



# 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@zodiacjrdmkjltltd.co.in](mailto:info@zodiacjrdmkjltltd.co.in) or [secretarial@zodiacjrdmkjltltd.co.in](mailto:secretarial@zodiacjrdmkjltltd.co.in)

CIN: L65910MH1987PLC042107 • Website: [www.zodiacjrdmkjltltd.co.in](http://www.zodiacjrdmkjltltd.co.in) • GSTIN: 27AACZ0459K1Z1

**Date: 18<sup>th</sup> December, 2025**

**To,  
BSE Limited,  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400001.  
Scrip Code: 512587**

**Subject: Disclosure pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.**

Dear Sir,

Pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 and section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, we submit herewith details regarding the voting results of the business transacted at the Extra- Ordinary General Meeting of the Company held on Thursday, 18<sup>th</sup> December, 2025, in the prescribed format.

We have also enclosed the Scrutinizer's Report received from M/s. HD and Associates, Practicing Company Secretaries on e-voting of the Extra- Ordinary General Meeting.

Kindly take the same on your record.

Thanking You,

Yours Faithfully,

**For Zodiac-JRD-MKJ Ltd**

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



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|  |   |
|--|---|
| Type of Meeting  | Extra- Ordinary General Meeting                 |
| Date and Time  | 18 <sup>th</sup> December, 2025; 11:00 A.M.     |
| Time of Commencement   | 11:00 A.M.                                      |
| Time of Conclusion   | 11:28 A.M.                                      |
| Mode / Venue   | Video Conferencing and Other Audio-Visual Means |
| Total Members attended EGM   | 39  |
| Total Number of Shareholders as on Record Date   | 4768  |
| No of Shareholders Present in the meeting either in person or through proxy: <ul style="list-style-type: none"><li>• Promoters and Promoter Group</li><li>• Public</li></ul> | Not Applicable                                  |
| No of Shareholders Present in the meeting through Video Conferencing: <ul style="list-style-type: none"><li>• Promoters and Promoter Group</li><li>• Public</li></ul>        | 08<br>31  |

| Sr No.                   | Particulars of resolutions  | Type of Resolution  |
|--------------------------|---|---------------------|
|                          |   |                     |
| <b>Ordinary Business</b> |   |                     |
| 1                        | Appointment of Statutory Auditor to fill Casual Vacancy.  | Ordinary Resolution |
| <b>Special Business</b>  |   |                     |
| 2                        | To regularise the appointment of Mr. Ajay Beniprasad Jajodia (DIN: 00726322), as a Non-Executive Independent Director of the Company.       | Ordinary Resolution |
| 3                        | Alteration of Articles of Association of the Company to include provisions for the issuance of shares under the Employee Stock Option Plan. | Special Resolution  |



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| Resolution Required: Ordinary   |                |                    | Appointment of Statutory Auditor to fill Casual Vacancy |   |                          |                        |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | No  |   |                          |                        |                                      |                                    |
| Category  | Mode of Voting | No. of shares held | No. of votes polled                                     | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                | [1]                | [2]   | [3]=[2]/[1]*100                         | [4]                      | [5]                    | [6]=[4]/[2]*100                      | [7]=[5]/[2]*100                    |
| Promoter and Promoter Group   | E-Voting       | 2825774            | 2436499   | 86.2241                                 | 2436499                  | 0                      | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>2436499</b>  | <b>86.2241</b>                          | <b>2436499</b>           | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 0                  | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>0</b>  | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>               | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public Non-Institutions   | E-Voting       | 8149851            | 3560  | 0.0437                                  | 3555                     | 5                      | 99.8596                              | 0.1404                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>3560</b>   | <b>0.0437</b>                           | <b>3555</b>              | <b>5</b>               | <b>99.8596</b>                       | <b>0.1404</b>                      |
| <b>Total</b>  |                | <b>10975625</b>    | <b>2440059</b>  | <b>22.2316</b>                          | <b>2440054</b>           | <b>5</b>               | <b>99.9998</b>                       | <b>0.0002</b>                      |



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| Resolution Required: Ordinary   |                |                    | To regularise the appointment of Mr. Ajay Beniprasad Jajodia (DIN: 00726322), as a Non-Executive Independent Director of the Company. |   |                          |                        |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | No  |   |                          |                        |                                      |                                    |
| Category  | Mode of Voting | No. of shares held | No. of votes polled   | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                | [1]                | [2]   | [3]=[2]/[1]*100                         | [4]                      | [5]                    | [6]=[4]/[2]*100                      | [7]=[5]/[2]*100                    |
| Promoter and Promoter Group   | E-Voting       | 2825774            | 2436499   | 86.2241                                 | 2436499                  | 0                      | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>2436499</b>  | <b>86.2241</b>                          | <b>2436499</b>           | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 0                  | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>0</b>  | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>               | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public Non-Institutions   | E-Voting       | 8149851            | 3560  | 0.0437                                  | 3555                     | 5                      | 99.8596                              | 0.1404                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>3560</b>   | <b>0.0437</b>                           | <b>3555</b>              | <b>5</b>               | <b>99.8596</b>                       | <b>0.1404</b>                      |
| <b>Total</b>  |                | <b>10975625</b>    | <b>2440059</b>  | <b>22.2316</b>                          | <b>2440054</b>           | <b>5</b>               | <b>99.9998</b>                       | <b>0.0002</b>                      |



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| Resolution Required: Special  |                |                    | Alteration of Articles of Association of the Company to include provisions for the issuance of shares under the Employee Stock Option Plan. |   |                          |                        |                                      |                                    |
|---|----------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | No  |   |                          |                        |                                      |                                    |
| Category  | Mode of Voting | No. of shares held | No. of votes polled   | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                | [1]                | [2]   | [3]=[2]/[1]*100                         | [4]                      | [5]                    | [6]=[4]/[2]*100                      | [7]=[5]/[2]*100                    |
| Promoter and Promoter Group   | E-Voting       | 2825774            | 2436499   | 86.2241                                 | 2436499                  | 0                      | 100.0000                             | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>2436499</b>  | <b>86.2241</b>                          | <b>2436499</b>           | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 0                  | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>0</b>  | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>               | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public Non-Institutions   | E-Voting       | 8149851            | 3560  | 0.0437                                  | 3555                     | 5                      | 99.8596                              | 0.1404                             |
|   | Poll           |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>3560</b>   | <b>0.0437</b>                           | <b>3555</b>              | <b>5</b>               | <b>99.8596</b>                       | <b>0.1404</b>                      |
| <b>Total</b>  |                | <b>10975625</b>    | <b>2440059</b>  | <b>22.2316</b>                          | <b>2440054</b>           | <b>5</b>               | <b>99.9998</b>                       | <b>0.0002</b>                      |

# HD AND ASSOCIATES COMPANY SECRETARIES

Address: Office Number 411, Parikh Market Building,  
Opera House, Mumbai-400004.  
Email : Hardik@hdandassociates.com ; Tel: +91 22 316 30303

## REPORT OF SCRUTINIZER

Date: 18<sup>th</sup> December, 2025

To,  
The Chairman,  
Zodiac-JRD-MKJ Limited,  
506, 513, 5th Floor, 17G, Vardhaman Chamber,  
Cawasji Patel Road, Horniman Circle, Fort,  
Mumbai- 400001, Maharashtra, India.

Re: Consolidated Scrutinizer's Report on voting through remote E-voting during the course of Extra- Ordinary General Meeting held on Thursday, 18<sup>th</sup> December, 2025 in terms of provisions of the Companies Act 2013 read with the Rules and Circulars issued thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars issued thereunder.

Dear Sir,

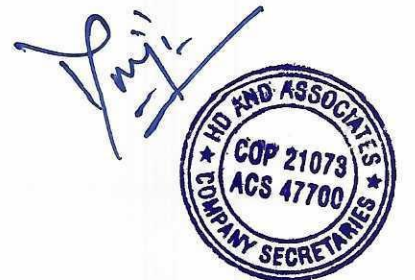
I, Hardik Darji, Proprietor, Practicing Company Secretaries, Mumbai was appointed as the Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the process of voting through electronic means ("e-voting") in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules') as amended from time to time and Regulation 44 of Securities and Exchange Board of India ( Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations') in a fair and transparent manner, for passing of the resolutions as mentioned under item number 1 to 3 as set out in the Notice of EGM dated 20<sup>th</sup> November, 2025 ("Notice") issued by the Company in accordance with General Circulars dated General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular no. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 and Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars") and Circular dated May 12, 2020, January 05, 2023, October 07, 2023, October 03, 2024, issued by Securities and Exchange Board of India (hereinafter referred to as "SEBI Circulars"), and in compliance with the provisions of the Act and the SEBI Listing Regulation for



## HD AND ASSOCIATES

convening the AGM of its Members through VC/OAVM on Thursday, 18<sup>th</sup> December, 2025 at 11:00 A.M. (IST).

1. The e-Voting conducted in terms of MCA Circulars, has been completed and now I submit my report as under:
  - 1.1 The management of the Company is responsible to ensure compliance with the requirements of the Act and Rules made thereunder including the abovementioned MCA Circulars and the regulations. Our responsibility as the Scrutinizer is restricted to make a Scrutinizers Report of the votes cast "in favor" and "against" the resolutions stated in the Notice.
2. As per the confirmation received from the Company:
  - 2.1 The Company had availed the e-voting platform/ facility offered by the National Securities Depository Limited (NSDL) for conducting e-voting facility prior and during the EGM.
  - 2.2 As per MCA General Circular No. 20/2020 dated May 05, 2020, the Company has published advertisements in both the electronic editions of "The Free Press Journal" (English Language) and "Nav shakti" (Marathi Language) on Tuesday, 25<sup>th</sup> November, 2025, regarding the compliance with the said circular in relation to the EGM of the Company.
  - 2.3 The Company on Monday, 24<sup>th</sup> November, 2025, completed the dispatch of the Notice through electronic mode to those members whose e-mail addresses were registered with the Company/Depositories as on Friday, 14<sup>th</sup> November, 2025.
  - 2.4 The remote e-voting period commenced on Monday, 15<sup>th</sup> December, 2025 (from 09:00 A.M. IST) and ended on Wednesday, 17<sup>th</sup> December, 2025 (till 05:00 P.M. IST).
  - 2.5 Votes casted through remote e-voting till 5:00 PM. on Wednesday, 17<sup>th</sup> December, 2025 being the last date and time fixed by the Company for remote e-voting and e-voting during the AGM, are considered for my scrutiny.
  - 2.6 The remote e-voting module was disabled by National Securities Depository Limited (NSDL) on Wednesday, 17<sup>th</sup> December, 2025 after 05:00 P.M. as required under the rules the votes cast under the e-voting facility during the remote e-Voting period and e-voting during the AGM, were unblocked in the presence of Mr. Abhay Shah and Ms. Shrutika Devkar who are not in employment with the Company; thereafter the data of e-voting was downloaded and the shareholding was matched confirmed with the Register of Members of the Company/List of Beneficiaries maintained by



HD AND ASSOCIATES

the Company/ its Registrar and Share Transfer Agents/Depositories as on the cut- off date for remote e-Voting and Voting during EGM i.e. Thursday, 11<sup>th</sup> December, 2025.

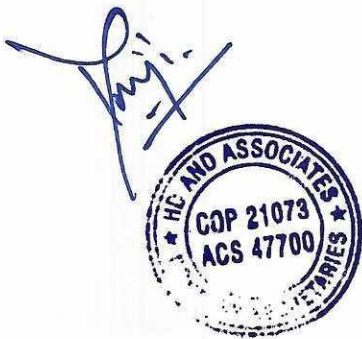
2.7 The data of remote e-voting and e-voting during the AGM was scrutinized for verification of Votes Cast “in favour” and “against” the resolutions.

3. The summary of the voting through remote e-voting and e-voting during the AGM is as follows:

| Particulars   | Votes in favour of the Resolution |   | Votes against the Resolution |   | Invalid Votes Nos. (V) |
|---|-----------------------------------|---|------------------------------|---|------------------------|
|   | Nos. (i)                          | As a % of the total number of valid votes (Favour and Against) [ii= i/(i+iii)* 100] | Nos. (iii)                   | As a % of the total number of valid votes (Favour and Against) [iv= iii/(i+iii)* 100] |                        |
| <u>Item No. 01- Ordinary Resolution:</u><br><br>Appointment of Statutory Auditor to fill Casual Vacancy | 24,40,054                         | 99.99   | 05                           | 0.01  | —                      |

Note: Decimals up to 2 digits have been considered.

Thus, based on the Results, the Ordinary Resolution as contained in Item No. 01 is passed with requisite majority.

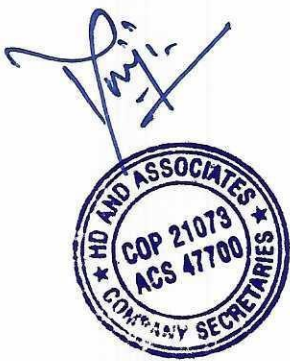


HD AND ASSOCIATES

| Particulars   | Votes in favour of the Resolution |   | Votes against the Resolution |   | Invalid Votes Nos. (V) |
|---|-----------------------------------|---|------------------------------|---|------------------------|
|   | Nos. (i)                          | As a % of the total number of valid votes (Favour and Against) [ii= i/(i+iii)* 100] | Nos. (iii)                   | As a % of the total number of valid votes (Favour and Against) [iv= iii/(i+iii)* 100] |                        |
| <b>Item No. 02- Ordinary Resolution:</b><br><br>To regularise the appointment of Mr. Ajay Beniprasad Jajodia (DIN: 00726322), as a Non-Executive Independent Director of the Company. | 24,40,054                         | 99.99   | 05                           | 0.01  | --                     |

Note: Decimals up to 2 digits have been considered.

Thus, based on the Results, the Ordinary Resolution as contained in Item No. 02 is passed with requisite majority.



# HD AND ASSOCIATES

| Particulars   | Votes in favour of the Resolution |   | Votes against the Resolution |   | Invalid Votes Nos. (V) |
|---|-----------------------------------|---|------------------------------|---|------------------------|
|   | Nos. (i)                          | As a % of the total number of valid votes (Favour and Against) [ii= i/(i+iii)* 100] | Nos. (iii)                   | As a % of the total number of valid votes (Favour and Against) [iv= iii/(i+iii)* 100] |                        |
| <p><u>Item No. 03- Special Resolution:</u></p> <p>Alteration of Articles of Association of the Company to include provisions for the issuance of shares under the Employee Stock Option Plan.</p> | 24,40,054                         | 99.99   | 05                           | 0.01  | --                     |

Note: Decimals up to 2 digits have been considered.

Thus, based on the Results, the Special Resolution as contained in Item No. 03 is passed with requisite majority.




## HD AND ASSOCIATES

All the relevant records relating to remote e-voting and voting during the AGM will remain in our safe custody until the Chairman approves and signs the minutes of the Annual General Meeting and the same shall thereafter be handed over to the Company Secretary.

Thanking You  
Yours Faithfully,

FOR HD AND ASSOCIATES  
COMPANY SECRETARIES



HARDIK DARJI

PRACTICING COMPANY SECRETARY

PROPRIETOR

ACS NO. 47700 C.P.NO.: 21073

FRN: S2018MH634200

PLACE: MUMBAI

DATE: 18<sup>TH</sup> DECEMBER, 2025

UDIN: A047700G002521138P

PEER REVIEW NO: 2208/2022

WITNESS:



Abhay Shah  
411, Parikh Market Building,  
Opera House, Mumbai-400004.



Shrutika Devkar  
411, Parikh Market Building,  
Opera House, Mumbai-400004.