	(b)	616,098	571561
		173,487	606
Raw Gold			
Opening Stock		669,004	2548673
Purchases		11,102,505	11534847
Import Exchange Difference		34,117	(21403)
Import Expenses		0	224474
		11,805,626	14,286,591
Less : Closing Stock	(c)	2,172,376	669,004
		9,633,250	13,617,587
Raw pearl			
Opening Stock		461,153	383550
Purchases		6,104	80,746
		467,257	464,296
Less : Closing Stock	(d)	467,257	461,153
		-	3,143
Raw silver alloy			
Opening Stock		466,437	864,155
Purchases		61,826	568,136
		528,263	1,432,291
Less : Closing Stock	(e)	219,283	466,437
		308,980	965,854
TOTAL	(a+b+c+d+e)	63,501,721	28,274,163



NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2012

	31ST MARCH, 2012 RUPEES	31ST MARCH, 2011 RUPEES
NOTES NO.15		
Purchase In Stock in Trade		
Purchase of Cut & Polished Diamonds (including exchange diff and import expenses)	141,560,008	65,202,699
Purchase of Precious & Semi Precious Stone (including exchange diff and import expenses)	1,463,013	360,735
Purchase of Gold Jewellery (including exchange diff and import expenses)	0	0
	<u>143,023,021</u>	<u>65,563,434</u>

NOTES NO.16**Changes in inventories of finished goods**

Opening Stock		
Cut & Polished Diamonds, Precious & Semi Precious Stones & Gold Jewellery Finished	355,360,578	383,716,474
Closing Stock		
Cut & Polished Diamonds	372,510,209	332,113,650
Precious & Semi Precious Stones	3,654,905	2,272,576
Gold Jewellery (Finished)	26,289,199	20,974,352
(INCREASE) / DECREASE IN STOCKS	<u>(47,093,735)</u>	<u>28,355,896</u>

NOTES NO.17**Employees benefit expenses****Salaries, Bonus & other employees' benefits:**

Salary, Wages and Bonus	678,000	674,000
Contribution to Provident & other Funds	208,845	130,427
	<u>886,845</u>	<u>804,427</u>



NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2012

	31ST MARCH, 2012 RUPEES	31ST MARCH, 2011 RUPEES
NOTES NO.18		
Other expenses :-		
Labour Charges	7,927,283	7,380,737
Consumable Stores & Tools	720,297	656,968
Rent, Rates & Taxes	1,273,250	927,891
Repairing to other Assets	54,480	69,597
Managerial Remuneration	758,811	865,019
Director's Sitting Fees	32,000	23,500
Miscellaneous expenses	3,554,920	3,004,780
Insurance	207,016	167,234
Electricity	278,233	238,029
Brokerage/Commission	180,964	207,853
Donation	0	150,000
Auditors Remuneration	35,000	35,000
Factory Rent	0	45,000
Director's travelling expenses(including foreign)	780,377	730,763
Bank Charges	421,721	201,917
Share Issue/Priliminary Expenses written off	0	28,000
Stock Exchange Listing Fees	101,419	83,358
Loss on Sale of Vehicle	59,960	0
	16,385,752	14,815,646

NOTES FORMING PART OF THE ACCOUNTS
FOR THE YEAR ENDED 31ST MARCH 2012NOTES - 19
NOTES ON ACCOUNTS

1. ACCOUNTING POLICIES

A) Basic of accounting:

- All income and expenditure items are accounted on accrual basis except insurance claims and gratuity are accounted on realisation/ payment.
- All fixed assets are stated at cost less depreciation.
- In view of compliance of AS 23 the Company has not incurred financing cost during the year which requires capitalisation.

B) Depreciation:

Depreciation on the assets has been provided for by the straight line method at the rates specified in Schedule XIV of the Companies Act, 1956.

C) Investment:

All the investments of the company have been considered by the management to be of long term nature and are **VALUED** at cost.

D) Inventories:

Inventories are valued as under

	2011-12	2010-11
i) Rough Diamonds	At Average Cost Of Purchases	At Average Cost Of Purchases
ii) Cut & Polished Diamonds	At Average Cost Of Purchases	At Average Cost Of Purchases
iii) Raw Silver	At Average Cost Of Purchases	At Average Cost Of Purchases
iv) Gold in Gold Jewellery	At Average Cost Of Purchases	At Average Cost Of Purchases
v) Diamond studded in Gold Jewellery	At Average Cost Of Purchases	At Average Cost Of Purchases
vi) Precious & Semi precious stones	At Average Cost Of Purchases	At Average Cost Of Purchases
vii) Silver alloy	At Average Cost Of Purchases	At Average Cost Of Purchases
viii) Pearl	At Average Cost Of Purchases	At Average Cost Of Purchases

**E) Foreign Exchange Transaction**

- The transactions in foreign currency relating to imports & exports are recorded at the exchange rate prevailing at the time of the transaction.
- Realised gains/losses on foreign exchange transactions are recognised in the Profit and Loss Account, at the time of actual realisation of gains/losses.
- Unrealised exports are recorded at the exchange rate prevailing at the close of the year and unrealised exports for which Exchange sale forward contracts have been entered into with the banks are recorded at the exchange rate prevailing at the close of the year.

- The company did not have a whole time company secretary and hence the accounts have been signed by Chairman & two Directors.
- Gratuity & Leave Encashment** : As informed by the directors the Company accounts liability towards leave encashment on Realisation/ Payment basis. The company has made provision for Gratuity in compliance of AS -15.

- Contingent liability not provided in respect of

- Income Tax Assessment orders have been received upto A.Y. - 2008-09 and refund orders have been received for these years

- a) DETAILS OF LICENCED CAPACITY, INSTALLED CAPACITY AND ACTUAL PRODUCTION OF GOODS, MANUFACTURED (As certified by Managing Director.)**

	Units	LICENSED CAPACITY	INSTALLED CAPACITY	ACTUAL PRODUCTION
Cut & Polished Diamonds	CARATS	N.A (N.A)	N.A (N.A)	1477.57 (1050.90)
Gold Jewellery	CARATS grams	N.A	N.A	796,224 2631.151 (1059.586)
	grams	(N.A)	(N.A)	(3928.743)

Note : Actual production includes manufactured through outside jobwork.

- DETAILS OF OPENING STOCK, CLOSING STOCK AND TURNOVER OF FINISHED GOODS (as valued and certified by Managing Director)**

	UNITS	OPENING STOCK		CLOSING STOCK		TURNOVER	
		QUANTITY	RS.	QUANTITY	RS.	QUANTITY	RS.
Cut & Polished Diamonds	Carats	18296.37 (22310.64)	332113650 (369513326)	19300.976 (18296.37)	372510209 (332113650)	23921.22 (14816.39)	(*) 124977423 (*) 119642215
Gold & Silver Jewellery (Finished)	Cts	838,292	20974352	909,216	26289199	725,300	(**) 27762290
	Gmrs	3003.649 (541.496)		3257.210 (938.292)		2377.590 (762.790)	
	Cts	(2117.127)	(12242793)	(3003.649)	(20974352)	(3042.221)	0
Precious & Semi Precious Stones	Gmrs	9120.41 (6446.52)	2272576 (1960355)	10487.800 (9120.41)	3654905 (2272576)	182,420 (194.700)	63572 (53102)

(*) Export of Polished Diamonds includes Export Exchange Difference of Rs. 2638771+LOCAL SALE RS.51895752 (Rs.1669094.24+local sale Rs. 40032545)

(**) Export of Jewellery includes Export Exchange Difference of Rs. 866490.00+LOCAL SALE 21945424 (Rs.54396.00+local sale Rs. 14763092)

(***) Export of Precious & Semi-Precious includes Export Exchange Difference of Rs.0 (0)

- DETAILS OF FINISHED GOODS PURCHASED**

	UNITS	2011-12		2010-11	
		QUANTITY	RS.	QUANTITY	RS.
Cut & Polished Diamonds	Carats	24244.48	141560009	10810.80	65202699
Semi Precious	Carats	1549.81	1463013	2868.59	360735
Gold Jewellery	Carats	0.00	0	0.00	0

Import of Polished Diamonds includes Import Exchange Difference +Import expenses Rs. 8456 (Rs. 18555)

Import of Semi-Precious includes Import Exchange Difference +Import expenses Rs. 17112 (Rs nil)

- DETAILS OF OPENING STOCK, PURCHASE AND CLOSING STOCK OF RAW MATERIALS (As valued and certified by Managing Director)**

	UNITS	OPENING STOCK		PURCHASE		TURNOVER		CLOSING STOCK	
		QUANTITY	RS.	QUANTITY	RS.	QUANTITY	RS.	QUANTITY	RS.
Rough Diamonds	Carats	9772.15 (8702.64)	39605199 (35250358)	9226.02 (4446.33)	49125145 (18041814)	7582.00	33846346	6731.53 (9772.15)	34344340 (39605199)
Raw Gold	Gms	358.910 (1715.299)	669004 (2548673)	4072.678 (5840.283)	(*)11136622 (11534847)	0 (0)	0 (0)	817.829 (358.910)	2172376 (669004)
Pearl	Carats	4689.850 (4516.30)	461153 (363550)	57.880 (203.51)	6104 (80746.00)	0 (0)	0 (0)	4747.730 (4689.850)	467257 (461153)
Raw Silver Alloy	Gms	4960.755 14233.025	466437 (864155)	5200.000 (1000.000)	61826 (568136)	0 (0)	0 (0)	4217.755 (4960.755)	219283 (466437)
Raw Silver	Carats	24151.004 (10534.78)	571561 (106019)	1032.972 (13641.85)	(**)218024 (466148.00)	0 (0)	0 (0)	24663.784 (24151.004)	616098 (571561)

(*) PURCHASES GOLD INCLUDES IMPORT EXCHANGE DIFFERENCE +IMPORT EXPENSES OF RS.12614 (203071)

(**) PURCHASES SILVER INCLUDES IMPORT EXCHANGE DIFFERENCE +IMPORT EXPENSES OF RS. 0 (0)

e) **DETAILS OF RAW MATERIAL CONSUMED**

	UNITS	QUANTITY	RS.
Rough Diamonds	Carats	4684.64 (3375.82)	53386004 (13686973)
Raw Gold	Gms	3613.759 (7196.672)	9633250 13617587
Raw Silver alloy	Gms	5943.000 (10272.270)	308980 (965854)
Raw Pearl	Carats	0.000 (32)	0 (3143)
Raw Silver		520.192 (25.626)	173487 (606.00)

f) **Imported & Indigenous Consumption**

	RUPEES 31/03/2012	RUPEES 31/03/2011	% OF TOTAL CONSUMPTION 31/03/2012	% OF TOTAL CONSUMPTION 31/03/2011
Raw Materials				
Imported				
Rough Diamonds	0	0	0	0
Raw Gold	130,706	718,333	1.36	5.28
Raw Silver alloy	0	945	0.00	0.10
Raw Pearl	0	0	0.00	0
Raw Silver	0	0	0.00	0
Indigenous				
Rough Diamonds	53,386,004	13,686,973	100.00	100.00
Raw Gold	9,502,544	12,899,254	98.64	94.72
Raw Silver alloy	308,980	964,909	100.00	99.90
Raw Pearl	0	3,143	100.00	100.00
Raw Silver	173,487	606	100.00	100.00
Total				
Rough Diamonds	53,386,004	13,686,973	100.00	100.00
Raw Gold	9,633,250	13,617,587	100.00	100.00
Raw Silver alloy	308,980	965,854	100.00	100.00
Raw Pearl	0	3,143	100.00	100.00
Raw Silver	173,487	606	100.00	100.00

6. **MANAGERIAL REMUNERATION**

Detail of remuneration paid/allowed by way of remuneration to the managing director & Executive director are as follows.

	2011-12 Rs.	2010-11 Rs.
1) To the Managing Director		
Salary & Allowances	360000	335000
Reimbursement of Mediclaim Premium	71536	197067
Total	<u>431536</u>	<u>532067</u>
2) To the Whole time Director		
Salary & Allowances	300000	285000
Reimbursement of Mediclaim Premium	27275	47952
Total	<u>327275</u>	<u>332952</u>

Managerial Remuneration of Rs. 758811 (Previous year Rs. 865019)

The company has been advised that computation of Net Remuneration u/s 349 of the Companies Act, 1956 need not be enumerated, since no commission is paid to Directors. Fixed monthly Remuneration is paid to Directors as per schedule XII of the Companies Act, 1956.

7. **PAYMENTS TO AUDITORS**

	2011-12 (Rs.)	2010-11 (Rs.)
Audit fees	25000	25000
Tax audit fee	7000	7000
Certification fee	3000	3000
Total	<u>35000</u>	<u>35000</u>

8. **DETAILS OF INTEREST**

	2011-12 (Rs.)	2010-11 (Rs.)
Paid to Bank	0	0
Paid to others	0	934

9. **CIF Value of imports :**

	2011-12 (Rs.)	2010-11 (Rs.)
RAW GOLD		
Raw material	130,706	718,333
RAW PEARL		
Raw Pearl	0 (0)	0 (0)



Precious & Semi precious	231,404	0
	(0)	(0)
Cut & Polished diamonds	132,981	0
	(0)	(0)
Silver	163,024	0
	(0)	(0)

- (*) PURCHASES GOLD INCLUDES IMPORT EXCHANGE DIFFERENCE +IMPORT EXPENSES OF RS.12614 (203071)
 (***) PURCHASES SEMI PRECIOUS INCLUDES IMPORT EXCHANGE DIFFERENCE +IMPORT EXPENSES OF RS.17112 (NIL)
 (****) PURCHASES SILVER INCLUDES IMPORT EXCHANGE DIFFERENCE +IMPORT EXPENSES OF RS. 0 (0)
 (*****) PURCHASE OF POLISHED DIAMOND INCLUDES IMPORT EXCHANGE DIFFERENCE OF RS. 8456 (0)

10. Expenditure in Foreign currency (including purchase of foreign exchange converted at Rupee value)

	2011-12	2010-11
	(Rs.)	(Rs.)
(A) Foreign Travelling	542,677	383,908
(B) Foreign Membership & other Fees	0.00	0.00
(C) Foreign Advertisement Expenses	0.00	0.00

11. Earnings in Foreign Currency as per Bank Certificate of Export & Realisation :

	2011-12	2010-11
	(Rs.)	(Rs.)
FOB value of Exports	79639337	89112265

12. Amount remitted during the period in foreign currency on account of Dividends.

Number of Non-Resident Shareholders.	2
	(2)
Number Of Shares held	1496215
	(1496215)
Year to which dividend related	2010-11
	(2009-10)

13. Earning Per Share is computed with reference to the following

	2011-12	2010-11
i) Profit after tax (Rs.)	9,866,691	4,297,147
ii) Basic & Weighted average number of equity shares	5177182	5177182
iii) Nominal value of equity Shares	10	10
iv) Basic & Diluted EPS	1.91	0.83

14. Segment Accounting :

The company's operation predominantly relate to single segment namely Diamonds and is primary basis for segmental informations. Since the Company operates in a single business, Segmentwise Reporting as defined in AS-17 of ICAI is not applicable.

15. Related Party Disclosures in accordance with AS-18 issued by ICAI :

a) Related Parties & nature of relationship with Associate Companies, Firms, Relatives of Directors

- 1) JRD Gems Pvt. Ltd.
- 2) JRD-MKJ Diamonds Pvt. Ltd.
- 3) International Gems Export (I) Corporation (FIRM)

b) Transaction with related Parties :

	2011-12	2010-11
1) Managing Director Remuneration	431536	532067
2) Whole-Time Director's Remuneration	327275	332952
(Refer Note No. 6 above for (1) (2))		
	758811	865019

16. There are no subsidiary companies to Company. The company has not obtained any economic benefits from its activities with the associate Companies/firms hence provisions of AS-21 issued by I.C.A.I. are not applicable in current year.

17. Deferred Tax :

- A The Company has adopted As-22 "Accounting for taxes on income" issued by the Institute of Chartered Accountants of India.
 B The effect of timing difference on account of : Difference between Book Depreciation & Depreciation under Income Tax Act, 1961.

	(Rs.)	(Rs.)
	2011-12	2010-11
Deferred Tax	570047	184603

18. Figures for previous year have been regrouped to conform to the current year's classifications and are shown in the brackets.

For ARUN GANATRA & CO.

Chartered Accountants
 FRN No. 100558W

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

(A. L. GANATRA)
 Proprietor
 MEMBERSHIP NO.: 31720
 Place : Mumbai,
 Dated : 22nd August, 2012

Chairman	Managing Director	Director
Place : Mumbai,		
Dated : 22nd August, 2012		

**CASH FLOW STATEMENT****A. CASH FLOW FROM OPERATING ACTIVITIES**

Net Profit before Tax and Extraordinary items
Adjustments for Non Cash & Non Operating Items:
Export Exchange Difference
Import Exchange Difference
Discount
Donation
Depreciation
Loss on sale of Fixed assets
Interest paid
Interest received
Share Issue Expenses
Investment Income
Investment Expenses
Income Tax Refund Interest
Operating Profit before Working Capital Changes

Adjustments for Changes in Working Capital:

Trade Receivables
Other Receivables
Inventories
Deposits with others
Trade Payables
Other Current Liabilities
Long Term Provisions (Gratuity)
Cash generated from Operations

Adjustments for Interest paid/ Taxes paid/ Extraordinary items

Interest Paid
Donations
Direct Taxes Paid
Income Tax Refund
Income Tax Refund Interest
Cash Flow from Extraordinary items
Net Cash Flow from Operating Activities

CASH FLOW FROM INVESTING ACTIVITIES

Purchase of Fixed Assets
Sale of Fixed Assets
Advances for Fixed Assets
Creditors for Fixed Assets
Purchase/Sale of Investments
Debtors for Investments
Fixed Deposits with Banks
Capital Gains
Interest Received
TDS on Interest
Dividend Received
Speculation Profit
Investment Expenses

Net Cash Flow from Investing Activities**CASH FLOW FROM FINANCING ACTIVITIES**

Dividend Paid
Tax on Distributed Profits
Net Cash Flow from Financing Activities

Net Increase in Cash & Cash Equivalents (A+B+C)

Net Increase in Cash & Cash Equivalents
Cash and Cash equivalents as at 1st April, 2011/2010
Cash and Cash equivalents as at 1st April, 2012/2011

As At
March 31, 2012
(in Rupees)

As at
March 31, 2011
(in Rupees)

13018419	7054342
(3505261)	(1723490)
34117	(21403)
(204)	(3735)
0	150000
1412854	1214578
59950	0
0	934
(79753)	(80460)
0	28000
(4285317)	(1640583)
0	5891
0	(53282)
6654845	4931193
31299550	(47142614)
(7753)	64847
(43139735)	25735287
(12000)	2000
624028	8846553
(813913)	860564
(56500)	0
(5318478)	(6699943)
0	(934)
0	(150000)
(2665236)	(2406426)
0	787510
0	53282
0	0
(8003714)	(8416511)
(1538869)	(17535618)
68000	0
0	17027423
(2125)	5625
6250878	11004083
0	148212
0	524017
2441408	181201
79753	80460
(7975)	(8048)
1843909	1488729
0	853
0	(5881)
9134979	12880828
(2588823)	(2588808)
(419034)	(439831)
(3008757)	(3028759)
(1877492)	1435598
(1877492)	1435598
3107673	1672075
1230181	3107673

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Chairman Managing Director Director
Place : Mumbai
Dated : 22nd August, 2012

AUDITORS' REPORT

To,

The Board of Directors
ZODIAC-JRD-MKJ LIMITED
910, Park Market, 35, J. S. S. Road, Opera House, Mumbai - 400 004

We have examined the attached Cash Flow Statement of The ZODIAC-JRD-MKJ LIMITED for the year ended 31st March, 2012. The Statement has been prepared by the Company in accordance with the requirements of the listing agreement - Clause 32 with the Stock Exchanges and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the company covered by our report of 22nd August, 2012 to the members of the company.

For ARUN GANATRA & CO.
Chartered Accountants - FRN No. 100558W

(Prop. A. L. GANATRA)
MEMBERSHIP NO.: 31720
Place : Mumbai
Dated : 22nd August, 2012

**SCHEDULE**

Information pursuant to Part IV of Schedule VI of the Companies Act, 1956
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE
FOR THE YEAR ENDED 31ST MARCH, 2012

I. REGISTRATION DETAILS

Registration No : 4 2 1 0 7

State Code : 1 1

Balance Sheet
Date

3 1

Date

0 3

Month

1 2

Year

**II. CAPITAL RAISED DURING THE YEAR
(AMOUNT IN RS. THOUSANDS)**

Public Issue

N I L

Bonus Issue

N I L

Right Issue

N I L

Private Placement

N I L

**III. POSITION OF MOBILIZATION AND DEPLOYMENT OF FUNDS
(AMOUNT IN RS. THOUSANDS)****SOURCES OF FUNDS**

Total Liabilities

5 7 8 3 8 0

Paid up Capital

5 1 7 7 2

Non Current Liabilities

9 5 1

APPLICATION OF FUNDS

Net Fixed Assets

2 6 0 8 8

Net Current Assets

4 7 6 7 1 7

Total Assets

5 7 8 3 8 0

Reserve & Surplus

5 0 7 3 6 5

Current Liabilities

1 8 2 9 2

Investments

7 5 5 7 5

Misc. Expenditure

N I L

**IV. PERFORMANCE OF COMPANY
(AMOUNT IN RS. THOUSANDS)**

Accumulated Losses

N I L

Turnover (Gross Income)

1 8 6 6 5 0

Profit before tax

1 3 0 1 8

Earning per Share After Tax in Rs.

(Weighted Average) 1 . 9 1

Total Expenditure

1 7 8 1 1 6

Profit after tax

9 8 6 7

Dividend rate %

5 . 0 0

V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF COMPANY (AS PER MONETARY TERMS)

Product Description :

i) Diamonds

Item Code No.

3 8 3 1 0 5 0 0 5

ii) Gold Jewellery

8 8 3 1 0 2 0 0 6

As per our attached report of even date

For ARUN GANATRA & CO.

Chartered Accountants

FRN No. 100558W

(A. L. GANATRA)

Proprietor

MEMBERSHIP NO.: 31720

Place : Mumbai

Date : 22nd August, 2012

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Chairman

Managing Director

Director

Place : Mumbai

Date : 22nd August, 2012

ZODIAC – JRD – MKJ - LIMITED

Registered Office : 910 Parekh Market, 39, J. S. S. Road, Opera House, Mumbai – 400 004
Registrars : LINK INTIME INDIA PRIVATE LTD., C-13, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup (West), Mumbai – 400 078.

PROXY FORM

FOLIO NO.

I/We _____
of _____ being member(s) of Zodiac – JRD – MKJ - Limited
hereby appoint (1) _____ of _____
or failing (2) _____ of _____
or failing (3) _____ of _____

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the company to be held on 25th September, 2012 at 10.30 a.m. at Hotel Krishna Palace, Haveli Hall, 2nd Floor, 96/98, Sleater Road, Nana Chowk, Grant Road west, Mumbai 400 007.

Their respective signatures are as under:

As. witness my/our hand(s) this _____ day of _____ 2012

(1) _____
(2) _____
(3) _____

Affix of
Rs. 1/-
Revenue
Stamp

NOTE:

Signature by the said Member(s)

The proxy must be returned so as to each the Registered Office
Of the Company or the office of the Company's Registrars not less
than 48 hours before the commencement of the meeting

ZODIAC – JRD – MKJ - LIMITED

Registered Office: 910 Parekh Market, 39, J. S. S. Road, Opera House, Mumbai – 400 004
Registrars: LINK INTIME INDIA PRIVATE LTD., C-13, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup (West), Mumbai – 400 078.

ATTENDANCE SLIP

FOLIO NO.

I / We hereby record my/our attendance at the Annual General Meeting of the Company being held on 25th September, 2012 at 10.30 a.m. at Hotel Krishna Palace, Haveli Hall, 2nd Floor, 96/98, Sleater Road, Nana Chowk, Grant Road west, Mumbai 400 007 and/or at any Adjournment there of

NAME OF THE MEMBER/PROXY (IN BLOCK CAPITALS)

SIGNATURE OF THE MEMBER/PROXY

BOOK - POST

If undelivered, please return to :

LINK INTIME INDIA PRIVATE LIMITED

UNIT : Zodiac - JRD - MKJ - Limited

C-13, Pannalal Silk Mills Compound, L.B.S. Marg,
Bhandup (West), Mumbai - 400 078.

Phone : 2596 3838