

**6<sup>th</sup> September, 2024**

**To,**  
**BSE Limited**  
Phiroze Jeeyebhoy Towers,  
Dalal Street, Mumbai-400 001  
Maharashtra, India

**Scrip Code: 514448**

Dear Sir/Madam,

**Sub: Notice of 31<sup>st</sup> Annual General Meeting along with Annual Report of the Company for F.Y. 2023-24.**

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In compliance with the provisions of the Companies Act 2013 & rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and Circulars issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI"), we wish to inform that **31<sup>st</sup> Annual General Meeting ("AGM")** of the Members of the Company is scheduled to be held on **Monday, 30<sup>th</sup> September, 2024 at 10.30 a.m.** through Video Conferencing / Other Audio Visual Means ("OAVM") to transact the business, as set out in the Notice of AGM.

In reference to above, we are submitting herewith the Annual Report for the F.Y. 2023-24 along with the Notice of 31<sup>st</sup> AGM, which is being sent to the Members only through electronic mode. The same is also available on Company's website at [www.euro7000.com](http://www.euro7000.com).

Further to inform that the Company has fixed **Monday, 23<sup>rd</sup> September, 2024** as the "**Cut-off date**" for the purpose of remote e-voting, for ascertaining the eligibility of the Shareholders to cast their votes electronically in respect of the businesses to be transacted at the AGM.

The remote e-Voting facility would be available during the following period:

<b>Commencement of remote e-Voting</b>	Thursday, 26 <sup>th</sup> September, 2024 at 09:00 a.m.
<b>Conclusion of remote e-Voting</b>	Sunday, 29 <sup>th</sup> September, 2024 at 05:00 p.m.
<b>EVSN</b>	240906072

You are requested to kindly take the same on your record.

Thanking you,

**FOR JYOTI RESINS AND ADHESIVES LIMITED**

**UTKARSHBHAI PATEL**  
**MANAGING DIRECTOR**  
**DIN: 02874427**

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Chairman cum Whole Time Director

- Jagdish N. Patel

### Managing Director

- Utkarsh J Patel

### Whole Time Director

- Jyotikaben J Patel

### Independent Director

- Parshwa B Shah
- Sandeep M Shah
- Priyanka K Gola

### Company Secretary

- Tejal M Varde

## AUDITORS

### STATUTORY AUDITOR

#### M/s R Kabra & Co LLP

Chartered Accountant  
515, Tulsiani Chambers,  
Nariman Point, Mumbai – 400021.

### STATUTORY AUDITOR

#### M/s Utkarsh Shah & Co.

Company Secretary  
302-303, Sakar- I, Ellisbridge,  
Ahmedabad – 380005.

## BANKERS

- Axis Bank Limited
- Union Bank of India
- The Ahmedabad Mercantile  
Co-operative Bank Ltd
- RBL Bank Limited

## COMMITTEES

### AUDIT COMMITTEE

Sandeep M Shah  
Parshwa B Shah  
Priyanka K Gola

### STAKEHOLDERS

#### RELATIONSHIP COMMITTEE

Parshwa B Shah  
Sandeep M Shah  
Priyanka K Gola

### NOMINATION AND REMUNERATION COMMITTEE

Priyanka K Gola  
Sandeep M Shah  
Parshwa B Shah

### CORPORATE

#### SOCIAL RESPONSIBILITY COMMITTEE

Sandeep M Shah  
Parshwa B Shah  
Priyanka K Gola

### RISK MANAGEMENT COMMITTEE

Jagdish N Patel  
Utkarsh J Patel  
Parshwa B Shah

## REGISTERED OFFICE

Survey no. 873, Opp. Anand Healthcare,  
Ranchhodpura Road, Santej, Tal. Kalol,  
Dist. Gandhinagar-382721

## ADMINISTRATIVE OFFICE

1104 -1112, Elite, Nr. Shapath Hexa,  
Nr. Sola Over Bridge, S.G. Highway,  
Ahmedabad 380 060

### WEBSITE

[www.euro7000.com](http://www.euro7000.com)

### EMAIL ID

[info@euro7000.com](mailto:info@euro7000.com)

### CIN

L24229GJ1993PLC020879

### ISIN

INE577D01013

# NOTICE

**NOTICE** is hereby given that **31<sup>st</sup> Annual General Meeting** of Jyoti Resins and Adhesives Limited will be held on **Monday, 30<sup>th</sup> September, 2024 at 10.30 am.** through Video Conferencing / Other Audio Visual Means to transact the following businesses: -

## **ORDINARY BUSINESS:**

### **Adoption of Financial Statements**

1. To receive, consider, and adopt:
  - a. the Audited Standalone Financial Statement of the Company for the Financial Year ended 31<sup>st</sup> March, 2024 together with reports of the Board of Directors & Auditors thereon;

### **Declaration of Dividend**

2. To declare a Final Dividend of Rs. 9/- (90%) per equity share of Rs. 10/- each for the Financial Year 2023-24.

### **Appointment of a Director retire by rotation**

3. To appoint a Director in place of Mr. Utkarsh Jagdishbhai Patel (DIN 02874427), who retires by rotation, and being eligible, offers himself for re-appointment.

## **SPECIAL BUSINESSES:**

### **Ratification of Appointment of Statutory Auditors**

4. To consider and if thought fit to pass the following resolution with or without modification as **Ordinary Resolution**: -

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors Rules), 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. R KABRA & CO. LLP, Chartered Accountants (ICAI Firm Registration No. 104502W/W100721) appointed as the Statutory Auditors of the Company for a First term of five years from the conclusion of 30<sup>th</sup> Annual General Meeting held in 2023 to the conclusion of 35<sup>th</sup> Annual General Meeting of the Company to be held in 2028, subject to ratification of their appointment by the Members at every intervening Annual General Meeting, and that the appointment of M/s. R KABRA & CO LLP, Chartered Accountants (ICAI Firm Registration No. 104502W/ W100721) be and is hereby re-appointed on such remuneration plus service tax, out-of-pocket expenses etc. as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

5. Appointment of Ms. Jyotika Jagdishbhai Patel (DIN 07134331), as a Whole Time Director of the Company to consider and if thought fit to pass the following resolution with or without modification as **Special Resolution:** -

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 & 203 of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification amendments or re-enactment thereto for the time being in force) Articles of Association of the Company, and such other approvals, consents and permission as may be necessary and subject to such modifications, variations, as may be approved and acceptable to the appointee, consent of the members be and is hereby accorded for the appointment of Mrs. Jyotika Jagdishbhai Patel (DIN 07134331) as Whole Time Director of the Company, for a period of five years with effect from 31st August, 2024 to 30th August, 2029 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and Board of the Directors as set out herein below:-

**Basic Salary:** Rs.5,00,000/- per month (with increments as the Board may decide from time to time)

**Performance Bonus:** Up to 5% of the Net Profits of the Company (as per Section 198 of the Act) or such other quantum of the Net Profits of the Company as may be approved by the Board of Directors at its discretion for each financial year.

**Perquisites:** In addition to the salary and performance bonus, the following perquisites shall be allowed to Mrs. Jyotika Jagdishbhai Patel – Whole Time Director and the total value of perquisites shall be restricted to an amount equal to the annual salary.

Leave Travel Assistance: For Self and Family in accordance with the Policy of the Company. Family means the spouse, the dependent children and dependent parents.

Club Fees: The Company shall pay and/or Reimburse Fees and expenses (excluding Admission and Life Membership Fees) of maximum two clubs.

Mediclaime and Personal Accident Insurance Premium: The Company shall pay Mediclaime and Personal Accident Insurance Premium as per the rules of the Company.

Provident Fund: The Company shall make contribution to Provident Fund, Superannuation Fund or Annuity Fund (as per the rules of the Company) to the extent these either singly or put together are not taxable under the Income Tax Act.

Gratuity: The Company shall pay gratuity at the rate not exceeding half a month's salary for each completed year of service subject to maximum amount permissible under the Payment of Gratuity Act, 1972 from time to time

Car: The Company shall provide a car with driver at the entire cost of the Company for personal use and office work. The Company shall bill use of car for private purposes.

Communication Facilities: The Company shall provide communication devices such as telephones, audio and video conference facilities etc., at the residence, at the entire cost of the Company. Personal long distance calls be billed by the Company.

Retirement: Mrs. Jyotika Jagdishbhai Patel shall be liable to retire by rotation.

In case of inadequacy of Profit /Loss during the period of appointment, the remuneration payable to Mrs. Jyotika Jagdishbhai Patel – Whole Time Director, shall be as per limit prescribed in Schedule V of the Companies Act, 2013 or any

modification(s) or re-enactment(s) including circular and notification issued by Ministry of Corporate Affairs from time to time.

**RESOLVED FURTHER THAT** the Board of Directors in their discretion be and is hereby authorized to increase, alter, and vary the Salary, Perquisites and Performance Bonus in such manner as the Board in absolute discretion deem fit and acceptable to Mrs. Jyotika Jagdishbhai Patel – Whole Time Director subject to the provisions of Section 197 and 198 read with Schedule V of the Companies Act, 2013, including the Circular issued by Ministry of Corporate Affairs; vide notification dated 12 September 2018 to pay remuneration exceeding the ceiling and any amendments /modifications, enactment from time to time.

**RESOLVED FURTHER THAT** in the event of any reenactment or modification or re-codification of the Companies Act, 2013 this Resolution shall remain in force and the reference to various provisions of the Companies Act shall be deemed to be substituted by the corresponding provisions of the new act or amendments thereto or the Rules and Notifications issued thereunder.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby individually authorized to do all such acts, deeds, matters and things as in its absolute discretion, as may be considered necessary, desirable or expedient and to settle any question, or doubt that may arise in relation thereto and the Board of Directors shall have absolute powers to decide breakup of the remuneration, restructure remuneration within the maximum permissible limit and in order to give effect to this resolution or as may be considered by it to be expedient in the best interest of the Company.

By Order of the Board  
**JYOTI RESINS AND ADHESIVES LIMITED**

**Registered Office:**

Survey No. 873,  
Opp. Anand Healthcare,  
Ranchhodpura Road,  
Santej, Kalol, Gandhinagar,  
Gujarat, India, 382721

Date: 31/08/2024  
Place: Gandhinagar

**TEJAL VARDE**  
**Company Secretary**  
**M. No. FCS: A63253**

## Notes:

### Convening of AGM through Video Conferencing (“VC”) or any Other Audio-Visual Means (“OAVM”)

1. In terms of General Circular No. 9/2023 dated 25<sup>th</sup> September, 2023 and other earlier circulars issued in this regard by the Ministry of Corporate Affairs (“MCA Circulars”) and in compliance with the provisions of the Companies Act, 2013 (“Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 (“Listing Regulations”), the 31<sup>st</sup> Annual General Meeting (AGM) of the Members of the Company will be held through VC/OAVM, so that members can attend and participate in the AGM from their respective locations. The deemed venue for the 31<sup>st</sup> AGM shall be the Registered Office of the Company.

The Members are therefore requested not to visit Registered Office to attend the AGM.

### Dispatch of Notice and Annual Report through electronic means

2. In compliance with the MCA Circulars read with SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 2023 and other earlier circulars issued in this regard by the Securities and Exchange Board of India (“SEBI Circulars”), Notice of the AGM along with the **Annual Report 2023-24** is being sent only through electronic mode to those Members whose name is recorded in the Register of Members / Register of Beneficial Owners as on **30<sup>th</sup> August, 2024** and whose email addresses are registered with the Company / Registrar and Share Transfer Agent (“Link Intime India Private Limited” / “RTA”) or with the respective Depository Participant(s) for communication purposes to the Members, unless any member has requested for a hard copy of the same.
3. The Notice can also be accessed at the Company’s website at <https://euro7000.com/> and at the website of the Stock Exchanges i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com) and at the website of CDSL (agency for providing the Remote e-Voting facility) at [www.evotingindia.com](http://www.evotingindia.com).
4. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

### Proxy form

5. In terms of the MCA Circulars, physical attendance of members has been dispensed with and as such, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, **the Proxy Form and Attendance Slip are not annexed to the Notice**. However, Pursuant to Section 112 and Section 113 of the Companies Act, 2013, representatives of the President of India or the Governor of State or the Body Corporates are entitled to attend the AGM through VC/OAVM and cast their votes through e-voting.

### Explanatory Statement and details of Directors seeking appointment / re-appointment

6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, forms part of this Notice.
7. Details in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the Notice as ‘Annexure to the Notice’. The Directors have furnished the requisite declarations for their appointment / re-appointment.

## E-Voting facility and joining of AGM through VC / OAVM

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 31st AGM. Shareholders are requested to refer Page No. **47 To 52** for detailed procedure for e-Voting and participation in the AGM through VC/OAVM. The detailed procedure for participation in the meeting through VC/OAVM is also available at the Company's website <https://euro7000.com/>.
9. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ('CDSL') for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
10. In view of MCA & SEBI Circulars, printed copy of the Annual Report (including Notice) is not being sent to the Members.
11. AGM convened through VC/OAVM is in compliance with applicable provisions of the Companies Act, 2013 read with MCA & SEBI Circulars as stated above.
12. The voting period **begins on Thursday 26th, September 2024 at 9.00 a.m.** and **ends on Sunday 29th, September 2024 at 5.00 p.m** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date Monday 23rd, September 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
13. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
14. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
15. The helpline number regarding any query / assistance for participation in the AGM through VC/ OAVM is 022-23058542/43.

## Cut-off Date for Dividend & Voting

16. The Company has designated **Monday 23rd, September 2024** as "**Record Date**" to determine the entitlement of the shareholders to receive dividend for the year 2023-24.
  17. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. **Monday 23rd, September 2024**.
- 43** Book Closure for the AGM and Dividend from 24th September, 2024 to 30th September, 2024.

## Quorum

18. The attendance of Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013.

## Scrutinizer for conducting E-Voting

19. The Company has appointed Mr. Utkarsh Shah of M/s. Utkarsh Shah & Co., Practcing Company Secretary (Membership No.F12526, COP:26241) to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

## Voting Result

20. The voting results shall be declared within two working days from the conclusion time of the Meeting. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at <https://euro7000.com/> immediately after the result is declared by the Chairman or any other person authorised by the him in this regard and will simultaneously be sent to BSE Limited, where equity shares of the Company are listed.

## Prevent Fraudulent Transactions

21. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

## Inspection of Documents

23. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode by sending an e-mail to [info@euro7000.com](mailto:info@euro7000.com)

## Dividend

24. The Board of Directors at its meeting held on 28<sup>th</sup> May, 2024, has recommended a Final Dividend of Rs. 9 (90%) per equity share of the face value of Rs. 10/- each. The Final Dividend, if declared, at the Annual General Meeting, will be paid to those members of the Company, whose names appear in the Register of Members or Register of Beneficial Ownership as on **Monday 23rd, September 2024** ("Record Date"). The dividend will be paid within statutory time limit.
25. SEBI has made it mandatory for all companies to use the bank account details furnished by Depositories and maintained by the Registrar and Share Transfer Agent for payment of Dividend to the Members electronically. In the absence of details for electronic payment or



in cases where electronic payments have failed/ rejected by the Bank, the Company would issue demand drafts /dividend warrants/cheques and print the bank account details, as available, on instrument of payment of dividend.

26. Members are requested to update the bank details including 11-digit IFSC code and 9 digit MICR code with the Depository Participants (DP) to receive the amount of dividend quickly.

### **Taxation of Dividend**

27. *We would like to draw the attention of members that the dividend after approval in the ensuing AGM will be paid to those shareholders who held shares in their demat account as on **Monday 23rd, September 2024** (cut-off date for the purpose of dividend entitlement). Many times, Brokers are not transferring the shares purchased by their client (shareholders) and parking their shares in pool account and these shares are falling under category “clearing member”. Shareholders are therefore advised to ask their brokers to transfer their shares purchased into their demat account in order to receive amount of dividend and credit of Tax Deducted at Source (TDS), if any, into the account of members. If the shares are parked in their pool accounts as clearing member by the brokers of shareholders, the dividend will be paid to them.*
28. Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by a Company after 1<sup>st</sup> April 2020 shall be taxable in the hands of the Shareholders. No tax will be deducted on payment of dividend to the resident individual shareholders if the amount of dividend payable does not exceed Rs. 5,000/-. Your Company shall therefore be required to deduct tax at source at the time of making the payment of the said Dividend payable. The shareholders are requested to update their PAN with the Company / RTA Agent and depositories (in case of shares held in demat mode). However, no tax or reduced tax shall be deducted on the dividend payable by the company in cases the shareholder provides Form 15G (applicable to any Resident Individual other than a Company or a Firm) / Form 15H (applicable to a Resident Individuals above the age of 60 years) / Form 10F (applicable to Non- Residents), provided that the eligibility conditions are being met. Needless to say, Permanent Account Number (PAN) is mandatory for category of Forms. To avail this benefit, shareholders need to provide respective declaration / document (form 15G /15H/ 10F) at the website of our RTA Agent or at below given link, on or before **Monday 23rd, September 2024**.

<https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading respective declaration/documents as mentioned hereinabove.

### **Unclaimed dividends**

29. Members are requested to refer the details of unclaimed interim dividend of the Company as set out in the Report on Corporate Governance which is a part of this Annual Report and to approach our RTA Agent to claim their interim dividend.

30. Members are requested to note that dividends not encashed or claimed within Seven Years from the date of transfer to the Company's Unpaid Dividend Account, will be, transferred to the Investor Education and Protection Fund (IEPF) as per Section 125 of the Companies Act, 2013. Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members/claimants are requested to claim their dividends from the Company within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).

#### **Financial Information required**

31. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at **least 10 (Ten) days before** the date of the Meeting from their registered e-mail address, mentioning their name, DPID and Client ID number/folio number and mobile number at the Company's investor desk at [info@euro7000.com](mailto:info@euro7000.com) so that the information required may be made available at the Meeting.
32. The Company is pleased to provide members, facility to exercise their right to vote at the **31<sup>st</sup> Annual General Meeting (AGM)** by electronic means through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
33. The Recording/transcript of the AGM will be made available on the website of the Company [www.euro7000.com](http://www.euro7000.com) in the Investors Section, as soon as possible after the Meeting is over.

## INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

**Step 1** Access through Depositories CDSL/NSDL e-Voting system in case of **Individual Shareholders** holding shares in demat mode.

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. **Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.**

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi / Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page.</li> <li>5) The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online” for IDeAS Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service</p>
<p><b>Depository Participants (DP)</b></p>	<p>provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to
Details <b>OR</b> Date of Birth (DOB)	login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field.
9. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
10. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN of Jyoti Resins and Adhesives Limited.
12. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
13. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
14. 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.
15. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
17. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
18. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
19. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz [info@euro7000.com](mailto:info@euro7000.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [info@euro7000.com](mailto:info@euro7000.com).

The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance at least **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**.
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to:

Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

NAME	CONTACT DETAILS
COMPANY	Jyoti Resins and Adhesives Limited 1104-1112, Elite, Near Shapath Hexa, Opp. Kargil Petrol Pump, Near Sola Bridge, S. G. Highway, Ahmedabad – 380 060 E-MAIL:- <a href="mailto:info@euro7000.com">info@euro7000.com</a>
REGISTRAR AND TRANSFER AGENT ('RTA AGENT')	Link Intime India Private Limited C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083. Tel: +91 022 - 4918 6270, Fax: +91 22 4918 6060 E-MAIL:- <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>
E-VOTING AGENCY	Central Depository Services [India] Limited E-MAIL:- <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
SCRUTINIZER	Mr. Utkarsh Shah – Practicing Company Secretary M/s. UTKARSH SHAH & CO. E-MAIL – <a href="mailto:info@csutkarsh.com">info@csutkarsh.com</a>



# EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

## ITEM NO.5

On the basis of recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 30<sup>th</sup> August, 2024 has approved appointment of Mrs. Jyotika Patel, Whole Time Director from 31<sup>st</sup> August, 2024 to 30<sup>th</sup> August, 2029 for a period of five years as mentioned in the Resolution.

Your Directors recommend the resolution No.5 as a Special Resolution for your approval.

None of the Directors except Mr. Jagdishbhai Patel and Mr. Utkarsh Patel, Directors of the Company are concerned or interested in the proposed.

By Order of the Board  
**JYOTI RESINS AND ADHESIVES LIMITED**

### **Registered Office:**

Survey No. 873,  
Opp. Anand Healthcare,  
Ranchhodpura Road,  
Santej, Kalol, Gandhinagar,  
Gujarat, India, 382721

**TEJAL VARDE**  
**Company Secretary**  
**M. No.: A63253**

Date: 31/08/2024

Place: Gandhinagar

## ANNEXURE TO THE NOTICE

### Item No. 3 & 5

Details of Directors seeking appointment / reappointment at the 31st Annual General Meeting in pursuance of provisions of the Companies Act, 2013 & Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Full Name	Mrs. JYOTIKA PATEL	Mr. Utkarsh Patel
DIN No.	07134331	02874427
Age	67 Years	42 years
Designation	Whole Time Director	Managing Director
Re-Appointment	For 5 years	Retire by rotation
Qualification	B.Com.	Master Degree
Experience	More than 20 years	More than 20 years
Expertise	Administrative and Human Resource	Production, Sales and overall Management of the Company
Last Remuneration	Rs.60.00 Lakhs (p.a)	Rs. 348 Lakhs (p.a)
Shareholding	12,97,452	12,06,345
Relationship with other directors and KMP	Wife of Mr. Jagdishbhai Patel, Whole Time Director and Mother of Mr. Utkarsh Patel, Managing Director.	Son of Mr. Jagdishbhai Patel and Mrs. Jyotika Patel.
Member/Chairperson of committees of the Company	Nil	Risk Management Committee – Member
Directorships held in other public companies	Nil	Nil
Membership of committees held in other Indian companies	Nil	Nil
Chairpersonship of committees held in other Indian companies	Nil	Nil