



JYOTI RESINS & ADHESIVES LIMITED

**405-406 RAJKAMAL PLAZA-B, NR. SAMRUDDHI BUILDING
OPP. OLD HIGH COURT, AHMEDABAD - 380014.**

CIN : L24229GJ1993PLC020879

24th Annual Report 2016 - 2017



TWENTY FOURTH ANNUAL REPORT 2016 - 2017

BOARD OF DIRECTORS

JAGDISH N. PATEL	:	CHAIRMAN & MANAGING DIRECTOR
CHANDULAL C. PATEL	:	DIRECTOR
UTKARSH J. PATEL	:	DIRECTOR
UMAKANT G. PATEL	:	DIRECTOR
SURESH H. PATEL	:	DIRECTOR
PRAFUL C. PATEL	:	DIRECTOR
JYOTIKABEN J. PATEL	:	DIRECTOR

BANKERS

THE AHMEDABAD MERCANTILE CO-OPERATIVE BANK LTD.
RAKANPUR BRANCH, SANTEJ.

UNION BANK OF INDIA
ASHRAM ROAD BRANCH, AHMEDABAD

AXIS BANK LIMITED
NAVRANGPURA BRANCH, AHMEDABAD

AUDITORS

RAMAN M. JAIN & CO.
CHARTERED ACCOUNTANTS
B-31-33, GHANSHYAM AVENUE,
4TH FLOOR, OPP. C.U.SHAH COLLEGE,
INCOME-TAX, AHMEDABAD-380 014.

REGISTERED OFFICE

405-6, RAJKAMAL PLAZA - B,
NR. SAMRUDDHI BLDG., OPP. OLD HIGH COURT,
AHMEDABAD-380014.

FACTORY

PLOT NO. 873, VILLAGE SANTEJ,
TAL.: KALOL, DIST.: GANDHINAGAR, GUJARAT.



CIN No.: L24229GJ1993PLC020879

NOTICE

NOTICE is hereby given that the TWENTY FOURTH ANNUAL GENERAL MEETING of the members of the company will be held on Saturday, the 30th September, 2017 at 3.00 P.M. at 405-406, Rajkamal Plaza-B, Nr. Samruddhi Bldg., Opp. Old High Court, Ahmedabad 380 014 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2017, Statement of Profit & loss for the year ended on that date together with the Reports of Directors' and Auditors' thereon.
2. To appoint a director in place of Mr. Chandulal C. Patel who retires by rotation and being eligible offers him self for reappointment.
3. To Appoint M/S Suresh R. Shah & Associates, Chartered Accountants, in place of retiring auditors M/s. Raman M. Jain & Co. Chartered Accountants as statutory auditors of the company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting of the company and to fix their remuneration of the Company and to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT subject to provisions of Section 139 and 140 of the Companies Act, 2013 and pursuant to Companies (Audit & Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Suresh R. Shah & Associates, Chartered Accountants, (Firm Registration No. with ICAI – 110691W) be and are hereby appointed as Statutory Auditors of the Company in place of retiring auditors M/s. Raman M. Jain & Co. Chartered Accountants (FRN NO. 113290W) who have expressed their unwillingness to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at a remuneration as may be fixed by the chairman of the company be re-appointed.

SPECIAL BUSINESS:

4. **REVISION IN TERMS OF REMUNERATION OF SHREE JAGDISH PATEL AS MANAGING DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including, any statutory amendment, modification or re-enactment thereof and of her requisite approvals as may be necessary, and also subject to approval of the Central Government, if required, approval be and is hereby granted for variation in remuneration of Shri Jagdish Patel as Managing Director of the Company, entrusted with substantial powers of management, for a period of 2 years from 01.09.2017 to 31.08.2019, on a remuneration as per Schedule V of the Act, and on the terms and conditions as specifically set out below:

1. Salary:

- [A] In case, the Company has sufficient Net Profit (calculated as per Section 198 of the Act) in any financial year:
- a) Salary of Rs.5,00,000/- per month or Rs.60,00,000/- per annum, which may be revised by the Board, from time to time, based on the performance of the Company, within the overall limit of 5% of the net profit of the Company.
 - b) Incentives, within the overall Limit of 5% of the net profit of the Company for each financial year or part thereof computed in the manner as laid down under Section 198 of the Companies Act, 1956 and subject to the overall ceiling laid down under Section 196 and 197 of the Companies Act, 2013 after deducting Salary & Perquisites as provided herein.

OR

- [B] In case, the Company has no profits or its profits are inadequate:
- Salary of Rs. 5,00,000/- per month or Rs.60,00,000/- per annum or the salary as revised by the Board, from time to time, plus Perquisites as Remuneration as per Schedule V.

2. Perquisites:

Shri Jagdish Patel would be entitled to the following perquisites:

Forming part of the above mentioned Salary:

- i. Medical reimbursement up to the limit under the Income Tax Act.
- ii. Leave and Leave accumulation as per rules of the Company.
- iii. Leave Travel Concession for self and family once in a year subject to one months' Salary per annum.

Not forming part of the above mentioned Salary:

- iv. Medclaim and Personal accident insurance premium as per rules of the Company.
- v. Club Membership Fees for 2 clubs
- vi. The Company shall provide a car with driver or reimburse the Driver's Salary, for the Company's business.
- vii. The Company shall provide communication facilities such as mobile, telephone, internet etc. the expenditure on which shall not be considered as perquisite.

However, long distance personal calls shall be billed by the Company.

He would also be eligible to the following perquisites, not to be included in computation of the ceiling limit:

- i. The Company's contribution to Provident Fund, Super Annuation Fund or Annuity Fund to the extent, not taxable under the Income Tax Act.
- ii. Gratuity @ not exceeding 15 days salary for each completed year of service.
- iii. Encashment of accumulated leave at the end of the tenure.

He would be entitled to reimbursement of expenses actually and properly incurred by him for the business of the Company.

No sitting fees would be paid to him for attending the Board / Committee Meetings.

"RESOLVED FURTHER THAT the aforesaid remuneration would nevertheless be paid and allowed to Shri Jagdish Patel as the minimum remuneration, within the overall ceiling Limits specified in Schedule V to the Companies Act, 2013 or any amendments thereto from time to time, not with standing that in any financial year of the Company during the tenure of office of Shri Jagdish Patel, the Company might have made no profits or its profits might be inadequate."

"RESOLVED FURTHER THAT Shri Jagdish Patel would not be regarded as a Director liable to retire by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. REVISION IN TERMS OF REMUNERATION OF SHREE UTKARSH PATEL AS EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including, any statutory amendment, modification or re-enactment thereof and other requisite approvals as may be necessary, and also subject to approval of the Central Government, if required, approvable and is hereby granted for reappointment of Shri Utkarsh J. Patel as Executive Director of the Company, entrusted with substantial powers of the management, for a period of 2 years from 01.09.2017 to 31.08.2019, on a remuneration as per Schedule V of the Act, and on the terms and conditions as specifically set out below:

1. Salary:

- [A] In case, the Company has sufficient Net Profit (calculated as per Section 198 of the Act) in any financial year:



- a) Salary of Rs. 4,00,000/- per month or Rs. 48,00,000/- per annum, which may be revised by the Board, from time to time, based on the performance of the Company, within the overall limit of 5% of the net profit of the Company.
- b) Incentives, within the overall Limit of 5% of the net profit of the Company for each financial year or part thereof computed in the manner as laid down under Section 198 of the Companies Act, 1956 and subject to the overall ceiling laid down under Section 196 and 197 of the Companies Act, 2013 after deducting Salary & Perquisites as provided herein.

OR

[B] In case, the Company has no profits or its profits are inadequate:

Salary of Rs. 4,00,000/- per month or Rs. 48,00,000/- per annum or the salary as revised by the Board, from time to time, plus Perquisites as Remuneration as per Schedule V.

2. Perquisites:

Shri Utkarsh J. Patel would be entitled to the following perquisites:

Forming part of the above mentioned Salary:

- i. Medical reimbursement up to the limit under the Income Tax Act.
- ii. Leave and Leave accumulation as per rules of the Company.
- iii. Leave Travel Concession for self and family once in a year subject to one months Salary per annum.

Not forming part of the above mentioned Salary:

- iv. Mediclaim and Personal accident insurance premium as per rules of the Company.
- v. Club Membership Fees for 2 clubs
- vi. The Company shall provide a car with driver or reimburse the Driver's Salary, for the Company's business.
- vii. The Company shall provide communication facilities such as mobile, telephone, internet etc. the expenditure on which shall not be considered as perquisite. However, long distance personal calls shall be billed by the Company.

He would also be eligible to the following perquisites, not to be included in computation of the ceiling limit:

- i. The Company's contribution to Provident Fund, Super annuation Fund or Annuity Fund to the extent, not taxable under the Income Tax Act.
- ii. Gratuity @ not exceeding 15 days salary for each completed year of service.
- iii. Encashment of accumulated leave at the end of the tenure.

He would be entitled to reimbursement of expenses actually and properly incurred by him for the business of the Company.

No sitting fees would be paid to him for attending the Board / Committee Meetings.

"RESOLVED FURTHER THAT the aforesaid remuneration would nevertheless be paid and allowed to Shri Utkarsh J. Patel as the minimum remuneration, within the overall ceiling Limits specified in Schedule V to the Companies Act, 2013 or any amendments thereto from time to time, not with standing that in any financial year of the Company during the tenure of office of Shri Utkarsh J. Patel, the Company might have made no profits or its profits might be inadequate."

"RESOLVED FURTHER THAT Shri Utkarsh J. Patel would not be regarded as a Director liable to retire by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. TO CONSIDER SUB-DIVISION OF 1 (ONE) EQUITY SHARE OF FACE VALUE OF RS 10/- EACH INTO 10 (TEN) EQUITY SHARES OF Rs. 1/- EACH:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Pursuant to Provision of clause (d) of sub section (1) of the Section 61 and 64 and any other applicable Provisions, if any, of Companies Act, 2013 read with Rule 15 of Companies (Share Capital and Debenture) Rules, 2014 (including any modification(s) or Re-enactment thereof for the time being in force); and in accordance with Memorandum and Articles of Association of the Company and such Approvals, Consents, Permission and Sanctions as may be necessary from any authority whether statutory or otherwise; The Authorized Share Capital of the Company comprising of Rs. 54,00,00,000/- (Rupees Fifty Four Crore Only) divided into 5,40,00,000 (Five Crore Forty Lac) Equity Shares of Rs. 10/- (Rupees Ten Only) each be and is hereby sub-divided into 54,00,00,000 (Fifty Four Crores) Equity Shares of face value Rs. 1/- (Rupee One) each with effect from “Record Date” to be determined or as determined by the Board of Directors from time to time.”

RESOLVED FURTHER THAT pursuant to sub-division of Equity Shares of the company the Authorized, Issued, Subscribed and Paid Up Share Capital having face value of Rs. 10/- (Rupees Ten Only) each, Shall stand sub-divided into 10 (Ten) Equity Shares of face value of Rs. 1/- (Rupee One Only) each.”

“RESOLVED FURTHER THAT pursuant to sub-division, 10 (Ten) Equity shares of Face Value of Rs.1/- (Rupee One Only) each are to be issued in lieu of existing 1 (One) Equity Share of Rs. 10/- (Rupees Ten Only) each in accordance with Memorandum and Articles of Association of the company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid up Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

“RESOLVED FURTHER THAT Pursuant to provision of section 46 and any other applicable provisions, if any, of Companies Act, 2013 read with of Companies (Share Capital and Debenture) Rules, 2014 on sub-division of Equity Shares as aforesaid, the share Certificate(S) in relation to the existing Equity Shares of the face value of Rs. 10/- - each (Rupees Ten Only) held in physical form shall be deemed to have been automatically cancelled and will be having no effect from the record date and the Company may without requiring to surrender existing Share Certificate(s) issue and dispatch new Share Certificate(s) in lieu of the existing Share Certificate (s) in physical form.”

“RESOLVED FURTHER THAT in case of Equity Shares held in dematerialized form, the sub- divided Equity Shares will be credited automatically to respective beneficiary accounts of the member registered with Depository Participants.”

“RESOLVED FURTHER THAT The Board of Directors of the Company be and is hereby jointly/severally authorized to do, perform, and execute all Deed(s), Share Certificate(s), matters and things as it may consider necessary, expedient, usual, proper, to give effect to this resolution including but not limited to the fixed the record date as per the requirement of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and subsequent amendments thereto and such other applicable provision/ enactments as amended from time to time, execution of all necessary Documents (s) or any other things as may be necessary with stock exchange(s), Depositories and/ or any other relevant authority or person if any, or to settle any question, difficulty or doubt that may arise with regard to sub-division of shares or any other matters connected herewith or incidental with this regards.

“RESOLVED FURTHER THAT MR. JAGDISH PATEL (DIN: 00304924) Managing Director of the Company be and is hereby authorized to do all such acts, or to sign such documents, letters, and paper in order to carry out the sub-division process and to intimate all authorities concerned.”

7. ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED FURTHER THAT Pursuant to Provision of Section 13, Clause (d) of sub section (1) of Section 61 and any other applicable provisions, if any, of Companies Act, 2013 read with Rule 15 of Companies (Share Capital and Debenture) Rules, 2014 and Companies (Incorporation) Rule, 2014; (including any modification(s) or Re-enactment thereof for the time being in force); consent of the members be and is hereby accorded to alter authorized Share capital clause of Memorandum of Association of the company from Rs. 54,00,00,000/-



(Rupees Fifty Four Crore Only) 5,40,00,000 (Five Crore Forty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 54,00,00,000/- (Rupees Fifty Four Crore Only) 54,00,00,000 (Fifty Four Crore) Equity Shares of Rs. 1/- (Rupee One Only) each.”

“RESOLVED FURTHER THAT Clause V of Memorandum of Association of the Company be and is hereby altered as under:

V. The Authorized Share Capital of the Company is Rs. 54,00,00,000/- (Rupees Fifty Four Crore only) divided into 54,00,00,000 (Fifty Four Crore] Equity Shares of Rs. 1/- (Rupee One only) each.”

“RESOLVED FURTHER THAT MR. JAGDISH PATEL (DIN: 00304924) Managing Director of the Company be and is hereby authorized to perform and execute all Deed(s), Document(s), Share Certificate(s) or any other things as may be necessary with Stock Exchange(s), Depositories and/ or any other relevant authority or person if any, or to settle any Question, difficulty or doubt that may arise with regard to alteration of Memorandum of the company or any other matters connected herewith or incidental with this regards.

8. LOANS TO DIRECTORS/MANAGING DIRECTORS/INTERESTED PARTIES:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT existing loans, book debts to Directors and interested persons as per Companies Act, 1956 as well as further henceforth pursuant to section 185 of companies Act, 2013 and other applicable provisions, if any, the Board, Directors and the management of the company be and is hereby ratified authorized by a special resolution as per the scheme laid down at the meeting under section 185(1)(a) of the Act, to advance loans including any loans represented by book debt to any of its Directors or to any other person in whom the directors is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person.

“RESOLVED FURTHER THAT the board shall ensure that such transactions are in the ordinary course of business and not prejudicial to any of the parties as well as fair and reasonable to the business needs of the company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or otherwise considered by the Board of Directors to be in the interest of the Company”

NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself/herself and such proxy(s) need not be a member.
2. Proxies in order to be effective must be lodged with the company at its Registered Office not less than 48 hours before the commencement of the meeting.
3. Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2017 to 30th September, 2017 (both days inclusive).
4. Members are requested to bring their copy of the Annual Report at the meeting & produce the Attendance Slip at the Entrance where the Annual General Meeting will be held.
5. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
6. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative, members holding shares in demat form are requested to provide their e-mail ID to the depository through their concerned depository participant and members holding shares in physical form are requested to provide e-mail ID to the Company’s RTA, SHAREX DYNAMIC (INDIA) PVT LTD, UNIT NO 1 LUTHRA INDL. PREMISES, ANDHERI-KURLA ROAD, SAFED POOL, ANDHERI EAST, MUMBAI 400 072 and also notify the e-mail address as and when there is any change.

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7. Members holding shares in physical mode are requested to immediately notify the Company or its Share Transfer Agent about any change of address and their bank particulars. Members holding shares in dematerialized form are requested to immediately notify their respective Depository Participants about any change of address and their bank particulars.
8. A Statement pursuant of Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. Process and manner for members opting for e-voting are as under :

In compliance with provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide e-voting facility to all the shareholders of the Company. For this purpose the Company has entered into an agreement with National Securities Depository Limited to provide the facility of electronic voting ("E-Voting") in respect of the Resolution proposed at this AGM.

I. The instructions for e-voting are as under :

- (i) Open your web browser during the voting period and navigate to <https://www.evoting.nsdl.com/>
- (ii) Enter the login credentials (i.e., user-id & Password) mentioned on the Postal Ballot Form. Your folio/ DP Client ID will be your User-ID.

User-ID	For Members holding shares in Demat Form:- For NSDL : 8 Characters DP ID followed by 8 Digits Client ID For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form/via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., Please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password field. The new password has to be minimum eight characters consisting of at least one upper case(A-Z). one lower case(a-z), one numeric value(0-9) and as special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through NSDL. System will prompt you to change your password and update any contact details like mobile, email ID etc. on 1st Login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'
- (vii) If you are holding shares in Demat Form and had logged in to <https://evoting.nsdl.com> and casted your vote earlier for any company, then your existing login id and password are to be used.
- (viii) On the voting page, you will see Resolution Description and against the same the option 'FOR/ AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'.



- (ix) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (x) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to info@euro7000.com, with a copy marked to evoting@nsdl.co.in. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_Event no."

II. In case of Shareholders' receiving Physical copy :

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form :

EVEN (E Voting Event Number)	USER ID	PASSWORD/ PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of (a) above, to cast vote.

III. General Information

- (a) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- (b) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (c) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (d) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 23rd September, 2017.
- (e) E-Voting right cannot be exercised by a proxy.
- (f) The Voting period begins on September 27, 2017 (10.00 a.m. IST) and ends on September 29, 2017 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2017 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (g) Ms. Meenu Maheshwari, Practicing Company Secretary has been appointed as Scrutinizer for scrutinizing the e-voting procedure in a fair and transparent manner.
- (h) The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.

The result of the e-voting will be declared on or after the date of the AGM i.e. 30th September, 2017. Such results will also be forwarded to the Stock Exchanges where the Company's shares are listed

Place: AHMEDABAD
Date: 12/08/2017

BY ORDER OF THE BOARD OF DIRECTORS,
FOR, JYOTI RESINS AND ADHESIVE LIMITED

MR. JAGDISH PATEL
(00304924)
Managing Director



**Explanatory Statement
(Pursuant to section 102 of the Companies Act, 2013)**

As required by section 102 of the Companies Act, 2013 (The 'Act'), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3, Item No.4, Item No.5, Item No. 6, Item No. 7 and Item No-8 of the accompanying Notice:

Item No.3 : To Appoint statutory auditors of the Company in place of retiring Auditor of the company

Consequent to the applicability of the Companies Act, 2013 ('the Act') w.e.f 1st April, 2014 M/s. Raman M. Jain & Co. Chartered Accountants, (FRN NO. 113290W) the present auditors of the Company would be retiring at the conclusion of this Annual General Meeting. They have communicated that they do not wish to offer themselves for reappointment at the conclusion of their present term of appointment, at this Annual General Meeting of the Company, which has been accepted by the Board of Directors of the Company in their meeting held on 12/08/2017.

Further, M/S Suresh R. Shah & Associates, Chartered Accountants, (Firm Registration No. with ICAI – 110691W) being eligible, have indicated their willingness to serve as the statutory auditors of the Company, if appointed at this Meeting, and have provided the requisite documents as required under the Act

The appointment of M/S Suresh R. Shah & Associates, Chartered Accountants, if approved by the members of the Company, will take effect from the conclusion of this Annual General Meeting.

The Audit Committee and Board of Directors in their respective meetings held on 12/08/2017 have approved the appointment M/S Suresh R. Shah & Associates, Chartered Accountants (Firm Registration No. with ICAI – 110691W) as Statutory Auditors of the Company, to hold the office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting.

None of the Directors of the Company are in any way concerned or interested in this resolution.

The Board recommends the ordinary resolution set forth at item no. 2 of the Notice, for the approval of the members.

Item No.4 : Revision in terms of remuneration of Shri Jagdish N. Patel as Managing Director of the Company

Pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 & the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Articles of Association of the Company, keeping in view the vast expertise and knowledge of Shri Jagdish N. Patel, the Board of Directors had revision in remuneration of Shri Jagdish N. Patel as the managing Director for a period of 2 years commencing from 01.09.2017 to 31.08.2019.

The remuneration to Shri Jagdish N. Patel as proposed in the item No.4 has been approved by the Nomination & Remuneration Committee, consisting of three Independent Directors and also by the Board of Directors of the Company at their meeting held on 08.07.2017. The Board be authorized to revise the remuneration of Shri Jagdish N. Patel from time to time as per the provisions of the Companies Act, 2013.

The Company has not made any default in repayment of any of its debts (including public deposits) or interest payable thereon for a continuous period of 30 days in the preceding financial year.

The Company has received from Shri Jagdish N. Patel - (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014,, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under section 164(2) of the Act. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Jagdish N. Patel for the office of Director of the Company.

A brief Profile of Shri Jagdish N. Patel is as under:

DIN	00304924
Birth Date	21.02.1954
Nationality	Indian
Board Appointment	08.07.2017
Qualification	B.Com.