

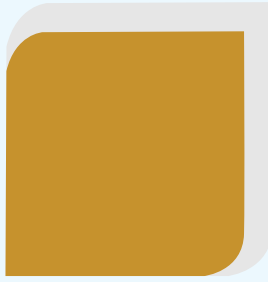


# ANNUAL REPORT

JYOTI RESINS & ADHESIVES LTD.  
CIN: L24229GJ1993PLC020879

# 2022

मजबूत जोड  
हमारे रिश्तों का...



# WELCOME TO ANNUAL REPORT

## Forward-looking statement

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.



7000

**SYNTHETIC WOOD ADHESIVE**

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हमारे रिश्तों का...

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# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Chairman

- Jagdish N. Patel

### Directors

- Utkarsh J. Patel
- Jyotikaben J. Patel

### Independent director

- Parshwa B. Shah
- Prakash U. Tekwani
- Sandeep M. Shah

### Company secretary

- Manish S Jain

## COMMITTEES

### Audit Committee

- Sandeep M. Shah
- Parshwa B. Shah
- Prakash U. Tekwani

### Nomination and Remuneration Committee

- Prakash U. Tekwani
- Sandeep M. Shah
- Parshwa B. Shah

### Corporate Social Responsibility Committee

- Sandeep M. Shah
- Parshwa B. Shah
- Prakash U. Tekwani

### Stakeholders Relationship Committee

- Parshwa B. Shah
- Sandeep M. Shah
- Prakash U. Tekwani

## AUDITORS

### STATUTORY AUDITOR

M/S Suresh R. Shah & Associates  
Chartered Accountant  
1st Floor, Ghanshyam Chambers,  
Opp. Mithakhali Rly. Crossing  
Mithakhali, Ellisbridge,  
Ahmedabad -380006

### SECRETARIAL AUDITOR

M/s Meenu Maheshwari &  
Associates Company  
Secretary Ahmedabad-04

## BANKERS

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

## 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

**At Euro7000, our consistent focus has been on building an enduring company.**

**During the last financial year, when the Indian economic growth was slower by 190 bps, Euro7000 reported growth driven by demand for our Product.**

**We believe that we possess the focus, products and focus, products, newtworth and a debt free Balance Sheet to do so once again when consumer sentiment revives and When it's time to build better homes and office, "we will be there" with our array of products.**

# Jyoti Resins & Adhesives, What makes us a distinctive company

“Jyoti Resins and adhesives Limited” had Launched its Brand **Euro7000** in Year 2006.

Today Euro7000 is the Second largest brand in india for high grade & Premium synthetic resin adhesives.

Company has established a plant to manufacture 1500 tonnes per months as on 31 March, 2022 (further being expanded to 2000 tonnes per month) at our plant at Santej, Ahmedabad

## Taken measured yet consistent steps

The Company commenced commercial production in 1995 with a Wood Adhesives manufacturing facility at Ahmedabad, Gujarat. Within the space of 27 years, it graduated to the manufacture of various type of synthetic wood adhesive like water proof, Anti termite, fast drying fungal resistance etc

## Creating a professional organisation

The Company is headed by Mr. Jagdishbhai Patel, CMD who possesses nearly three decades of experience in this industry. He is ably supported by Mr. Utkarsh Patel, Executive Director who has been instrumental on a day-to-day basis in building the Euro7000 brand along with a strong sales force across 13 states. The company today employs 450+. The Company is professionally managed, employs a strong sales team that has widened its footprints in 12 major states of India. The Company employs 450+.

## Building for the future

Our plant at Santej, Ahmedabad will be equipped to manufacture 24,000 tonnes per annum, post completion of our current expansion, which will help us deliver on a 25% CAGR for the next three to five years. Our products are today available in multiple pack sizes starting from 125 grams to 70 kilograms.

# About Us



## Mission:-

- Cherishing mutually satisfying relationships
- Encouraging innovation through creativity
- Constant technological upgradations to maintain superiority
- Inculcating team spirit amongst the workforce and ensuring their development through professional improvement in their capabilities and welfare for them and their families
- Contributing to the social and economic upliftment of the underprivileged in the society and in making the nation stronger
- Honesty in approach, transparency in work and dealings
- Adoption of green technology to conserve environment and reduction of our carbon footprint

## Values:-

- Encouraging creativity and valuing new thoughts.
- Lending a helping hand to society's developmental needs.
- Being honest and forthright in our approach.
- Being in harmony with the natural order.
- Customer focus with world class quality and cost-effective products

## Personality:-

- Simple
- Humble
- Dignified, understated elegance
- Grounded
- Confident
- Approachable
- Leader

The Company launched its brand "Euro 7000" in 2006, and is now the second largest selling wood adhesive (white glue) brand in India in the retail segment.

• **JYOTI RESINS AND ADHESIVES LTD** is a manufacturer of synthetic resin adhesives. The Company manufactures various types of wood adhesives (white glue) under the brand name of **EURO 7000**.

• The company launched its brand "**Euro7000**" in 2006.

• The company has steadily increased its plant (at Santej, Ahmedabad) capacity to 1500 Tonnes per month, and is **currently expanding its capacity by 2000 TPM to meet growing demand for its product**.

• Euro 7000 has today grown exponentially and is **now the second largest (No2) selling wood adhesive (white glue) brand in India in the retail segment**.

• The company's success so far in this business is an outcome of its strategic vision focused on delivering world class products and services to its customers.

• Today it services 12 states in India through 25 branches and 50 distributors, catering to 10,000 retailers and 300,000 carpenters across India. A 300 strong sales force plays a key role in this process.

## Vision:-

An energetic organisation on a long haul, charting a distinct course for customer admiration, led by a disciplined team of vibrant people.



## Promoters

The Company was promoted by Shri Jagdish N. Patel in 1995 who is Chairman and Managing Director. He is assisted by senior executives and more than 450 employees.



## Product Mix

The Company widened its product range to Fulfill total demand of our end users with various packings (smaller packs to large drums). The Company possesses the capability to manufacture a variety of synthetic Wood Adhesives.



## Listing

The Company is listed on the Bombay Stock Exchange. The Company's market capitalisation was Rs. 880Cr as on 31st March, 2022. The promoters accounted for a 49.97% stake in the Company's equity capital.



## The Group Governance

The JYOTI RESINS & ADHESIVES LIMITED companies are respected for a high standard of governance, reflected in a defined corporate strategy, strong Board of Directors, respected for processes and proactive investment in information technology, among other initiatives.



## Presence

The Company's headquarters are based in Ahmedabad & Mumbai; its manufacturing facility is located in Ahmedabad. The Company's sales footprint extends largely across Gujarat, Madhya Pradesh, Rajasthan, Maharashtra, Karnataka and Telangana.



## Brand

The Company's proprietary brand EURO7000 commands a superior recall and traction for consistency, quality and service.



## Performance

The Company registered revenues of **181.96 Cr** and Profit after Tax of **19.765 Cr** The Company reported a cash profit of **20.47 Cr** and EBIDTA margin of **14.96%** in 2021-22.



## Businesses

The Company is engaged in the manufacture of Various types of wood adhesives with different formulations like waterproof, Anti-termite fast drying, weather proof, anti-fungle adhesives.



## Responsibility

The Company is a respected corporate citizen engaged in addressing grass-root realities in the areas of its manufacturing and corporate presence.



# Company Profile



## JYOTI RESINS & ADHESIVE LIMITED

We are pleased to introduce you to the company **JYOTI RESINS & ADHESIVES LTD** and its products. Presently company in engaged in manufacturing various types of wood working adhesives under the brand name of **EURO 7000**.

We have reached where we are today mainly due to the close them-work of our employees and due to our shared value system which emphasizes commitment to excellence, closeness to customers, and the sprit of innovation.

It is our immense pleasure to present our products to our beloved customers

We remain thankful to them always, we hope you find your association with EURO7000 group fruitful and satisfying.



An ISO 9001 : 2008 Certified Company "JYOTI RESINS AND ADHESIVES LIMITED" has launched its brand  in year 2006.

We always believe that no sale is really complete until the customer is delighted, to achieve this objective we have equipped High-quality machineries, Strong warehousing facilities, Massive stocking capacity, Technical support and Quick delivery, Offering the high quality products and best service to our clients.

**Company has established a huge plant with capacity of 2000 tons/month, Which is located at Ahmedabad, Gujarat.**



## Consistent focus on credible financials

Euro has focused consistently on de-leveraging its Balance Sheet, strengthening its working capital management and trade terms, increasing proportion of value-added products and effective cost management. The result is that Euro has a demonstrated competitiveness across market cycles.

## Enhanced accountability to business owners

Euro is listed on the BSE Limited. The Company enjoyed a market capitalisation of 880 crore as on March 31, 2022.

## Addressed customer demand in every possible territory

Euro7000 has strengthened its market presence by providing products proximate to consumer consumption. The Company's products are marketed through 12 large regional distribution centres, 28 branch offices and warehouses and 10000+dealers and retailers.

## Inculcated sectoral best practices

Euro7000 environment commitment is showcased by manufactured zero discharge products with products-specific certifications like reinforcing its respect as a quality-driven company.

# We have four messages to communicate in this annual report.

**One,** the Wood Adhesive Manufacturing industry is expected to grow at 10-12% CAGR to emerge as a Rs. 5,000 Cr sector by 2025.

**Two,** Jyoti Resins & Adhesives limited expects to deliver consistent growth.

**Three,** the company is rapidly evolving from a manufacturing-driven to a marketing-centric focus.

**Four,** the company intends to graduate from a regional play into a zonal, then multi-zonal and eventually into a Indian Wood adhesive company

# CONNECTING WITH END USERS & DEALERS

## DEALER'S & CONTRACTOR MEET

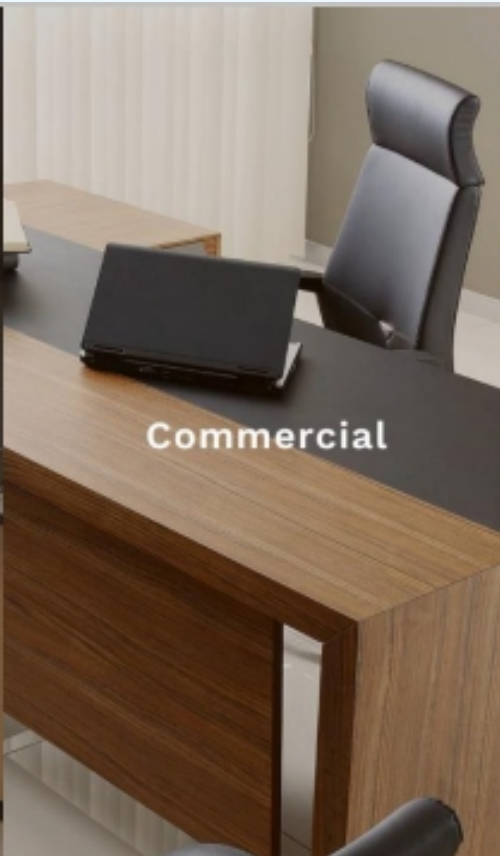


## CARPENTER MEET



Significant relationship building activities with end users & influences. Extensive grass root connect with end users to promote usage of products.

# USAGE OF OUR PRODUCT



*PAKKA JOD, HAMESHA*



# Products portfolio



## DIVERSIFIED PRODUCT PORTFOLIO



Anti Termite



Waterproof + Anti Termite



Fast Drying (2 Hours)



Anti Termite + Waterproof



Fast Drying (2 Hours)



With Advance Technology



For PVC/Acrylic Sheet



For Cold & Hot Press



All Products Available In All Sizes

# NEW PRODUCT LAUNCH

## EXTREME 3 Hi-STRONG

### THREE BENEFITS IN ONE ADHESIVE

- Fast Drying Adhesive 2-3 Hours Handling Strength
- Waterproof Adhesive
- Anti Termite Formula



## EURO EWR

### COLD PRESS EXPERT

- Suitable For Cold Press.
- Economy Grade With Extra Strength.
- Use for Furniture Industry.

**Anti Termite Formula**  
**water resistant Adhesive**

## EURO D2<sup>+</sup>

### HOT PRESS EXPERT

- Suitable For Hot Press & Cold Press.
- D2<sup>+</sup> Formula.   ➤ Fast Drying
- Anti Termite.   ➤ Water Resistant.
- Powerful Strength.

**D2<sup>+</sup> Grade Adhesive**  
**with Fast Drying Formula**



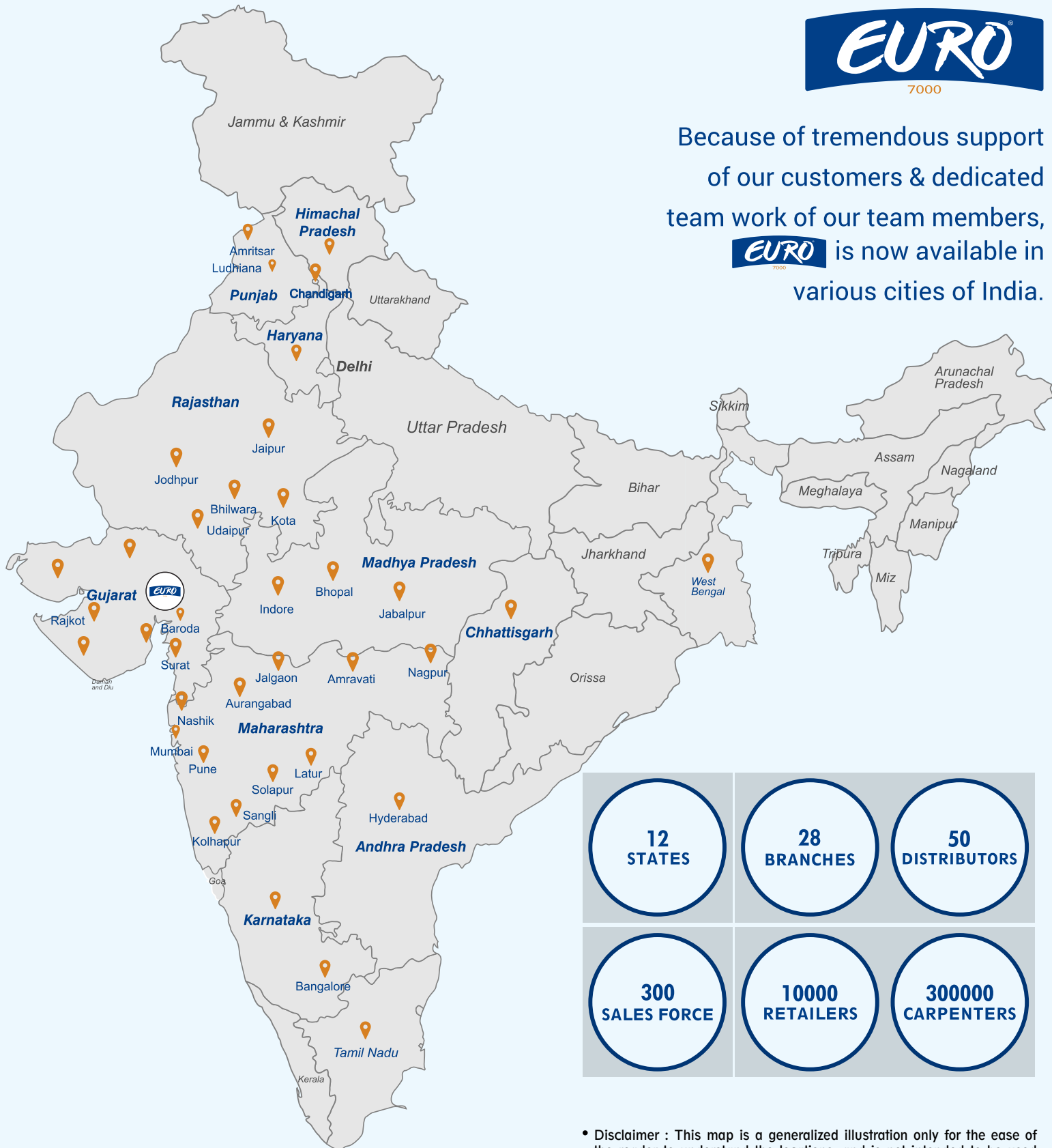
NEW PRODUCT LAUNCH



# Jyoti Resins & Adhesives Geographical Presence



Because of tremendous support of our customers & dedicated team work of our team members, **EURO** is now available in various cities of India.



• Disclaimer : This map is a generalized illustration only for the ease of the reader to understand the locations, and is not intended to be used for reference purposes. the representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. the company or any of its Directors, officers or employees cannot be held responsible for any misuse or misinterpretation of any information or design thereof. the company does not warrant or represent any kind in connection to its accuracy or completeness.

# CHAIRMAN'S PERSPECTIVE



We positioned our company ahead of the curve; we focused on being opportunityready.

**Mr. Jagdish N. Patel**  
Chairman

## Overview

With near normalcy all around, the pain and suffering caused by the pandemic at the start of the year seem so distant now. But the memories of **JYOTI RESINS AND ADHESIVES LIMITED (JRAL)** and their loved ones we lost during the year will forever remain with us. My thoughts and prayers are with everyone who endured the loss of friends and family members to the pandemic.

Through all the challenges, I have deeply admired the resilience of my extraordinary colleagues at JRAL, who demonstrated dedication and professionalism, and kept the business moving forward. I am also grateful to our customers and to you, our shareholders, for your unwavering trust in the Company.

## What our people mean to us

Our strong FY22 performance was possible because of the passion and tireless effort of our employees. It was our highest priority to ensure the health of our employees, while also securing operations, supply chains, deliveries, and service to our customers.

We constantly had been looking for various ways to improve the productivity over the organisation. Our employees are the heart of our business. Their continued commitment focus and hard work have been the roadmap for our success. To satisfy our customers as per their needs, we balanced our employee mix around experience and youthfulness also energised our teams around challenging targets and delegated responsibilities and authority. We constantly looked for the ways to transform various initiatives to improve or to bring necessary changes in its product or services.

As we move forward, we will make every possible effort to build, develop and retain a diverse talent pipeline while fostering a culture where everyone feels seen, heard, and empowered to thrive.

As we move forward, we will make every possible effort to build, develop and retain a diverse talent pipeline while fostering a culture where everyone feels seen, heard, and empowered to thrive.

## Accelerating Growth. Scaling New Heights.

It gives me immense pride to inform you that we closed the financial year with one of the best performances in our history. Our Revenue grew year on year by 79.64% to ₹ 181.96 Crore, while improving the EBITDA significantly by 61% year on year to ₹ 27.22 Crore in FY 2021-22. Our Profit after Tax grew by 62% to ₹ 19.76 Crore compared to ₹ 12.16 Crore last year. This improvement was reflected in our financial metrics like Return on Capital Employed strengthened from 36.72% in FY 2020-21 to 42.36% in FY 2021-22. We grew market share across our businesses and continued to make significant investments in building our capabilities, nurturing talent, expanding our technology prowess, all the while maintaining credit discipline and a healthy balance sheet.

### Unlocking full potential

As we grow our revenues, we will continue to invest in this segment to sustain healthy growth rates over the next few years. In white glue business, our focus has been on customization of glue required by our customers from time-to-time. With our investment in modernization, capacity expansion and technological upgradation, we are aiming to expand our huge plant with capacity of 1500 tonnes per month as on 31 march 2022 to 2,000 tonnes per month. Similar investments alongside improved efficiencies, and optimum utilization of capacities, should enable us to deliver operational excellence and result in even better performance, going forward.

Our expansion plans are a big part of our overall vision of becoming a strong force in the global chemical industry and playing a much larger role in our customers' success.

### Increasing relevance

Our vision for Jyoti Resins was essentially to be a company, focused on specific product lines with a growing relevance in a modernising India. We backed our conviction by investing ahead of the curve and created infrastructure that sent out a message to our trade partners that we were here to stay. We convinced opinion makers and influencers that the country was at a turning point when it came to product preferences. The result is that we were not just focused on the transaction but positioned ourselves as missionaries focused on widening the market

Most importantly, we resolved to build a company that would push sales only to the extent the market could bear, without compromising the integrity of our Balance Sheet. We believed that herein lay the secret of multi year sustainability. If we built to a point where our terms of trade were skewed in the organisation's interest, where cash inflows were quick enough to moderate the cost of staying in business, where the operative word at our Company was 'cash flows' more than cash profit and where we prioritised liquidity over profitability, we would always be an attractively-sized company with a compelling Balance Sheet where the overriding desire would be to be the best over simply wanting to be the biggest.

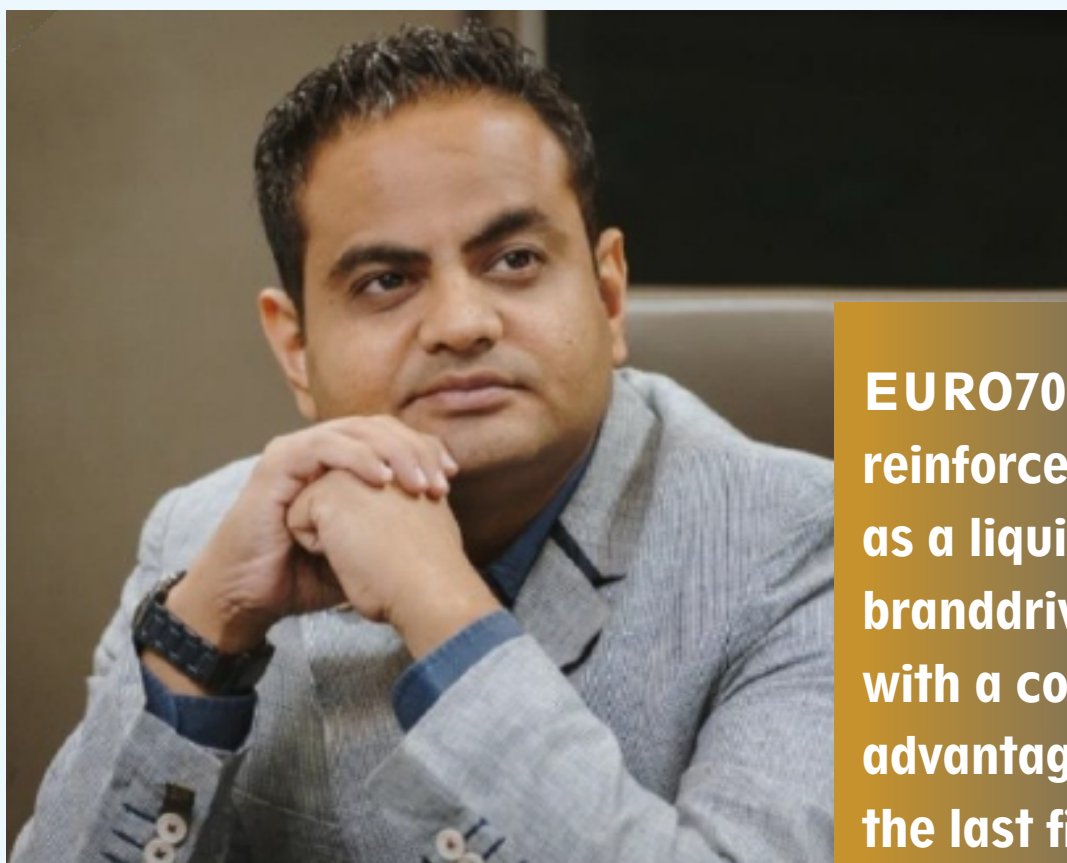
### Optimism

At JRAL, we are opportunity ready We are optimistic of carving out a larger share in the markets of our presence. As an extension, we continue to believe that we should be able to maintain consistent growth, enhancing value for all our stakeholders.

On behalf of the Board and management, I once again wish to thank you, our shareholders, for your continued support. We remain committed to creating long-term value for you every day.

**Best Regards,**  
Jagdish N. Patel  
Chairman

# FROM DIRECTOR DESK



**EURO7000**  
**reinforced its position**  
**as a liquid and**  
**branddriven business**  
**with a competitive**  
**advantage during**  
**the last financial year.**

**Mr. Utkarsh J. patel**  
**Director**

## Dear Shareholders,

As the effects of the pandemic continued to hover over the economy, JRAL's strong and deep-rooted business and relentless efforts by our team helped the company stay committed and resilient towards its growth path. At JRAL, we have always wanted to build a company that endures across market cycles.

### Bonus and Dividend declarations

We are pleased to inform that Board has announced 2:1 bonus ( 2 shares for every 1 share held) and 75 percent dividend for the FY 2021-22. The dividend and bonus if approved by the shareholder at the AGM, will be paid to eligible shareholders as on "Record Date" within the stipulated time.

### Single Product Category Focus Philosophy

The company's success so far in this business is an outcome of its strategic vision to attain leadership position in why large cap before each word ? please change to small cap by a culture of innovation in single product line rather than running behind multiple product line. The Company focuses on delivering world class product and services to its customers.

Over the preceding years, your company has shown itself to be very purpose driven, versatile, strong and staying relevant to its customers through multiple economic cycles, and doing good for all its stake holders. This is the secret behind its longevity and sustainability.

Your company is constantly working on innovations in the product quality as well as new products launches. Presently the company manufactures various types of synthetic adhesive such as waterproof adhesive, wood adhesive, high performance, PVC to wood, anti-termite and water resistance adhesive etc.

### Dealer Incentive Programmes

The most important part of our companies@ marketing strategy is to have motivated dealers and trade partners. To achieve this, we have designed and implemented dealer incentive programs to make sure that our product is reaching out to end users. We have integrated the overall strategy of communication and training dealers to push our product in market in most effective manner. We also offer rewards exclusively designed to motivate our trade partners.

## Positive Realities

Our overall improvement across all aspects of the business has led to significant value creation for our stakeholders.

Our market capital increased to ₹ 880.94 Crore in FY 2021-22 from ₹ 40.8 Crore in FY 2018-19. Our company is leaving no stone unturned in adopting the best corporate governance practices, disclosures and efforts to grow the business to ensure long term shareholder value creation.

## Financial Structure

The future will have to be imagined today, so it can be delivered tomorrow. As I have often said, we are aggressively working toward keeping the company net debt free and I can proudly say that we have achieved our target. Today our company is net debt free and that reflect in our debt equity ratio in FY 2021-22 is 0.01. The probable outcome of debt free approach is we expect to invest in fresh capital expenditure only through internal accruals, making it a distinctive white glue manufacturing company in this regard.

**Our vision for Euro7000 was essentially to be a company focused on specific product lines with a growing relevance in a modernising India.**

## Our Sustainability Performance

At JRAL, sustainability is a key business driver and a critical component of our success. In this year's Annual Report, we have, for the first time presented a holistic view of our value creation that goes beyond financials to equally important metrics of Environment, Social, and Governance. We are committed to ensuring our business practices are sustainable in every way possible, be it in the adoption of new technologies that enable a better, cleaner future or in the way we manage finite resources efficiently and care for our customers, employees, communities and the planet.

## Conclusion

We continue to be confident in the demand scenario for the near and long-term future. I am optimistic that our investments in products, plant infrastructure, branding, and our people will lead to sustainable long term value creation. Looking forward, I pray and hope for the pandemic to end soon.

At the end of the day, pride of ownership usually prevails among consumers and if we continue to make the good, better, we could be among the first companies to take off when the mood revives.

When I look back, the word that comes to my mind is "Gratitude". I would like to show my gratitude towards our people and our leadership team who have steered the company with resilience and executed very well in these testing times. I would also like to show my gratitude to our shareholders, customers, and partners for their continued trust and support throughout our journey. I hope and pray that all of us emerge stronger and come back to normal times soon and we can consistently strive to perform in the future, the way we have done this financial year.

**Best Regards,**  
Utkarsh J. Patel  
Director

## Values that drive Euro7000



### Trust

**TRUST PEOPLE TO BE RELIABLE AND RESPONSIBLE AND EARN THEIR TRUST SIMILARLY.**



### Performance

**WE VALUE PERFORMANCE ACROSS PRODUCTS, PEOPLE AND PROCESSES.**

our dealings as an organization with the environment including individual employees, vendors, business partners, investors, customers and society at large would be in a premise of good faith. we would trust others. we would thereby not deal with anybody who breaches our trust or the trust placed on us by our environment. we empower our employees by placing trust in them to take decisions in the best interest of the organization and as per promulgated norms.

Performance is valued as the core ingredient for sustain ability and would therefore be the underlying metric for selecting people, products or processes for the organization. other values would be additional to performance. performance would mean.

delivering on commitment in every parameter. it would also entail effort and a continuing endeavor to improve the status quo in order to achieve excellence.



## Learning



## Speed and agility



## Team work

We encourage learning, creating and nurturing talent.

We are quick to decide, respond and execute.

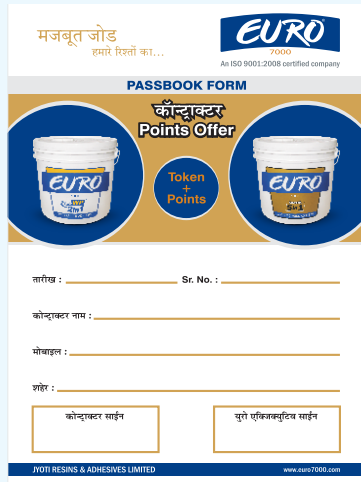
We achieve more by collaboration with all stakeholders – internal and external.

Our organisation facilitates the learning of our employees and continuously transforms itself. We also support formal learning through structured programs to empower people outperforming their individual potential.

We value decisions being made without undue procrastination and being implemented within the shortest possible time because we value this as a source of competitive advantage. Individuals will therefore be held accountable wherever any delays are attributable to them either in the decision making or implementation process. Similarly we shall respond to the market proactively rather than reacting when situation reaches a point where inaction becomes unaffordable.

Given the inter linkage of output of others with our performance, we nurture a sense of collective destiny with our environment. Internally, if a peer fails, the team cannot succeed and individual success means little in a failed team. Also, our customers, partners and investors need to succeed. Therefore, organisational goals precede departmental goals. Also, dealers, distributors and vendors are our partners.

# CONNECTING USERS & DEALERS VIA DIGITAL PLATFORM



Scan Barcode & Collect Loyalty Points

Like, Share, & Follow Facebook page

# PROMOTIONS VIA DIGITAL MEDIA





# MARKETING / ADVERTISEMENTS



# ADVERTISEMENTS / CORPORATE FILM / PRODUCT FILMS



## CORPORATE FILM



Consistent & Effective brand building advertisements on Different platforms.

# 'Do Right'



## 'DO RIGHT'

A beacon

A guiding Principle-a credo

A go to place....  
When in doubt

Meaningful

Evocative and Provocative

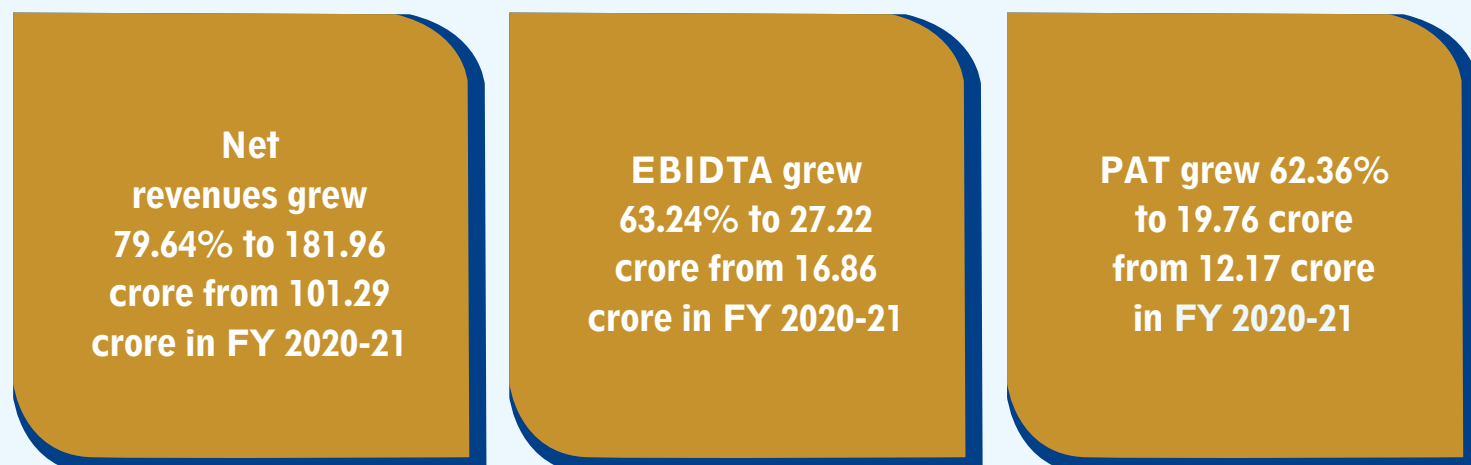


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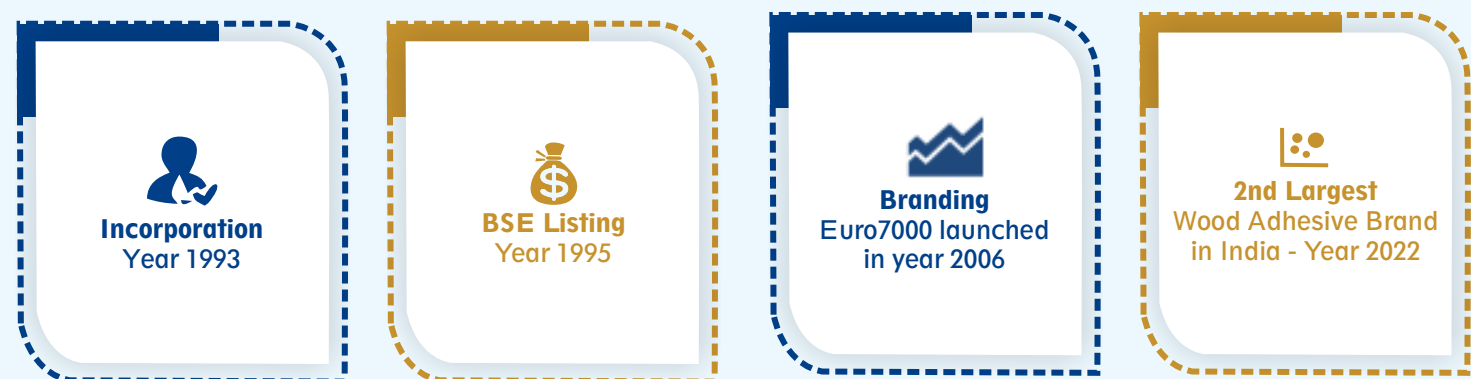


# Our financial performance, FY 2021-22

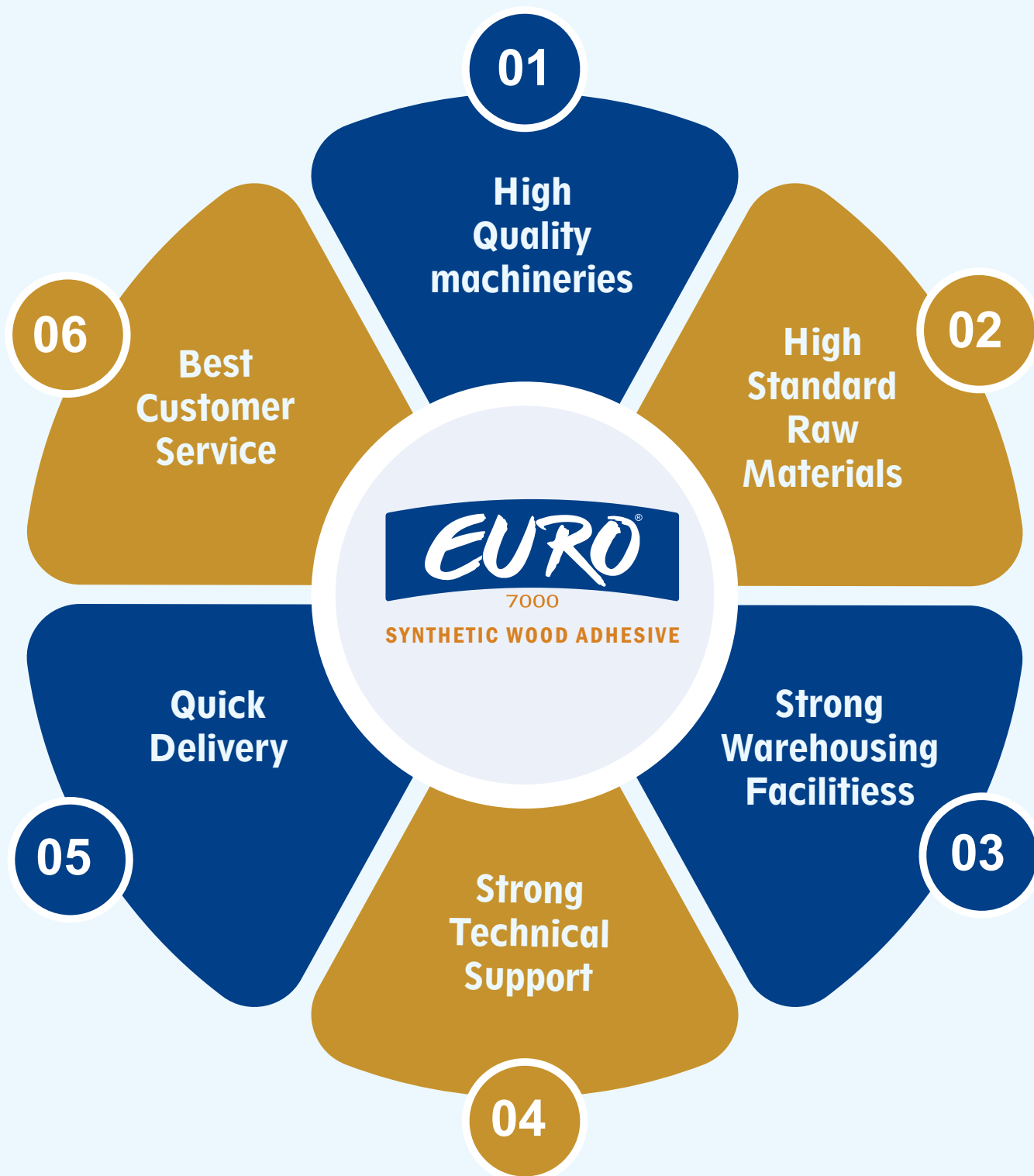
## Overview



## THE INCREDIBLE JOURNEY SO FAR



# The Incredible Journey so Far





**Euro7000.  
A conviction to  
be better than  
yesterday.  
And the  
foresight to  
be better for  
tomorrow.**

# JRAL was increasingly visible across every successive quarter of FY 2021-22

## The financial health of our business

Year, 2021-22 Revenues (Rs Crore)	Quarter one	Quarter two	Quarter three	Quarter four
Revenues (Rs Crore)	27.01	48.62	48.86	57.47
EBITDA (Rs Crore)	4.79	6.03	7.06	9.33
Profit After Tax (Rs Crore)	3.62	4.34	4.89	6.92
Cash profit (Rs Crore)	3.78	4.53	5.05	7.11

## The financial hygiene of our business

Year, 2021-22 Revenues (Rs Crore)	Quarter one	Quarter two	Quarter three	Quarter four
EBITDA MARGIN %	17.73	12.40	14.45	16.24
Interest cover(x)	578.13	1168.6	1149	338.63
Interest outflow (Rs Crore)	0.01	0.01	0.01	0.03



# JYOTI RESINS Direction, Performance And The Road Ahead



## Key strategy

Strengthen the Balance sheet; enhance liquidity and viability

Focusing more on digitalisation

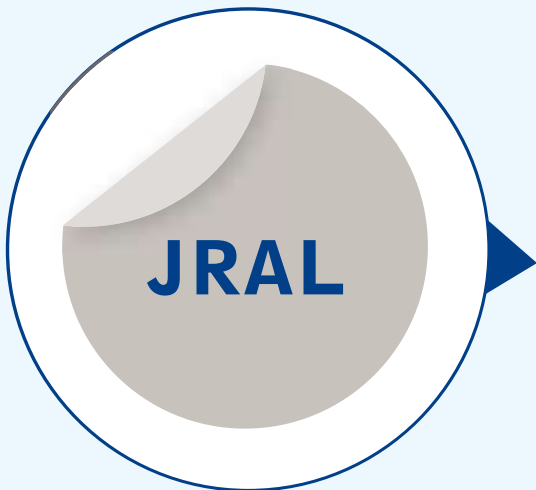
Penetrate physical markets deeper

Accelerate sales velocity all across india

Moderate costs across the board

Accelerate disruptive product launches

Empower customers to buy conveniently  
- whenever and wherever



# How we transformed in the last few years

<b>Revenues</b> (Rs. Core)		<b>Definition</b> Year-on-year movement in sales, net of taxes (if any)
<b>2022</b>	<b>181.96</b>	<b>Why is this measured?</b> It showcases the Company's ability to enhance sales, a number that can be compared with sectorial peers.
2021	101.29	<b>What does it mean?</b> Aggregate sales increased by 79.6% to 181.96 Crore in 2021-22 due to the effects of our performance improvement.
2020	73.54	<b>Value impact</b> The Company grew faster than the sectorial average, which resulted in market share growth in 2021-22.
2019	68.69	

<b>EBITDA</b> (Rs. Core)		<b>Definition</b> Earnings before the deduction of fixed expenses(interest, depreciation, extraordinary items and tax)
<b>2022</b>	<b>27.22</b>	<b>Why is this Measured?</b> it is an index that showcases the company's ability to generate a surplus following the expensing of operating costs.
2021	16.86	<b>What does it mean?</b> it helps create a robust growth engines, a large part of which could be available for reinvestment
2020	11.69	<b>Value impact</b> The Company generate an attractive growth in EBITDA Despite sectorial challenges making it yet another successive year of growth
2019	3.39	

<b>Net Profit</b> (%)		<b>Definition</b> Profit earned during the year after deducting all expenses and provisions
<b>2022</b>	<b>19.76</b>	<b>Why is this Measured?</b> This measure highlights the strength of the business model in enhancing shareholder value
2021	12.17	<b>What does it mean?</b> It ensures that adequate surplus is available for reinvestment in the company's operations.
2020	8.10	<b>Value impact</b> The Company reported a 62.37 % increase in net profit in 2021-22 following all-round business-strengthening a year of profitable growth.
2019	2.20	

<b>EBITDA Margin</b> (Rs. Core)		<b>Definition</b> EBITDA margin is a profitability measure used to assess a company's ability to generate a surplus (pre-interest, depreciation and tax) on a rupee of sales, expressed as a percentage
<b>2022</b>	<b>14.96</b>	<b>Why is this Measured?</b> The EBITDA margin provides a lucid insight into the company's earning capacity, which can be compared across companies within the same sector
2021	16.65	<b>What does it mean?</b> This demonstrates the buffer available within the company to absorb interest and tax outflow and after making a provision for depreciation
2020	15.90	<b>Value impact</b> The Company reported a 169 bps decrease in EBITDA margin during 2021-22
2019	4.94	

<b>RoCE (%)</b>		<b>Definition</b>
		It is a financial ratio that measures a company's profitability and the efficiency with which its capital is employed in the business
		<b>Why is this measured?</b>
2022	42.36%	RoCE is a useful metric for comparing profitability across companies based on the amount of capital they use – especially in capital-intensive sectors.
2021	36.72%	<b>What does it mean?</b>
2020	37.86%	Enhanced RoCE can influence valuation and perception. This has been delivered by EBIT/Total capital employed (i.e share application + other equity)
2019	36.60%	<b>Value impact</b>
		The Company reported a 564 bps increase in RoCE during 2020-21.

<b>Debt-equity ratio</b>		<b>Definition</b>
		This is derived through the ratio of debt to net worth
		<b>Why is this Measured?</b>
2022	0.01	This is one of the defining measures of a company's financial solvency.
2021	0.07	<b>What does it mean?</b>
2020	0.30	This measure indicates the extent of borrowing room within, the lower the gearing the better.
2019	0.18	<b>Value impact</b>
		The Company's gearing improved by 0.06x following debt repayment and increased net worth.

<b>BVPS (Including Revaluation Reserve)</b>		<b>Definition</b>
		Book value per share (BVPS) is the ratio of equity available to common shareholders divided by the number of outstanding shares.
		<b>Why is this Measured?</b>
2022	156.325	Book value per common share indicates the rupee value remaining for common shareholders after all assets are liquidated and all debtors are paid.
2021	109.85	<b>What does it mean?</b>
2020	71.025	This figure represents the minimum value of a company's equity and measures the book value of a firm on a per-share basis.
2019	19.7	<b>Value impact</b>
		The Company reported a 42.31 % increase in Book value per share in 2021-22

<b>Return on Net Worth (Incl Revaluation Reserve) (%)</b>		<b>Definition</b>
		Return on Net Worth (RoNW) means the amount of profit or earnings a company generates on the sheer strength of its shareholders' equity.
		<b>Why is this Measured?</b>
2022	31.60%	Return on net worth indicates the profitability of the company by providing the picture of how much return it earns on its capital. It shows whether or not the company is efficient enough to grow its network every year for the future growth potential of the company.
2021	27.70%	<b>What does it mean?</b>
2020	28.51%	Return on Net Worth (RoNW) is a measure of a company's profitability expressed in percentage. We calculate it by dividing the net income of the firm by shareholders' equity.
2019	27.92%	<b>Value impact</b>
		The Company reported a 390 bps increase in RoNW during 2021-22

## Earnings Per Share Rs

2022	49.41
2021	30.41
2020	20.25
2019	5.49

### Definition

Earnings per share (EPS) is calculated as a company's profit divided by the outstanding shares of its common stock.

### Why is this measured?

EPS is a term that is of much importance to investors and people who trade in the stock market. The higher the earnings per share of a company, the better is its profitability.

### What does it mean?

Aggregate sales increased by 79.6% to 181.96 Crore in 2021-22 due to the effects of our performance improvement.

### Value impact

The Company reported a 62.48% growth in EPS during 2021-22

## Current Ratio

2022	1.19
2021	0.99
2020	1.12
2019	1.04

### Definition

The current ratio is a liquidity ratio that measures a company's ability to pay short-term obligations or those due within one year.

### Why is this Measured?

It is an index that showcases the company's ability to generate a surplus following the expensing of operating costs.

### What does it mean?

The current ratio is a popular metric used across the industry to assess a company's short-term liquidity with respect to its available assets and pending liabilities.

### Value impact

The Company is 1.2 times stronger in terms of current ration in FY 2021-22 compare to last year.

## Promoter Holding (%)

2022	49.97%
2021	48.98%
2020	47.21%
2019	45.83%

### Definition

Promoter holding is the amount of share of the company that is owned by the promoters.

### Why is this Measured?

The percentage of promoter stock in a company usually indicates how safe it is to invest in a company. Often, when there is a higher promoter stake, it is considered that the company's management has reasonable confidence over how the company will perform in the future.

### What does it mean?

IPromoter holding signifies a percentage of the ownership in equity capital held by the promoters of a company.

### Value impact

The Company reported a 99 bps increase in Promoters holding during 2021-22

## Reserves and Surplus (₹ crore)

2022	58.53
2021	39.94
2020	24.40
2019	3.88

### Definition

Reserves are the funds earmarked for a specific purpose, which the company intends to use in future.

### Why is this Measured?

It is total amount of maintained earnings reported as a component of shareholders equity and set aside by the company for specific objective such as purchasing fixed assets, paying legal settlement, repaying debts or paying dividends, and some other.

### What does it mean?

Reserves and surplus are important financial tools that a business can use to manage its working capital and meet future obligations.

### Value impact

The Company reported 18.59 crore increase in Reserve and surpluses in 2021-22

# Our sustainability framework

<b>Procurement economies</b>	Procure the best quality of raw materials	Procure most economically	Procure sustainably
<b>Manufacturing excellence</b>	Maximise asset utilisation	Invest in cutting edge technologies	Manufacture a range of products in a single location
<b>Financial structure</b>	Moderate debt and debt cost	Strengthened Balance Sheet	Focus on value-addition
<b>People competence</b>	Maximise human productivity	Strengthen the kaizen momentum	Deepen the culture of passion and outperformance
<b>Distribution network</b>	Deepen presence across 100+ countries	Reach products where consumers are	Strengthen engagements with primary customers (distributors and dealers)
<b>Brand and customer capital</b>	Invest in the overarching Euro7000 and other product brands	Widen the product portfolio and consumer choice	Launch products of the future; create markets
<b>Environment integrity</b>	Manufacture enduring products that moderate long-term resource consumption	Reduce the consumption of finite resources	Protect the region's environment balance
<b>Community support</b>	Provide community support especially in the regions of our manufacturing plants	Focus on integrated development	Enhance community welfare and confidence

# The one thing we established in the last few years.

## Business sustainability

### Overview

**At Euro7000, we believe that multi year business profitability is the principal index of success of our business.**

This multi-year sustainability is derived from a prudent investment across all the drivers of the Company’s business and their corresponding balancing. Besides, this sustainable development is directed to address the needs of today without compromising the ability of the community or succeeding generations to meet their needs.

The Company’s sustainability has been aligned with United Nations’ principles for responsible manufacturing leading to environmental sustainability across Human Rights, Labour, Environment and Anticorruption. The result is that Euro7000 is respected as a responsible corporate citizen.

Over the years, Euro7000 made proactive investments in strategic sustainable initiatives, controls to check process deviations, outcomes better than prescribed norms, escalated process reporting directly to the Managing Director, provided relevant training to all employees and constantly monitored its sustainability performance. The result is that the Company’s sustainability record has extended from mere regulatory compliance to forward-looking practices, strengthening business viability, liquidity and competitiveness.



# The principal measures of our business sustainability

## Revenues

Rs. 58.20  
crore,  
revenues,  
FY2016-17

Rs. 181.96  
crore,  
revenues,  
FY2021-22

## Profitability

Rs. 0.39 Cr  
Return on  
Capital  
Employed,  
FY 2016-17

Rs. 19.76 Cr  
Return on  
Capital  
Employed,  
FY2021-22

## Net debt

Rs. 7.82  
crore, net  
debt on our  
books, 31  
March 2017

Rs. 0.05  
crore, net  
debt on our  
books, 31  
March 2022

## Earning per share (EPS)

0.98,  
earning per  
share,  
FY2016-17

49.41,  
earning  
per share,  
FY2022

# **Euro7000. Graduating the consumer experience to a new level**

The Company undertook a range of marketing initiatives to excite consumers and sustain its growth with relevant and contemporary products that translated into year-on-year growth

## **New launch**

The Company launched a new catalogue in March 2021, which received a terrific response from trade partners.

## **In-shop branding**

The Company took an in-shop branding drive at 5000+ retail counters, highlighting the new collection.

## **Personal touch**

The Company conducted a one-on-one presentation with large institutions, enhancing its commercial revenues.

## **Focused**

The Company strengthened product display, revamping shop inshop presentation across more than 2500 counters.



## Customised

The Company graduated from general branding/ marketing to a customised and focused approach, enhancing impact.

## Community engagement

The Company trained employees to deepen engagements with carpenters, contractors & architects etc.



## The exciting face of Euro7000

**Mobile apps:** In a world where most decisions are made on the basis of what consumers see on their smart phones there is a premium on showcasing products and services on mobiles. In the last few years, Euro7000 launched a number of functional mobile apps across all categories (Adhesives) enhancing the speed and quality of a decision making.



**EURO**

7000

**E**xtreme **3**<sup>®</sup>  
**HI-STRONG**

HIGH PERFORMANCE ADHESIVE

Stakeholder interests	How we engage	Capitals impacted
<ul style="list-style-type: none"> <li>› Quality and affordability</li> <li>› Consistent, reliable and on-time supply of product</li> <li>› Impact of quality or efficacy concerns that may arise</li> </ul>	<ul style="list-style-type: none"> <li>› Engage with dealers, architects, designers and retailers</li> <li>› Open communication with customers through commercial discussions and meetings</li> <li>› Superior brand recall</li> </ul>	Intellectual, Manufactured
<ul style="list-style-type: none"> <li>› Legal and regulatory compliance</li> <li>› Affordable outcomes</li> <li>› Social and environmental impact of operations</li> <li>› Tax revenues and investments</li> </ul>	<ul style="list-style-type: none"> <li>› Audits of manufacturing sites by regulatory authorities to ensure Good Manufacturing Practice (GMP) and regulatory compliance</li> <li>› Participation in industry bodies</li> <li>› Reports and interactions aimed at confirming legislative and regulatory compliance policies and processes</li> <li>› Involvement in government programmes aimed at creating jobs and uplifting disadvantaged communities</li> </ul>	Manufactured, Social & Relationship, Natural
<ul style="list-style-type: none"> <li>› Job security</li> <li>› Equitable remuneration packages, performance incentives and benefit structures</li> <li>› Diversity and inclusivity</li> <li>› Performance management, skills development and career planning</li> <li>› Reputation as an ethical employer</li> <li>› Employee health, safety and wellness</li> </ul>	<ul style="list-style-type: none"> <li>› Direct engagements by supervisors and business management</li> <li>› Conferences and town hall meetings</li> <li>› Induction and internal training</li> <li>› Employee wellness campaigns</li> </ul>	Human
<ul style="list-style-type: none"> <li>› Fair engagement terms and timely settlement</li> <li>› Ongoing communication of Greenlam’s expectations and service levels provided</li> <li>› Fair selection processes</li> </ul>	<ul style="list-style-type: none"> <li>› One-on-one meetings to discuss service levels or other commercial aspects</li> <li>› Interactions regarding safety, health, environmental and ethical compliance</li> </ul>	Social & relationship, Financial
<ul style="list-style-type: none"> <li>› Growth in revenue, EBIDTA and returns on investment</li> <li>› Appropriate management of capital expenditure, working capital and expenses</li> <li>› Gearing, solvency and liquidity</li> <li>› Dividends</li> <li>› Security over assets, ethical stewardship of investments and good corporate governance</li> <li>› Fair executive remuneration</li> </ul>	<ul style="list-style-type: none"> <li>› Dedicated investor and analyst presentations and one-on-one meetings</li> <li>› Stock exchange announcements, media releases and published results</li> <li>› Annual General Meetings</li> <li>› Engagements with the financial media</li> </ul>	Financial

# The sector's criticality and Euro7000 strategy

Strategic focus	Innovate and excel	Cost advantage
<p><b>Key enablers</b></p>	<p>Reinforced a culture of innovation and outperformance by deploying dedicated teams.</p> <p>Invested in best-in-class technology, compared to international standards</p> <p>Introduction of various value-added products with low market penetration at the moment</p>	<p>Managed costs by negotiating mutually beneficial terms of trade as well as investing proactively in superior equipment, capacity scale-up and operational integration, among others.</p> <p>Second Largest Adhesives manufacturing capacity in India, providing economies of scale</p>
<p><b>Material issues</b></p>	<p>Invested in improving efficiencies and upgrading technology.</p>	

**VISION**  
*Pakka Jod  
hamesha*

- Manufacture the best product
- Get it right first time
- Maximise "A" grade proportion
- Minimize waste

- Engage in informed sales
- Enhance sales velocity
- Sell more of the value-added
- Empower buying from anywhere

- Digitalise the corporation
- Do more with less
- Disrupt with differentiated products
- Ensure quality, Health safety of environment

- Moderate costs
- Prepay debt
- invest our of accruals
- Net debt free

- Minimize inventories
- shrink the working capital cycle
- Moderate receivables
- Grow with nil interest outflow
- To run your business to ensure we achieve our stakeholders financial goals.

# HOW OUR VALUATION PROGRESSIVELY STRENGTHENED

## Capital appreciation

**46**

Rs. crore, market  
capitalisation,  
31 march 2020

**210**

Rs. crore, market  
capitalisation,  
31 march 2021

**880.94**

Rs. crore, market  
capitalisation,  
31 march 2022

## Sustainability

- Addressing infrastructure requirements
- Investment in business platforms for sustainable scalability
- Long-term relationships with eco- system

## Group pedigree

- Focused on our main product & white glue

## Responsibility

- Deep ESG compliant business model
- Extensively de-risked approach; established credibility
- Low promoter remuneration as% of revenues despite a high stake
- increasing proportion of power appetite addressed renewable energy

## Singular focus

- Company focused on white glue
- Focus resulting in capital allocation discipline
- 2nd largest manufacturing capacity in the sector



## Brand vitality

- euro7000 brand among the most respected in india
- Recall driven around Pakka Jod Hamesha
- Recall reinforced by consistent brand spending
- Target brand spending at around 2% of revenue.

## Financial discipline

- Net debt-free company as on 31 march 2022
- All capex to be founded out of accruals

## Disruptive product launches

- Launches driven around 'pakka jod hamesha' tag line for consumers
- Brand translating into superior realisations and margins

## Manufacturing discipline

- Huge plant at Ahmedabad
- Updated technologies; low conversion costs

# HOW WE GENERATED SUPERIOR FINANCIAL HYGIENE

## EBITDA

**1.31**

Rs.crore, Earnings before interest tax and depreciation-amortisation, 2016-17

**27.22**

Rs. crore, Earnings before interest tax and depreciation-amortisation, 2021-22

83.45 CAGR %, five years ending 2021-22 ending 2021-22

## EBITDA Margin

**2.25**

%, 2016 -2017

**14.96**

%, 2021-22

1271 bps growth, five years ending 2021-2022

## Gearing

**1.96**

Debt-Equity Ratio, 2016-2017

**0.01**

Debt-Equity Ratio, 2021-2022

195 bps decline, five years ending 2021-2022

## RoCE

**9.87**

% Return on Capital Employed, 2016-2017

**42.36**

% Return on Capital Employed, 2021-2022

3249 Bps Increase five years ending 2021-2022



# 5 WAYS WE INTEND TO ENHANCE SHAREHOLDER VALUE

Marketplace reality: commodity inflation; pressure on margins  
**Our response: Moderate costs**

Initiatives

- \* Offset with increased sales price.
- \* Questioned every process and practice
- \* Large cost reduction targeted Focus on remaining viable across market cycles

Marketplace reality:- Competitive marketplace  
**Our response: Stabillise EBITDA**

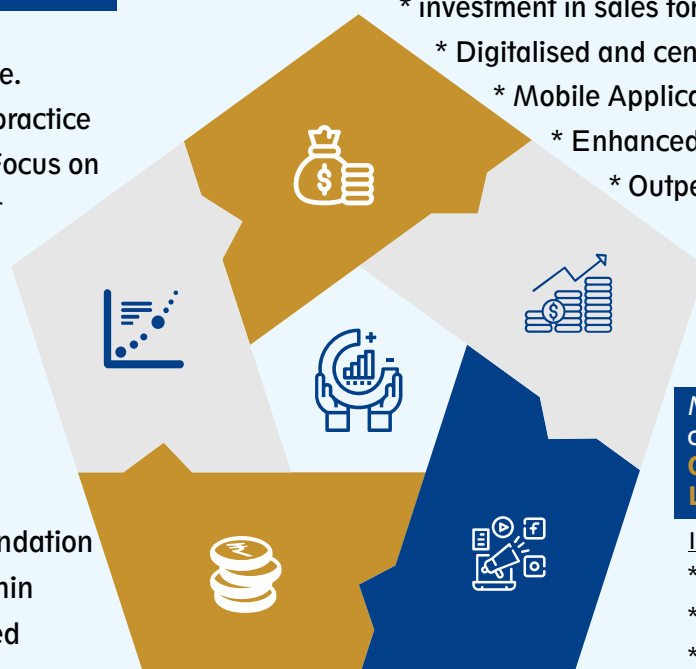
Initiatives

- \* Broadbase manufacturing foundation
- \* Seek margins growth from within
- \* increase off take of value added products
- \* Leverage economies of scale (brand, assets, portfolio)

Marketplace reality: increased discounts-driven sales push  
**Our response: Enhanced sales velocity**

Initiatives

- \* investment in sales force Automation
- \* Digitalised and centrally cloud-stored approach
- \* Mobile Application
- \* Enhanced data-driven approach
- \* Outperformance evident in 2021-22



Marketplace reality brand clutter; low memory recall  
**Our response: Leveraging digital media**

Initiatives

- \* Promote on social and digital media
- \* Enhanced promotional energy
- \* Increased cost-effectiveness
- \* Enhanced organisational Visibility
- \* More request carpenter's & Dealers meetings & Conferences
- \* More focused on dealers, distributors & carpenters reward point & schemes

Marketplace reality: Premium on small balance sheets  
**Our response : Investment out of accruals**

Initiatives

- \* Company net debt-free
- \* Critical mass of free cash flows
- \* Henceforth all investments to be out of accruals
- \* Accrual investments to drive profitable growth
- \* Investment in a new plant out of net worth

# OUR STAKEHOLDER VALUE-CREATION REPORT, 2021-22

## HOW WE ENHANCED VALUE IN AN INTEGRATED, INCLUSIVE AND SUSTAINABLE WAY FOR ALL OUR STAKEHOLDERS

### OVERVIEW

There is a growing importance of the integrated value creation Report as a communication discipline.

This integrated value-creation report overcomes the shortcomings of the conventional communication approach through a comprehensive reporting framework that blends “hard” and “soft” initiatives into an integrated format.

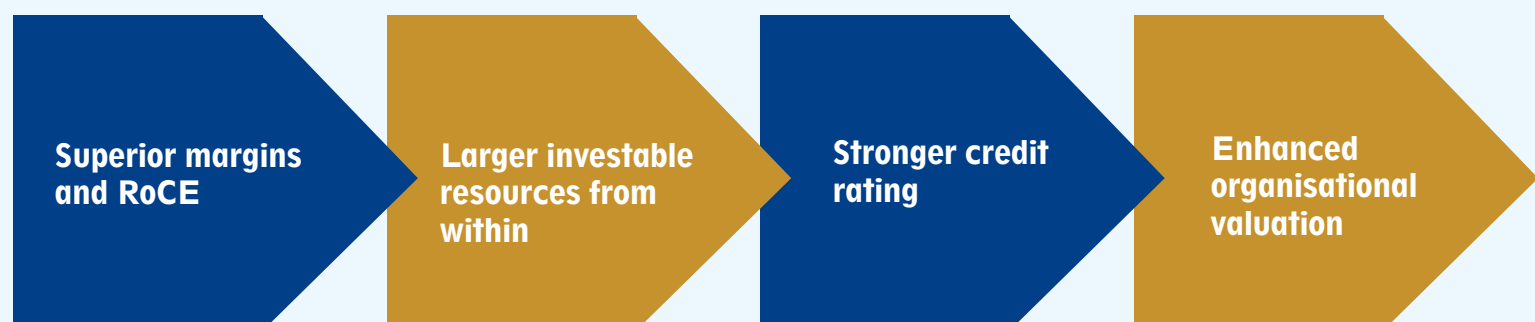
Integrated Reporting combines reporting strands (financial, management commentary, governance and remuneration, and sustainability reporting) into a whole that explains an organisation’s holistic ability to enhance value. This new measure overcomes the limitations of the conventional approach with a more comprehensive framework that captures a wider set of initiatives and addresses a larger family of stakeholders.

The purpose of integrated Reporting is to explain to providers of financial capital how an organisation enhances value over time. The impact of the integrated report extends beyond financial report extends beyond financial stakeholders - employees.

Customers, suppliers, business partners, local communities, legislators, regulators and policy-makers-focused on an organisation’s ability to enhance value across time.

Integrated Reporting highlights how green and ethical values drive long-term growth. This shift from the “hard” to “soft” (non-financial data) helps appraise a company comprehensively, addressing the need of the investor fraternity/government agencies.

## JRAL’S Desired outcomes



# HOW JRAL STAKEHOLDERS HELP ENHANCE VALUE

At JRAL We believe that the interplay of value for our various stakeholders has translate into business sustain ability.

**Our employees** represent aggregate knowledge of how to grow the business across a range of functions(procurement, manufacturing, marketing, technology, innovation, finance etc)

**Our shareholders** provided capital when we went into business our focus is to generate free cash, growing RoCE and in doing so enhance the value of their holdings.

**Our suppliers** provide credible and a continuously supply of resources. our focus is to maximize quality procurement at declining average costs with the objective to widen our markets, strengthening sustainability.

**Our Customers** keep us in business through a consistent purchase of products, generating the Financial resources to sustain operations. Our focus is to sell to a larger number of customers around our preferred price points.

**Our Communities** provide social capital, our focus is to support and grow communities through consistent engagement.

**Our governments** (in the areas of our presence) provide a stable structural framework that ensures law, order, policies etc. our focus is to play the role of a responsible citizen through the timely payment of taxes.

At JRAL, We believe that the prudent interplay of the value generated by each and our consistent payback ensures business sustain ability and enhanced organizational value.

## THE RESOURCES OF VALUE-CREATION

### Financial capital

The Financial resources that we seek are based on funds we mobilise from investors, promoters banks and financial institution in the form of debt, net worth or accruals.

### Manufactured capital

Our assets, technologies and equipment for service delivery constitute our manufactured capital.

### Human capital

Our Management and employess from a part of our workforce, their experience and competence enhancing value.

### Intellectual capital

Our Focus on cost optimisation and operational excellence, as our repository of proprietary knowledge, account for our intellectual resources.

### Natural capital

We depend nature and have a moderate on the natural environment.

### Social and relationship capital

We enjoy enduring relationships with communities and business partners, including vendors, suppliers and customers, all play a key role in ensuring our social license to operate and make us a responsible corporate citizen.

# JRAL BRANDS AT WORK

Helped make the receivables cycle range-bound

**188.70**

Days of  
receivables  
cycle,  
2020-21

**129**

Days of  
receivables  
cycle,  
2021-22

Helped the company maintain inventory cycle

**20**

Days of  
inventory  
cycle,  
2020-21

**18**

Days of  
inventory  
cycle,  
2020-21

Helped the company enhance margins






**16.65**

% EBITDA  
Margin,  
2020-21

**14.96**

% EBITDA  
Margin,  
2020-21

# OUR STRATEGY

 <b>Strategic focus</b>	 <b>Vendor focus</b>	 <b>Shareholder focus</b>	 <b>Customer focus</b>	 <b>Employee focus</b>	 <b>Community focus</b>	 <b>Government focus</b>
<p>Focus on our main strengths &amp; white glue</p>	<p>Focus on low cost material purchase</p> <p>Focus on more of cash discount by upfront payment</p>	<p>Focus to provide maximum Return on the investment of our shareholders</p>	<p>Focus to provide best in class &amp; quality products at competitive Prices.</p>	<p>Focus to create a sustainable work environment</p>	<p>Focus to give back of solely by spadaj in CSR</p>	<p>Focus to being a Responsible citizen of helping in nation building by make in india initiative</p>



मजबूत जोड हमारे रिश्तों का...

# OUR VALUE-CREATION IN NUMBERS

## Employee value

Salaries and wages (₹Crore)

2022	14.62
2021	12.95
2020	12.10
2019	9.97

The Company has invested adequately in employee remuneration; this trend must be appraised with employee productivity

## Vendor Value

Procurement (₹Crore)

2022	113.48
2021	48.54
2020	41.05
2019	46.56

The Company procured a large quantum of resources through the years, strengthening procurement economies

## Government

Tax Expenses (₹Crore)

2022	6.65
2021	4:00
2020	3:00
2019	0.80

The Company reinvested in society through prompt tax payments and other statutory dues.

## Customer value

Revenues (₹Crore)

2022	181.96
2021	101.29
2020	73.54
2019	68.69

The Company increased revenues an index of the value created for customers

## Shareholder Value

Market capitalisation (₹Crore)

2022	880.94
2021	210.06
2020	46.00
2019	40.80

Incredible improvement in market capitalisation of company

## Community

CSR Investment (₹ Lakhs)

2022	21.50
2021	10.00

The Company has enriched communities through a number of initiatives for last two years

# DIGITAL JRAL

In the past, the digital function was perceived as a backend support function rather than a business driver; there was a perception that digitalization was a cost center more than a value creator on account of the extended time taken to unlock business value.

There has been a substantial rethink, marked by a growing realization that there are just two kinds of businesses – those that have digitalized and those that have not.

JRAL invested in a long-term digitalization direction to produce as much as it can to strengthen the trade partner's ease of doing business, deepen market presence and graduate from product sale to consumer solutions.

Gradually a new avatar emerged – an avatar graduating from the manual and semi-automated to the digitalized, with implications extending to brand share strengthening, enhanced competitiveness, market share accretion, increased productivity and enhanced profitability.

At JRAL we have created mobile phone-based application to maintain record of trade partners, motivating them to promote our product and annualizing their work and rewarding them let us brief you about this application.

- Our trade partner can register on application by simple log in process and can become member of our reward scheme.
- He can collect points by inviting new members and recommending our product.
- They can redeem these points and earn many prizes like home appliances, Axis bank vouchers, Mobile phone, digital gadgets etc.
- They can get notify on real time basis with the help of this application.
- Company can upload any pictures and videos of any event related to this reward scheme and member can see that.
- Members can upload photos of furniture on which they have done work using EURO 7000 in specific section of this App.
- Company can easily maintain record of events held in past and details of upcoming events using this App.
- With the help of application company invites members to attend meeting by just putting information of meeting, and application itself send notification to all members.
- At the time of any issue, member can just drop query in support segment of application and within few times concerned person responses to query.

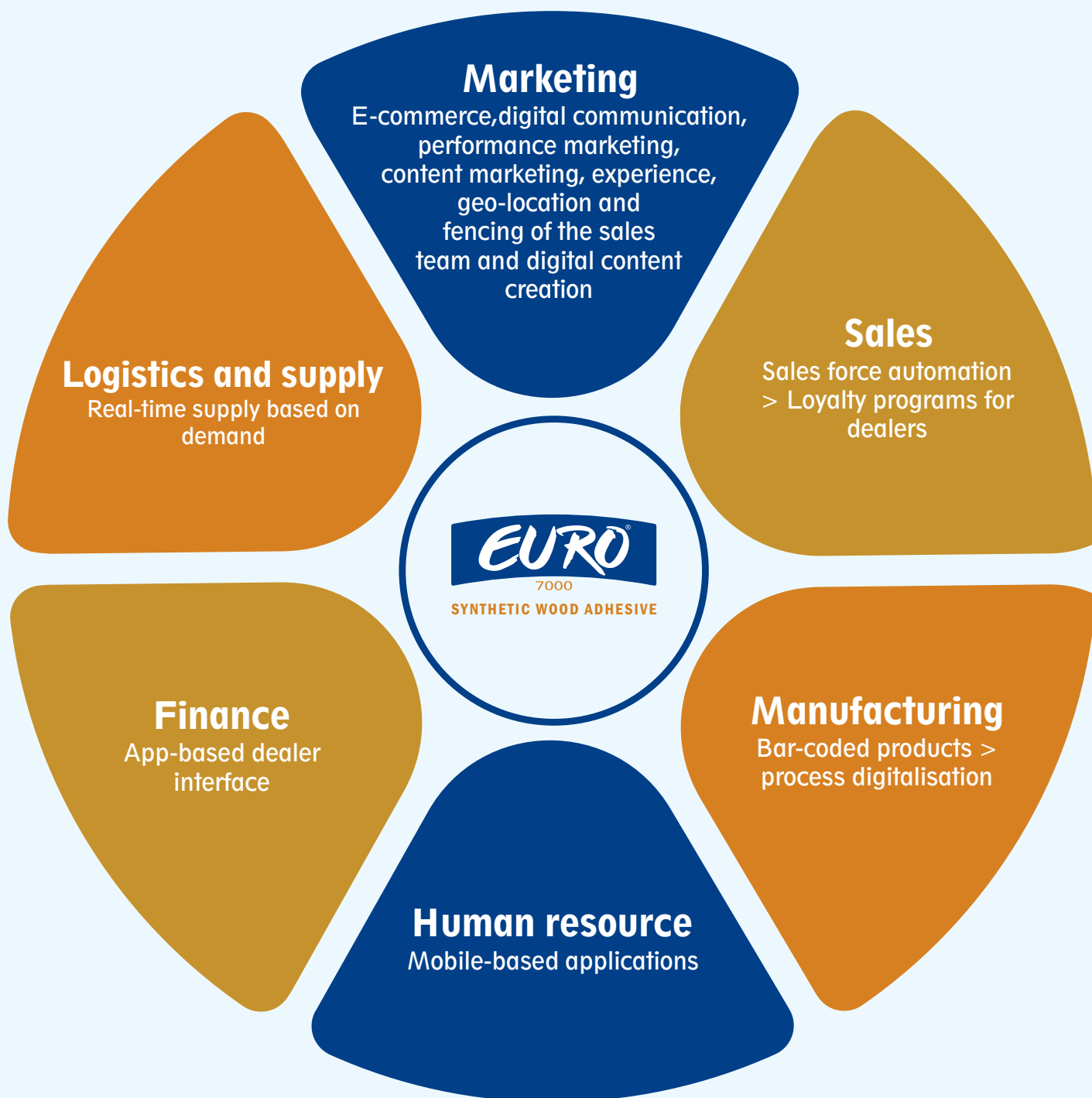
# Euro 7000 Digital App

The screenshot displays the Euro 7000 Digital App interface, which is designed for users to manage their points and access various offers. The app is divided into several main sections:

- Offers Section:** Located at the top, it features a navigation bar with 'Offers' and a notification bell. Below this, there are six offer cards arranged in two rows of three. Each card shows a category (General, Ultra 5IN1 60 kg, or Bonus) and a value of 0. The offers include:
  - Gift : 3 IN 1 OFFER:** Points: 120, Type: Ultra 5IN1 60 kg. Includes a backpack, a water bottle, and a coin.
  - Gift : Axis Bank Gift Card Worth Rs.5,000:** Points: 240, Type: Ultra 5IN1 60 kg. Includes an Axis Bank Visa gift card.
  - Gift : Axis Bank Gift Card Worth Rs.10,000/-:** Points: 480, Type: Ultra 5IN1 60 kg. Includes an Axis Bank Visa gift card.
  - Gift : 2 IN 1 OFFER WORTH RS.3,500/-:** Points: 100, Type: General. Includes a backpack and a water bottle.
- Product Management Section:** A central area with four main buttons: 'Scan' (with a barcode icon), 'Redeem' (with a coin icon), 'Transfer Point' (with a hand icon), and 'Product Point' (with a product icon).
- ProductWise Points Section:** Located below the central area, it shows a list of products with their respective points and tokens.
  - Product: ULTRA 5 IN 1, Packing: 60 KG, Points: 120, Token: 0
  - Product: ULTRA 5 IN 1, Packing: 50 KG, Points: 75, Token: 500
  - Product: WP, Packing: 60 KG, Points: 100, Token: 0
  - Product: WP, Packing: 30 KG, Points: 100, Token: 0
- Furniture Gallery Section:** A section titled 'Furniture Gallery' with a notification bell. It features two main categories: 'CATEGORIES' and 'CARPENTER'. Under 'CATEGORIES', there are images and labels for 'Wash Basin' and 'Wardrobe'. Under 'CARPENTER', there are images and labels for 'Tv Unit' and 'Temple'. Below these, there are more images for a sofa and a kitchen counter.
- Events Section:** A section titled 'Events' with a notification bell. It features two main categories: 'FESTIVAL EVENTS' and 'EXHIBITION'. Under 'FESTIVAL EVENTS', there is an image of an outdoor event. Under 'EXHIBITION', there is an image of an indoor exhibition booth for Euro 7000 at ACETECH 2019, Mumbai.
- Contractor Meet Section:** A section titled 'CONTRACTOR MEET' with a notification bell, featuring an image of a night event.

The app's navigation bar at the bottom includes icons for Home, Redeem, Transfer P..., Scan Code, and Product Po... (Product Points).





# HOW DIGITALISATION HAS EXTENDED ACROSS JRAL

# WHAT OUR TRADE PARTNERS SAY ABOUT WORKING WITH US

"We have had a 26-year relationship with euro7000 as its distributor. Tabiyaat khush hota hai dekh har how the company has grown. We also feel our yog-daan in their growth. The one thing that is becoming evident is that this partnership with EURO7000 is that of a lifetime with our next generation joining the business. Ek tarah se EURO7000 ne hamein baandh kar rakha hain!"

- Kailasbhai  
Ganesh interior Hub,  
Ahmedabad Gujarat

“

"We have been working with EURO7000 for over 20 years. retailers ke liye inke jo schemes hai woh bahut achche hai. we are impressed with the service of the Euro7000 team. Hum last 20 years EURO7000 Ke saath the aur hum future mein bhi Euro7000 ke saath hi rahenge!"

-Bharatbhai Patel,  
D.L.PATEL & Co.  
Baroda, Gujarat

“

"We Love doing business with EURO7000 Kyuki yeh log apne channel partners ka bahut khayaal rakhte hai. They are always there for us."

- Mehulbhai / Mahendrabhai  
- Barcelona Ply & Hardware  
Ahmedabad Gujarat

“

"Our relationship with EURO7000 is built on mutual benefit. Yeh keh sakte hai ke EURO7000 Ke saath hum partnership nahi, rishtedaari nibha rahe hai!"

- Ambica Timber Mart  
Ahmedabad, Gujarat

“

"Euro 7000 Has such a Reliable brand ke chaahe retailers ho, ya carpenter, contractor, architect designers, sabko Euro7000 hi chahiye! What i like about the Compnay is that it is approachable, aur humesha hamaari madad karte hai." - Kamleshbhai, Shree Ganesh Wood, Baroda Gujarat



"Euro 7000 product quality and service is at another level -inka Zero claims is baat ka saboot hain. Hum proudly kehte hai ke hum Euro7000 ke saath kaam karte hai aur hum aage bhi karenge!"-Rameshbhai Mota Varachha, Surat, Gujarat



"EURO7000 Ka quality product range itna badhiya hai that whener our customers come to our shop the usually ask for EURO7000 by name. Hum chaahte hai ke jab tak hum Adhesives ke business mein hai hum Euro7000 hai bechte rahain!" - Arunbhai, Laxmi Ganesh ply house, Bhatar, Surat, Gujarat



"What I like best about the Compnay: its marketing team visits regularly and provides project and rate support. I hope ke hamaara Euro7000 ke saath rishta saalon tak chlein!" - Kumawat traders, Mansarovar, Rajasthan



"Saab, Euro7000 ki policies are good. Staff ne bhi hamaare saath bahut achche se co-operate kiya by giving us market support. - Viratra Mata Hardware Store, Jodhpur, Rajasthan



"We have been working as Euro7000 distributors for 15 Years. Customer's mein bhi yeh brand bahut popular hai because of excellent quality. Hum chahte hai ki aage bhi humare association iske saath aise hi bana rahe! - Ashokbhai, Ply World, Navi Mumbai, Maharashtra



# JYOTI RESINS & ADHESIVES LTD SOCIAL RESPONSIBILITY

Corporate social responsibility (CSR) is a type of business self-regulation with the aim of being socially accountable. It allows us to review the impact we are having on all aspects of society, including economic, social, and environmental. Engaging in CSR means that our company operates in ways that enhance society and the environment by supporting worthy causes. Practicing CSR and corporate philanthropy helps us to be socially accountable to ourself, our stakeholders and to the public. Our aim is to positively contribute to our communities, the economy and the environment.

Corporate Social Responsibility is integral to JRAL’s business model. The Company has been involved in social welfare initiative for two years and believes in making an impact to create a just, equitable, humane and sustainable society. The Company’s CSR initiatives are focused on education, healthcare, animal welfare and environmental sustainability.

Your company has donated 21 lakhs rupees to Shri Jagatbharti Education and Charitable Trust in FY 2021-22. This trust is involved in activities like Women Development through self-group training, micro finance, market linkage, economically aid, education development, rural development, training and skill up gradation for women handicraft artisans.



## Ambedkar Hatship Vikash Yojana(AHVY)

JBECT TRUST start a cluster at Chotila under special project AHVY, Development commissioner(H), New Delhi Ministry of Textile Govt. of india, Where the 500 Women are getting Training And Treat to self employment.

## Condensed course for women

Condensed course for women education Sanctioned by the Central Social Welfare Board New Delhi, Recommended by Gujarat State Social Welfare Board Ahmedabad for going Guidance and women Awareness at. vaskurpura, Tal. Chotila Dist. Surendranagar Gujarat.

## De-Addiction Centre

Organization established and run a de-addiction center at Chotila Tal. chotila Dist. Surendranagar for addicts of wine, drug, tobacco charas and ganja etc.



## Self Employment Training

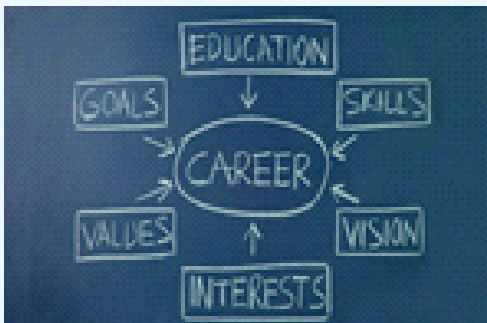
The SHRI JAGATBHARTI EDUCATION AND CHARITABLE TRUST organized a minority /ST/SC/OBC Women training of SHG Group Formation and training for getting employment by vocational training.

## Handicrafts item production Centre

The SHRI JAGATBHARTI EDUCATION AND CHARITABLE TRUST Run a Handicrafts training centre and giving chance a living by self employment

## Income Generation Training Programme for youth

The SHRI JAGATBHARTI EDUCATION AND CHARITABLE TRUST organized a income Generation Training Programme for youth by Organizations self funding, And getting training after youth development of economically and socially backward condition and becoming a self employment.



## Vocational Training Programme for Disabled under DDRS Scheme

Organization's ongoing programme of vocational Training Programme for disabled persons under DDRS Scheme without grant in aid AT. 300/6 Chankyapuri, Ghatlodiya, Ahmedabad since 2012.450 beneficiaries participated in the training successfully.

## Job Placement centre

The Shri Jagatbharti Education and Charitable Trust service provide through job placement centre for giving job and guidance for getting Job in Government/ Semi Government and other private sector. The organization given to the beneficiaries of vacancy and vacancy places. 500 beneficiaries benefited by this use full placement service.

## Computer Training centre

The Shri Jagatbharti Education and charitable Trust run a computer Training Center under special Training by organizations self funding, where the 200 Students are getting self employment after getting training and many students in government and private job placements in this programs amount experiences on this objects.



मजबूत जोड़ हमारे रिश्तों का...

# Statutory Section

## N O T I C E

NOTICE is hereby given that the TWENTY NINTH ANNUAL GENERAL MEETING of the members of the company will be held on Thursday, the 1<sup>ST</sup> September, 2022 at 11.30 A.M. at 1104 -1112, ELITE, NR. SHAPATH HEXA, OPP. KARGIL PETROL PUMP, NR. SOLA OVER BRIDGE, S.G. HIGHWAY, AHMEDABAD - 380 060 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2022, Statement of Profit & Loss for the year ended on that date together with the Reports of Directors' and Auditors' thereon.
2. To declare dividend on Equity Shares for the year ended on 31st, March 2022.
3. To appoint a director in place of Ms. Utkarsh Patel who retires by rotation and being eligible offers himself for reappointment.
4. To Appoint M/S Suresh R. Shah & Associates, 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 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:

### **5. REGULARISATION OF ADDITIONAL DIRECTOR MR. SANDEEP MOTILAL SHAH (DIN-01850151), BY APPOINTING HIM AS INDEPENDENT DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of **MR. SANDEEP MOTILAL SHAH (DIN-01850151)** as an Additional Director in the capacity of an Independent Director of the Company w.e.f. February 05, 2022, who has submitted a declaration that he meets the criteria for dependence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who



holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from February 05, 2022 till February 04, 2027.”

“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 may be considered necessary, desirable or expedient to give effect to this resolution.”

**6. REGULARISATION OF ADDITIONAL DIRECTOR MR. PRAKASH UDHAWDAS TEKWANI (DIN-03589658), BY APPOINTING HIM AS INDEPENDENT DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of . **PRAKASH UDHAWDAS TEKWANI (DIN-03589658)** as an Additional Director in the capacity of an Independent Director of the Company w.e.f. February 05, 2022, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from February 05, 2022 till February 04, 2027.”

“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 may be considered necessary, desirable or expedient to give effect to this resolution.”

**7. REGULARISATION OF ADDITIONAL DIRECTOR MR. PARSHWA BHAVIKBHAI SHAH (DIN-07866765), BY APPOINTING HIM AS INDEPENDENT DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of **MR. PARSHWA BHAVIKBHAI SHAH (DIN-07866765)** as an Additional Director in the capacity of an Independent Director of the Company w.e.f. February 05, 2022, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect

of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from February 05, 2022 till February 04, 2027.”

“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 may be considered necessary, desirable or expedient to give effect to this resolution.”

**8.To adopt revised Articles of Association of the Company as per companies’ act 2013**

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee), the consent of the members of the Company be and is hereby accorded to adopt new set of Articles of Association in place of existing Articles of Association of the Company, copy of which is placed before the meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**9.To adopt revised Memorandum of Association of the Company as per companies’ act 2013.**

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

“RESOLVED THAT pursuant to Section 13, 15 and other applicable provisions read with the rules and regulations made thereunder including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee), consent of the members be and is hereby accorded to adopt the new Memorandum of Association in place of the existing Memorandum of Association with no change in existing Clause III (A) containing the Main Objects sub-clause no. 1 copy of which is placed before the meeting.

RESOLVED FURTHER THAT the existing Clause III (B) containing “the Objects Incidental or Ancillary to the attainment of Main Objects” sub-clause no. 1 to 47 be and is hereby stands deleted and inserted by New Clause III (B) “Matters which are necessary for furtherance of the Objects specified in Clause III (A) containing the sub-clause no. 1 to 47.

**RESOLVED FURTHER THAT** the existing Clause III (C) containing the “Other Objects” sub clause no. 1 to 56 be and is hereby also stands deleted in full.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### **10. Approval for the declaration of Bonus shares on the fully paid up Equity shares of the Company (ISIN INE577D01013)**

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 Section 63 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, the relevant provisions of Memorandum and Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf), and subject to such approvals as may be required in this regard, approval of the Members be and is hereby accorded to the Board for capitalization of such sums standing to the credit of the free reserves and/or the securities premium account and/or the capital redemption reserve account of the Company, as may be considered necessary by the Board, for the purpose of the issue of bonus equity shares of Rs. 10/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on the Record date as determined by the Board i.e., on 25th August, 2022, in the proportion of 2 (Two) equity share for every 1 (One) existing equity shares held by the Members as on the Record date.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus equity shares and that the certificate(s) in respect of bonus equity shares shall be completed and thereafter be dispatched to the allottees, except in respect of those allottees who hold shares in dematerialized form, within the period prescribed or that may be prescribed in this behalf, from time to time.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank paripassu in all respects with the fully- paid up equity shares of the Company as existing on the Record date i.e., 25<sup>th</sup> August 2022.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors of the Company if any will be subject to the approval of the RBI, if applicable and as may be necessary.

RESOLVED FURTHER THAT the Board/Committee shall not issue any certificate or coupon in respect of fractional shares, if any, but the total number of such new equity shares representing such fractions shall be allotted by the Board(which expression shall also include Committee thereof) to the nominee(s) to be selected by the Board/Committee, who would hold them as trustee for the members entitled thereto, and sell such equity shares allotted to him at the prevailing market rate and the net sale proceeds of such shares after adjusting the cost and expenses in respect thereof be distributed to the members in proportion to their fractional entitlements.”.

RESOLVED FURTHER THAT for the purposes of giving effect to the bonus issue of equity shares, the methodology for dealing with fractional shares, the Board and other designated officers of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, filing of documents with BSE Limited.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and determine all other terms and conditions of the issue of bonus equity shares as the Board may in its absolute discretion deem fit."

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

"RESOLVED THAT pursuant to provisions of Articles of Association and pursuant to the provisions of section 196. section 203 read with schedule V of the Companies Act 2013 and subject to the provisions of section 197 and other applicable provisions , if any of the companies Act 2013 (the Act) and any other modifications or re-enactment thereof or any other law prevailing in India for the time being for regulation of companies , and as per the recommendations of the Nomination and Remuneration committee , approval of the members be and is hereby accorded to appoint and change the designation of Mr. Jagdish Nathalal Patel from Managing Director to Whole Time Director with a Nomenclature as Chairman for the term from 01/09/2022 to 31/08/2026 and he shall not be liable to retire by rotation.

'RESOLVED FURTHER THAT subject to the provisions of section 197 and subject to the provisions of section 198 read with schedule V of the Companies Act, 2013 and other applicable provisions the following remuneration should be paid to Mr Jagdish Nathalal Patel for his services Whole Time Director with effect from 1<sup>st</sup> September, 2022 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.10,00,000/- per month or Rs.1,20,00,000/- per annum, which may be revised by the Board, from time to time, based on the performance 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. 10,00,000/- per month or Rs.1,20,00,000/- per annum or the salary as revised by the Board, from time to time, plus Perquisites as Remuneration as per Schedule V.

Perquisites:

Shri Jagdish Nathalal 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 month's 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 Jagdish Nathalal 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 Nathalal Patel, the Company might have made no profits or its profits might be inadequate."

"RESOLVED FURTHER THAT Shri Jagdish Nathalal 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."

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

“RESOLVED THAT pursuant to provisions of Articles of Association and pursuant to the provisions of section 196, section 203 read with schedule V of the companies Act 2013 and subject to the provisions of section 197 and other applicable provisions, if any of the companies Act 2013 (the Act) and any other modifications or re-enactment thereof or any other law prevailing in India for the time being for regulation of companies, and as per the recommendations of the Nomination and Remuneration committee, approval of the members be and is hereby accorded to appoint and change the designation of Mr Utkarsh J. Patel from Executive Director to Managing Director for the term from 01/09/2022 to 31/08/2025 with a liability to retire by rotation at every Annual General Meeting and shall be eligible for reappointment.

‘RESOLVED FURTHER THAT subject to the provisions of section 197 and subject to the provisions of section 198 read with schedule V of the Companies Act, 2013 and other applicable provisions the following remuneration should be paid to Mr Utkarsh J. Patel for his services Managing Director with effect from 1<sup>st</sup> September, 2022 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. 8,00,000/- per month or Rs. 96,00,000/- per annum, which may be revised by the Board, from time to time,

based on the performance 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. 8,00,000/- per month or Rs. 96,00,000/- 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 2clubs
  - 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 :

The Company's contribution to Provident Fund, Super annuation Fund or Annuity Fund to the extent, not taxable under the Income Tax Act.

- i. Gratuity @ not exceeding 15 days salary for each completed year of service.
- ii. 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 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."

### **13. Authorization Under Section 180 (1) (A):**

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

"RESOLVED THAT pursuant to Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time and Articles of Association of the Company, consent of the Company be and is hereby given to the Board of Directors to mortgage/create charge on the assets of the Company and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the

moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other person or lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 25 Crores (Rupees twenty five Crores only) at any point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution

#### **14. Authorization under Section 185 of the Companies Act, 2013:-**

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 Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

#### **15. Borrowing Power under Section 180 (1) (C):**

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

“RESOLVED THAT pursuant to Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time and Articles of Association of the Company, consent of the Company be and is hereby given to the Board of Directors to borrow money from banks/financial institutions and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013, and the Rules made there under, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in



accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time such sum or sums of money from banks/financial institutions or any other person, firms or body corporate, whether by way of cash credit, advance or deposits, loans, debentures or bill discounting or otherwise, whether secured or unsecured, as they may deem fit notwithstanding however, that the total borrowings exceed the aggregate of paid-up capital and free reserves of the company, provided however that the aggregate of amounts so borrowed and outstanding at any one time (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not exceed an amount of 25 Crores (Rupees twenty five Crores only) at any point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this

**16. Approve Investment, providing Guarantee and loan to Any Body Corporate, Bank, And Financial Institutions under Section 186 of the Companies Act, 2013:-**

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

“RESOLVED THAT pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals as may be necessary; the consent of Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute/person authorized to exercise the power conferred by this Resolution) to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of 25 Crores (Rupees twenty five Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

**NOTES:**

- a) 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.
- b) Members are requested to advise immediately any change in their address to the Company.
- c) Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting

- d) 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
- e) Member Register and Share Transfer books shall remain closed from 26.08.2022 to 01.09.2022 (both days inclusive).
- f) 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 Link Intime 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.
- g) 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 AGM
- h) 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
- i) In line with the 'Green Initiative in the Corporate Governance' launched by the Ministry of Corporate Affairs, Electronic copy of the Notice of the 29th Annual 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 29th Annual 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.
- j) The Securities and Exchange Board of India (SEBI) has decided that securities of listed companies can be transferred only in dematerialised w.e.f. December 05, 2018 onwards. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
- k) Non Resident Indian members are requested to inform Link Intime India Pvt. Ltd. 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 29th Annual General Meeting and the Annual Report for the year 2021-22 will also be available on the company's website [www.euro7000.com](http://www.euro7000.com) for their download.
- m) Members seeking any information or clarification from the accounts are requested to send written queries to the Company atleast 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 Annual General Meeting (AGM) 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 AGM (“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 AGM 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 AGM may also attend the AGM 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 :

Commencement of e-voting	End of e-voting
29th August , 2022 at 10:00 am IST	31st August , 2022 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 25<sup>th</sup>August,2022, 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.

Remote e-Voting Instructions for Shareholders/Members

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> <li>• 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.</li> <li>• 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>• 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>• 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 digitdemat 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> </ul>
Individual Shareholders holding securities in	<ul style="list-style-type: none"> <li>• Existing user of who have opted for Easi / Easiest, they</li> </ul>

<p>demat mode with CDSL</p>	<p>can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <ul style="list-style-type: none"> <li>• After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> <li>• Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. 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 provided links for the respective ESP where the E Voting is in progress.</li> </ul>
<p>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</p>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>• Once 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 provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<p>Individual Shareholders holding securities in Physical mode &amp;evoting service Provider is LINKINTIME.</p>	<p>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></p> <p>► Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -</p> <p>A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</p> <p>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <ul style="list-style-type: none"> <li>• Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</li> </ul>

	<ul style="list-style-type: none"> <li>▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>▶ Click “confirm” (Your password is now generated).</li> <li>2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</li> <li>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</li> <li>4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.</li> <li>5. E-voting page will appear.</li> <li>6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</li> <li>7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.</li> </ul>
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**Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & voting service Provider is LINKINTIME, have forgotten the password:

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	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
Individual Shareholders holding securities in demat mode with CDSL	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 022- 23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders &evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.

**Place: AHMEDABAD**

**Date: 17/05/2022**

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

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**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.5 , Item No.6, Item No. 7, Item No. 8, Item No. 9 , Item No. 10,Item No. 11, Item No. 12,Item No. 13,Item No. 14,Item No. 15,and Item no 16 of the accompanying Notice :

## ITEM No. 5

The Board of Directors of the Company at its meeting held on February 05, 2022, appointed Mr. SANDEEP MOTILAL SHAH as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from February 05, 2022, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, the Board Governance, Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. SANDEEP MOTILAL SHAH as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has also received a notice in writing from a member proposing the candidature of Mr. SANDEEP MOTILAL SHAH to be appointed as Director of the Company. The Company has received a declaration from Mr. SANDEEP MOTILAL SHAH confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. SANDEEP MOTILAL SHAH Consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. SANDEEP MOTILAL SHAH fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. SANDEEP MOTILAL SHAH knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from February 05 , 2022.

Copy of letter of appointment of Mr. SANDEEP MOTILAL SHAH setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mr. SANDEEP MOTILAL SHAH, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure 1 to this Notice.

Brief profile of Mr. SANDEEP MOTILAL SHAH is given at Annexure 2 to this Notice. Except Mr. SANDEEP MOTILAL SHAH, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No.5

## ITEM No. 6

The Board of Directors of the Company at its meeting held on February 05, 2022, appointed Mr. PRAKASH UDHAWDAS TEKWANI as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from February 05, 2022, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, the



Board Governance, Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. PRAKASH UDHAWDAS TEKWANI as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has also received a notice in writing from a member proposing the candidature of Mr. PRAKASH UDHAWDAS TEKWANI to be appointed as Director of the Company. The Company has received a declaration from Mr. PRAKASH UDHAWDAS TEKWANI confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. PRAKASH UDHAWDAS TEKWANI Consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. PRAKASH UDHAWDAS TEKWANI fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mr PRAKASH UDHAWDAS TEKWANI knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from February 05 , 2022.

Copy of letter of appointment of Mr. PRAKASH UDHAWDAS TEKWANI setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mr. PRAKASH UDHAWDAS TEKWANI, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure 1 to this Notice.

Brief profile of Mr. PRAKASH UDHAWDAS TEKWANI is given at Annexure 2 to this Notice. Except Mr. PRAKASH UDHAWDAS TEKWANI, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No.6

#### **ITEM No. 7**

The Board of Directors of the Company at its meeting held on February 05, 2022, appointed Mr. PARSHWA BHAVIKBHAI SHAH as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from February 05, 2022, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, the Board Governance, Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. PARSHWA BHAVIKBHAI SHAH as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has also received a notice in writing from a member proposing the candidature of Mr. PARSHWA BHAVIKBHAI SHAH to be appointed as Director of the Company. The Company has received a declaration from Mr. PARSHWA BHAVIKBHAI SHAH confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. PARSHWA BHAVIKBHAI SHAH Consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr PARSHWA BHAVIKBHAI SHAH fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mr PARSHWA BHAVIKBHAI SHAH knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from February 05 , 2022.

Copy of letter of appointment of Mr PARSHWA BHAVIKBHAI SHAH setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mr. PARSHWA BHAVIKBHAI SHAH, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure 1 to this Notice.

Brief profile of Mr. PARSHWA BHAVIKBHAI SHAH is given at Annexure 2 to this Notice. Except Mr. PARSHWA BHAVIKBHAI SHAH, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No.7

#### **Item No.8**

**To adopt revised Articles of Association of the Company:**

The Articles of Association (“AOA”) of the Company as presently in force are based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA are no longer in conformity with the Companies Act, 2013. Further several regulations /articles of the existing AOA of the Company require alteration or deletion pursuant to changes in applicable laws. Therefore, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

The new set of AOA to be substituted in place of the existing AOA. Copy of the draft Articles of Association of the Company would be available for inspection by the members during annual general meeting of the Company between 10:00 A.M. to 05:00 p.m

The Board recommends the special resolution for approval by the shareholders.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

**Item No.9:**The object clause (Clause III) of the Memorandum of Association (“MOA”) of the Company, as presently in force, is based on theerst while Companies Act, 1956. According to the Companies Act, 2013, the companies are required to have only “the objects to be pursued by the company and matters which are necessary for furtherance of the objects specified”. Further in terms of provisions of the Companies Act, 2013, MOA shall not consist of other object clause. Therefore, it is considered expedient to replace the existing MOA by a new set MOA to incorporate the aforesaid object clause as per the Companies Act, 2013.

The new set of MOA to be substituted in place of the existing MOA are in the format prescribed under ‘Table A’ of the Act which sets out the model MOA for a Company limited by shares. Copy of the draft Memorandum of Association of the Company would be available for inspection by the members during the Annual General Meeting of the Company between 10:00 A.M. to 05:00 p.m.

The Board recommends the special resolution for approval by the shareholders.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice

**Item No.10:** The equity shares of your Company are listed and actively traded on the BSE Limited. With a view to encourage the participation of small investors by making equity shares of the Company affordable, increasing the liquidity of the equity shares and to expand the retail shareholder base, the Board in its meeting held on 17<sup>th</sup> May, 2022 considered and approved a bonus issue of 2 (Two) equity share for every 1 (One) existing equity shares held as on the record date i.e. 25<sup>th</sup> August 2022.

The total number of fully paid up Equity Shares of the Company eligible for calculation of Bonus Shares in the ratio of Two Equity Share for every One Equity Shares held stands at 25<sup>th</sup> August, 2022 as on the Record Date.

Issuance of Bonus Shares is subject to Members' approval in terms of Section 63 of the Companies Act, 2013 and the relevant provisions of Memorandum of association of the Company and any other applicable statutory and regulatory approvals.

In case of fractional entitlements arising out of the issue of bonus equity shares, the Board will make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, aggregating such fractions and allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members.

Accordingly, resolution No. 7 of this Notice seeks Members' approval for capitalization of Rs. 8,00,00,000 out of the amount standing to the credit of free reserves and/or the securities premium account and/or the capital redemption reserve account for the purpose of issue of bonus equity shares on the terms and conditions set out in the resolution.

No Director, Key Managerial Personnel or their relatives are in any way concerned or interested in the said resolution except to the extent of their shareholding in the Company or to the extent of the shareholding of companies/institutions/trusts/other entities of which they are directors or members or trustees or hold other similar positions.

The Board recommends the resolution 10 for approval of the Members.

**Item No.11:** The Board of directors (based on the recommendations of Nomination and Remuneration Committee) has appointed Mr. Jagdish Nathalal Patel as Wholetime Director cum chairman with effect from 1<sup>st</sup> September 2022 subject to necessary approval of the members of the company in their Annual General Meeting.

Prior to his appointment as Wholetime Director, Mr. Jagdish Nathalal Patel was holding the position of Managing Director cum Chairman of the company.

As the wholetime Director Mr. Jagdish Nathalal Patel will be responsible for the day to day operations and performance of all regions, execution of apex projects and overseeing key operational functions.

The other details of Mr. Jagdish Nathalal Patel in terms of Clause 52 of the Listing Agreement, is annexed to this notice.

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.

The board of directors recommended passing of the resolution at item no.11

The copy of agreement recording the terms and conditions of his appointment as the Wholetime Director is available for inspections at the registered office of the company during business hours on all working days.


Except Mr Jagdish Nathalal Patel, UtkarshJ. Patel and Jyotika J. Patel, no director , key managerial personal or their relatives are interested or concerned in the resolution relating to appointment of Mr.JagdishNathala Patel .

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

<b>DIN</b>	00304924
Birth Date	21.02.1954
Nationality	Indian
Board Appointment	13.06.2022
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	6,08,313 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:

I			General Information	
	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, 2022  Turnover & Other Income  Net Profit as per Profit & Loss Account Profit as computed under Section 197 of the Companies Act, 2013 Net worth	185,40,59,409  41,70,78,538	
	5	Foreign investments or collaborations, if any.	Nil	
II			Information about the appointee:	
	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	Past Remuneration	Rs. 120.00 Lac p.a.	
	3	Recognition or awards	N.A.	

	4	Job profile and his suitability	Mr. Jagdish Nathala Patel is a Highly qualified person with a B.COM. He has over 34 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 first generation entrepreneur and often lectures at prestigious institute of Ahmedabad on that subject.
	5	Remuneration proposed	The Remuneration is going to same is Rs. 120.00 lac per annum. The structure of the salary has been made in terms of schedule V read with Section 197 of the Companies Act, 2013 as Mentioned in the resolution.
	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 propose drem umerationis commensurate with size and nature of business of the Company and the responsibilitiesoftheappointee.The remuneration dodiffer 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	Besides the remuneration proposed to be paid to him,
	<b>Other information:</b>		

	1	Reasons of loss or inadequate profits	N.A.
	2	Steps taken or proposed to take 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 AGM.

The Board recommends the said appointment of Shri Jagdish N. Patel as Wholetime Director cum chairman as specifically mentioned in the Special Resolution at Item No.11. Hence, the limit applicable for payment of his remuneration as mentioned in Section II of Schedule V shall be treated as doubled.

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

None of the Directors/Key Managerial Personnel of the Company or their relatives, except Shri Jagdish N. Patel is in any way concerned or interested in the proposed Special Resolution.

**Item No.12:**The Board of Directors (based on the recommendations of Noimination and Remuneration Commiittee ) has appointed Mr. Utkarsh J. Patel as Managing Director with effect from 1<sup>st</sup> September 2022 subjetc to neccesary approval ofthe members of the company in thier AnnualGeneral Meeting.

Prior to his appointment as Managing Director, Mr. Utkarsh J. Patel was holdong the position of Executive Director of the company .

As the Managing Director Mr.Utkarsh J. Patel will be responsible for the day to day operations and performance of all regions , execution of apex projects and overseeing key operationsal functions.

The other details of Mr Utkarsh J. Patel in terms of Clause 52 of the Listing Agreement, is annexed to this notice.

The Company has received from Shri Utkarsh J. 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 Utkarsh J. Patel for the office of Director of the Company.

The board of directors recommended passing of the resolution at item no.12.

The copy of agreement recording the terms and conditions of his appointment as the Managing Director cum Chairman is available for inspections at the registered office of the company during business hours on all working days.

Except Mr.UtkarshJ. Patel,JagdishNathalalPatel and Jyotika J. Patel, no director, key managerial personal or their relatives are interested or concerned in the resolution relating to appointment of Mr UtkarshJ. Patel.

### **A brief Profile of Shri Utkarsh J. Patel is as under:**

<b>DIN</b>	02874427
Birth Date	21.09.1981
Nationality	Indian
Board Appointment	13.06.2022
Qualification	B E ( Chemical)
Experience	He has been with the Company since 29.01.2010. He has overall 17 years of experience. and has vast experience in marketing, production, Legal, Administration & Personnel related work.
Relationship	Key Managerial Personnel as Director
Shareholding	4,02,115 Equity Shares
Relationship with other	He is the son of Shri Jagdish N. Patel &Jyotika J.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	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, 2022  Turnover & Other Income  Net Profit as per Profit & Loss Account Profit as compute dunder Section 197 of the Companies Act, 2013 Net worth	185,40,59,409    41,70,78,538
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 29.01.2010. He has overall 17 years of experience. and has vast experience in marketing, production, Legal, Administration & Personnel related work..
2	Past Remuneration	Rs.96.00 Lac p.a.

	3	Recognition or awards	N.A.
	4	Job profile and its suitability	He has been with the Company since 29.01.2010. He has overall 17 years of experience. and has vast experience in marketing, production,
	5	Remuneration proposed	The Remuneration going to same as compared to previous year proposed is Rs. 96.00 lac per annum. The structure of the salary has been made in terms of Schedule V read with
	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 proposed remuneration is commensurate with size and nature of business of the Company and there 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 AGM.

The Board recommends the said appointment of Shri Utkarsh J. Patel as Managing Director as specifically mentioned in the Special Resolution at Item No.12. Hence, the limit applicable for payment of his remuneration as mentioned in Section II of Schedule V shall be treated as doubled. Shri Utkarsh J. Patel would not be regarded as a Director liable to retire by rotation."

None of the Directors/Key Managerial Personnel of the Company or their relatives, except Shri Utkarsh J. Patel is in any way concerned or interested in the proposed Special Resolution.

### **Item No. 13 and 15**

In accordance with the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the company by a Special Resolution:

To pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company;

To borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except.

The Board is of the view that the in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money, either secured or unsecured, from the banks/financial institutions/other body corporate, from time to time, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company.

The Board of Directors of the Company proposes to increase the limits to borrow money upto Rs.25 Crores (Rupees twenty five Crores only)and to secure such borrowings by pledging, mortgaging, hypothecating the movable or immovable properties of the Company amounting up to 25 Crores (Rupees twenty five Crores only). All the relevant documents, registers and records shall be available for inspection by members during business hours at the registered office of the Company and also at the meeting.

The Board recommends the passing of the Special Resolution set out in Item No.13 & 15 of the accompanying notice. None of the Directors or the manager or any other key managerial personnel or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Special Resolution proposed at Item No. 13 &15

**Item No.14 :**As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018.

In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement. The Company may be required to make such transaction as referred under section 185 with the entities in which the Directors of the Company are interested, as and when required. Hence, as an abundant caution, the Board decided to seek approval of the shareholders by way of special resolution under said provisions, subject to the condition that the fund be utilized by the borrowers for their principle business activities. Further, the rate of interest charged on such loan(s) shall be on arm's length basis and in any event shall not be less than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan(s).

The Board recommends the passing of the Special Resolution set out in Item No. 14of the accompanying Notice. None of the Directors and/or Key Managerial Personnel of the Company and their relatives except to the extent of their directorship and/or deemed interest and/or shareholding in respective entity, is concerned or interested, financially or otherwise, as and when the transaction, if any takes place.

**Item No. 16** : Pursuant to the provisions of Section 186 of the Companies Act,2013('Act'); the Company shall not directly or indirectly:-

- (a) Give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186 of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186 of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary. Accordingly, it is proposed to seek prior approval of Members by way of Special Resolution to provide loans, guarantees and make investments up to a sum of 25 Crores (Rupees twenty five Crores only) over and above the aggregate of free reserves and securities premium account of the Company at any point of time.

All the relevant documents, registers and records shall be available for inspection by members during business hours at the registered office of the Company and also at the meeting.

The Board recommends the passing of the Special Resolution set out in Item No. 16 of the accompanying notice. None of the Directors or the manager or any other key managerial personnel or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Special Resolution proposed at Item No. 16.

**Annexure-1 Details of Directors seeking appointment/re-appointment at the 29<sup>th</sup> Annual General Meeting to be held on September 01, 2022 [Pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Name of the Director	SANDEEP MOTILAL SHAH	PRAKASH UDHAWDAS TEKWANI	PRAKASH BHAVIKBHAI SHAH
Date of Birth	28/10/1979	04/10/1975	09/02/1993
Age	43	47	29
Date of appointment	05/02/2022	05/02/2022	05/02/2022
Relationship with Directors and Key Managerial Personnel	None	None	None
Expertise in specific functional area	Practicing Chartered accountant and expertise in accounting field	Practicing Chartered accountant and expertise in accounting field	Practicing company secretary and expertise in corporate law matters.
Qualification	CA	CA	CS
Board Membership of other listed Companies as on March 31, 2022	4	nil	1

March 31, 2022			
Chairmanships/Membership of the Committees of other public limited companies as on March 31, 2022	2	Nil	nil
Number of equity shares held in the Company as at March 31, 2022	---	--	--

## **Annexure-2 Brief profile of Directors seeking appointment/re-appointment at the 29<sup>th</sup> Annual General Meeting to be held on September 01, 2022**

Mr. SANDEEP MOTILAL is Practicing Chartered accountant and expertise in accounting field. Mr. PRAKASH UDHAWDAS TEKWANI is Practicing Chartered accountant and expertise in accounting field. PARSHWA BHAVIKBHAI SHAH is practising company secretary and expertise in corporate law matters.

**Place: AHMEDABAD**

**Date: 17/05/2022**

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

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**MR. JAGDISH PATEL**  
(00304924)  
Managing Director

## DIRECTORS' REPORT

Your Directors have pleasure in presenting their Twenty Ninth Annual Report together with the audited statements of accounts for the year ended 31st March, 2022.

### BUSINESS PERFORMANCE & FINANCIAL PERFORMANCE

<b>FINANCIAL RESULTS</b>	<b>2021 – 2022</b> Rs. (Lacs)	<b>2020 - 2021</b> Rs. (Lacs)
	-----	-----
Sales & Other Incomes	18540.59	10771.82
Operating Profit (PBDTM)	5658.00	3630.42
a. Net Profit after Tax	1976.42	-
b. Brought Forward Profit / (Loss)	2443.50	1197.85
c. Revaluation Reserves	1679.91	1679.91
d. Less :- Proposed Dividend	-120.00	- 100.00
Total Reserves as per Balance Sheets (a+b+c-d)	5853.47	3994.27

During the year under report Company has earned net Cash profit of Rs. 5658.00lacs in compare to previous year Rs. 3630.42lacs. Company has earned Net Profit of Rs. 1976.42lacs against previous year Rs. 1245.65lacs after providing depreciation, miscellaneous expenses and prior period item. During the year Turnover and other income of the Company was increased to Rs.18540.59Lacs from Rs. 10771.82Lacs. Director has continued their efforts to reduce expenses & increase turnover of the Company. Your directors are hopeful about better performance of the company in coming years.

### DIVIDEND

In view of sufficient profit Rs. 7.50 dividend on fully paid per equity share has been proposed by your Directors.

### DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has adequate and effective internal controls to provide reasonable assurance on achievement of its operational, compliance and reporting objectives. The Company has reviewed and discussed with the Management the Company's major financial risk exposures and taken steps to monitor and control such exposure.

### DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

Your Company has not any Subsidiary or Joint Venture or Associate Company.

### PUBLIC DEPOSITS

The Company has not accepted any deposits falling under Companies Act, 2013.

## AUDITORS' REPORT

The notes to the accounts referred to in the Auditors' Report are self explanatory and therefore do not require any further comments under Companies Act, 2013.

## CORPORATE GOVERNANCE

Your Company believes in adopting best practices of corporate governance. Corporate governance principles are enshrined in the Spirit of Jyoti Resins & Adhesives Limited, which form the core values of JRAL. These guiding principles are also articulated through the Company's code of business conduct, Corporate Governance Guidelines, charter of various committees and disclosure policy. As per Regulation 34 of the Listing Regulations, a separate section on corporate governance practices followed by your Company, together with a certificate from our Statutory Auditor on compliance with corporate governance norms under the Listing Regulations, A separate report on corporate Governance forms part of this Annual Report. A separate Report on Corporate Governance is given in **Annexure – B**, Auditor's statement on Compliance of Corporate Governance is given in **Annexure – C**, Certificate by Managing Director regarding compliance of clause 49 of listing agreement in **Annexure 'D'** and Management discussion and analysis in **Annexure – E**.

## AUDITORS

The Company, in its last annual general meeting, had appointed M/S Suresh R. Shah & Associates, Chartered Accountants (FRN 110691W), as auditors for the year 2021-22. The remarks made in the Auditors' report are self-explanatory. M/S Suresh R. Shah & Associates, Chartered Accountants, Ahmedabad, the retiring auditors, offer themselves for re-appointment.

M/S Suresh R. Shah & Associates, Chartered Accountants, have been the statutory auditors of the company since FY 2017-18 and will be eligible for re-appointment as per the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any amendments if any thereof.

## DIRECTORS:

(a) Mr. Utkarsh J. PATEL (DIN 02874427) retire by rotation, and being eligible, have offered himself for re-appointment. The Board recommends their re-appointment.

(b) Declaration by an Independent Director(s) and re- appointment, if any: A declaration by an Independent Directors that they meet the criteria of independence as provided in sub-section (7) of Section 149 of the Companies Act, 2013 has been received and taken on note.

(c) Formal Annual Evaluation: The Nomination and Remuneration Committee of the Board has formulated a Performance Evaluation Framework, under which the Committee has identified the criteria upon which the Committee has identified the criteria upon which every Director shall be evaluated. The Policy also provides the manner in which the Directors, as a collective unit in the form of Board Committees and the Board function and perform

## DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

The Company promotes ethical behavior in all its business activities and has put in implementation of a mechanism wherein the Employees are free to report illegal or unethical behavior, actual or suspected fraud or violation of the Company's Codes of Conduct or Corporate Governance Policies or any improper activity to the Chairman of the Audit Committee of the Company or Chairman of the Company or the Compliance Officer. The Whistle Blower Policy has been appropriately communicated within the Company. Under the Whistle Blower Policy, the confidentiality of those reporting violation(s) is protected and they are not subject to any discriminatory practices. No personnel have been denied access to the Audit Committee.



## **PARTICULARS OF LOANS GUARANTEES OR INVESTMENTS UNDER SECTION 186**

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. The details of the investments made by company is given in the notes to the financial statements.

## **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto shall be disclosed in Form No. AOC-2. However your company has not entered in any transaction attracting provision of Section 188 of Companies Act, 2013. Hence AOC-2 is not required to be attached.

## **MANAGERIAL REMUNERATION**

Your company has paid Rs. 2,34,07,920/- remuneration to the Managing Director Jagdish Nathalal Patel, Director Utkarsh J. Patel & Director Jyotika J. Patel of the Company. Your Company has not any employee, who was in receipt of remuneration in excess of limits specified in the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## **SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Meenu Maheshwari & Associates, Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit in Form MR 3 for the financial year ended March 31, 2022 is annexed as **Annexure - F** to the Report and Certificate of Non disqualification of Directors as **Annexure G** to this report.

Further the company has obtained an Annual Compliance Report from Meenu Maheshwari , Practicing Company Secretary in terms of SEBI circular No.CIR/CFD/CMD1/27/2019 dt:08.02.2019.

No adverse qualifications/comments have been made in the said report by the Practicing Company Secretary.

## **RISK MANAGEMENT POLICY**

A statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company.

The Board of Directors has duly developed and implemented a risk management policy for the company.

## **CODE OF CONDUCT**

The Board has laid down a Code of Conduct for Board Members and for Senior Management and Employees of the Company ("Code"). All the Board Members and Senior Management Personnel have affirmed compliance with these Codes. A declaration signed by the Managing Director to this effect is enclosed at the end of this Report. Certificate by CEO and CFO under regulation 17(8) of the listing Regulation in **Annexure H**.

The Board has also laid down a Code of Conduct for Independent Directors pursuant to section 149(8) and Schedule IV to the Companies Act, 2013 via terms and conditions for appointment of Independent Directors, which is a guide to professional conduct for Independent Directors and is uploaded on the website of the Company.

### **DISCLOSURE UNDER THE SEXUAL HARRASMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL ACT, 2013**

The Company has been employing about one woman employee. The Company has in place an Anti- harassment policy in line with the requirements of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee is set up to redress complaints received regularly, is monitored and directly report to the Chairman & Managing Director. There was no complaint received from employee during the financial year 2021-22 and hence no complaint is outstanding as on 31.03.2022.

- a. No.of complaints filed during the financial year 2021-22 - Nil
- b. No.of complaints disposed off during the financial year 2021-22 - Nil
- c. No.of complaints pending as on end of financial year 2021-22 - Nil.

### **DIRECTOR RESPONSIBILITY STATEMENT**

Your Directors confirm

- i. that in the preparation of annual accounts, the applicable accounting standards have been followed;
- ii. that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2022 and of the profit of the Company for the year;
- iii. that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013, for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;
- iv. That the Directors have prepared the annual accounts on a going concern basis.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

Members' attention is drawn to the statement on contingent liabilities, commitments in the notes forming part of the financial statement.

### **SHARE CAPITAL**

The paid up capital of the Company is Rs. 4,00,00,000/-. Your Company has not issue any kind of Share during the financial Year ending on 31st March, 2022.

### **EXTRACT OF THE ANNUAL RETURN**

The extract of the annual return in Form No. MGT – 9 shall form part of the Board's report (comment: as on 31/03/2022 status of annual return)

### **PARTICULARS OF THE EMPLOYEES**

The Particulars required under Section 217(2A) of the Companies Act, 2013 are not required to be given as there is no employee drawing Rs.2,00,000/- p.m. or Rs.24,00,000/- p.a., during the year under report.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUT GO:**

The statement containing the necessary information required under Section 134 of the Companies Act, 2013, read With Rule 8(3) of the Companies (Accounts) Rules, 2014 [Chapter IX] is annexed herewith as **Annexure A**

### AUDIT COMMITTEE

During the year under review, the Audit Committee was constituted in accordance with the provisions of the Companies Act, 2013 and listing agreement entered into by the Company with the Stock Exchanges.

### COMPLIANCE OF SECRETARIAL STANDARDS

The Company has complied with all applicable Secretarial Standards issued by the Institute of Company Secretaries of India from time to time

### FIXED DEPOSITS:

During the year under review, the Company has not accepted any deposit from the public.

### CORPORATE SOCIAL RESPONSIBILITY

The Company has constituted Corporate Social Responsibility Committee which shall recommend to the Board, the activities to be undertaken by the Company as specified in Schedule VII, recommend the amount of expenditure to be incurred on such activities and monitor the CSR policy of the Company. The company has fully spent the amount stipulated under the requirements of the Act. The CSR activities and its related particulars is enclosed as **Annexure I**. The Committee consists of the following Directors

- |  |                      |
|--|----------------------|
| 1. Shri JAYANTI LAL PATEL SHAMJIBHAI –Chairman | Independent Director |
| 2. Shri VIJAYKUMAR PATEL CHHOTALAL –member     | Independent Director |
| 3. Shri SHANKARLAL PATEL MANGALDAS -member     | Independent Director |

Due to resignation of abovementioned director and appointment of new independent director CSR committee composition with effect from 05/02/2022 are given below;

- |                             |            |                      |
|-----------------------------|------------|----------------------|
| 1. SANDEEP MOTILAL SHAH     | - Chairman | Independent Director |
| 2. PARSHWA BHAVIKBHAI SHAH  | - Member   | Independent Director |
| 3. Prakash Udhawdas Tekwani | - Member   | Independent Director |

### Corporate Governance Report under Regulation 27 of SEBI LODR:

Your Company has complied with the Corporate Governance Provisions of Regulation 27 of SEBI (LODR guidelines) of the Listing Agreement with the Stock Exchanges.

A report on Corporate Governance practices followed by your Company, in terms of Regulation 27 of SEBI (LODR guidelines) of Listing Agreement and a Certificate from the Auditors of the company regarding compliance with Corporate Governance guidelines as stipulated and Management Discussion & Analysis reports have been attached by way of separate section as part of this Annual Report.

### ACKNOWLEDGMENTS

Your Directors thanks various Government Authorities, banks & other business associates for the support & assistance extended to the Company from time to time and looks forward to their unstinted co-operation in development of the Company. Your Directors sincerely thanks the members for the confidence reposed by them in the company and look forward to their valuable support for the future plans of the Company.

For & On Behalf of the Board

Place : Ahmedabad.  
Dated : 17/05/2022.

Jagdish N. Patel  
Chairman & Managing Director

## ANNEXURE A TO THE DIRECTORS' REPORT

### CONSERVATION OF ENERGY

- (a) Energy Conservation measures: Various measures have been taken to improve the efficiency of equipments so as to reduce process time.
- (b) Additional investments and proposals, if any: Nil.
- (c) Impact of measures: The above measures and tighter control has resulted in lower energy consumption.
- (d) Total energy consumption and energy consumption per unit of production:

#### Power & Fuel Consumption:

Particulars		2021-2022	2020-2021
Electricity			
a)	Purchased Units (KWH)	2,83,613	2,03,771
	Total Amount (Rs.)	29,92,652	20,31,983
	Rate/Unit (Rs./KWH)	10.55	9.97
	Cost per Kg of Production (Rs.)	0.27	0.27
b) Own generation			
(i)	Through LDO/Diesel Generator Unit (Ltrs)	2,689	1,530
	Cost of LDO/Diesel (Rs.)	2,52,394	1,21,011
	Per Ltr Cost (Rs.)	93.86	79.09
	Cost per Kg of Production (Rs.)	0.02	0.02
(ii)	Through Fire Woods Unit (Kgs)	4,03,590	2,76,700
	Cost of Fire woods (Rs.)	18,96,363	12,25,043
	Per Kgs. Cost (Rs.)	4.70	4.43
	Cost per Kg of Production (Rs.)	0.17	0.16

For & On Behalf of the Board

Place : Ahmedabad.  
Dated :17/05/2022

JagdishN.Patel  
Chairman & Managing Director

## **ANNEXURE - 'B'**

### **REPORT ON CORPORATE GOVERNANCE**

#### **COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

Your company has always adapted the highest ethical standards in business and good Corporate Governance practices so that positive aspects of a “family-run” business are combined with the assurance that investor's interests would be recognized and addressed.

The salient features of the company's philosophy on corporate governance are:

1. Compliance with all Statutory laws as also other rules / requirements regarding directors / related person remuneration, disclosures, etc.
2. Clear separation of company owned resources and personal accounts
3. Reliance on structures and processes that are recognized as good and moral corporate practices rather on “family” persons, making it a truly professionally managed Company.
4. Full transparency in functioning and accountability of management to the Board
5. Internal controls and Risk management under supervision of Independent Directors

With transparent and honest administrative practices, the management of your company believes it can further increase investors trust and work responsibly to maximize all shareholders value.

#### **BOARD OF DIRECTORS**

In terms of the Company's Corporate Governance Policy, all statutory and other significant and material information are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company as trustees of the Shareholders

**Composition** The Board is a balanced Board, comprising Executive and Non-Executive Directors. The Non-Executive Directors include independent professionals. Executive Directors, including the Chairman, do not generally exceed one-third of the total strength of the Board. The present strength of the Board is six, of which three are Non-Executive Independent Directors and two are Executive Directors and one is Managing Director of the Company. The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. The composition of the Board is in conformity with Regulation 27 and suitable applicable provisions of SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015 (hereinafter referred to as “SEBI (LODR) Regulations, 2015”). The details of the Directors being appointed / re-appointed on retirement by rotation at the ensuing Annual General Meeting, as required pursuant to Regulation 27 and suitable applicable provisions of SEBI (LODR) guidelines, are mentioned in the Notice to the Annual General Meeting, forming part of the Report

Name of Director	Category	No. of Board meetings attended	Last AGM Attendance
Shri Jagdish.N. Patel	Mg. Director	5	Yes
Shri Utkarsh.J. Patel	Executive Director	5	Yes
Smt. Jyotikaben.J. Patel	Executive director	5	Yes
Shri Shankarlal Patel mangaldas	Non ExecutiveIndependent	4	Yes
Shri Vijaykumar Patel Chhotalal	Non ExecutiveIndependent	4	Yes
Shri Jayantilal patel Shamjibhai	Non ExecutiveIndependent	4	Yes
PRAKASH UDHAWDAS TEKWANI	Non ExecutiveIndependent	2	No
SANDEEP MOTILAL SHAH	Non ExecutiveIndependent	2	No
PARSHWA BHAVIKBHAI SHAH	Non ExecutiveIndependent	2	No

There are no Directors having Chairmanship of more than five companies where they are director.

Dates of Board Meeting held: (1) 25/06/2021 (2)12/08/2021 (3) 10/11/2021 (4) 05/02/2022and (5) 28/03/2022

In line with the requirements of the code of the corporate governance, the board of directors comprises of six members. The composition of the Board is in conformity with the revised listing agreement, having one Managing Director. The Board also has three Independent Director and One Woman Director.

#### AUDIT COMMITTEE

The audit committee has the composition comprising of chairman and non-executive director as per the requirement of **SEBI(Listing Obligation and Disclosure Requirement) Regulations 2015**.

Further the constitution of Audit Committee meets with the requirements of Corporate Governance guidelines as well as the provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Terms of reference of appointment of Audit Committee are as under:

The Audit Committee shall have the following powers:

- It shall have authority to investigate into any matter in relation to the items specified in Section 177 of the Companies Act, 2013 or referred to it by the Board and for this purpose, shall have full access to information contained in the records of the Company and external professional advice, if necessary.
- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment and removal of external auditor, fixation of audit fees and also approval for payment for any other services.
- Reviewing with management the annual financial statements before submission to the Board, focusing primarily on;
  - Any changes in accounting policies and practices.
  - Major accounting entries based on exercise of judgment by management.
  - Qualification in draft audit report.
  - Significant adjustments arising out of audit.
  - The going concern assumption.
  - Compliance with accounting standards.
  - Compliance with stock exchange and legal requirements concerning financial statements.
  - Any related party transactions i.e. transaction of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large.
- Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up there on.
- Reviewing the findings if any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with external auditors before the audit commences, nature and scope of audit as well as have post-audit discussion to ascertain any area of concern.
- Review in the Company's financial and risk management policies.
- To look into the reasons for substantial defaults in the payment to the depositors, debentures, shareholders (in case of non payment of declared dividend) and creditors.
- It shall have discussions with the auditors periodically about internal control systems, the scope of audit including the observations of the auditors and review the quarterly, half-yearly and annual financial statements before submissions to the Board.
- It shall ensure compliance of internal control systems.

During the year under review, Audit Committee met four times on (1)12/08/2021 (2)10/11/2021(3) 05/02/2022 and (4) 28/03/2022 . All the Meetings were also attended by the Auditors of the Company Audit committee met four times where all the members were present.

#### **NOMINATION AND REMUNERATION COMMITTEE**

Composition and terms of reference:

In Compliance of section 178 of Companies Act, 2013 the Nomination and Remuneration Committee is constituted of Four (4) Directors, and an Independent Director acts as the Chairman of the Committee. The Committee's terms of reference includes, inter-alia, reviewing and recommending to the Board – the salary, commission, other benefits, service agreements and employment conditions of the Whole-time and the Managing Director and to approve the selection, appointment and remuneration of relatives of Directors for holding an office of profit pursuant to Section 188 of the Companies Act, 2013

Date(s) on which the meeting(s) were held

During the financial year ended 31st March, 2021, four (4) Committee Meetings were held on (1)12/08/2021 (2) 10/11/2021 (3) 05/02/2022 and (4) 28/03/2022.

Details of remuneration paid to the Directors of the Company are as follows:

### **Managing Director:**

The present remuneration of the Managing Director includes a salary of Rs. 10,00,000/- per month and other perquisites, as approved by the Remuneration committee and shareholders at the AGM held on 28th September, 2021. For the financial year 2021-22, the remuneration payable to **MR. JAGDISH PATEL** is reviewed by the Remuneration Committee.

### **Executive Directors:**

The present remuneration of the Executive Director includes a salary of Rs. 8,00,000/- per month and other perquisites, as approved by the Remuneration committee and shareholders at the AGM held on 28th September, 2021. For the financial year 2021 -22, the remuneration payable to **MR. Utkarsh PATEL** is reviewed by the Remuneration Committee.

The present remuneration of the Executive Director includes a salary of Rs. 5,00,000/- per month and other perquisites, as approved by the Remuneration committee and shareholders at the AGM held on 28th September, 2021. For the financial year 2021-22, the remuneration payable to **MR. Jyotikaben PATEL** is reviewed by the Remuneration Committee.

### **Non-Executive Directors:**

The Non-Executive Directors on the Board of your company are very senior and experienced professionals, and play a crucial role in defining the overall growth strategy of the company. They also play a pivotal role in safeguarding the interests of the investors at large by playing an appropriate control role. Their active involvement in the company's business processes and their independent views ensure a very high level of governance in the company.

**The Non-Executive Independent Directors are providing honorary services and have been paid Rs. NIL as a sitting fees during the financial year 2021-22.**

### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Company has constituted Corporate Social Responsibility Committee which shall recommend to the Board, the activities to be undertaken by the Company as specified in schedule VII, of the Companies Act 2013 recommend the amount of expenditure to be incurred on such activities and monitor the CSR policy of the Company. The company has fully spent the amount stipulated under the requirements of the Act. Corporate Social Responsibility Committee consisting of the following Directors with effect from 22.8.2019 and up to 05/02/2022

1. Shri JAYANTI LAL PATEL SHAMJIBHAI - Independent Director
2. Shri VIJAYKUMAR PATEL CHHOTALAL - Independent Director
3. Shri SHANKARLAL PATEL MANGALDAS - Independent Director



And Due to resignation of abovementioned director and appointment of new independent director CSR committee composition with effect from 05/02/2022 are given below;

- |                             |            |                      |
|-----------------------------|------------|----------------------|
| 1. SANDEEP MOTILAL SHAH     | - Chairman | Independent Director |
| 2. PARSHWA BHAVIKBHAI SHAH  | - Member   | Independent Director |
| 3. Prakash Udhawdas Tekwani | - Member   | Independent Director |

#### RISK MANAGEMENT COMMITTEE

Requirement of constitution of Risk Management Committee pursuant to Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements), 2015 is not applicable to the Company.

#### STAKEHOLDER RELATIONSHIP COMMITTEE

In compliance of sub-section 5 of section 178 of the Companies Act, 2013 it stipulates that the Investor Grievances & Share transfer Committee has been now combines and named as “**stakeholder relationship committee**” and has the composition comprising of chairman and non-executive director as per the requirement of **SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015**.

During the year, the company and their Registrar and Share Transfer Agents M/s Link Intime India Pvt. Ltd. Mumbai received no any complaint.

The Share received for transfer are approved on 10th, 20th and 30th of the each month and are given effect by the Registrar and Share Transfer Agent.

INVESTOR COMPLAINTS		
1	Pending at the beginning of the year	NIL
2	Received during the year	01
3	Disposed of during the year	01
4	Remaining unresolved at the end of the year	NIL

#### Date(s) on which the meeting(s) were held

During the financial year ended 31st March, 2022, four (4) Committee Meetings were held on (1) 12/08/2021 (2) 10/11/2021 (3) 05/02/2022 and (4) 28/03/2022 There were no pending complaints at the end of the financial year 2021- 22.

The venue and the time of the last three Annual General Meetings of the Company are as follows:

#### III. General Body Meetings:

Date	Location	Date	Time	No. of Special Resolutions Passed
2020 – 2021	1104-1112, Ellite, Nr. Shapath Hexa, Opp Kargil Petrol pump, Near Sola Over bridge, S.G. Highway, Ahmedabad, 380060	28-09-2021	11.30 A.M.	4
2019 – 2020	1104-1112, Ellite, Nr. Shapath Hexa, Opp Kargil Petrol pump, Near Sola Over bridge, S.G. Highway, Ahmedabad, 380060	30-09-2020	11.30 A.M.	3
2018 – 2019	1104-1112, Ellite, Nr. Shapath Hexa, Opp Kargil Petrol pump, Near Sola Over bridge, S.G. Highway, Ahmedabad, 380060	30-09-2019	11.30 A.M.	3

Publication of Audited Results for 2022 - 23

Last week of May 2023

Annual General Meeting for 2022 - 23

Last week of September 2023

**LISTING ON STOCK EXCHANGE:**

The Bombay Stock Exchange, Mumbai

**Stock code on BSE**

**514448**

**Market Price Data:**

Share price in The Stock Exchange, Mumbai:

Month	High (Rs.)	Low (Rs.)
April' 21	686.95	480.00
May' 21	759.00	600.00
June' 21	960.00	691.00
July' 21	844.00	675.10
August' 21	850.00	651.00
September' 21	873.00	756.50
October' 21	862.00	780.00
November' 21	897.00	750.05
December' 21	1260.00	770.00
January'22	1189.95	969.00
February'22	1889.00	1023.40
March'22	2519.75	1525.15

Performance in Comparison to broad based Indices such as BSE sensex, CRISIL Index etc.

Not applicable since shares are traded in XD list of the stock Exchange, Mumbai.

**REGISTRAR AND SHARE TRANSFER AGENT**

M/s Link IntimeIndiaPvt. Ltd.  
C-101, 247 Park,  
L. B. S. Marg,  
Vikhroli (W), Mumbai-400 083.  
TEL. NO.022-49186180 / 49186270  
FAX // 91 -022-49186000

All special resolutions set out in the notices for the Annual General Meetings were passed by the shareholders at the respective meetings with requisite majority.

There are no special resolutions passed by the company through postal ballot at any of the above annual general meeting.

**DISCLOSURES:**

As per the disclosures given by the Directors of the Company there were no materially related party transactions as per Companies Act, 2013.

All the guidelines issued by the SEBI relating to(Listing Obligation And Disclosure Requirement) Regulation, 2015and Stock Exchange or other statutory authority on the matter related to capital markets are fully complied.

**MEANS OF COMMUNICATION:**

The means of communication between the Shareholders and Company are transparent and investor friendly. The quarterly results of the Company are published in Western Times (English) and Western Times (Gujarati) as required by the listing agreement. Steps are being taken to display the same on the corporate website.

**GENERAL SHAREHOLDER INFORMATION:**

Annual general Meeting:	Date:01/09/2022
(Date, Time and Venue)	Time: 11.30 A.M.
Venue	1104-1112,ELITE, NR. ShapathHexa, Nr. Sola Over Bridge, S.G. Highway, Ahmedabad – 380060.
Financial Calendar:	1 <sup>st</sup> April 2021 to 31 <sup>st</sup> March 2022.
Date of Book Closure:	From: 26 <sup>th</sup> August 2022 to 1 <sup>st</sup> September 2022. (Both days inclusive)
Dividend Payment Date:	05/09/2022
Bonus Shares Issue/Credit Date:	05/09/2022

**TENTATIVE FINANCIAL CALENDAR**

Publication of Quarterly Results ending 30 <sup>th</sup> Sept. 2022	First week of Nov.2022
Publication of Quarterly Results ending 31 <sup>st</sup> Dec. 2022	First week of Feb.2023

## SHARE TRANSFER SYSTEM

The share transfer work is handled by the Registrar and Share Transfer Agent of the Company i.e. M/s Link IntimeIndia Pvt. Ltd are also having connectivity with the depositories viz. NSDL and CDSL. Share Transfer are registered and dispatched within a period of thirty days from the date of the lodgments if the transfer documents are correct and valid in all respects.

Distribution of Shareholding as on 31<sup>st</sup> March, 2022:

No. of Equity Shares Held	No. of Shares Holders	% of Shareholders	No. of share held	% of Share holders
1 to 500	7164	96.19	293955	7.35
501 to 1000	129	1.73	102708	2.57
1001 to 2000	68	0.91	103215	2.58
2001 to 3000	21	0.28	53221	1.33
3001 to 4000	11	0.15	38513	0.96
4001 to 5000	15	0.20	71286	1.78
5001 to 10000	17	0.23	120554	3.02
10001 and above	23	0.31	3216548	80.41
TOTAL	7448	100.00	4000000	100.00

## Distribution pattern as on 31<sup>st</sup> March, 2022

	NO. OF SHARES	PERCENTAGE (%)
Promoters and Relatives	1998962	49.97 %
Foreign Portfolio Investors	80000	2.00%
Bodies Corporate	340597	8.51%
Public	1572082	39.31%
Other – Clearing Member	8359	0.21%

## Dematerialization of shares and Liquidity ISIN NO. INE577D01013

3988599 shares out of 4000000 shares of the company have dematerialized as at 31<sup>st</sup> March, 2022 representing 99.71% of total capital of the company. The company has entered into agreement with both National Securities Depository Ltd.(NSDL) and Central Depository Services Ltd.(CDSL) whereby shareholders have an option to dematerialized their shares with the depositories.

Outstanding GDRs/ ADRs/ Warrants or any Not applicable  
 Convertibles Instruments, Conversion date And

Likely impact on equity:

Plant Location:

Plot No. 873, Village Santej,  
Tal. Kalol, Dist. Gandhinagar,  
Gujarat.-382 721.

Address for Correspondence:

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

## ANNEXURE - 'C'

### AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE:

(Auditors' Certificate on Compliance of Conditions of Corporate Governance as per Clause 49 of the Listing Agreement with the Stock Exchanges)

**To the Members of  
Jyoti Resins & Adhesives Ltd.**

We have examined the compliance of conditions of corporate governance by M/s Jyoti Resins & Adhesives Ltd. for the year ended on 31st March, 2022 as stipulated in Clause 49 of the Listing Agreement entered into with the Stock Exchanges and other SEBI guidelines as are applicable.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, subject to the requirement of one- half of the Board comprising of independent directors being complied with as on the date of this report, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing agreement.

We state that no investor grievances are pending for a period exceeding one month against the company as per the record maintained by the Shareholders/ Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place: Ahmedabad  
Date: 17<sup>th</sup>May,2022**

**For Suresh R. Shah & Associates  
Chartered Accountants.  
Mrugen K. Shah  
Partner**

## **ANNEXURE - 'D'**

### **CERTIFICATE BY CEO/CFO**

Pursuant to the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges and other regulations as are applicable it is hereby certified that for the financial year ended 31<sup>st</sup> March, 2022:

1. I/we have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief, these statements:
  - (i) Do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) Together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the company's Code of Conduct.

I/we accept responsibility for establishing and maintaining internal controls for financial reporting and that I/we have evaluated effectiveness of internal control system of the company pertaining to financial reporting and I/we have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I/we are aware and the steps I/we have taken or propose to take, to rectify these deficiencies.

3. I/we have indicated to the Auditors and to the Audit Committee:
  - (i) Significant changes in internal control over financial reporting during the year.
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud, if any, of which I/we have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal control system over financial reporting.

**For & On Behalf of the Board**

**Place : Ahmedabad**  
**Date : 17<sup>TH</sup>May ,2022**

**Jagdish N. Patel**  
**Managing Director**

## ANNEXURE - 'E' MANAGEMENT DISCUSSION AND ANALYSIS

### Industry structure & Developments

Jyoti Resins and Adhesives Ltd. is in the business of Productions of Wood Adhesives which are widely used in fast moving consumer market on days.

### Financial Performance

Performance of your company for financial year ended on 31<sup>st</sup> March 2022 has been satisfactory over though stiff market competition. Sales income was Rs18540.59Lacs compared to previous year sales of Rs. 10771.82Lacs.

Our policy is to identify customers need, design and develop products, subsequently manufacture & supply at competitive prices to achieve total customer satisfaction.

### Internal control system/ Human Resources

Considering the size of the company your company has adequate system of internal control to provide reasonable assurance that assets are safeguarded & protected from unauthorized use or disposition. During the financial year ended on 31<sup>st</sup> March, 2022, industrial relations continued to remain cordial. Employees were subjected to various training to further sharpen their skills in that functional area.

### Future Outlook

Based on the buoyancy of the Indian economy, the overall scenario and the steps taken by the Management, the future outlook of your Company looks bright.

### Report on Corporate Governance

In Compliance with clause 49 of the Listing Agreement entered into with Stock Exchange, the company submits the report on the matter mentioned in the said clause

The company assumes no responsibility in respect of forward-looking statements, which may be amended or modified in future on the basis of subsequent developments, information or events.

**For & On Behalf of the Board**

**Place : Ahmedabad.**

**Jagdish N. Patel**

**Dated: 17<sup>TH</sup>May , 2022**

**Chairman & Managing Director**

**ANNEXURE - 'F'**  
**SECRETARIAL AUDIT REPORT**  
For the financial year ended **31/03/2022**

[Pursuant to section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
JYOTI RESINS AND ADHESIVES LIMITED  
CIN L24229GJ1993PLC020879  
SURVEY NO. 873, OPP. ANAND HEALTHCARE,  
RANCHHODPURA ROAD, SANTEJ, TAL. KALOL  
DIST. GANDHINAGAR – 382721

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. JYOTI RESINS AND ADHESIVES LIMITED** (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2022**, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2022**, according to the provisions of:

- (i) The Companies Act, 2013("the Act') and the rules made thereunder as applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act,1999 (FEMA) and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit Report)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India ((Listing Obligations And Disclosure Requirements) ) Regulations, 2015;
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (vi) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)Regulations, 2009; (**Not applicable as there was no reportable event during the financial year under review**)
- (vii) The Securities and Exchange Board of India (Employee Stock Option Scheme and



- Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable as there was no reportable event during the financial year under review)
- (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Report)
- (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the Audit Report)
- (viii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable as there was no reportable event during the financial year under review)
- (ix) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998; (Not applicable as there was no reportable event during the financial year under review)
- (x) Circulars/Guidelines issued thereunder;
- (xi) I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. Management has identified and confirmed the following laws as being specifically applicable to the Company;
- Pharmacy Act, 1948;
  - Drugs & Cosmetics Act , 1940,;
  - Narcotic Drugs and psychotropic Substances Act , 1985;
  - Indian Boilers Act ,1923;
  - Factories Act, 1948;
  - The Insecticide Act, 1968;
  - Environment Protection Act, 1986 and other environmental laws
  - Hazardous Wastes (Management and Handling) Rules, 1989 and Amendment Rule, 2003
  - Maternity Benefits Act, 1961
  - Sale of Goods Act, 1930
  - The Payment of Gratuity Act, 1972
  - The Payment of Wages Act, 1936
  - Equal Remuneration Act, 1976
  - The Industrial Disputes Act, 1947
  - The Child Labour (Regulation & Abolition) Act, 1970

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India (applicable for the period ending **31<sup>st</sup> March, 2022**);

(ii) Listing Agreements entered into by the Company with BSE (**Stock Code: 514448**) (BOMBAY STOCK EXCHANGE) Limited and/or Securities Exchange Board Of India (Listing Obligations And Disclosure Requirement) Regulations , 2015

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above

**I further report that -**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines; and

1. As informed, the Company has responded appropriately to notices received from various statutory / regulatory authorities including initiating actions for corrective measures, wherever found necessary.

**I further report that** during the audit period there were no instances of;

- (i) Public/Rights/Preferential issue of shares/Debentures/Sweat Equity, etc.
- (ii) Redemption/Buy-back of securities.
- (iii) Major decision taken by the members in pursuance to Section 180 of the Companies Act, 2013,
- (iv) Merger/ Amalgamation/ Reconstruction, etc.
- (v) Foreign Technical Collaboration.

**Date: .17-05-2022**  
**Place: Ahmedabad**

**For Meenu Maheshwari & Associates**  
**Proprietor**  
**(Meenu Maheshwari )**  
**Company Secretaries**  
**Firm Regn No. S2015GJ305400**  
**ICSI UDIN :F007087D000394243**  
**FCS No. 7087 C.P. No. 8953**

Note:- This Report is to be read with my letter of above date which is annexed as Annexure 1 and it forms an integral part of this report.

## ANNEXURE 1 OF SECRETARIAL AUDIT REPORT

To,  
The Members,  
JYOTI RESINS AND ADHESIVES LIMITED  
CIN L24229GJ1993PLC020879

Secretarial Audit Report of even date is to be read along with this letter.

**1) Management Responsibility :**

(1) It is the responsibility of the management of the company to Maintain secretarial record, devise proper system to ensure compliance with the provisions of all applicable laws and regulation and to ensure that the system are adequate and operate effectively.

**2) Auditors Responsibility :**

(2) I responsible am to express an opinion on this secretarial record, standards and procedure followed by the company with respect to secretarial compliances.

(3) I believe that audit evidence and information obtained from the company's management is adequate and appropriate for us to provide a basis for our opinion.

(4) Wherever required, I have obtained the management representation about the compliance of laws, rules and regulation and happening of events etc.

(5) I have not verified the correctness and appropriateness of financial records and books of accounts of the Company, and The verification was done based on the records and documents provided, on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.

(6) The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

**3) Disclaimer :**

The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

I further report that I could not physically verify few documents/ registers/returns due to Lockdown situation in relation to outbreak of Pandemic Covid-19 and I have relied up on the soft copies/information shared with me.

**Date: 17/05/2022**  
**Place: Ahmedabad**

**For Meenu Maheshwari & Associates**  
**SD/-**

**Proprietor**  
**(Meenu Maheshwari )**  
**Company Secretaries**

**Firm Regn No.:S2015GJ305400**  
**ICSI UDIN :F007087D000394243**  
**FCS No. 7087 C.P. No. 8953**

**ANNEXURE - 'G'**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

[Pursuant to Regulations 34(3) and Schedule V Para C Clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,  
The Members of  
JYOTI RESINS AND ADHESIVES LIMITED  
CIN L24229GJ1993PLC020879  
SURVEY NO. 873, OPP. ANAND HEALTHCARE,  
RANCHHODPURA ROAD, SANTEJ, TAL. KALOL  
DIST. GANDHINAGAR – 382721

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of JYOTI RESINS AND ADHESIVES LIMITED having CIN L24229GJ1993PLC020879 and having registered office at SURVEY NO. 873, OPP. ANAND HEALTHCARE, RANCHHODPURA ROAD, SANTEJ, TAL. KALOLDIST. GANDHINAGAR – 382721 IN and (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment
1	JAGDISH NATHALAL PATEL	00304924	01/04/2009
2	UTKARSH JAGDISHBHAI PATEL	02874427	29/01/2010
3	JYOTIKA JAGDISHBHAI PATEL	07134331	24/03/2015
4	SHANKARLAL MANGALDAS PATEL	08538275	22/08/2019
5	VIJAYKUMAR CHHOTALAL PATEL	08538310	22/08/2019
6	JAYANTILAL SHAMJIBHAI PATEL	08538317	22/08/2019
7	SANDEEP MOTILAL PATEL	01850151	05/02/2022
8	PARSHWA BHAVIKBHAI SHAH	07866765	05/02/2022
9	Prakash UdhawdasTekwani	03589658	05/02/2022

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place Ahmedabad**  
**Date 17/05/2022**  
**Company secretary**

**For, Meenu Maheshwari & Associates**  
**SD/-**

**FRN: S2015GJ305400**  
**Meenu Maheshwari**  
**Proprietor**  
**FCS No :7087**  
**CP No : 8953**  
**UDIN NO. F007087D000394188**

## **ANNEXURE - 'H'**

### **CERTIFICATE PURSUANT TO REGULATION 17(8) OF THE LISTING REGULATION**

Mr. **Jagdish N. Patel**, Managing Director and Mr. Ashok Chinubhai Jardosh, CFO of the company shall certify that, to the best of their knowledge and belief:

They have reviewed the balance sheet and profit and loss account and all its schedules and notes on accounts, as well as the cash flow statements and the Directors' Report;

- (b) These statements do not contain any materially untrue statement or omit any material fact nor do they contain statements that might be misleading;
- (c) These statements together present a true and fair view of the company, and are in compliance with the existing accounting standards and / or applicable laws / regulations;
- (d) They are responsible for establishing and maintaining internal controls and have evaluated the effectiveness of internal control systems of the company; and they have also disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, and what they have done or propose to do to rectify these;
- (e) They have also disclosed to the auditors as well as the Audit Committee, instances of significant fraud, if any, that involves management or employees having a significant role in the company's internal control systems; and
- (f) They have indicated to the auditors, the Audit Committee and in the notes on accounts, whether or not there were significant changes in internal control and / or of accounting policies during the year.

**Place : Ahmedabad.**

**Dated: 17<sup>TH</sup> May , 2022**

**For Jyoti Resins & Adhesives Limited**

<b>Jagdish N. Patel</b>	<b>Ashok Chinubhai Jardosh</b>
<b>Managing Director</b>	<b>CFO</b>

## ANNEXURE - I

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A Brief outline of the Company's CSR policy including overview of projects or programs proposed to be under taken and a reference to the web-link to the CSR policy and projects or programs.

CSR Policy - Approved by the Board of Directors on 11.02.2021

Present Activities:

(1).Made contribution to Shri Jagat bharti Education & Charitable Trust, Chotila, Dist. Surendranagar & Shree Botad Mahajan Panjarapol&Gaushala, Botad.

Future focus: Trust basically implementing and provide vocational training, self employment training in rural poor area of Surendranagar District Gujarat without distinction of caste or creed and Actively treatment of illness, unwackable & niraadhar animals

(2). Composition of CSR Committee

Corporate Social Responsibility Committee consists below mentioned :

#### Number of meetings held during FY 2022

Sr no	Name of director	Designation	Entitled to attend	attended
1	Shri JAYANTI LAL PATEL SHAMJIBHAI	Chairman	2	2
2	Shri VIJAYKUMAR PATEL CHHOTALAL	member	2	2
3	Shri SHANKARLAL PATEL MANGALDAS	member	2	2
4	Shri SANDEEP MOTILAL SHAH	Chairman	2	2
5	Shri PARSHWA BHAVIKBHAI SHAH	Member	2	2
6	Shri Prakash Udhawdas Tekwani	Member	2	2

3. Average profit before tax of the Company for last 3 financial years : Rs.10,12,70,252/-

4. Prescribed CSR expenditure : Rs.21,51,000/-  
(2% of the amount as in item 3 above)

5. Details of CSR spent during the financial year

(a) Total amount spent for the financial year : Rs. 21,51,000/-

(b) Amount unspent, if any : Nil

(c) Manner in which the amount spent during the financial year is detailed below:

Sr no	CSR Project/ activities identified	Sector in which the project is covered	Projects or programs 1.local area or other 2.Specify the state and districts where projects	Amount outlay (budget) project or programs wise	Amount spend on projects or programs sub heads: 1.Direct expenditure on projects or programs 2.overheads	Cumulative expenditure up to reporting period 2021-22	Amount spent : direct or through implementing agency
1	Promotion on Education	Vocational Training for Reaching to Unreached” Rural Development Community Mobilization and Livelihood Promotion Activities.	Trust basically implementing and provide vocational training, self employment training in rural poor area of Surendranagar District Gujarat without distinction of caste or creed	2151000	2151000	2151000	Direct Contribution

6. In case the company has failed to spend the two percent, of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board Report

N.A.

#### 7.Responsibility Statement of the CSR Committee:

The CSR committee hereby confirms that the implementation and monitoring of CSR activities are in compliance with CSR objectives and policy of the company.

Place : Ahmedabad.

Dated: 17<sup>TH</sup>May , 2022

**For Jyoti Resins & Adhesives Limited**

Jagdish N. Patel

Managing Director

Ashok Chinubhai Jardosh

CFO

## **MANAGING DIRECTOR CERTIFICATE**

### **CODE OF CONDUCT**

The Company has already informed the code of conduct & prevention of insider trading as prescribed by the Securities and Exchange Board of India to Directors & Senior Management personnel. A declaration signed by the Managing Director in this regard is given below.

I hereby confirm that the Company has obtained affirmation from all the members of the Board and senior management personnel of the Company that they have complied with the code of conduct and ethics policy of the Company framed for directors & senior management personnel in respect of the financial year 2021 - 2022.

**Jagdish N. Patel**  
**Managing Director**



# INDEPENDENT AUDITOR'S REPORT

## To The Members of JYOTI RESINS & ADHESIVES LIMITED Report on the Standalone Financial Statements

### Opinion

We have audited the accompanying standalone financial statements of JYOTI RESINS & ADHESIVES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the standard on auditing specified u/s. 143(10) of the act (SAs). Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of standalone financial statements section of our report. We are independent of the company in accordance with the code of ethics issued by ICAI together with Independence Requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide the basis for our audit opinion on the standalone financial statements.

### Emphasis of Matter

We draw attention to Note 4.23 of the financial statements, as regards the management's evaluation of COVID-19 impact on the future performance of the Company and its subsidiaries. Our opinion is not modified in respect of this matter.

### Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. There is no key audit matter with respect to standalone financial statements to be communicated in our report.

### Information other than Standalone Financial Statements and Auditor's Report thereon

The company's Board of Directors' are responsible for the preparation of the other information. The other information comprises the information included in the management discussion and analysis, board's report including annexure to board's report, Business responsibility report, Corporate governance and Shareholder's information but does not include the standalone financial statement and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is material misstatement of this other information, we are required to report the fact. We have nothing to report in this regard.

## Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended including the Companies (Indian Accounting Standards) Amendment Rules, 2019. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order issued under section 143(11) of the Act.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional Scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. the risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the bank has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial statements made by the Management and Board of Directors.

• Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause a Company to cease to continue as a going concern.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

## Report on Other Legal and Regulatory Requirements

### 1. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the afore said standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Company as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amend: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its Directors during the year is in accordance with the provisions of Section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. As stated in Note 4.24 to the standalone financial statements (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.  
(b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

**2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.**

**Suresh R Shah & Associates**  
Chartered Accountants  
FRN:110691W

**Place:** Ahmedabad  
**Date:** 17-05-2022

**Mrugen K Shah (Partner)**  
M. No.: 117412  
UDIN : 22117412AJCFCY2728

**ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT** (Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **JYOTI RESINS & ADHESIVES LIMITED** of even date)

**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub- section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **JYOTI RESINS & ADHESIVES LIMITED** (“the Company”) as of **March 31, 2022** in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

## Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Suresh R Shah & Associates**  
Chartered Accountants  
FRN:110691W

**Place:** Ahmedabad  
**Date:** 17-05-2022

**Mrugen K Shah** (Partner)  
M. No.: 117412  
UDIN : 22117412AJCFCY2728

## **ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT**

### **(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of JYOTI RESINS & ADHESIVES LIMITED of even date)**

#### **I. In respect of the Company's Property, Plant and Equipment and Intangible Assets:**

- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, and Plant and Equipment.
  - (B) The Company does not have any intangible assets and hence records showing full particulars of intangible assets is not applicable.
  - (b) The Company has a program of verification to cover all the items of Property and Plant and Equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property and Plant and Equipment were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
  - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
  - (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made there under.
- ii. (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and for inward goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
- (b) The Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

- iii.** The Company has made investments in companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:
- (a)** According to information and explanations given to us and on the basis of our examination of the records of the Company, The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii) (a) of the Order is not applicable.
- (b)** According to information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the investments made and the terms and conditions of the grant of loans, during the year are, prima facie, not prejudicial to the Company's interest.
- (c)** According to information and explanations given to us and on the basis of our examination of the records of the Company, no loans have been granted by the Company. Hence, reporting under clause 3(iii) (c) of the Order is not applicable.
- (d)** According to information and explanations given to us and on the basis of our examination of the records of the Company, no loans have been granted by the Company. Hence, reporting under clause 3(iii) (d) of the Order is not applicable.
- (e)** According to information and explanations given to us and on the basis of our examination of the records of the Company, no loans have been renewed by the Company during the year. Hence, reporting under clause 3(iii) (e) of the Order is not applicable.
- (f)** The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii) (f) of the Order is not applicable.
- The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
- iv.** In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v.** The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi.** The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- vii.** According to the information and explanations given to us, in respect of statutory dues:
- (a)** The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
- (b)** There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.
- viii.** There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a)** The Company has taken loans or other borrowings from lender. However there is no default in repayment and hence reporting under clause 3(ix) (a) of the Order is not applicable.
- (b)** The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c)** The Company has taken term loan during the year and it was used for the same purpose for which it has been taken hence, reporting under clause 3(ix) (c) of the Order is not applicable.



- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x) (a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x) (b) of the Order is not applicable.
- xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) No complaints received by the Company from the whistle blower complaints during the year (and upto the date of this report).
- xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi) (a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi) (d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

**Suresh R Shah & Associates**  
Chartered Accountants  
FRN:110691W

**Place:** Ahmedabad  
**Date:** 17-05-2022

**Mrugen K Shah** (Partner)  
M. No.: 117412  
UDIN : 22117412AJCFCY2728

# JYOTI RESINS & ADHESIVES LIMITED

## Balance sheet as at 31 March 2022

(All amounts are in Lakhs Indian Rupees, except share data and as stated)

ASSETS	Notes	As at 31 March 2022	As at 31 March 2021
<b>Non-current assets</b>			
Property, plant and equipment	5	4,626.58	3,888.77
Financial Assets			
Investments	6	7.22	7.20
Other financial assets	7	43.80	629.66
Other assets	8	-	-
<b>Total non-current assets</b>		<b>4,677.59</b>	<b>4,525.63</b>
<b>Current assets</b>			
Inventories	9	899.22	545.18
Financial Assets			
Investment	6	1.85	308.03
Trade receivables	10	6,433.31	5,209.17
Cash and cash equivalents	11	627.95	712.01
Bank Balance other than cash and cash equivalent	12	1,746.97	1,659.07
Other assets	13	780.32	1,453.02
<b>Total current assets</b>		<b>10,489.62</b>	<b>9,886.47</b>
<b>TOTAL ASSETS</b>		<b>15,167.21</b>	<b>14,412.10</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share Capital	14	400.00	400.00
Other Equity	15	5,853.47	3,994.27
<b>Total Equity</b>		<b>6,253.47</b>	<b>4,394.27</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial Liabilities			
Borrowings	16	-	5.27
Other financial liabilities	18	40.64	28.57
Deferred Tax liabilities (Net)	20	24.69	22.98
<b>Total non-current liabilities</b>		<b>65.33</b>	<b>56.82</b>
<b>Current liabilities</b>			
Financial Liabilities			
Borrowings	16	5.27	23.42
Trade Payables	17	206.10	212.51
Other financial liabilities	18	8,360.62	9,089.37
Provisions	19	109.77	485.78
Other liabilities	21	166.65	149.93
<b>Total current liabilities</b>		<b>8,848.41</b>	<b>9,961.01</b>
<b>Total Liabilities</b>		<b>8,913.74</b>	<b>10,017.83</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>15,167.21</b>	<b>14,412.10</b>

Significant accounting policies

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

for Suresh R Shah & Associates

Chartered Accountants

ICAI Firm Registration Number : 110691W

**Mrugen Shah**

Partner

Membership no: 117412

Place: Ahmedabad

Date: 17-05-2022

4

for and on behalf of the Board of Directors of

**JYOTI RESINS & ADHESIVES LIMITED**

CIN : L24229GJ1993PLC020879

**JAGDISH N PATEL**

Managing Director

DIN: 00304924

Place: Ahmedabad

Date: 17-05-2022

**UTKARSH J PATEL**

Director

DIN: 02874427

# JYOTI RESINS & ADHESIVES LIMITED

## Statement of profit and loss for the year ended 31 March 2022

(All amounts are in Lakhs Indian Rupees, except share data and as stated)

	Notes	Year ended 31 March 2022	Year ended 31 March 2021
Revenue from operations	22	18,195.54	10,129.39
Other income	23	345.05	642.43
<b>Total income</b>		<b>18,540.59</b>	<b>10,771.82</b>
<b>Expenses</b>			
Cost of materials consumed	24	11,348.15	4,854.20
Changes in inventories of finished goods, work-in progress, stock in trade and packing materials	25	(272.88)	350.26
Employee benefits expense	26	1,462.27	1,294.50
Finance costs	27	4.61	6.63
Depreciation and amortisation expense	28	70.65	62.17
Other expenses	29	3,281.89	2,586.71
<b>Total expenses</b>		<b>15,894.69</b>	<b>9,154.47</b>
<b>Profit before exceptional items and income tax</b>		<b>2,645.90</b>	<b>1,617.35</b>
<b>Exceptional items</b>		-	-
<b>Profit before tax</b>		<b>2,645.90</b>	<b>1,617.35</b>
Current tax		665.00	400.00
Deferred tax (credit) / charge	20	4.48	0.84
<b>Income tax expense</b>		<b>669.48</b>	<b>400.84</b>
<b>Profit for the year</b>		<b>1,976.42</b>	<b>1,216.51</b>
<b>Other comprehensive income net of taxes</b>			
<b>Items that will not be reclassified subsequently to profit or loss</b>			
Remeasurement of the net defined benefit liability / asset, net		-	-
Equity instruments through other comprehensive income, net		-	-
Income tax relating to items that will not be reclassified subsequently to profit or loss		-	-
<b>Net other comprehensive income not to be reclassified subsequently to profit or loss</b>		<b>-</b>	<b>-</b>
<b>Items that will be reclassified subsequently to profit or loss</b>			
Fair value changes on derivatives designated as cash flow hedge, net		-	-
Fair value changes on investments, net		-	-
Income tax relating to items that will be reclassified subsequently to profit or loss		-	-
<b>Net other comprehensive income to be reclassified subsequently to profit or loss</b>		<b>-</b>	<b>-</b>
<b>Other comprehensive income for the year, net of tax</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>1,976.42</b>	<b>1,216.51</b>

### Earnings per share:

Equity shares of par value ₹10 each

Basic	49.41	30.41
Diluted	49.41	30.41

Significant accounting policies

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The notes referred to above form are an integral part of these financial statements

As per our report of even date attached

For Suresh R Shah & Associates  
Chartered Accountants  
ICAI Firm Registration Number : 110691W

**Mrugen Shah**  
Partner  
Membership no: 117412

Place: Ahmedabad  
Date: 17-05-2022

for and on behalf of the Board of Directors of  
**JYOTI RESINS & ADHESIVES LIMITED**  
CIN : L24229GJ1993PLC020879

**JAGDISH N PATEL**                      **UTKARSH J PATEL**  
Managing Director                      Director  
DIN: 00304924                          DIN: 02874427

Place: Ahmedabad  
Date: 17-05-2022

## JYOTI RESINS & ADHESIVES LIMITED

Cash flow statement for the year ended 31 March 2022

(All amounts are in Lakhs Indian Rupees, except share data and as stated)

	Year ended 31 March 2022	Year ended 31 March 2021
<b>Cash flow from operating activities</b>		
Net profit before tax	2,645.90	1,617.35
Adjustments:		
Depreciation and amortisation	70.65	62.17
Finance expense	4.61	6.63
Profit on Sale of Investment	(185.16)	(136.16)
Net Loss/(Gain) on fair value change	60.89	(179.09)
Interest Income	(145.87)	(142.30)
Dividend Income	(5.35)	(1.93)
<b>Operating cash flow before working capital changes</b>	<b>2,445.67</b>	<b>1,226.66</b>
<b>Working capital adjustments:</b>		
Decrease / (Increase) in trade receivables	(1,224.15)	107.02
Decrease / (Increase) in other current assets	672.70	(267.08)
Decrease / (Increase) in other non current financial assets	585.86	(229.66)
Decrease / (Increase) in other bank balances	(87.90)	(625.95)
Decrease/ (increase) in inventories	(354.03)	323.29
Increase/ (decrease) in trade payables	(6.41)	(183.17)
Increase/ (decrease) in borrowings	(18.14)	1.76
Increase/ (decrease) in other financial liabilities	(728.75)	1,012.76
Increase/ (decrease) in provisions	(391.01)	(38.99)
Increase/ (decrease) in other current liabilities	16.72	41.01
<b>Cash generated from operations</b>	<b>910.55</b>	<b>1,367.67</b>
Less: Income tax paid	(650.00)	(325.00)
<b>Net cash generated from operating activities (a)</b>	<b>260.55</b>	<b>1,042.67</b>
<b>Cash flow from investing activities</b>		
Purchase of Fixed Assets	(808.46)	(1,634.61)
Change in Capital Advance	-	-
Investment made	430.44	568.72
Dividend Received	5.35	1.93
Interest received	145.87	142.30
<b>Net cash used in investing activities (b)</b>	<b>(226.80)</b>	<b>(921.67)</b>
<b>Cash flow from financing activities</b>		
Borrowings made	(5.27)	(93.36)
Increase in Security Deposits from Distributors	12.07	9.93
Dividened paid	(120.00)	(100.00)
Finance costs paid	(4.61)	(6.63)
<b>Net cash generated from / (used in) financing activities (c)</b>	<b>(117.81)</b>	<b>(190.06)</b>
<b>Net increase/ (decrease) in cash and cash equivalents (a)+(b)+(c)</b>	<b>(84.06)</b>	<b>(69.05)</b>
Cash and cash equivalents at the beginning of the year	712.01	781.06
<b>Cash and cash equivalents at the end of the year</b>	<b>627.95</b>	<b>712.01</b>
<b>JYOTI RESINS &amp; ADHESIVES LIMITED</b>		
<b>Cash flow statement for the year ended 31 March 2021 (continued)</b>		
(All amounts are in Lakhs Indian Rupees, except share data and as stated)		
<b>Notes to cash flow statement</b>		
	As at 31 March 2022	As at 31 March 2021
Components of cash and cash equivalents		
Cash on hand	6.36	5.23
Balances with Bank		
In Current Account	198.76	706.78
In Fixed Deposit Accounts with original maturity of 3 months or less	422.83	-
	<b>627.95</b>	<b>712.01</b>

Significant accounting policies

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

for Suresh R Shah & Associates

Chartered Accountants

ICAI Firm Registration Number : 110691W

**Mrugen Shah**

Partner

Membership no: 117412

Place: Ahmedabad

Date: 17-05-2022

4

for and on behalf of the Board of Directors of  
**JYOTI RESINS & ADHESIVES LIMITED**

CIN : L24229GJ1993PLC020879

**JAGDISH N PATEL**

Managing Director

DIN: 00304924

Place: Ahmedabad

Date: 17-05-2022

**UTKARSH J PATEL**

Director

DIN: 02874427

# JYOTI RESINS & ADHESIVES LIMITED

## Statement of changes in Equity for the year ended 31 March 2022

(All amounts are in Lakhs Indian Rupees, except share data and as stated)

<b>a. Equity share capital</b>	
As at 31 March 2021	400.00
Changes in equity share capital	-
<b>As at 31 March 2022</b>	<b>400.00</b>

### b. Other equity

	<b>Retained earnings</b>	<b>Revaluation Reserve</b>	<b>Total</b>
Balance at 1 April 2020	1,197.85	1,242.59	2,440.45
Profit for the year	1,216.51	-	1,216.51
Revaluation reserve for the year	-	437.32	437.32
Other comprehensive income	-	-	-
Less: Dividend	100.00	-	100.00
<b>Total comprehensive income for the year</b>	<b>1,116.51</b>	<b>437.32</b>	<b>1,553.82</b>
<b>Balance as at 31 March 2021</b>	<b>2,314.36</b>	<b>1,679.91</b>	<b>3,994.27</b>
<b>b. Other equity</b>			
	<b>Retained earnings</b>	<b>Revaluation Reserve</b>	<b>Total</b>
Balance at 1 April 2021	2,314.36	1,679.91	3,994.27
Profit for the year	1,976.42	-	1,976.42
Other Adjustment	2.77	-	2.77
Revaluation reserve for the year	-	-	-
Other comprehensive income	-	-	-
Less: Dividend	120.00	-	120.00
<b>Total comprehensive income for the year</b>	<b>1,859.19</b>	<b>-</b>	<b>1,859.19</b>
<b>Balance as at 31 March 2022</b>	<b>4,173.55</b>	<b>1,679.91</b>	<b>5,853.47</b>

# JYOTI RESINS & ADHESIVES LTD

Notes on Financial Statements for the year ended 31st March 2022

## 1 Corporate information

Jyoti Resins and Adhesives Limited ('The Company') is a public limited company incorporated and domiciled in India. The address of its registered office is Survey No.873, Opp. Anand Healthcare, Ranchhodpura Road, Santej, Tal. Kalol, Dist. Gandhinagar 382721, Gujarat. The Company is in the business of manufacturing of high grade synthetic wood adhesives with its EURO7000 brand. The Company has a huge plant with the capacity of 1500 tons/month, which is located at Santej, Kalol.

## 2 Basis of preparation of financial statements

These financial statements are in accordance with Indian Accounting Standards (IND AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provision of the Companies Act,2013 ("the Act") (to the extent notified) and guidelines issued by the Securities & Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of Companies (Indian Accounting Standard) Rules,2015 and relevant rules issued thereafter.

Accounting policies have been consistently applied except where newly issued accounting standards is initially adopted or a revision to an existing standard requires a change in the Accounting policy hitherto in used.

As the quarter and year figures are taken from the source and rounded to the nearest digit, the figures reported for the previous quarters might not always adopt to the year-end figures reported in these statements.

The Company's presentation and functional currency is Indian Rupees (₹) and all values are rounded to the nearest digits.

## 3 Use of estimates

The preparation of the Company's IndAS financial statements requires management to make informed judgements, reasonable assumptions and estimates that affect the amounts reported in the financial statements and notes thereto. Uncertainty about these could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in the future periods. These assumptions and estimates are reviewed periodically based on the most recently available information. Revisions to accounting estimates are recognized prospectively in the Statement of Profit & Loss in the period in which the estimates are revised and in any future periods affected.

In the assessment of the Company, the most significant effects of use of judgments and/or estimates on the amounts recognized in the financial statements relate to the following areas:

- Useful lives of property, plant & equipment;
- Valuation of inventories;
- Measurement of recoverable amounts of assets / cash-generating units;
- Assets and obligations relating to employee benefits;
- Evaluation of recoverability of deferred tax assets; and
- Provisions and Contingencies.

## 4 Significant accounting policies

### 4.1 Property, plant and equipment Recognition and measurement

- a) The cost of an item of property, plant and equipment is recognized as an asset only if it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably.
- b) Property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment loss, if any.
- c) The initial cost of an asset comprises its purchase price or construction cost (including import duties and non-refundable taxes) after deducting trade discounts and rebates, any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation (if any) and the applicable borrowing cost till the asset is ready for its intended use.
- d) Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.
- e) Any gain or loss on disposal of an item of property, plant and equipment is recognized in profit or loss.
- f) Major spare parts which meet the definition of property plant and equipment are capitalized as property, plant and equipment. In other cases, the spare parts are inventorised on procurement and charged to Statement of Profit & Loss on issue/consumption.
- g) Direct expenses incurred during construction period capital on projects are
- h) Addition in the value of fixed assets during the year includes Revaluation of Building of Rs.19,41,150/- & of Office Premises of Rs.4,17,90,547/-.

#### 4.2 Capital work-in-progress:

Projects under which property, plant and equipment are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

#### 4.3 Depreciation

Depreciation on tangible fixed assets is provided using the Straight Line Method based on the useful life of the assets as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Companies Act, 2013. In case of additions or deletions during the year, depreciation is computed from the month in which such assets are put to use and up to previous month of sale or disposal, as the case may be.

#### 4.4 Cash flow Statement

Cash flows are reported using the indirect method, whereby profit/(loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals or accruals of past or future cash receipts or payments. The cash flows are from operating, investing and financing activities of the Company are segregated based on the available information.

#### 4.5 Transaction in Foreign Currency

Foreign currency transactions are recorded at the exchange rate prevailing on the date of such transaction. Foreign currency monetary assets and liabilities are reported using the closing rate. Gains and losses arising on account of difference in foreign exchange rates on settlement/translation of monetary assets and liabilities on the closing date are recognized in the Statement of Profit and Loss.

#### 4.6 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### 4.7 Cash and cash equivalents

Cash comprises cash on hand and demand / short term deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

#### 4.8 Investments

Equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

#### 4.9 Trade receivables

Trade receivables are amounts due from customers for sale of goods in the ordinary course of business. Trade receivables are initially recognized at its transaction price which is considered to be its fair value and are classified as current assets as it is expected to be received within the normal operating cycle of the business.

#### 4.10 Borrowings

Borrowings are initially recorded at fair value and subsequently measured at amortized costs using effective interest method. Transaction costs are charged to statement of profit and loss as financial expenses over the term of borrowing.

#### 4.11 Trade payables

Trade payables are amounts due to vendors for purchase of goods in the ordinary course of business and are classified as current liabilities to the extent it is expected to be paid within the normal operating cycle of the business.

#### 4.12 Other financial assets and liabilities

Other non-derivative financial instruments are initially recognized at fair value and subsequently measured at amortized costs using the effective interest method.

#### 4.13 De-recognition of financial assets and liabilities

The Company derecognizes a financial asset when the contractual right to the cash flows from the asset expires or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction which substantially all the risk and rewards of ownership of the financial asset are transferred.

The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expired; the difference between the carrying amount of derecognized financial liability and the consideration paid is recognized as profit or loss.

#### 4.14 Leases - Company as a lessee

##### Finance lease

Leases where the Company assumes substantially all the risks and rewards of ownership are classified as finance lease. Such leases are capitalized at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognized for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

#### **Operating lease**

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognized as operating lease. Operating lease payments are recognized as an expense on a straight line basis over the lease term unless the payments are structured to increase in line with the expected general inflation so as to compensate for the lessor's expected inflationary cost increases.

#### **4.15 Inventories**

Inventories at year-end are valued at the Lower of the Cost Price or Net Realizable Value after providing for Obsolescence and other losses, wherever considered necessary. Cost of inventories comprises of cost of purchase, cost of conversion and costs incurred in bringing them to their respective present location and condition.

#### **4.16 Impairment of assets**

##### **Financial assets**

At each balance sheet date, the Company assesses whether a financial asset is to be impaired. Ind AS 109 requires expected credit losses to be measured through loss allowance. The Company measures the loss allowance for financial assets at an amount equal to lifetime expected credit losses if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for financial assets at an amount equal to 12-month expected credit losses. The Company uses both forward-looking and historical information to determine whether a significant increase in credit risk has occurred.

##### **Non-financial assets**

##### **Property, plant and equipment**

Property, plant and equipment with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss to such extent. When an impairment loss subsequently reverses, the carrying amount of the asset (or a CGU) is increased to the revised estimate of its recoverable amount, such that the increase in the carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years. A reversal of an impairment loss is recognised immediately in statement of profit and loss. The Company depreciates property, plant and equipment over their estimated useful lives using the straightline method. The estimated useful lives of assets are as follows :

Office Buildings - 60 years  
 Plant and Equipments - 20 years  
 Furniture and Fixtures - 10 years  
 Vehicles - 8 years  
 Computer equipments - 3 years  
 Factory & Laboratory buildings - 30 years

#### **4.17 Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable. Revenue from sale of goods are net of applicable taxes, estimated returns and reduction/addition towards variable consideration includes discounts, rebates, incentives, promotional couponing and schemes.

The revenue is recognized when the significant risks and rewards of ownership of goods are transferred to the buyer, recoverability of consideration is probable, the amount of revenue and cost incurred or to be incurred in respect of the transaction can be measured reliably and there is no continuing managerial involvement over the goods sold.

Income from services is recognized when the services are rendered or when contracted milestones have been achieved.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income is recognized when the Company's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of dividend can be measured reliably.

Revenue / Income and Cost / Expenditure are generally accounted on accrual basis as they are earned/ incurred, except those with significant uncertainties. Dividend Income from investment is recognized as and when received. Other Incomes are accounted for on accrual basis except when the recovery is uncertain, it is accounted for on receipt basis. Claims made against the Company are evaluated as to type thereof, period for which they are outstanding and appropriate provisions made. Claims are stated net of recoveries from insurance companies and others. Administrative and other expenses are stated net of recoveries, wherever applicable.

#### **4.18 Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of these assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in statement of profit and loss in the period in which they are incurred.

#### **4.19 Provisions and Contingencies**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.



#### 4.20 Employees Benefit

- a) Short term employee benefits are recognized as expenses at the undiscounted amount in the Statement of Profit and Loss of the year for which the related service is rendered.
- b) Defined Contribution Plan: Monthly contribution to the provident fund which is under defined contribution schemes are charged to Statement of Profit & Loss and deposited with the provident fund authorities on monthly basis.
- c) Defined Benefit Plans: Gratuities to employees are covered under the employees' group gratuity schemes and the premium is paid on the basis of their actuarial valuation using the projected unit credit method. Actuarial gain and losses net of deferred taxes arising from experience adjustments and changes in actuarial assumptions are recognized in other comprehensive income in the period in which they arise. Any short falls in case of premature resignation or termination to the extent not reimbursed by LIC is being absorbed in the year of payment.
- d) Termination benefits are charged to the Statement of Profit and Loss in the year of accrual when the Company is committed without any possibility of withdrawal of an offer made to either terminate employment before the normal retirement date or as a result of an offer made to encourage voluntary retirement.

#### 4.21 Taxes on income

Income tax expense comprises current and deferred tax expense. Income tax expenses are recognized in statement of profit and loss, except when they relate to items recognized in other comprehensive income or directly in equity, in which case, income tax expenses are also recognized in other comprehensive income or directly in equity respectively. Current tax is the tax payable on the taxable profit for the year, using tax rates enacted or substantively enacted by the end of reporting period by the governing taxation laws, and any adjustment to tax payable in respect of previous periods. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Current year's Income Tax Provision is netted off against current year's advance tax paid, tax deducted at source receivable and tax collected at source receivable.

Deferred taxes arising from deductible and taxable temporary differences between the tax base of assets and liabilities and their carrying amount in the financial statements are recognized using substantively enacted tax rates and laws expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled. The deferred tax arising from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction are not recognized. Deferred tax asset are recognized only to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized.

Deferred tax assets and liabilities are offset when the Company has a legally enforceable right to do the same.

#### 4.22 Earning Per Share

Basic earnings per share is computed and disclosed using the weighted average number of common shares outstanding during the year. Dilutive earning per share is computed and disclosed using the weighted average number of common and dilutive common equivalent shares outstanding during the year, except when the results would be anti-dilutive.

#### 4.23 Global Health Pandemic on COVID-19

The Company has considered the possible effects that may result from COVID-19 on the carrying amounts of financial assets, inventory, receivables, loans and advances, property plant and equipment, intangibles etc as well as liabilities accrued. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the Company has used internal and external information. Having reviewed the underlying data and based on current estimates, the Company does not expect any material impact on the carrying amount of these assets and liabilities. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions. The Company has also evaluated the impact of the same on the aforementioned risks i.e. credit risk, liquidity risk, market risk, currency risk and interest risk and does not foresee any material impact on account of the same.

#### 4.24 Dividend

The final dividend on shares is recorded as a liability on the date of approval by the shareholders. The Company declares and pays dividends in Indian rupees.

Companies are required to pay / distribute dividend after deducting applicable withholding income taxes.

The amount of per share dividend recognized as distribution to equity shareholders in accordance with Companies Act 2013 is as follows :

Particulars	Year ended March 31,	
	2022	2021
Final dividend for fiscal 2021	3.00	-
Final dividend for fiscal 2020	0.00	2.50

The Board of Directors, at its meeting on May 17, 2022, recommended a final dividend of Rs. 7.5 per equity share for the financial year ended March 31, 2022. This payment is subject to the approval of shareholders in the Annual General Meeting (AGM) of the Company.

# JYOTI RESINS & ADHESIVES LIMITED

Notes to financial statements for the year ended 31 March 2022

(All amounts are in Lakhs Indian Rupees, except share data and as stated)

## 5 Property, plant and equipment

(See accounting policy in note 4.1)

### Reconciliation of carrying amount

Particulars	Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Computers	Laboratory building	Office premises	Total
<b>Cost or deemed cost (gross carrying amount)</b>									
Balance at 1 April 2020	1,258.67	101.87	260.25	132.86	179.45	13.28	1.07	246.80	2,194.24
Additions	1,520.10	79.34	9.21	43.09	-	2.29	-	417.91	2,071.93
Disposals	-	-	-	-	-	-	-	-	-
<b>Balance at 31 March 2021</b>	<b>2,778.78</b>	<b>181.20</b>	<b>269.46</b>	<b>175.95</b>	<b>179.45</b>	<b>15.57</b>	<b>1.07</b>	<b>664.70</b>	<b>4,266.17</b>
Balance at 1 April 2021	2,778.78	181.20	269.46	175.95	179.45	15.57	1.07	664.70	4,266.18
Additions	-	114.40	148.59	16.70	32.97	8.35	-	487.46	808.46
Disposals	-	-	-	-	-	-	-	-	-
<b>Balance at 31 March 2022</b>	<b>2,778.78</b>	<b>295.60</b>	<b>418.05</b>	<b>192.65</b>	<b>212.42</b>	<b>23.92</b>	<b>1.07</b>	<b>1,152.16</b>	<b>5,074.64</b>
<b>Accumulated depreciation</b>									
Balance at 1 April 2020	-	38.20	175.10	18.12	59.51	3.85	0.74	19.71	315.24
Depreciation for the year	-	4.35	15.94	8.06	19.42	3.15	0.03	11.21	62.17
Disposals	-	-	-	-	-	-	-	-	-
<b>Balance at 31 March 2021</b>	<b>-</b>	<b>42.55</b>	<b>191.04</b>	<b>26.18</b>	<b>78.94</b>	<b>7.00</b>	<b>0.78</b>	<b>30.92</b>	<b>377.41</b>
Balance at 1 April 2021	-	42.55	191.04	26.18	78.94	7.00	0.78	30.92	377.41
Depreciation for the year	-	6.68	13.17	17.65	17.84	4.05	0.03	11.22	70.65
Disposals	-	-	-	-	-	-	-	-	-
<b>Balance at 31 March 2022</b>	<b>-</b>	<b>49.23</b>	<b>204.21</b>	<b>43.83</b>	<b>96.78</b>	<b>11.05</b>	<b>0.81</b>	<b>42.14</b>	<b>448.06</b>
<b>Carrying amount (net)</b>									
As at 31 March 2021	2,778.78	138.65	78.42	149.77	100.51	8.57	0.29	633.78	3,888.77
<b>As at 31 March 2022</b>	<b>2,778.78</b>	<b>246.37</b>	<b>213.84</b>	<b>148.82</b>	<b>115.64</b>	<b>12.87</b>	<b>0.26</b>	<b>1,110.02</b>	<b>4,626.58</b>

**JYOTI RESINS & ADHESIVES LIMITED**
**Notes to financial statements for the year ended 31 March 2022**
*(All amounts are in Lakhs Indian Rupees, except share data and as stated)*
**6 Investments**

(See accounting policies in Notes 4.8)

Particulars	As at 31 March, 2022	As at 31 March, 2021
<b>Non-current investments</b>		
<b>Unquoted investments</b>		
<b>Investments in equity instruments</b>		
<b>At amortised cost</b>		
Kalupur Commercial Co-operative bank (28,698 shares of Rs.25 each)	7.17	7.17
Atithya Non Trade Association (6 shares of Rs.500 each)	0.03	0.03
Neptune Co Op Housing Soc Ltd (2 shares of Rs.600 each)	0.01	
<b>(A)</b>	<b>7.22</b>	<b>7.20</b>
<b>Quoted</b>		
<b>At FVTPL</b>		
<b>Investments in equity instruments</b>		
Ambition Mica Ltd (3000 shares of Rs.5 each)	-	0.15
Balkrishna Industries Ltd (2500 shares of Rs.1688.50 each)	-	42.21
Biocon Ltd (4995 shares of Rs.408.90 each)	-	20.42
Future Retail Ltd (9800 shares of 42.65 each)	-	4.18
Saumya Capital Ltd (2994 shares of 0.22 each)	0.01	0.01
Tata Motors Ltd (56957 shares of 301.80 each)	-	171.90
Vodafone Idea Ltd (190000 shares of 9.25 each)	-	17.58
Wipro Ltd (11890 shares of 414.15 each)	-	49.24
Yes Bank Ltd (15000 shares of 15.60 each)	1.85	2.34
<b>(B)</b>	<b>1.85</b>	<b>308.03</b>
<b>Total Investments (A)+(B)</b>	<b>9.07</b>	<b>315.23</b>
<b>Current</b>	<b>1.85</b>	<b>308.03</b>
<b>Non-current</b>	<b>7.22</b>	<b>7.20</b>
<b>7 Other financial assets</b>		
Fixed Deposits with Banks with original maturity of more than 12 months	43.80	629.66
	<b>43.80</b>	<b>629.66</b>
<b>8 Other non-current assets</b>		
Capital advance	-	-
	-	-

**9 Inventories**

Valued at lower of cost and net realizable value

Particulars	As at 31 March, 2022	As at 31 March, 2021
Raw Materials	227.12	139.74
Packing Material	133.22	139.43
Work in Process	54.29	33.94
Finished Goods	484.60	232.07
<b>Total</b>	<b>899.22</b>	<b>545.18</b>

**10 Trade receivables**
**Particulars**
**Unsecured, considered good**

Particulars	As at 31 March, 2022	As at 31 March, 2021
Outstanding for a period exceeding 6 months	511.76	642.28
Outstanding for a period less than 6 months	5,921.55	4,566.88
<b>Total Trade receivables</b>	<b>6,433.31</b>	<b>5,209.17</b>

Particulars	Less than 6 months	6 months to 1 year	1 to 2 years	2-3 years	More than 3 years	Total
Undisputed- Good	5915.63	226.41	92.03	94.51	59.56	6388.13
Undisputed-doubtful	5.92	11.92	10.23	10.50	6.62	45.18
Disputed- Good	0.00	0.00	0.00	0.00	0.00	0.00
Disputed-doubtful	0.00	0.00	0.00	0.00	0.00	0.00
<b>TOTAL</b>	<b>5921.55</b>	<b>238.33</b>	<b>102.26</b>	<b>105.01</b>	<b>66.17</b>	<b>6433.31</b>

#### Further clasification

Secured Good

Unsecured Good

Doubtful

6388.13

45.18

#### 11 Cash and bank balances

##### Particulars

##### Cash and cash equivalents

Cash on hand

Balances with Bank

In Current Account

In Fixed Deposit Accounts with original maturity of 3 months or less

As at  
31 March, 2022

As at  
31 March, 2021

6.36

5.23

198.76

706.78

422.83

-

**627.95**

**712.01**

#### 12 Bank Balance other than cash and cash equivalent

##### Other Bank Balance

In Fixed Deposit Accounts with original maturity of more than 3 months but upto 12 months

1,742.98

1,656.91

##### Earmarked Account

Dividend Payment Bank Account

3.99

2.16

**Total**

**1,746.97**

**1,659.07**

#### 13 Other current assets

Balance with statutory authorities

39.94

353.69

Sundry deposits and advances

739.41

1,098.19

Prepaid Expenses

0.97

1.14

**Total**

**780.32**

**1,453.02**

## JYOTI RESINS & ADHESIVES LIMITED

Notes to financial statements for the year ended 31 March 2022

(All amounts are in Lakhs Indian Rupees, except share data and as stated)

### 14 Share capital

Particulars	As at 31 March 2022		As at 31 March 2021	
	Number of shares	Amount (Rs. in lakhs)	Number of shares	Amount (Rs. in lakhs)
<b>Authorized</b> Equity shares of Rs 10/- each with voting rights	5,40,00,000	5,400.00	5,40,00,000	5,400.00
<b>Issued, subscribed and fully paid-up</b> Equity shares of Rs 10/- each with voting rights	5,40,00,000	5,400.00	5,40,00,000	5,400.00
	40,00,000	400.00	40,00,000	400.00
<b>Total</b>	<b>40,00,000</b>	<b>400.00</b>	<b>40,00,000</b>	<b>400.00</b>

(Refer notes (i) to (iv) below)

Notes:

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year

Particulars	As at 31 March 2022		As at 31 March 2021	
	Number of shares	Amount (Rs. in lakhs)	Number of shares	Amount (Rs. in lakhs)
<i>At the commencement and at the end of the year</i> -Equity shares with voting rights	4000000	400.00	4000000	400.00

(ii) Details of rights, preferences and restrictions attached to the shares

The company has only one class of ordinary equity shares and the holders of these ordinary shares are entitled to receive dividends as and when declared by the company. All shares rank equally with regard to the company's residual assets.

(iii) Details of shareholders holding more than 5% shares in the company

Name of the shareholder	As at 31 March 2022		As at 31 March 2021	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<b>Equity shares of Rs. 10/- each fully paid</b>				
Utkarsh Jagdishbhai Patel	4.02	10.05%	3.90	9.75%
Jagdish Nathalal Patel	6.08	15.21%	5.98	14.94%
Jyotika Jagdishbhai Patel	4.32	10.81%	4.30	10.74%
Udita Jagdishbhai Patel	2.41	6.02%	2.41	6.02%
Naisha IT Solutions pvt ltd	3.08	7.70%	3.08	7.70%
Priyanka Utkarshbhai Patel	4.23	10.56%	4.22	10.54%

(iv) The details of the shares held by promoters as at March 31,2022 are as follows

Sr No	Promoter Name	No of Shares	% of Total Shares	% Change during the year
1	JAGDISH N. PATEL	6.08	15.21	0.27
2	JAGDISH N. PATEL HUF	0.06	0.15	0.15
3	UTKARSH J. PATEL	4.02	10.05	0.30
4	UTKARSH J. PATEL HUF	0.07	0.18	0.18
5	JYOTIKA J. PATEL	4.32	10.81	0.07
6	PRIYANKA U. PATEL	4.23	10.56	0.02
7	SUKETU R. PATEL	1.20	3.00	-
		<b>19.99</b>	<b>49.96</b>	<b>0.99</b>

(iv) Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

Particulars	Aggregate number of shares	
	As at 31 March, 2022	As at 31 March, 2021
<b>Equity shares with voting rights</b>		
Fully paid up pursuant to contracts without payment being received in cash	-	-
Fully paid up by way of bonus shares	-	-
Shares bought back	-	-

## JYOTI RESINS & ADHESIVES LIMITED

Notes to financial statements for the year ended 31 March 2022

(All amounts are in Lakhs Indian Rupees, except share data and as stated)

### 15 Other equity

#### Retained earnings

As at 31 March 2021

Profit for the year

Less : Dividend

As at 31 March 2022

Amount

2,314.36

1,976.42

(120.00)

4,170.78

#### Revaluation Reserves

As at 31 March 2021

Movement in OCI during the year

As at 31 March 2022

1,679.91

-

1,679.91

#### Total

5,850.69

#### Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, borrowings, less cash and cash equivalents, excluding discontinued operations

Particulars	As at 31 March 2022	As at 31 March 2021
Borrowings	5.27	28.68
Less : Cash and cash equivalent (Note)	627.95	712.01
Net debt	(622.68)	(683.32)
Equity	400.00	400.00
Other equity	5,853.47	3,994.27
Total capital	6,253.47	4,394.27
Capital and net debt	5,630.79	3,710.95

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2022.

Due to non Utilization of CC Limits of Banks gearing ratio has changed drastically in comparison to previous years

#### Earnings per share (EPS)

Basic and diluted earnings per share

The calculation of basic earnings per share is based on loss attributable to ordinary shareholders and weighted-average number of ordinary shares outstanding as follows:

	As at 31 March 2022	As at 31 March 2021
Profit attributable to the equity shareholders of the Company	1,976	1,246
Weighted average number of equity shares	40.00	40.00
Basic and diluted earnings per share (EPS)	49.41	31.14

## JYOTI RESINS & ADHESIVES LIMITED

Notes to financial statements for the year ended 31 March 2022

(All amounts are in Lakhs Indian Rupees, except share data and as stated)

	As at 31 March, 2022	As at 31 March, 2021
<b>16 Borrowings</b>		
Secured Term loans	5.27	28.68
	5.27	28.68
Non-current	-	5.27
Current	5.27	23.41

**Note:**

**Details of security for the secured loans repayable on demand:**

1. Secured Loan consists of Car Loan taken from Axis Bank having interest rate of 8.67% for Mercedes Car.

**17 Trade payables**

Particulars	As at 31 March, 2022	As at 31 March, 2021
Trade payables to related parties		
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	206.10	212.51
<b>Total</b>	<b>206.10</b>	<b>212.51</b>

Note : The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises development Act, 2006 and hence disclosure relating to amounts unpaid at the year end has not been given.

Particulars	Less than 1 year	1 to 2 years	2-3 years	More than 3 years	Total
MSME					
OTHERS	203.32			2.78	206.10
Disputed- MSME					
Disputed-Others					

**18 Other financial liabilities**

Security deposits from Staff	3.50	2.98
Security deposits from Distributors	40.64	28.57
Dividend Payable	3.99	2.16
Liabilities for expenses *	8,166.83	9,010.04
Other financial liabilities **	186.30	159.95
	<b>8,401.25</b>	<b>9,203.71</b>
Non-current	40.64	28.57
Current	8,360.62	9,175.14
	<b>8,401.25</b>	<b>9,203.71</b>

\* Liabilities for expenses towards sales promotion has been re grouped from provisions to other financial liabilities(Current)

\*\* Other financial liabilities are liabilities of Gratuity for Employees of the Company.

## 19 Provisions

Provision for Income tax (Refer note 4.21)	-	400.00
Payable for employee benefits	109.77	85.78
	<b>109.77</b>	<b>485.78</b>
Non-current	-	-
Current	109.77	485.78
	<b>109.77</b>	<b>485.78</b>

## 20 Deferred tax liabilities (net)

As at the start of the year	22.98	22.14
Charge / (credit ) to Statement of profit and loss	1.71	0.84
At the end of the year	<b>24.69</b>	<b>22.98</b>

## 21 Other current liabilities

	As at 31 March, 2022	As at 31 March, 2021
Statutory liabilities	163.15	147.53
Unpaid Auditor's Remuneration	3.50	2.40
	<b>166.65</b>	<b>149.93</b>



## JYOTI RESINS & ADHESIVES LIMITED

Notes to financial statements for the year ended 31 March 2022

(All amounts are in Lakhs Indian Rupees, except share data and as stated)

### 22 Revenue from operations

Particulars	For the year ended 31 March, 2022	For the year ended 31 March, 2021
Sale of products	18,195.54	10,129.39
<b>Total revenue from operations</b>	<b>18,195.54</b>	<b>10,129.39</b>
<b>Reconciliation of revenue recognised with the contracted price is as follows:</b>		
	<b>For the year ended 31 March, 2022</b>	<b>For the year ended 31 March, 2021</b>
Contracted Price	17,474.29	10,997.55
Addition / (Reduction) towards variable consideration components*	721.26	(868.16)
	<b>18,195.54</b>	<b>10,129.39</b>

\*The Addition/(Reduction) towards variable consideration includes discounts, rebates, incentives, promotional couponing and schemes.

### 23 Other income

Particulars	For the year ended 31 March, 2022	For the year ended 31 March, 2021
Interest Income	145.87	142.30
Dividend Income	5.35	1.93
Other income	8.67	182.95
Profit/(Loss) on sale of shares	185.16	136.16
<b>Total</b>	<b>345.05</b>	<b>463.34</b>

Note : Other Income of F.Y.2020-21 includes VAT Refund of Rs.1,80,05,316/-

### Other gains / (losses) net

Particulars	For the year ended 31 March, 2022	For the year ended 31 March, 2021
Changes in fair value of equity instruments recognised at FVTPL	-	179.09
	<b>-</b>	<b>179.09</b>

### 24 Cost of materials consumed

Particulars	For the year ended 31 March, 2022	For the year ended 31 March, 2021
<b>Raw material</b>		
Opening Stock of Raw Materials	139.74	139.68
Add : Purchases made during th year	9,535.65	4,190.59
Less : Rate Difference	(1.09)	(2.18)
Less : Closing Stock of Packing Materials	(227.12)	(139.74)
<b>Consumption of Raw Materials during the year (A)</b>	<b>9,447.19</b>	<b>4,188.35</b>
<b>Packing materials</b>		
Opening Stock of Packing Materials	139.43	112.53
Add : Purchases made during th year	1,894.74	692.76
Less : Closing Stock of Packing Materials	(133.22)	(139.43)
<b>Consumption of Raw Materials during the year (B)</b>	<b>1,900.96</b>	<b>665.85</b>
<b>Total (A+B)</b>	<b>11,348.15</b>	<b>4,854.20</b>

### 25 Changes in inventories of finished goods, work-in progress, stock in trade and packing materials

Particulars	For the year ended 31 March, 2022	For the year ended 31 March, 2021
Inventories at the beginning of the year		
Finished goods	232.07	609.78
Work in progress	33.94	6.50
	<b>266.01</b>	<b>616.27</b>
Inventories at the end of the year		
Finished goods	484.60	232.07
Work in progress	54.29	33.94
	<b>538.88</b>	<b>266.01</b>
(Increase)/Decrease in Inventories		
Finished goods	(252.53)	377.71
Work in progress	(20.34)	(27.44)
<b>(Increase)/Decrease in Inventories</b>	<b>(272.88)</b>	<b>350.26</b>

## JYOTI RESINS & ADHESIVES LIMITED

Notes to financial statements for the year ended 31 March 2022

(All amounts are in Lakhs Indian Rupees, except share data and as stated)

### 26 Employee benefits

#### Particulars

Salary, Wages and Allowances (incl. Director Remuneration)	1,354.77	1,229.69
Contribution to Provident Fund and other funds	12.02	10.03
Gratuity	81.32	34.57
Staff Welfare Expenses	7.94	3.10
Ex Gratia Payment	6.22	17.11

#### Total

1,462.27

1,294.50

### 27 Finance costs

#### Particulars

Interest expenses	4.61	6.63
Other borrowing cost	-	-

#### Total

4.61

6.63

### 28 Depreciation expense

See accounting policy 4.3

Depreciation of property, plant and equipment	70.65	62.17
---	-------	-------

70.65

62.17

70.65

62.17

### 29 Other expenses

#### Particulars

#### Manufacturing expenses

Consumption of stores and spares	2.54	1.87
Power and Fuel	53.02	34.77
Freight Inward, Octroi, Coolies and Cartages	64.11	41.82
Repairs and Maintenance		

- To Buildings

2.14

5.89

- To Plant and Machineries

37.29

13.95

- To Other Assets

3.10

3.53

Misc. Factory Expenses

2.14

2.21

Water Expense

18.61

9.89

182.97

113.94

#### Selling and distribution expenses

Freight Outward, Coolies and Cartages

331.53

228.42

Traveling Expenses

- For Staff and Guests

150.65

102.17

Sales Promotion expense

2,229.30

1,913.21

Meeting & Seminar Expense

48.98

21.52

Advertisement Expenses

17.36

70.76

2,777.83

2,336.09

#### Administrative Expenses

Insurance Premium Expenses

14.56

6.19

Payments to Auditors

As Auditor

Statutory Audit fees

3.50

1.20

Bank Commission Charges

1.19

1.03

Organisation Fund Expenses

8.12

2.76

Donation Expense

0.38

0.25

Garden Exp

0.13

1.07

Laboratory Testing Expense

-

0.07

Legal & Professional Fees Exps.

37.83

14.53

Pollution Expenses

-

2.38

Misc. Office & Maintenance Expenses

18.13

12.73

Municipal Tax

4.07

3.44

Petrol, Diesel & Conveyance

6.65

6.48

Postage Expense

3.67

3.57

Printing & Stationery Exp.

26.54

24.82

Rates and taxes

0.03

15.62

R. O. C. Fee Expenses

0.07

0.13

Rent Expense

3.45

3.30

Share Transfer Expense

0.95

0.80

Subscription Expenses

2.04

1.27

Bad debts

76.80

-

Telephone Exp.

17.86

16.15

CSR Expense (Note No. 36)

21.51

10.00

Tempo Diesel & Repair & Maintenance

12.74

8.88

260.20

136.68

Changes in fair value of equity instruments recognised at FVTPL

60.89

-

3,281.89

2,586.71

# JYOTI RESINS & ADHESIVES LIMITED

## Balance sheet as at 31 March 2022

(All amounts are in Lakhs Indian Rupees, except share data and as stated)

	Year ended 31 March 2022	Year ended 31 March 2021
<b>30 Income tax</b>		
See accounting policy in note 4.21		
<b>A. Expense / (benefit) recognised in statement of profit and loss:</b>		
<b>Current tax (a)</b>		
Expense for current year		
<b>Deferred tax (b)</b>		
Attributable to—		
Origination and reversal of temporary differences	0.01	0.00
<b>Total Tax expense</b>	<b>0.00</b>	<b>0.00</b>
	<b>0.01</b>	<b>-</b>
<b>B. Reconciliation of effective tax rate</b>		
Profit before income taxes		
Enacted rate in India		
Expected income tax expenses		
<b>Adjustments to reconcile expected income tax expense to reported income tax expense:</b>		
Interest under section 234B and 234C	2,645.90	1,646.49
Disallowable items	25.17%	25.17%
Effect of expenses not deductible in determining taxable profit	665.97	414.42
Others (net)	-	-
<b>Adjusted income tax expense</b>	<b>-</b>	<b>-</b>
<b>Effective tax rate</b>	<b>-</b>	<b>-</b>
<b>C. Recognised deferred tax assets and liabilities</b>	<b>(665.96)</b>	<b>(414.42)</b>
<b>Deferred tax assets and liabilities are attributable to the following</b>	<b>0.01</b>	<b>-</b>
	<b>0.00%</b>	<b>0.00%</b>

	Deferred tax (assets)		Deferred tax liabilities		Net deferred tax (assets) liabilities	
	Year ended 31 March 2023	Year ended 31 March 2021	Year ended 31 March 2022	Year ended 31 March 2021	Year ended 31 March 2022	Year ended 31 March 2021
Property, plant and equipment						
Investments	-	-	0.00	24.82	0.00	24.82
Unabsorbed losses	0.10	0.10		-	(0.10)	(0.10)
<b>Deferred tax (assets) liabilities</b>	<b>1.74</b>	<b>1.74</b>		<b>-</b>	<b>(1.74)</b>	<b>(1.74)</b>
	<b>1.84</b>	<b>1.84</b>	<b>0.00</b>	<b>24.82</b>	<b>(1.84)</b>	<b>22.98</b>

### Movement in temporary differences

	Balance as at 31 March 2021	Recognised in profit or loss during 2021-22	Recognised in OCI during 2021-22	Balance as at 31 March 2022
Property, plant and equipment	24.82	0.00	-	24.82
Investments	(0.10)	-	-	(0.10)
Unabsorbed losses	(1.74)	-	-	(1.74)
	<b>22.98</b>	<b>0.00</b>	<b>-</b>	<b>22.98</b>

# JYOTI RESINS & ADHESIVES LIMITED

## Balance sheet as at 31 March 2022

(All amounts are in Lakhs Indian Rupees, except share data and as stated)

### 31 Financial instruments - Fair value and risk management

#### A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

31 March 2022

#### Financial assets not measured at fair value

Trade receivables \* (Refer to Note 9)

Cash and cash equivalents \* (Refer to Note 10)

#### Financial liabilities not measured at fair value

Borrowings \* (Refer to Note 14)

Trade payables \* (Refer to Note 15)

Other financial liabilities \* (Refer to Note 16)

Amortized costs	Financial assets / liabilities at fair value through profit or loss	Financial assets / liabilities at fair value through OCI	Total carrying value	Total fair value
6,433.31			6,433.31	6,433.31
627.95			627.95	627.95
5.27			5.27	5.27
206.10			206.10	206.10
8,401.25			8,401.25	8,401.25

31 March 2021

#### Financial assets not measured at fair value

Trade receivables \* (Refer to Note 9)

Cash and cash equivalents \* (Refer to Note 10)

#### Financial liabilities not measured at fair value

Borrowings \* (Refer to Note 14)

Trade payables \* (Refer to Note 15)

Other financial liabilities \* (Refer to Note 16)

Amortized costs	Financial assets / liabilities at fair value through profit or loss	Financial assets / liabilities at fair value through OCI	Total carrying value	Total fair value
5,209.17			5,209.17	5,209.17
712.01			712.01	712.01
28.68			28.68	28.68
212.51			212.51	212.51
9,203.71			9,203.71	9,203.71

#### B. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- credit risk (see (B)(ii));
- liquidity risk (see (B)(iii)); and
- market risk (see (B)(iv)).

##### i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors along with the top management are responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company,

##### ii. Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade receivables, certain loans and advances and other financial assets.

The carrying amount of financial assets represents the maximum credit exposure.

The maximum exposure to credit risk for trade and other receivables are as follows:

	Carrying amount	
	As at 31 March 2022	As at 31 March 2021
Trade receivables	6,433.31	5,209.17
Cash and cash equivalents	627.95	712.01
Investments in equity instruments	-	-
	<b>7,061.26</b>	<b>5,921.17</b>

#### Trade receivables

The Company has developed guidelines for the management of credit risk from trade receivables. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer.

# JYOTI RESINS & ADHESIVES LIMITED

## Balance sheet as at 31 March 2022

(All amounts are in Lakhs Indian Rupees, except share data and as stated)

### 32 Financial instruments - Fair value and risk management

#### Trade receivables

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macro economic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend of minimal credit losses to continue. Further, management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behavior and extensive analysis of customer credit risk.

The Company's exposure to credit risk for trade receivables by relationship is as follows:

	As at 31 March 2022	As at 31 March 2021
Third party customers	6,433.31	5,209.17
Related parties	-	-

#### Cash and cash equivalents

The Company held cash and cash equivalents with credit worthy banks and financial institutions as at the reporting dates which has been measured on the 12-month expected loss basis. The credit worthiness of such banks and financial institutions are evaluated by the management on an ongoing basis and is considered to be good with low credit risk. Also, no impairment loss has been recorded in respect of fixed deposits that are with recognised commercial banks and are not past due.

#### Investments in equity instruments

Investments in equity instruments majorly includes investment in equity shares of Co-operative banks in furtherance of the credit facilities taken by Company from these banks. The credit worthiness of such banks are evaluated by the management on an ongoing basis and is considered to be good with low credit risk.

#### iii. Liquidity risks

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company has current financial assets of Rs. (March 31, 2021: Rs. 62,31,36,001/-), which the management believes is sufficient to meet all its liabilities maturing during the next 12 months amounting to Rs. (March 31, 2019: Rs. 2,17,65,566/-).

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, including contractual interest.

#### As at 31 March 2022

	Carrying amount	Total	6 months or less	6-12 months	1-2 years	More than 2 years
Borrowings	5.27					
Trade payables	206.10					
Other financial liabilities	8,360.62					
	<b>8,571.99</b>		-	-	-	-

#### As at 31 March 2021

	Carrying amount	Total	6 months or less	6-12 months	1-2 years	More than 2 years
Borrowings	23.41					
Trade payables	212.51					
Other financial liabilities	9,175.14					
	<b>9,411.07</b>		-	-	-	-

### Financial instruments - Fair value and risk management

#### iv. Market risks

Market risk is the risk of loss of future earnings or fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables. The Company is not exposed to market risk primarily related to foreign exchange rate risk (currency risk). It however is exposed to interest rate risk. Thus the Company's exposure to market risk is just a function of borrowing activities as it doesnot have any transactions in foreign currency which leads to currency risk.

# JYOTI RESINS & ADHESIVES LIMITED

## Notes to financial statements for the year ended 31 March 2022

(All amounts are in Lakhs Indian Rupees, except share data and as stated)

### 33 Contingent liabilities and commitments (to the extent not provided for)

#### Particulars

#### Commitments

Estimated amount of contracts remaining unexecuted on capital account (net of advances) not provided for

#### Contingent liabilities

#### Claims against the Company not acknowledged as debts:

Disputed demand of income tax for which appeals have been preferred

Disputed demand of excise

Disputed bonus liability under Payment of Bonus (Amendment) Act, 2015

	As at 31 March, 2022	As at 31 March, 2021
	-	-
	-	-
	-	-

### 34 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

#### Particulars

(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year

(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year

(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day

(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act

(v) The amount of interest accrued and remaining unpaid at the end of accounting year

(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors

There are no Micro and Small Enterprises, to whom the Company owes dues as at the Balance Sheet date. The above information has been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

	As at 31 March, 2022	As at 31 March, 2021
	-	-
	-	-
	-	-
	-	-
	-	-
	-	-

### 35 Value of imports calculated on CIF basis

#### Particulars

Value of imports calculated on CIF basis

	As at 31 March, 2022	As at 31 March, 2021
	Nil	Nil

### 36 Corporate Social Responsibility (CSR)

(a) CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof by the Company during the year is Rs. 20.25 lakhs

(b) Expenditure related to Corporate Social Responsibility is Rs. 21.51 lakhs which is spent on "Vocational Training for Reaching to Unreached", Rural Development, Community Mobilization and Livelihood Promotion Activities i.e. Promotion of Education.

(c) All the above mentioned CSR amount spent is contributed to Non-related parties

# JYOTI RESINS & ADHESIVES LIMITED

## Notes to financial statements for the year ended 31 March 2022

(All amounts are in Lakhs Indian Rupees, except share data and as stated)

### 37 Operating segment

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components and for which discrete financial information is available. The Company's chief operating decision-maker (CODM) is considered to be the Company's Managing Director (MD). The Company is engaged in the business of Productions of wood adhesives which are widely used in fast moving consumer market on days. Information reported to and evaluated regularly by the CODM for the purposes of resource allocation and assessing performance focuses on the business as a whole and accordingly, in the context of Operating Segment as defined under the Indian Accounting Standard 108

'Segment Information', there is no separate reportable segment.

Further Company sells its products only in India and hence there is no separate reportable segment in this context.

### 38 Related party disclosures

#### Details of related parties

##### Description of relationship

(i) Key Management Personnel (KMP)

(i) Relative of Key Management Personnel (KMP)

##### Names of related parties

Jagdish N. Patel - Managing Director

Utkarsh J. Patel - Director

Jyotika Jagdish Patel - Director

Priyanka U Patel - Employee

Note: Related parties have been identified by the Management.

#### Details of related party transactions during the year ended 31 March, 2022 and balances outstanding as at 31 March, 2022:

Particulars	KMP		Relative of KMP		Total	
	For the year ended 31 March, 2022	For the year ended 31 March, 2021	For the year ended 31 March, 2022	For the year ended 31 March, 2021	For the year ended 31 March, 2022	For the year ended 31 March, 2021
Director Remuneration	234.08	192.09	-	-	234.08	192.09
Salary and Allowances	-	-	18.00	18.00	18.00	18.00
Loan taken	44.35	98.58	5.40	-	49.75	98.58
Repayment of loans	72.26	190.58	1.75	-	74.01	190.58
Closing balance as at year end	12.09	8.00	3.65	-	15.74	8.00

#### Notes:

(i) There are no amounts due to or due from related parties which have been written off / written back during the year.

(ii) Figures in brackets relate to the previous year

(iii) Remuneration does not include Gratuity and Leave encashment which is computed for the Company as a whole.

### 39 Ratio

The ratios for the years ended March 31, 2022 and March 31, 2021 are as follows :

Sr. No.	Ratio	Numerator	Denominator	For the year ended 31 March, 2022	For the year ended 31 March, 2021	% Variance	Reason for variance
1	Current ratio	Current Assets	Current Liabilities	1.19	0.98	20.47%	NA
2	Debt equity ratio	Total Debt	Shareholder's Equity	0.00	0.01	-87.09%	As the company has repaid most of the debt during the year
3	Debt service coverage ratio	Earnings available for debt service	Debt Service	97.12	17.46	456.16%	As the company has repaid most of the debt during the year
4	Return on Equity	Net Profit after taxes	Average Shareholder's Equity	37.12%	34.44%	7.81%	NA
5	Inventory turnover ratio	Sales	Average Inventory	45.21	22.96	96.90%	Ratio has improved due to higher sales
6	Trader receivable turnover ratio	Net Credit Sales	Average Accounts Receivable	3.13	1.92	62.40%	Ratio has improved due to prompt collection
7	Trade payable turnover ratio	Net Credit Purchases	Average Accounts Payable	54.61	15.96	242.12%	Ratio has improved due to prompt payment
8	Net capital turnover ratio	Net Sales	Average Working Capital	24.57	37.98	-35.31%	Decreased due to improved Working Capital
9	Net profit ratio	Net Profit	Net Sales	10.86%	12.30%	-11.67%	NA
10	Return on capital employed	Earning before interest and taxes	Capital Employed	42.18%	37.18%	13.45%	NA
11	Return on investment	Return	Investment	117.49%	72.88%	61.20%	Ratio has improved due higher returns

As per our report of even date attached

for Suresh R Shah & Associates  
Chartered Accountants  
ICAI Firm Registration Number : 110691W

for and on behalf of the Board of Directors of  
**JYOTI RESINS & ADHESIVES LIMITED**  
CIN : L24229GJ1993PLC020879

**Mrugen Shah**  
Partner  
Membership no: 117412

**JAGDISH N PATEL**  
Managing Director  
DIN: 00304924

**UTKARSH J PATEL**  
Director  
DIN: 02874427

Place: Ahmedabad  
Date: 17-05-2022

Place: Ahmedabad  
Date: 17-05-2022

**JYOTI RESINS AND ADHESIVES LIMITED**

CIN No. L24229GJ1993PLC020879

REGISTERED OFFICE : Survey No. 873, Opp. Anand Healthcare, Ranchhodpura Road, Santej, Tal. Kalol, Dist. Gandhinagar - 382721.

PROXY FORM

DP.ID\* \_\_\_\_\_ CLIENT ID\* \_\_\_\_\_ FOLIONO. \_\_\_\_\_

I/WE \_\_\_\_\_

OF \_\_\_\_\_

BEING A MEMBER/MEMBERS OF THE ABOVE-NAMED COMPANY HEREBY APPOINT MR/MRS \_\_\_\_\_ OF \_\_\_\_\_

OR \_\_\_\_\_ FAILING \_\_\_\_\_ HIM/HER  
MR/MRS \_\_\_\_\_ OF \_\_\_\_\_

\_\_\_\_\_ AS MY/OUR PROXY TO ATTEND AND VOTE FOR ME/US

AND ON MY/OUR BEHALF AT THE 29<sup>th</sup> ANNUAL GENERAL MEETING OF THE COMPANY TO BE

HELD ON 01<sup>ST</sup> SEPTEMBER, 2022 AND AT ANY ADJOURNMENT THEREOF.

SIGNED THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 2022. -----

NO.OF SHARES HELD \_\_\_\_\_

AFFIX RS.1  
REVENUE STAMP

SIGNATURE(S) \_\_\_\_\_

ADDRESS \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

NOTE: THIS PROXY FORM MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT SURVEY NO. 873, OPP. ANAND HEALTHCARE, RANCHHODPURA ROAD, SANTEJ, TAL. KALOL, DIST. GANDHINAGAR - 382721. NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.

\* APPLICABLE FOR INVESTORS HOLDING SHARES IN ELECTRONIC FORM.



**JYOTI RESINS AND ADHESIVES LIMITED**

CIN No. L24229GJ1993PLC020879

REGISTERED OFFICE :SURVEY NO. 873, OPP. ANAND HEALTHCARE, RANCHHODPURA ROAD, SANTEJ, TAL. KALOL, DIST. GANDHINAGAR - 382721

**ATTENDANCE SLIP**

TWENTY NINTH ANNUAL GENERAL MEETING - 01<sup>ST</sup> SEPTEMBER, 2022

DP. ID\* \_\_\_\_\_ CLIENT ID\* \_\_\_\_\_ FOLIO NO. \_\_\_\_\_

NO.OF SHARES HELD \_\_\_\_\_

I CERTIFY THAT I AM A REGISTERED SHAREHOLDER/PROXY FOR THE REGISTERED HOLDERS OF THE COMPANY.

I HEREBY RECORD MY PRESENCE AT THE 29TH ANNUAL GENERAL MEETING OF THE COMPANY BEING HELD ON THURSDAY,01<sup>ST</sup> SEPTEMBER, 2022AT 11.30 A.M. AT 1104 -1112, ELITE, NR. SHAPATH HEXA, OPP. KARGIL PETROL PUMP, NR. SOLA OVER BRIDGE, S.G. HIGHWAY, AHMEDABAD -380 060.

\_\_\_\_\_  
MEMBER'S/PROXY'S NAME IN BLOCK LETTERS

\_\_\_\_\_  
MEMBER'S/PROXY'S SIGNATURE

NOTE: 1 .PLEASE FILL THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE VENUE OF THE MEETING.

2. PLEASE BRING YOUR COPY OF BALANCE SHEET AT THE TIME OF ANNUAL GENERAL MEETING.

\* APPLICABLE FOR INVESTORS HOLDING SHARES IN ELECTRONIC FORM.

**BOOK - POST**

If Undelivered please return to :

**JYOTI RESINS AND ADHESIVES LIMITED**

SURVEY NO. 873, OPP. ANAND HEALTHCARE,  
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**Jyoti Resins & Adhesives Ltd.**

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Santej, Tal-Kalol, District-Gandhinagar - 382721 Gujarat | **Phone :** (02764)286327  
**Email Id -** info@euro7000.com | **Website -** www.euro7000.com