

Date:- 29.03.2019

General Manager,  
Bombay Stock Exchange Limited  
Corporate Relation Department  
25th Floor, P. J. Towers, Dalal Street,  
Fort, Mumbai- 400 001.

Dear Sir,

**Sub :- Notice to stakeholders for the EXTRA ORDINARY GENERAL MEETING**

1. EOGM of the company will be held on Monday the 29th April , 2019 at 2.00 P.M at its registered office of the company.
2. The Voting period begins on April 26, 2019 (10.00 A.M.IST) and ends on April 28, 2019 (5.00 P.M.IST). During this period shareholders of the company, holding shares either in physical form or in dematerialized Remote e-voting commence on April 26, 2019 from 10:00 a.m. and ends on April 28,2019 at 5:00 p.m. Remote e-voting shall not be allowed beyond the said time and date.
3. The cut-off date for determining the eligibility to vote by electronic means or at the EOGM is April 22 ,2019.
4. Notice of the meeting is available on the website of company at [www.EURO.com](http://www.EURO.com) and website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

Kindly inform members accordingly.

Thanking You

Yours faith fully

**FOR, JYOTI RESINS AND ADHESIVES LTD**

*Kalpe*  
**KALPESH RASIKBHAI PATEL**

**( 0274664 )**

**Director**



ENCL: EGM NOTICE

**NOTICE TO THE SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN OF THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF JYOTI RESINS & ADHESIVES LIMITED TO BE HELD AT SURVEY NO. 873, OPP.ANAND HEALTHCARE, RANCHHODPURA ROAD, SANTEJ, TAL. KALOL GANDHINAGAR GJ 382721 IN, ON MONDAY , APRIL 29, 2019 AT 2.00 P.M. FOR THE FOLLOWING PURPOSES :-**

**SPECIAL BUSINESS:**

**1. Re-appointment of Managing Director :**

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

“RESOLVED THAT subject to the pursuant to the provisions of section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed there under, as amended from time to time, Shri Jagdish Nathalal Patel , be and is hereby appointed as Managing Director of the Company for a period of 3 years 6 months w.e.f. 01.04.2019, not liable to retire by rotation, on the remuneration including salary and perquisites to be paid or granted to him as laid out in the draft agreement between the Company and Shri Jagdish Nathalal Patel placed before the meeting and initialed by the Chairman of the Board for the purpose of identification, be and the same is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized further to increase, enlarge, vary and including salary, dearness allowances, perquisites, commission and other allowance etc. up to the limits prescribed in this behalf under Schedule V of the companies Act, 2013 or any further statutory revision, modification, clarification or re-enactment thereof for the time being in force and / or the guidelines for managerial remuneration issued by the Central Government from time to time and from the date the statutory provisions and / or the guidelines coming into force without any further reference to the Company in General Meeting.

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, things, matters as may be considered necessary, desirable or expedient to give effect to this Resolution.”

**Place:** Ahmedabad  
**Date:** 29<sup>th</sup> March 2019

For and on behalf of the Board  
**KALPESH RASIKBHAI PATEL**

  
**Director**



**NOTES :-**

- a) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of business to be transacted at the (EOGM NO. 01/2019-20) Extra-ordinary General Meeting (EOGM), as set out under Item No. 1 above is annexed hereto.
- b) A Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and not later than 48 hours before the time fixed for holding the meeting.
- c) Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- d) Members are requested to advise immediately any change in their address to the Company.
- e) In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- f) Member Register and Share Transfer books shall remain closed from 23.04.2019 to 29.04.2019 (both days inclusive).
- g) Members may avail of the facility of nomination in terms of section 72 of the Companies Act, 2013 by nominating any person to whom their shares in the Company shall vest on occurrence of events stated in Form SH-13. Form SH-13 is to be submitted in duplicates to SHAREX DYNAMIC (INDIA) PVT LTD., RTA of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
- h) Relevant documents referred to in the accompanying notice or the statutory registers, as applicable to the Company, are open for inspection at the Registered Office of the Company on all working days (barring Saturday and Sunday) between 11:00 a.m. to 5:00 p.m. prior to the date of the EGM.
- i) Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc, from the Company electronically.
- j) In line with the 'Green Initiative in the Corporate Governance' launched by the Ministry of Corporate Affairs, Electronic copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) and have given their positive consent to receive the same through electronic means. Members other than above, physical copies of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

k) **Non-Resident Indian members are requested to inform Sharex / respective DPs, immediately of:**

a) **Change in their residential status on return to India for permanent settlement.**

b) **Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.**

l) Members may also note that the notice of the Extra Ordinary General Meeting will also be available on the company's website [www.EURO.com](http://www.EURO.com) for their download.

m) Members seeking any information or clarification from the accounts are requested to send written queries to the Company at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.

n) **Voting through electronic means**

- In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI ( Listing Obligations and Disclosure Requirements ) Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

- The e-voting facility will be available during the voting period as indicated herein below :

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 April, 2019 to 29th April, 2019 (both days inclusive).

4. Members are requested to produce the Attendance Slip at the Entrance where the Extra ordinary 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 (E), MUMBAI 400 072 and also notify the e-mail address as and when there is any change.
7. 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.
8. 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.

- The e-voting facility will be available during the voting period as indicated herein below :

Commencement of e-voting	End of e-voting
26th April, 2019 at 10:00 am IST	28th April, 2019 at 5:00 pm IST

During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd April, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- The process and manner for remote e-voting are as under:

**A.** In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

- (vii) Select "EVEN" of "Jyoti Resins & Adhesives Ltd"
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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 maheshwarics@yahoo.com with a copy marked to evoting@nsdl.co.in

**B.** In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is given on page 3 of the Report

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

- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- 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).
- The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd April, 2019.
- Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd April, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [evoting@sharexindia.com](mailto:evoting@sharexindia.com). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
- Meenu Maheshwari, Practicing Company Secretary of Meenu Maheshwari & Associates has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the

Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company ([www.euro7000.com](http://www.euro7000.com)) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**Place : AHMEDABAD**  
**Date : 29/03/2019**

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

  
**KALPESH RASIKBHAI PATEL**  
**( 0274664 )**  
**Director**



## **Explanatory Statement**

### **(pursuant to Section 102(1) of Companies Act, 2013)**

**Item No. 1:** Mr. Jagdish Nathalal Patel is looking after the overall management of the Company. His term of appointment expires on 31.03.2019. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors, proposes to reappoint him for a period of 3.6 years from 1st April, 2019 on the terms and conditions mentioned herein below:

- (i) **Salary:** In the range of Rs. 5,00,000 per month, within which his basic salary, house rent allowance, special allowances, LTA, other allowances etc. would be determined, with annual increments, within the aforesaid range, as may be decided by the Board in accordance with the company's policy and provisions of Schedule V of the Companies Act, 2013.
- (ii) **Perquisites:** In addition to Salary Mr. Jagdish Nathalal Patel will be entitled to the following perquisites / benefits.

#### **CATEGORY - A**

1. **MEDICAL REIMBURSEMENT**  
Expenses incurred for the Director and his family, subject to a ceiling of one month's salary over a period of one year. It may include, inter-alia, payment of premium for health insurance for the Director and his family, within the limits as mentioned earlier.
2. **LEAVE TRAVEL CONCESSION**  
For self and his family once in a year in accordance with the rules of the Company.
3. **PERSONAL ACCIDENT INSURANCE**  
Premium not exceeding 35000/- per annum.

#### **CATEGORY - B**

1. Company's contribution towards provident fund as per the rules of the Company.
2. Company's contribution towards superannuation fund as per the rules of the Company.
3. Gratuity as per the rules of the Company not exceeding one half month's salary for each completed year of service as a Director.

#### **CATEGORY - C**

1. Free telephone facility at residence.
2. Provision of car with driver for use on Company's business.
3. Leave on full salary and perquisites for a period of one month for every eleven months service subject to a condition that leave accumulated but not availed of will not be allowed to be encashed.
4. The Director shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company.



The remuneration, inclusive of salary and perquisites, of Mr. Jagdish Nathalal Patel would be governed by and subject to the ceilings prescribed under Schedule V to the Companies Act, 2013, or any other amendment, modification, verification or re-enactment thereof.

The explanatory statement together with the notice should be treated as an abstract of the terms of Agreement and Memorandum of concern or interest under section 190 of the Companies Act, 2013. Mr. Jagdish Nathalal Patel is deemed to be concerned or interested in Resolution which pertains to his re-appointment and remuneration payable to him. Further Mrs. Jyotika Patel and Mr Utkash Patel is deemed to be concerned in this resolution being relative of Mr. Jagdish Nathalal Patel . None of the other Directors is concerned or interested in this Resolution.

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 RE-Appointment	29.03.2019
Qualification	B.Com.
Experience	He has been with the Company since 01.04.1994. He has overall 31 years of experience. and has vast experience in marketing, production, Legal, Administration & Personnel related work.
Relationship	Key Managerial Personnel as Managing Director
Shareholding	537378 Equity Shares
Relationship with other	He is the father of Shri Utkarsh Patel & husband of Jyotika Patel.
List of other Directorship	N.A.

This Statement may also be regarded as a disclosure under the SEBI (LODR) Regulations 2015. The following additional information as required by Section 11 of Part II of Schedule V to the Companies Act, 2013 are given below:

<b>I General Information</b>		
1	Nature of industry	Manufacturing
2	Date or expected date of commencement of commercial production	17.12.1993
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	--
4	Financial performance based on given indicators as per audited financial results for the year ended 31st March, 2018  Turnover & Other Income  Net Profit as per Profit & Loss Account Profit as computed under Section 197 of the Companies Act, 2013 Net worth	55,18,54,393   1,04,65,080
5	Foreign investments or collaborations, if any.	Nil
<b>II Information about the appointee:</b>		
1	Background details	He has been with the Company since 01.04.1994. He has overall 31 years of experience. and has vast experience in marketing, production, Legal, Administration & Personnel related work.
2	Remuneration	Rs. 5,00,000 per month
3	Recognition or awards	<u>N.A.</u>
4	Job profile and his suitability	Mr. Jagdish Nathalal Patel is a highly qualified person with a B.Com. He has over 31 years of experience in the Chemicals and Paints industry and is widely acknowledged as an industry expert. He is a member of various Industry Association committees, in an advisory and executive role. He is also a first generation entrepreneur and often lectures at prestigious institutes of Ahmedabad on that subject.
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration is commensurate with size and nature of business of the Company and the responsibilities of the appointee. The remuneration do differ from Company to Company in the industry depending on the respective operations.

	7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed to be paid to him,
<b>III</b>	<b>Other information:</b>		
	1	Reasons of loss or inadequate profits	N.A.
	2	Steps taken or proposed to be taken for improvement	N.A.
	3	Expected increase in productivity and profits in measurable terms.	-
<b>IV</b>	<b>Disclosures:</b>		The information and disclosures of the remuneration package of the managerial personnel has been mentioned in the Notice of EGM.

The Board recommends the said appointment of Shri Jagdish N. Patel as Managing Director as specifically mentioned in the Special Resolution at Item No.1.

Shri Jagdish N. Patel not be regarded as a Director liable to retire by rotation.

Save and Except Shri Jagdish N. Patel and his relatives, none of the other directors/key managerial persons of the company/ their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at item no.1 of the notice.

The board commends the special resolution set out at item no 1 of the Notice for approval by the members.

Place : AHMEDABAD  
Date : 29/03/2019

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

  
KALPESH RASIKBHAI PATEL  
( 0274864 )  
Director

