

Regd. Office : Survey No. 873, Village : Santej, Tal.: Kalol, Dist.: Gandhinagar. Pin : 382721 Phone : (02764) 286327, (M) : 94273 58400
Administrative Office : 1104-1112, ELITE, Nr. Shapath Hexa Opp. Kargil Petrol Pump, Nr. Sola Bridge S.G. Highway, Ahmedabad-380060
Phone : 079-29700574, 40026268, M: 9427320474, Email : info@euro7000.com, CIN: L24229GJ1993PLC020879

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street Mumbai- 400 001

30.05.2024

Scrip Code: 514448

Dear Sir/Ma'am,

Subject: Submission of Annual Secretarial Compliance Report for the F.Y. 2023-24.

Pursuant to Regulation 24A of Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, and relevant circulars issued by Stock Exchanges from time to time, please find enclosed the Annual Secretarial Compliance Report issued by Mr. Utkarsh Shah, proprietor of M/s. Utkarsh Shah & Co., Practicing Company Secretaries, for the year ended March 31, 2024.

The intimation is being given for the information of Shareholders/ Members.

Kindly take the same on record.

Thanking you,

For Jyoti Resins and Adhesives Limited

Utkarsh Patel
Managing Director
DIN: 02874427



UTKARSH SHAH

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF JYOTI RESINS AND ADHESIVES LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2024**

To,
The Board of Directors,
JYOTI RESINS AND ADHESIVES LIMITED
1104-1112, ELITE,
Nr. Shapath Hexa,
Opp. Kargil Petrol Pump,
Nr. Sola Bridge, S. G. Highway,
Ahmedabad – 380 060

I, **MR. UTKARSH PIYUSHKUMAR SHAH**, a proprietor of **UTKARSH SHAH & CO., COMPANY SECRETARIES**, having its Office at 302-303, Sakar-1, Nr. Gandhigram Railway Station, Ellis bridge, Ahmedabad – 380 009 have examined:

- (a) all the documents and records made available to us and explanation provided **including thereon in digital/ electronic mode** by **JYOTI RESINS AND ADHESIVES LIMITED CIN:L24229GJ1993PLC020879**, having its registered office at **Survey No.873, Santej Village, Tal. Kalol, Gandhinagar – 382 721** (“the listed entity”)
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this clarification,

for the year ended **31st March, 2024 covering the Audit Period from 01st April, 2023 to 31st March, 2024** (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

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The specific regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, including:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable during the Audit Period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable during the Audit Period);**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021; **(Not Applicable during the Audit Period);**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable during the Audit Period);**
- (i) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; **(Not Applicable during the Audit Period);**
- (j) Securities and Exchange Board of India (Depository Participant) Regulations, 2018;
- (k) Other regulations as applicable and circulars/ guidelines issued there under;

And based on the above examination, I, **MR. UTKARSH PIYUSHKUMAR SHAH**, a proprietor of **UTKARSH SHAH & CO., COMPANY SECRETARIES**, during the said review period, the compliance status of the listed entity is appended below;

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S N	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS*
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	YES	
2.	<p><u>Adoption and timely update of the Policies:</u></p> <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	YES YES	
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none">• The Listed entity is maintaining a functional website.• Timely dissemination of the documents/ information under a separate section on the website.• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	YES YES YES	

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4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	YES	
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	N.A. N.A.	
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	YES	
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	YES	
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	Yes Yes	

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9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.</p>	YES	
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	No	<p>The Company has non-compliance of SDD software requirement.</p> <p>However, the Company has complied with the requirement and awaiting the BSE Limited's inspection.</p>
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	Yes	
12.	<p><u>Additional Non-compliances, if any:</u></p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	YES	

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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	The auditor has not resigned in between during financial year ended on 31 st March, 2024 and all limited review/ audit report have been signed by the existing auditor only. And hence items i. ii and iii of 1 are not applicable.
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the	NA	

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	<p>audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b.In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c.The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>As informed, no such event has incurred in between during the financial year ended on 31st March, 2024 and hence items a, b and c of 2 are not applicable.</p> <p>As informed, all relevant information has been fully furnished to the Auditor.</p>
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3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	The Auditor has not resigned in between during the financial year ended on 31 st March, 2024 and hence the same is not applicable.
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JYOTI RESINS AND ADHESIVES LIMITED has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below: -

S N	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviation	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Mgt. Response	Remarks
1	SEBI (PROHIBITION OF INSIDER TRADING) REGULATION 2015	Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	The Company has not installed SDD Software.	BSE Limited, Stock Exchange	Show Cause Notice	The Company has not installed SDD Software as per Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulation	Nil	The Company has complied with the requirement and awaiting the BSE Limited's inspection.	The Company has complied with the requirement and awaiting the BSE Limited's inspection.	Nil

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ns, 2015.

JYOTI RESINS AND ADHESIVES LIMITED has taken the following actions to comply with the observations made in our previous reports:

S N	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviation	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Mgt. Response	Remarks
1	295(1) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR) – Delay in completion of Bonus issue.	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018	The Company has not implemented the bonus issue within two months (i.e.) by 16/07/2022) from the date of the board meeting of directors (17/05/2022).	BSE Limited, Stock Exchange	Fine	The Company has not implemented the bonus issue within two months (i.e.) by 16/07/2022) from the date of the board meeting of directors	1480000	The Company has already made the payment of the Fine. Therefore, no other action required to be taken from the Company.	The Company has already made the payment of the Fine.	

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						ors (17/05 /2022)				
2	Regulation 34 of SEBI (LODR) Regulations, 2015	SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	Non-submission of the Annual Report within the period prescribed under this Regulation.	BSE Limited, Stock Exchange	Fine	The Company has delayed of 8 days on Non-Submission of the Annual Report within the period prescribed under this Regulation 34	96000	The Company has already made the payment of the Fine. Therefore, no other action required to be taken from the Company.	The Company has already made the payment of the Fine.	

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This is further to state that;

1. The Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of our opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Ahmedabad
Date: 30.05.2024

For, **Utkarsh Shah & Company**
Company Secretaries

Utkarsh Shah
Proprietor
FCS No.12526 CP No.26241
UDIN: F012526F000493336
Peer Review No:5116/2023

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