



**JYOTI RESINS &
ADHESIVES LTD.**

(AN ISO 9001 : 2008 COMPANY)

405 - 406, Rajkamal Plaza, - B, 4th Floor,
Opp. Sakar - III, Income Tax, Ahmedabad-380014.
Ph. : 079-27540153, 27544769 M : 94273 20474
CIN : L24229GJ1993PLC020879
Email : info@euro7000.com

Date:- 30.08.2018

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

Dear Sir,

Sub :- Notice to stakeholders for the 25th Annual General Meeting

1. 25th AGM of the company will be held on Saturday the 29th September, 2018 at 11.30a.m. at registered office of the company.
2. The Voting period begins on September 26, 2018 (10.00 A.M. IST) and ends on September 28, 2018 (5.00 P.M. IST). During this period shareholders of the company, holding shares either in physical form or in dematerialized. Remote e-voting commence on September 26, 2018 from 10:00 a.m. and ends on September 28,2018 at 5:00 p.m. Remote e-voting shall not be allowed beyond the said time and date.
3. The cut-off date for determining the eligibility to vote by electronic means or at the AGM is September 22 ,2018.
4. Notice of the meeting is available on the website of company at www.EURO.COM and website of NSDL at www.evoting.nsdl.com

Kindly inform members accordingly.

Thanking You
For, Jyoti Resins And Adhesives Ltd.

(Jagdish N. Patel)
Managing Director



ENCL: AGM NOTICE

NOTICE

NOTICE is hereby given that the TWENTY FIFTH ANNUAL GENERAL MEETING of the members of the company will be held on Saturday, the 29th September, 2018 at 11.30 A.M. at 405-406, Rajkamal Plaza-B, Nr. Samruddhi Bldg., Opp. Old High Court, Ahmedabad 380 014 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2018 , Statement of Profit & loss for the year ended on that date together with the Reports of Directors' and Auditors' thereon.
2. To appoint a director in place of Mr. Utkarsh Jagdishbhai Patel who retires by rotation and being eligible offers him self for reappointment.
3. 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:

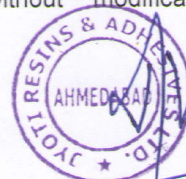
4. REGULARISATION OF MR.HARSHAD GOVINDBHAI PATEL AS INDEPENDENT DIRECTOR .

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 provision of Sections 149, 152 Schedule IV and all other applicable provisions of the companies Act 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr Harshad Govindbhai Patel who was appointed as an Additional Director (Independent) pursuant to the provision of section 161 of companies Act 2013 and the Articles of Association of the company and in respect of whom he company has received a notice in writing under section 160 of the companies Act 2013 from a member proposing his candidature for the office of Director , be and is hereby appointed as an Independent Director of the company to hold office for 5(Five) years effective from the date of appointment by the Board ,i.e. from 31st July 2018 to 30th July 2023.

5. REGULARISATION OF MR.KALPESH RASIKBHAI PATEL AS INDEPENDENT DIRECTOR .

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 provision of Sections 149, 152 Schedule IV and all other applicable provisions of the companies Act 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr Kalpesh Rasikbhai Patel who was appointed as an Additional Director (Independent) pursuant to the provision of section 161 of companies Act 2013 and the Articles of Association of the company and in respect of whom he company has received a notice in writing under section 160 of the companies Act 2013 from a member proposing his candidature for the office of Director , be and is hereby appointed as an Independent Director of the company to hold office for 5(Five) years effective from the date of appointment by the Board ,i.e. from 31st July 2018 to 30th July 2023.

6. CHANGE IN REGISTERED OFFICE.

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

"RESOLVED THAT pursuant to provisions of Section 12 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) read with rule made there under and subject to the approval of shareholders in General Meeting and subject to such other approvals, consents as may be necessary, the Registered Office of the Company be shifted from 405 RAJKAMAL PLAZA-B OPP.HIGHCOURT, NR SAMRIDHHI BLDG AHMEDABAD GJ 380014 IN to SURVEY NO. 873, OPP. ANAND HEALTHCARE, RANCHHODPURA ROAD, SANTEJ, TAL. KALOL, DIST. GANDHINAGAR-382721.

"RESOLVED FURTHER THAT necessary intimation in this respect be filed with the Registrar of the Companies, [Gujarat] under the signature of any Director / Company Secretary of the Company."

"RESOLVED FURTHER THAT the change in place of Registered Office of the Company be made in the letter heads, documents etc. pursuant to the provisions contained in Section 12 of the Companies Act, 2013."

7. ADOPTION FOR CARRYING OBJECT IN OTHER OBJECTS IN CALUSE III (C) IN MEMORANDUM OF ASSOCIATION:

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 4, 13 and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for adoption for carrying object in other object Clause III (C) point no 20 and 21 in the Memorandum of Association

RESOLVED FURTHER THAT any one of the Directors of the Company, Company Secretary of the Company, Mr. Manish Jain Authorized Signatory be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or



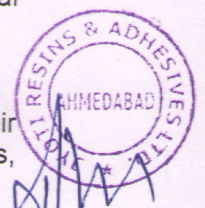
NOTES:

- 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 22.09.2018 to 29.09.2018 (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 Sharex Dynamic (India) Pvt. Ltd., RTA of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
- 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 25th 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 Participants(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 25th 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 Sharex Dynamic (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 25th Annual General Meeting and the Annual Report for the year 2017-18 will also be available on the company's website 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



o) 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 :
1. A Member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself / herself and such proxy(s) need not be a member.
 2. Proxies in order to be effective must be lodged with the company at its Registered Office not less than 48 hours before the commencement of the meeting.
 3. Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2018 to 29th September, 2018 (both days inclusive).
 4. Members are requested to bring their copy of the Annual Report at the meeting & produce the Attendance Slip at the Entrance where the Annual General Meeting will be held.
 5. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
 6. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative, members holding shares in demat form are requested to provide their e-mail ID to the depository through their concerned depository participant and members holding shares in physical form are requested to provide e-mail ID to the Company's RTA, SHAREX DYNAMIC (INDIA) PVT LTD, UNIT NO.1, LUTHRA INDL. PREMISES, ANDHERI KURLA ROAD, SAFED POOL, ANDHERI (E), MUMBAI 400 072 and also notify the e-mail address as and when there is any change.
 7. A Statement pursuant of Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
 8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.



9. 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
26th September, 2018 at 10:00 am IST	28th September, 2018 at 5:00 pm IST

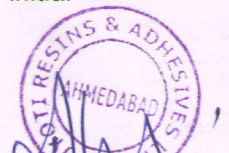
During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

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

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsd.com/>



- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Jyoti Resins & Adhesives Ltd"
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to maheshwarics@yahoo.com with a copy marked to evoting@nsdl.co.in

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

- (i) Initial password is given on page 3 of the Report
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.



- If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2018.
- Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or evoting@sharexindia.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

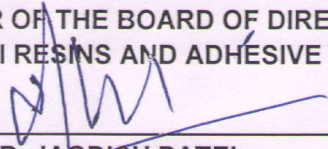
- A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- Meenu Maheshwari, Practicing Company Secretary of Meenu Maheshwari & Associates has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company (www.euro7000.com) and on the website of NSDL



immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Place: AHMEDABAD
Date: 14/08/2018

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



MR. JAGDISH PATEL
(00304924)
Managing Director

Explanatory Statement

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

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

Item No.4 : REGULARISATION OF MR. HARSHAD GOVINDBHAI PATEL AS INDEPENDENT DIRECTOR .

Mr. Harshad Govindbhai Patel was appointed as an Additional Director on the Board of the Company w.e.f. July 31, 2018. 149, 152 Schedule IV and all other applicable provisions of the companies Act 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment there of hereby appointed as an Independent Director of the company to hold office for 5(Five) years effective from the date of appointment by the Board ,i.e. from 31st July 2018 to 30th July 2023. Mr. Harshad Govindbhai Patel is an eminent Professional and bring rich and varied experience to the Board. The Board of Directors recommend the resolution set out in Item no. 4 of the accompanying Notice for approval of the Members.

None of the Directors of the Company, except Mr. Harshad Govindbhai Patel, are in any way concerned or interested in this resolution.

The Board recommends the ordinary resolution set forth at item no. 4 of the Notice, for the approval of the members.

Item No.5 : REGULARISATION OF MR. KALPESH RASIKBHAI PATEL AS INDEPENDENT DIRECTOR

Mr. Kalpesh Rasikbhai Patel was appointed as an Additional Director on the Board of the Company w.e.f. July 31, 2018. 149, 152 Schedule IV and all other applicable provisions of the companies Act 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof hereby appointed as an Independent Director of the company to hold office for 5(Five) years effective from the date of appointment by the Board ,i.e. from 31st July 2018 to 30th July 2023.Mr. Kalpesh Rasikbhai Patel is an eminent Professional and bring rich and varied experience to the Board. The Board of Directors recommend the resolution set out in Item no. 5 of the accompanying Notice for approval of the Members.

None of the Directors of the Company, except Mr. Kalpesh Rasikbhai Patel, are in any way concerned or interested in this resolution.

The Board recommends the ordinary resolution set forth at item no. 5 of the Notice, for the approval of the members.



Item No. 6 : CHANGE IN REGISTERED OFFICE

pursuant to provisions of Section 12 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) read with rule made there under relating to be procedure to be followed for, shifting registered office of the company within the same city requires approval of the members by special resolution.

The registered office of the company is presently situated at 405 RAJKAMAL PLAZA-B OPP. HIGHCOURT NR SAMRIDHHI BLDG AHMEDABAD GJ 380014 IN with a view to improve operational efficiency , the Board of Directors Considered and subject to approval of members, approved the proposal of shifting registered office to SURVEY NO.873,OPP.ANAND HEALTHCARE,RANCHHODPURA ROAD,SANTEJ,TAL.KALOL, DIST.GANDHINAGAR-382721.

The Board of Directors recommends the approval of special resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are interested or concerned except to the extent of respective share holding into the company, if any.

Item No.7 : ADOPTION FOR CARRYING OBJECT IN OTHER OBJECTS IN CALUSE III (C) IN MEMORANDUM OF ASSOCIATION:

The chairman explained to the board that company has to suitably modify / alter existing main object of memorandum of association in order to Incorporate new activity and increase the profitability of share holders of the company and reflect the main activity of the company more dominantly.

The above your directors recommend resolutions to the Shareholders to be passed as "Special Resolution".

The Board of Directors of the Company on August 14TH, 2018 approved the above mentioned alteration in the Objects Clause of the Memorandum of Association / Article of Association of the Company.

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging the Objects under Clause III (C) – „Other Objects" with Clause III (B) – „Objects Incidental or Ancillary to the attainment of the Main Objects" and also to rename the Clause III (A) and III (B) of the Object Cause. The Board at its meeting held on August 14, 2018 has approved alteration of the MOA of the Company and the Board now seek Members" approval for the same.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

Place: AHMEDABAD
Date: 14/08/2018



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


MR. JAGDISH PATEL