



ZODIAC JRD-MKJ LIMITED

DIAMONDS • JEWELLERY • PRECIOUS & SEMI PRECIOUS STONES

506-513, Vardhaman Chambers, 17/G, Cawasji Patel Street, Fort, Mumbai 400001 Maharashtra India
Tel: +91-22-2283-1050 / 51 • Email: info@zodiacjrdmkjtd.co.in or secretarial@zodiacjrdmkjtd.co.in
CIN: L65910MH1987PLC042107 • Website: www.zodiacjrdmkjtd.co.in • GSTIN: 27AACZ0459K1Z1

Date: 18th August, 2025

**To,
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.
Scrip Code: 512587**

Sub: Outcome of Board Meeting held on Monday, 18th August, 2025.

Dear Sir/Madam,

In terms of Regulation 30 read with part A of Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), we wish to inform you that, in their meeting held today i.e. Monday, 18th August, 2025, has inter-alia considered and approved the following:

1. New set of Memorandum of Association as per the provisions of Companies Act, 2013, subject to approval of Members in the ensuing General Meeting;
2. New set of Articles of Association (AoA) of the Company as per the provisions of the Companies Act, 2013, subject to approval of Members in the ensuing General Meeting;
3. Revised Notice convening the 38th Annual General Meeting of the Company, proposed to be held on Thursday, 25th September, 2025, through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

The disclosures as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular on Continuous Disclosure Requirements for listed entities (SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024) concerning the above alteration / adoption of New Set of Memorandum and Articles of Association are enclosed as "**Annexure I**" to this intimation.

The meeting of the Board commenced at 03:00 P.M. and concluded at 03:30 P.M.

Kindly take the above on record.

Thanking You,
Yours Faithfully,

For Zodiac-JRD-MKJ Limited

**Mahesh Ratilal Shah
Managing Director
DIN: 00217516**



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Annexure-I

The details required under Regulation 30 of Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 for Amendment of Memorandum of Association and Articles of Association are as under:

Summary of amendments in MOA of the Company

Sr. No.	Changes
1.	The object clause (Clause III) of the Memorandum of Association ("MOA") of the Company, was based on the erstwhile Companies Act, 1956. According to the Companies Act, 2013, the companies are required to have only "matters which are necessary for furtherance of the objects specified in clause III (A)". Further in terms of provisions of the Companies Act, 2013, MOA shall not consist of other object clause.
2.	Key changes in the New MOA are as follows: <ul style="list-style-type: none">• Changed the title of the MOA to effect the applicability of provisions of Companies Act, 2013.• Replaced the new Memorandum of Association in place of the existing Memorandum of Association with no change in existing Clause III (A) containing the Main Objects.• Name of existing Clause II (B) i.e. "the Objects Incidental or Ancillary to the attainment of Main Objects" be and is hereby changed to "Matters which are necessary for furtherance of the objects specified in clause III (A)".• existing indication related to Other Objects as be and is hereby also stands deleted.

Summary of amendments in AOA of the Company

Sr. No.	Changes
1.	<p>The Companies Act, 2013 ("the Act") has been amended frequently by way of notifications, amendments, Circulars and Acts. Similarly, securities laws including Securities and Exchange Board of India Act, 1992 and Rules and Regulations framed thereunder have been changed by way of numerous circulars and notifications issued by SEBI.</p> <p>The Articles of Association ("AOA") of the Company as presently in force are based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 and SEBI Laws. Further several regulations / articles of the existing AOA of the Company require alteration or deletion pursuant to changes in applicable laws and takeover by the new management.</p> <p>Since the changes required for aligning the existing AOA with the Act and rules made thereunder and Securities laws were numerous, it was considered expedient to adopt a new AOA in substitution of the existing AOA.</p> <p>During this exercise of amendment of existing clauses and insertion of certain new clauses, chronological serial numbers of the clauses of the AOA have also been changed and were required to be renumbered</p>



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2.	<p>Key changes in the New AOA are as follows:</p> <ul style="list-style-type: none">• The New AOA has been restructured and aligned with the provisions of the Companies Act, 2013, the Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws.• References to the sections, sub-sections, clauses etc. of the Act, which have been amended are substituted with new provisions of the Act.• The new AOA to be substituted in place of existing AOA is exclusive of "Table-F" of the Companies Act, 2013 which sets out the model AOA for a company limited by shares.• Provisions of the Act, which permit the Company to do certain acts when authorized by AOA, or, which require the Company to do acts in a prescribed manner unless the AOA otherwise provides, have been specifically included.
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