



**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: 05/10/2017

To,  
The Manager (Listing)  
The Bombay Stock Exchange,  
Corporate Relationship Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Bldg., P.J.Towers, Fort,  
Mumbai - 400 001.

Dear Sir/mam

**SECURITY CODE NO: 514448**

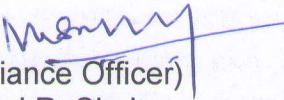
SUB : Submission of Annual Report for the financial year 2016-17.

Pursuant to regulation 34 of the SEBI (Listing Obligation and Disclosure requirements) Regulation, 2015 we are forwarding herewith soft copy of Annual report for the financial Year 2016-17 which has been duly adopted and approved at the Annual general Meeting held on 30<sup>th</sup> September 2017 as well as six hard copies of annual report by courier .

We request you to take the same on record and acknowledge.

Thanking you

Yours faith fully  
For, Jyoti Resins & Adhesives Limited

  
(Compliance Officer)  
Manoj R. Shah



Encl: As Above



# **JYOTI RESINS & ADHESIVES LIMITED**

405-406 RAJKAMAL PLAZA-B, NR. SAMRUDDHI BULDING  
OPP. OLD HIGH COURT, AHMEDABAD - 380014.

CIN : L24229GJ1993PLC020879

**24<sup>th</sup>**  
**Annual Report**  
**2016 - 2017**



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**TWENTY FOURTH ANNUAL REPORT  
2016 - 2017**

**BOARD OF DIRECTORS**

JAGDISH N. PATEL	:	CHAIRMAN & MANAGING DIRECTOR
CHANDULAL C. PATEL	:	DIRECTOR
UTKARSH J. PATEL	:	DIRECTOR
UMAKANT G. PATEL	:	DIRECTOR
SURESH H. PATEL	:	DIRECTOR
PRAFUL C. PATEL	:	DIRECTOR
JYOTIKABEN J. PATEL	:	DIRECTOR

**BANKERS**

THE AHMEDABAD MERCANTILE CO-OPERATIVE BANK LTD.  
RAKANPUR BRANCH, SANTEJ.

UNION BANK OF INDIA  
ASHRAM ROAD BRANCH, AHMEDABAD

AXIS BANK LIMITED  
NAVRANGPURA BRANCH, AHMEDABAD

**AUDITORS**

RAMAN M. JAIN & CO.  
CHARTERED ACCOUNTANTS  
B-31-33, GHANSHYAM AVENUE,  
4TH FLOOR, OPP. C.U.SHAH COLLEGE,  
INCOME-TAX, AHMEDABAD-380 014.

**REGISTERED OFFICE**

405-6, RAJKAMAL PLAZA - B,  
NR. SAMRUDDHI BLDG., OPP. OLD HIGH COURT,  
AHMEDABAD-380014.

**FACTORY**

PLOT NO. 873, VILLAGE SANTEJ,  
TAL.: KALOL, DIST.: GANDHINAGAR, GUJARAT.



CIN No.: L24229GJ1993PLC020879

**NOTICE**

NOTICE is hereby given that the TWENTY FOURTH ANNUAL GENERAL MEETING of the members of the company will be held on Saturday, the 30th September, 2017 at 3.00 P.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 2017 , 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. Chandulal C. Patel who retires by rotation and being eligible offers him self for reappointment.
3. To Appoint M/S Suresh R. Shah & Associates, Chartered Accountants , in place of retiring auditors M/s.Raman M. Jain & Co. 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 in place of retiring auditors M/s. Raman M. Jain & Co. Chartered Accountants ( FRN NO. 113290W) who have expressed their unwillingness to hold office 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. **REVISION IN TERMS OF REMUNERATION OF SHREE JAGDISH PATEL AS MANAGING DIRECTOR OF THE COMPANY.**

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 Sections 196, 197 and Schedule Vand other applicable provisions, if any, of the Companies Act, 2013 and the Companies ( Appointment and Remuneration of Managerial Personnel ) Rules, 2014 including, any statutory amendment, modification or re-enactment thereof and of her requisite approvals as may be necessary, and also subject to approval of the Central Government, if required, approval be and is here by granted for variation in remuneration of Shri Jagdish Patel as Managing Director of the Company, entrusted with substantial powers of them anagement, for a period of 2 years from 01.09.2017 to 31 . .08.2019, on a remuneration as per Schedule V of the Act, 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 Section198 of the Act) in any financial year:
- a) Salary of Rs.5,00,000/- per month or Rs.60,00,000/- per annum, which may be revised by the Board, from time to time, based on the performance of the Company, within the overall limit of 5% of the net profit 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. 5,00,000/- per month or Rs.60,00,000/- 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 Jagdish 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. Medclaim 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:

- 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 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 Patel, the Company might have made no profits or its profits might be inadequate."

"RESOLVED FURTHER THAT Shri Jagdish 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."

**5. REVISION IN TERMS OF REMUNERATION OF SHREE UTKARSH PATEL AS EXECUTIVE DIRECTOR OF THE COMPANY:**

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 Sections 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies( Appointment and Remuneration of Managerial Personnel) Rules, 2014 including, any statutory amendment, modification or re-enactment thereof and other requisite approvals as may be necessary, and also subject to approval of the Central Government, if required, approvable and is hereby granted for reappointment of Shri Utkarsh J. Patel as Executive Director of the Company, entrusted with substantial powers of the management, for a period of 2 years from 01.09.2017 to 31 .08.2019, on a remuneration as per Schedule V of the Act, 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. 4,00,000/- per month or Rs. 48,00,000/- per annum, which may be revised by the Board, from time to time, based on the performance of the Company, within the overall limit of 5% of the net profit 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. 4,00,000/- per month or Rs. 48,00,000/- 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:

- 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 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 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."



**6. TO CONSIDER SUB-DIVISION OF 1 (ONE) EQUITY SHARE OF FACE VALUE OF RS 10/- EACH INTO 10 (TEN) EQUITY SHARES OF Rs. 1/- EACH:**

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

“RESOLVED THAT Pursuant to Provision of clause (d) of sub section (1) of the Section 61 and 64 and any other applicable Provisions, if any, of Companies Act, 2013 read with Rule 15 of Companies (Share Capital and Debenture) Rules, 2014 (including any modification(s) or Re-enactment thereof for the time being in force); and in accordance with Memorandum and Articles of Association of the Company and such Approvals, Consents, Permission and Sanctions as may be necessary from any authority whether statutory or otherwise; The Authorized Share Capital of the Company comprising of Rs. 54,00,00,000/- (Rupees Fifty Four Crore Only) divided into 5,40,00,000 (Five Crore Forty Lac) Equity Shares of Rs. 10/- (Rupees Ten Only) each be and is hereby sub-divided into 54,00,00,000 (Fifty Four Crores) Equity Shares of face value Rs. 1/- (Rupee One) each with effect from “Record Date” to be determined or as determined by the Board of Directors from time to time.”

RESOLVED FURTHER THAT pursuant to sub-division of Equity Shares of the company the Authorized, Issued, Subscribed and Paid Up Share Capital having face value of Rs. 10/- (Rupees Ten Only) each, Shall stand sub-divided into 10 (Ten) Equity Shares of face value of Rs. 1/- (Rupee One Only) each.”

“RESOLVED FURTHER THAT pursuant to sub-division, 10 (Ten) Equity shares of Face Value of Rs.1/- (Rupee One Only) each are to be issued in lieu of existing 1 (One) Equity Share of Rs. 10/- (Rupees Ten Only) each in accordance with Memorandum and Articles of Association of the company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid up Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

“RESOLVED FURTHER THAT Pursuant to provision of section 46 and any other applicable provisions, if any, of Companies Act, 2013 read with of Companies (Share Capital and Debenture) Rules, 2014 on sub-division of Equity Shares as aforesaid, the share Certificate(S) in relation to the existing Equity Shares of the face value of Rs. 10/- - each (Rupees Ten Only) held in physical form shall be deemed to have been automatically cancelled and will be having no effect from the record date and the Company may without requiring to surrender existing Share Certificate(s) issue and dispatch new Share Certificate(s) in lieu of the existing Share Certificate (s) in physical form.”

“RESOLVED FURTHER THAT in case of Equity Shares held in dematerialized form, the sub- divided Equity Shares will be credited automatically to respective beneficiary accounts of the member registered with Depository Participants.”

“RESOLVED FURTHER THAT The Board of Directors of the Company be and is hereby jointly/severally authorized to do, perform, and execute all Deed(s), Share Certificate(s), matters and things as it may consider necessary, expedient, usual, proper, to give effect to this resolution including but not limited to the fixed the record date as per the requirement of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and subsequent amendments thereto and such other applicable provision/ enactments as amended from time to time, execution of all necessary Documents (s) or any other things as may be necessary with stock exchange(s), Depositories and/ or any other relevant authority or person if any, or to settle any question, difficulty or doubt that may arise with regard to sub-division of shares or any other matters connected herewith or incidental with this regards.

“RESOLVED FURTHER THAT MR. JAGDISH PATEL (DIN: 00304924) Managing Director of the Company be and is hereby authorized to do all such acts, or to sign such documents, letters, and paper in order to carry out the sub-division process and to intimate all authorities concerned.”

**7. ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:**

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

“RESOLVED FURTHER THAT Pursuant to Provision of Section 13, Clause (d) of sub section (1) of Section 61 and any other applicable provisions, if any, of Companies Act, 2013 read with Rule 15 of Companies (Share Capital and Debenture) Rules, 2014 and Companies (Incorporation) Rule, 2014; (including any modification(s) or Re-enactment thereof for the time being in force); consent of the members be and is hereby accorded to alter authorized Share capital clause of Memorandum of Association of the company from Rs. 54,00,00,000/-



(Rupees Fifty Four Crore Only) 5,40,00,000 (Five Crore Forty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 54,00,00,000/- (Rupees Fifty Four Crore Only) 54,00,00,000 (Fifty Four Crore) Equity Shares of Rs. 1/- (Rupee One Only) each.”

“RESOLVED FURTHER THAT Clause V of Memorandum of Association of the Company be and is hereby altered as under:

V. The Authorized Share Capital of the Company is Rs. 54,00,00,000/- (Rupees Fifty Four Crore only) divided into 54,00,00,000 (Fifty Four Crore] Equity Shares of Rs. 1/- (Rupee One only) each.”

“RESOLVED FURTHER THAT MR. JAGDISH PATEL (DIN: 00304924) Managing Director of the Company be and is hereby authorized to perform and execute all Deed(s), Document(s), Share Certificate(s) or any other things as may be necessary with Stock Exchange(s), Depositories and/ or any other relevant authority or person if any, or to settle any Question, difficulty or doubt that may arise with regard to alteration of Memorandum of the company or any other matters connected herewith or incidental with this regards.

#### **8. LOANS TO DIRECTORS/MANAGING DIRECTORS/INTERESTED PARTIES:**

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

“RESOLVED THAT existing loans, book debts to Directors and interested persons as per Companies Act, 1956 as well as further henceforth pursuant to section 185 of companies Act, 2013 and other applicable provisions, if any, the Board, Directors and the management of the company be and is hereby ratified authorized by a special resolution as per the scheme laid down at the meeting under section 185(1)(a) of the Act, to advance loans including any loans represented by book debt to any of its Directors or to any other person in whom the directors is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person.

“RESOLVED FURTHER THAT the board shall ensure that such transactions are in the ordinary course of business and not prejudicial to any of the parties as well as fair and reasonable to the business needs of the company.”

“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, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or otherwise considered by the Board of Directors to be in the interest of the Company”

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#### **NOTES:**

1. A Member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself/herself and such proxy(s) need not be a member.
2. Proxies in order to be effective must be lodged with the company at its Registered Office not less than 48 hours before the commencement of the meeting.
3. Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2017 to 30th September, 2017 (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 EAST, MUMBAI 400 072 and also notify the e-mail address as and when there is any change.





## JYOTI RESINS & ADHESIVES LTD

7. Members holding shares in physical mode are requested to immediately notify the Company or its Share Transfer Agent about any change of address and their bank particulars. Members holding shares in dematerialized form are requested to immediately notify their respective Depository Participants about any change of address and their bank particulars.
8. 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.
9. 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.
10. Process and manner for members opting for e-voting are as under :

In compliance with provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide e-voting facility to all the shareholders of the Company. For this purpose the Company has entered into an agreement with National Securities Depository Limited to provide the facility of electronic voting ("E-Voting") in respect of the Resolution proposed at this AGM.

I. The instructions for e-voting are as under :

- (i) Open your web browser during the voting period and navigate to <https://www.evoting.nsdl.com/>
- (ii) Enter the login credentials (i.e., user-id & Password) mentioned on the Postal Ballot Form. Your folio/ DP Client ID will be your User-ID.

User-ID	For Members holding shares in Demat Form:- For NSDL : 8 Characters DP ID followed by 8 Digits Client ID For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form/via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., Please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password field. The new password has to be minimum eight characters consisting of at least one upper case(A-Z). one lower case(a-z), one numeric value(0-9) and as special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through NSDL. System will prompt you to change your password and update any contact details like mobile, email ID etc. on 1st Login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'
- (vii) If you are holding shares in Demat Form and had logged in to <https://evoting.nsdl.com> and casted your vote earlier for any company, then your existing login id and password are to be used.
- (viii) On the voting page, you will see Resolution Description and against the same the option 'FOR/ AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'.



- (ix) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (x) Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
- (xi) 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 info@euro7000.com, with a copy marked to evoting@nsdl.co.in. The file scanned image of the Board Resolution should be in the naming format “Corporate Name\_Event no.”

**II. In case of Shareholders’ receiving Physical copy :**

- (i) **Initial password is provided as below/at the bottom of the Postal Ballot Form :**

EVEN (E Voting Event Number)	USER ID	PASSWORD/ PIN

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

**III. General Information**

- (a) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- (b) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (c) 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).
- (d) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 23rd September, 2017.
- (e) E-Voting right cannot be exercised by a proxy.
- (f) The Voting period begins on September 27, 2017 (10.00 a.m. IST) and ends on September 29, 2017 ( 5.00 p.m. IST ). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2017 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (g) Ms. Meenu Maheshwari, Practicing Company Secretary has been appointed as Scrutinizer for scrutinizing the e-voting procedure in a fair and transparent manner.
- (h) The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.

The result of the e-voting will be declared on or after the date of the AGM i.e. 30th September, 2017. Such results will also be forwarded to the Stock Exchanges where the Company’s shares are listed

Place: AHMEDABAD  
Date: 12/08/2017

**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. 3, Item No.4 , Item No.5, Item No. 6, Item No. 7 and Item No-8 of the accompanying Notice:

**Item No.3 : To Appoint statutory auditors of the Company in place of retiring Auditor of the company**

Consequent to the applicability of the Companies Act, 2013 ('the Act') w.e.f 1st April, 2014 M/s. Raman M. Jain & Co. Chartered Accountants, (FRN NO. 113290W) the present auditors of the Company would be retiring at the conclusion of this Annual General Meeting. They have communicated that they do not wish to offer themselves for reappointment at the conclusion of their present term of appointment, at this Annual General Meeting of the Company, which has been accepted by the Board of Directors of the Company in their meeting held on 12/08/2017.

Further, M/S Suresh R. Shah & Associates, Chartered Accountants, (Firm Registration No. with ICAI – 110691W )being eligible, have indicated their willingness to serve as the statutory auditors of the Company, if appointed at this Meeting, and have provided the requisite documents as required under the Act

The appointment of M/S Suresh R. Shah & Associates, Chartered Accountants, if approved by the members of the Company, will take effect from the conclusion of this Annual General Meeting.

The Audit Committee and Board of Directors in their respective meetings held on 12/08/2017 have approved the appointment M/S Suresh R. Shah & Associates, Chartered Accountants ( Firm Registration No. with ICAI – 110691W) as Statutory Auditors of the Company, to hold the office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting.

None of the Directors of the Company are in any way concerned or interested in this resolution.

The Board recommends the ordinary resolution set forth at item no. 2 of the Notice, for the approval of the members.

**Item No.4 : Revision in terms of remuneration of Shri Jagdish N. Patel as Managing Director of the Company**

Pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 & the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Articles of Association of the Company, keeping in view the vast expertise and knowledge of Shri Jagdish N. Patel , the Board of Directors had revision in remuneration of Shri Jagdish N. Patel as the managing Director for a period of 2 years commencing from 01.09.2017 to 31.08.2019.

The remuneration to Shri Jagdish N. Patel as proposed in the item No.4 has been approved by the Nomination & Remuneration Committee, consisting of three Independent Directors and also by the Board of Directors of the Company at their meeting held on 08.07.2017. The Board be authorized to revise the remuneration of Shri Jagdish N. Patel from time to time as per the provisions of the Companies Act, 2013.

The Company has not made any default in repayment of any of its debts (including public deposits) or interest payable thereon for a continuous period of 30 days in the preceding financial year.

The Company has received from Shri Jagdish N. Patel - (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014,, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under section 164(2) of the Act. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Jagdish N. Patel for the office of Director of the Company.

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

DIN	00304924
Birth Date	21.02.1954
Nationality	Indian
Board Appointment	08.07.2017
Qualification	B.Com.



Experience	He has been with the Company since 01.04.1994. He has overall 29 years of experience. and has vast experience in marketing, production, Legal, Administration & Personnel related work.
Relationship	Key Managerial Personnel as Managing Director
Shareholding	4,80,268 Equity Shares
Relationship with other	He is the father of Shri Utkarsh Patel & husband of Jyotika Patel.
List of other Directorship	N.A.

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

<b>I General Information</b>		
1	Nature of industry	Manufacturing
2	Date or expected date of commencement of commercial production	17.12.1993
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	–
4	Financial performance based on given indicators as per audited financial results for the year ended 31st March, 2017 Turnover & Other Income Net Profit as per Profit & Loss Account Profit as computed under Section 197 of the Companies Act, 2013 Net worth	82,17,61,269  39,16,005
5	Foreign investments or collaborations, if any.	Nil
<b>II Information about the appointee:</b>		
1	Background details	He has been with the Company since 01.04.1994. He has overall 29 years of experience. and has vast experience in marketing, production, Legal, Administration & Personnel related work.
2	P a s t Remuneration	Rs.36.00 Lac p.a.
3	Recognition or awards	N.A.
4	Job profile and his suitability	Mr. Jagdish Nathalal Patel is a highly qualified person with a B.Com. He has over 36 years of experience in the Chemicals and Paints industry and is widely acknowledged as an industry expert. He is a member of various Industry Association committees, in an advisory and executive role. He is also a first generation entrepreneur and often lectures at prestigious institutes of Ahmedabad on that subject.
5	Remuneration proposed	The Remuneration proposed is Rs. 60.00 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.



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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 the responsibilities of the appointee. The remuneration do differ from Company to Company in the industry depending on the respective operations.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed to be paid to him,
<b>III 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. 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 Managing Director as specifically mentioned in the Special Resolution at Item No.4. 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.5 : Revision in terms of remuneration of Shri Utkarsh Patel as Executive Director of the company :

Pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 & the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Articles of Association of the Company, keeping in view the vast expertise and knowledge of Shri Utkarsh J. Patel , the Board of Directors had appointed Shri Utkarsh J. Patel as the executive Director for a period of 2 years commencing from 01.09.2017 to 31.08.2019.

The remuneration to Shri Utkarsh J. Patel as proposed in the item No.5 has been approved by the Nomination & Remuneration Committee, consisting of three Independent Directors and also by the Board of Directors of the Company at their meeting held on 08.07.2017. The Board be authorised to revise the remuneration of Shri Utkarsh J. Patel from time to time as per the provisions of the Companies Act, 2013.

The Company has not made any default in repayment of any of its debts (including public deposits) or interest payable thereon for a continuous period of 30 days in the preceding financial year.

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.

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

DIN	02874427
Birth Date	21.09.1981
Nationality	Indian
Board Appointment	08.07.2017
Qualification	B E ( Chemical)



Experience	He has been with the Company since 29.01.2010. He has overall 11 years of experience. and has vast experience in marketing, production, Legal, Administration & Personnel related work.
Relationship	Key Managerial Personnel as Managing Director
Shareholding	2,69,380 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 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, 2017 Turnover & Other Income Net Profit as per Profit & Loss Account Profit as computed under Section 197 of the Companies Act, 2013 Net worth	82,17,61,269  39,16,005
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 11 years of experience. and has vast experience in marketing, production, Legal, Administration & Personnel related work.
2	Past Remuneration	Rs.36.00 Lac p a
3	Recognition or awards	N.A.
4	Job profile and his suitability	He has been with the Company since 29.01.2010. He has overall 11 years of experience. and has vast experience in marketing, production, Legal, Administration & Personnel related work..
5	Remuneration proposed	The Remuneration proposed is Rs. 48.00 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 proposed remuneration is commensurate with size and nature of business of the Company and the responsibilities of the appointee. The remuneration do differ from Company to Company in the industry depending on the respective operations.



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	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 Executive Director as specifically mentioned in the Special Resolution at Item No.5. 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. 6 : TO CONSIDER SUB-DIVISION OF 1 (ONE) EQUITY SHARE OF FACE VALUE OF RS. 10/- EACH INTO 10 (TEN) EQUITY SHARES OF Rs. 1/- EACH:**

The Equity Shares of your Company are actively traded on BSE limited. with a view to encourage participation of small investor and increase the liquidity into share market, The Board of Directors of your Company considered and approved in the Board Meeting held on 08TH JULY, 2017 the sub-division of one Equity Share of the Company having face value of Rs. 10/- (Rupees Ten Only) each into 10 (Ten) Equity Shares having Face Value of Rs. 1/-(Rupee One Only) each.

Pursuant to provision of clause (d) of sub Section (1) of the Section 61 and 64 and any other applicable provisions if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Share Capital and Debenture) Rules 2014 sub-division of shares of the company requires the approval of members by way of passing Ordinary Resolution in the General Meeting.

The Board recommends the enabling Ordinary Resolution for shareholders' approval.

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 : Alteration of Capital Clause:**

The Board of Director of your Company considered and approved Sub-Division (Split) of the Equity Shares in the Board Meeting held on 08th JULY, 2017 to encourage participation of small investor into share market. Presently, authorized and Paid up share Capital of your Company is Rs. 54.00.00.000/- (Rupees Fifty Four Crore Only) and Rs. 4, 00, 00,000/- (Rupees Four Crore Only) respectively. Due to sub-division (split) Equity Shares of your company having face value of Rs.10/- (Rupees Ten Only) each will be sub- divided into 10 (Ten) Equity Share of Rs. 1/- (Rupee One) each.

The sub-division requires to amend the existing Clause V of the Memorandum of Association of the Company. Pursuant to provision of Section 13, clause (d) of sub section (1) of section 61 and any other applicable provision of Companies Act, 2013 read with Rule 15 of the Companies (Share Capital and Debenture) Rules, 2014, any alteration in the Memorandum of association of the Company will be given effect only by passing Special Resolution of members in General meeting of the company.

The Board recommends the enabling Special Resolution for shareholders' approval.

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 shares holding into the company, if any.

A copy of the Memorandum and Articles of Association of the Company along with the proposed amendments shall be open for inspection at the Registered Office of the Company during 11.00 AM to 1.00 PM on all working days (excluding Saturday & Sunday) up to the date of this Annual General Meeting.



**Item No.8. Loans to Directors/Managing Directors/Interested Parties**

In order to conduct business and align with various legislations, policies, guidelines laid down by various statutory authorities the company in the ordinary course of business is required to advance loan to its directors, relatives and associates directly or indirectly as per section 185 of Companies Act, 2013 which requires approval of members by a Special Resolution.

The Board of Directors Recommend the Special Resolution for approval by the members.

All the Directors are concerned or interested in the aforesaid resolution

In compliance with Section 185 and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended from time to time, Company introduces a policy of Loan Scheme for its Managing director.

**Purpose :** Purchase / Construction of flat / house.

**Amount of loan :** Maximum 60 times of monthly gross pay or the actual cost or the amount requested, whichever is less

**Rate of Interest :** Nil.

**Recovery :** In not more than 250 monthly installments

Sanction of loan will be at the sole discretion of the Management. The above mentioned policy is subject to review by the management from time to time. The Board of Directors recommend passing of the said Resolution.

Shri Jagdish Patel and his relatives are interested in the resolution set out at Item No.8. No other Director and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in respect of the said resolution.

**By Order of the Board**

**Place : AHMEDABAD**

**Date : 12/08/2017**

**JAGDISH N.PATEL  
CHAIRMAN**



**DIRECTORS' REPORT**

Your Directors have pleasure in presenting their Twenty Fourth Annual Report together with the audited statements of accounts for the year ended 31st March, 2017.

**BUSINESS PERFORMANCE & FINANCIAL PERFORMANCE :**

<b>FINANCIAL RESULTS</b>	<b>2016-2017 Rs.</b>	<b>2015-2016 Rs.</b>
Sales & Other Incomes	8217,61,269	4709,66,156
Operating Profit (PBDTM)	4276,22,743	2136,65,353
Net Profit after Tax	39,16,005	21,93,325
Brought Forward Profit / (Loss)	33,71,107	11,77,782
Profit / Loss Carried Forward to B/S	72,87,113	33,71,107

During the year under report Company has earned net Cash profit of Rs. 4276.23 lacs in compare to previous year Rs. 2136.65 lacs. Company has earned Net Profit of Rs. 39.16 lacs against previous year Rs. 21.93 lacs after providing depreciation, miscellaneous expenses and prior period item. During the year Turnover and other income of the Company was increased to Rs. 8217.61 Lacs from Rs. 4709.66 Lacs. 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 insufficient profit no dividend has been proposed by your Directors.

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

Review the adequacy and effectiveness of the Company's system and internal controls. Review and discuss with the Management the Company's major financial risk exposures and steps taken by the Management 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 strives to incorporate the appropriate standards for good corporate governance. 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**

M/s. Raman M. Jain & Co. Chartered Accountant the auditors of the company who hold office up to conclusion of the ensuing AGM have shown their unwillingness to continue as auditors of the company and have given their resignation. IN view of this the company needs appoint statutory auditors and therefore company has sent proposal to M/S Suresh R. Shah & Associates Chartered Accountants (FRN 110691W ) for appointing them as Auditors for the financial year ending March 31 , 2018 wherein M/S Suresh R. Shah & Associates Chartered Accountants (FRN 110691W ) has confirmed their willingness and eligibility under the provision of the Companies Act 2013 to be as statutory auditors of the company which is subject to the shareholders approval ..

**DIRECTORS :**

- Mr. Chandulal C. Patel (DIN 00304327) retire by rotation, and being eligible, have offered themselves for re-appointment. The Board recommends their re-appointment.
- 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.
- 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. 81,60,000/- 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, 2017 is annexed as Annexure - F to the Report.

**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.

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 2016-17 and hence no complaint is outstanding as on 31.03.2017 for Redressal.

**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, 2017 and of the profit of the Company for the year;



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- 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, 2017.

### **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 31/03/2017 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:**

#### **(A) CONSERVATION OF ENERGY:**

The information required under 134 of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 [Chapter IX] in respect of Conservation of Energy is annexed hereto and forms part of this Report.

#### **(B) TECHNOLOGY ABSORPTION:**

Being the fact that the manufacturing process has been indigenously developed; there is nothing to report on the status of technology absorption.

#### **(C) RESEARCH & DEVELOPMENT:**

The Company has established an in house laboratory with the modern facilities to carry out intensive analysis of variety of Raw materials & Finished goods. During the year under consideration, continuous efforts were made for up gradation of the products of your company.

#### **(D) FOREIGN EXCHANGE EARNING & OUTGO:**

No Foreign Exchange earning or outgo has occurred during the year.

### **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.

### **FIXED DEPOSITS:**

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

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 : 12/08/2017**

**Jagdish N. Patel  
Chairman & Managing Director**



## ANNEXURE 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 &amp; Fuel Consumption :

Particulars		2016-2017	2015-2016
<b>Electricity</b>			
<b>a) Purchased Units</b>	(KWH)	2,24,380	1,42,319
Total Amount	(Rs.)	16,65,006	10,71,925
Rate/Unit	(Rs./KWH)	7.42	7.53
Cost per Kg of Production	(Rs.)	0.28	0.31
<b>b) Own generation</b>			
(i) Through LDO/Diesel Generator	Unit (Ltrs)	2,194	2,659
Cost of LDO/Diesel	(Rs.)	1,32,335	1,37,165
Per Ltr Cost	(Rs.)	60.33	51.58
Cost per Kg of Production	(Rs.)	0.02	0.04
(ii) Through Fire Woods	Unit (Kgs)	2,75,485	2,34,280
Cost of Fire woods	(Rs.)	8,84,455	8,91,942
Per Kgs. Cost	(Rs.)	3.21	3.81
Cost per Kg of Production	(Rs.)	0.15	0.26

For &amp; On Behalf of the Board

Place : Ahmedabad  
Dated : 12/08/2017

Jagdish N. 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 Seven , of which Three are Non-Executive Independent Directors and Three 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.

<b>Name of Director</b>	<b>Category</b>	<b>No. of Board meetings attended</b>	<b>Last AGM Attendance</b>
Shri Jagdish Patel	Mg. Director	29	Yes
Shri Chandulal Patel	Executive Director	29	Yes
Shri Utkarsh Patel	Executive Director	29	Yes
Shri Umakant Patel	Non Executive Independent	29	Yes
Shri Suresh Patel	Non Executive Independent	11	No
Shri Praful Patel	Non Executive Independent	11	No
Smt. Jyotikaben Patel	Executive director	29	Yes

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

**Dates of Board meeting held :**

(1) 13-04-2016 (2)06.05.2016 (3) 20.05.2016 (4) 30.05.2016 (5) 03.06.2016 (6) 10.06.2016 (7) 17.06.2016 (8) 24.06.2016 (9) 22.07.2016 (10) 29.07.2016 (11) 05.08.2016 (12) 19.08.2016 (13) 26.08.2016 (14) 29.08.2016 (15) 02.09.2016 (16) 16.09.2016 (17) 12.11.2016 (18) 23.11.2016 (19) 23.12.2016 (20)06.01.2017 (21) 27.01.2017 (22) 03.02.2017 (23) 13.02.2017 (24) 17.02.2017 (25) 24.02.2017 (26) 03.03.2017 (27) 10.03.2017 (28) 17.03.2017 (29 ) 31.03.2017



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:**

- Ø 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.
- Ø To investigate any activity within its terms of reference.
- Ø To seek information from any employee.
- Ø To obtain outside legal or other professional advice.
- Ø To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Ø 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.
- Ø Recommending the appointment and removal of external auditor, fixation of audit fees and also approval for payment for any other services.
- Ø 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.
- Ø Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- Ø 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.
- Ø Discussion with internal auditors any significant findings and follow up there on.
- Ø 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.
- Ø 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.
- Ø Review in the Company's financial and risk management policies.
- Ø To look into the reasons for substantial defaults in the payment to the depositors, debentures, shareholders (in



## JYOTI RESINS & ADHESIVES LTD

case of non payment of declared dividend) and creditors.

- Ø 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.
- Ø It shall ensure compliance of internal control systems.

During the year under review, Audit committee met four times where all the members were present.

### NOMINATION AND REMUNERATION COMMITTEE :

In Compliance of section 178 of Companies Act, 2013 the Board renamed the Remuneration Committee as "The Nomination and Remuneration Committee". No remuneration is paid to any Director except Shri Jagdish N. Patel, Shri Utkarsh J. Patel and Smt. Jyotika J. Patel. The remuneration paid to Shri Jagdish N. Patel, Shri Utkarsh J. Patel and Smt. Jyotika J. Patel directors are governed by the requirement of other applicable provisions of the Companies Act, 2013 and provisions as would be applicable. No sitting fees are payable to any Director.

Remuneration paid to Mr. Jagdish N. Patel Rs. 36,00,000/- and Shri Utkarsh J. Patel during the year is Rs 27,60,000/- and Smt. Jyotika J. Patel Rs.18,00,000/- no other perquisites were paid.

### 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 Sharex Dynamics (India) Pvt. Ltd. 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	NIL
3	Disposed of during the year	NIL
4	Remaining unresolved at the end of the year	NIL

### III. General Body Meetings :

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

Date	Location	Date	Time	No. of Special Resolutions Passed
2015-2016	405-6, Rajkamal Plaza-B, Opp. Sakar-III, Income Tax, Ahmedabad	30-09-2016	3.00 P.M.	2
2014-2015	405-6, Rajkamal Plaza-B, Opp. Sakar-III, Income Tax, Ahmedabad	30-09-2015	3.00 P.M.	1
2013-2014	405-6, Rajkamal Plaza-B, Opp. Sakar-III, Income Tax, Ahmedabad	30-09-2014	3.00 P.M.	1

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.







## JYOTI RESINS & ADHESIVES LTD

### SHARE TRANSFER SYSTEM :

The share transfer work is handled by the Registrar and Share Transfer Agent of the Company i.e.M/s Sharex Dynamic (India) 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 31st March, 2017:

No. of Equity Shares Held	No. of Shareholders	% of Shareholders	No. of Share held	% of Shareholders
1 to 500	1233	74.82	199883	5.00
501 to 1000	187	11.35	161567	4.04
1001 to 2000	93	5.64	149991	3.75
2001 to 3000	34	2.06	88243	2.21
3001 to 4000	17	1.03	62574	1.56
4001 to 5000	19	1.15	90590	2.26
5001 to 10000	26	1.58	194433	4.86
10001 and above	39	2.37	3052719	76.32
<b>TOTAL</b>	<b>1648</b>	<b>100.00</b>	<b>4000000</b>	<b>100.00</b>

### Distribution pattern as on 31st March, 2017 :

	NO. OF SHARES	PERCENTAGE (%)
Promoters and Relatives	1621572	40.54%
Bodies Corporate	263229	6.58%
Public	2086616	52.16%
Other – Clearing Member	28583	0.72%

### Dematerialization of shares and Liquidity : ISIN NO. INE577D01013

3929199 shares out of 4000000 shares of the company have dematerialized as at 31st March, 2017 representing 98.23% 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 Convertibles Instruments, Conversion date And Likely impact on equity :  
Not applicable

**Plant Location** : Plot No. 873, Village Santej,  
Tal. Kalol, Dist. Gandhinagar, Gujarat.

**Address for Correspondence** : 405-6, Rajkamal Plaza-B,  
Nr. Samruddhi Building,  
Opp. Old High Court,  
Ahmedabad - 380 014.



**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, 2017 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.

**For Raman M. Jain & Co.  
Chartered Accountants.**

**Place : Ahmedabad  
Date : 12/08/2017**

**Raman M. Jain  
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 31st March, 2017:

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 : 12/08/2017**

**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 31st March 2017 has been satisfactory over though stiff market competition. Sales income was Rs 8216.08 Lacs compared to previous year sales of Rs. 4708.78 Lacs.

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 31st March, 2017, 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**  
**Dated : 12/08/2017**

**Jagdish N. Patel**  
**Chairman & Managing Director**



**ANNEXURE - 'F'**

**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.

**For Jyoti Resins & Adhesives Limited**

**Place : Ahmedabad  
Dated : 12/08/2017**

**Jagdish N. Patel  
Managing Director**

**Ashok Chinubhai Jardosh  
CFO**



Form No. MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended 31/03/2017

[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 & ADHESIVES LTD**  
405 RAJKAMAL PLAZZA-BOPP  
HIGHCOURT NR SAMRIDHHI BLDG  
AHMEDABAD GJ 380014

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by JYOTI RESINS & ADHESIVES LTD (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 31st March, 2017, 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, 2017, 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)Regulations, 2009; (Not applicable to the Company during the Audit Report)
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the Audit Report)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Report)
  - (f) 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)
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Report)



## JYOTI RESINS & ADHESIVES LTD

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- (h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Report)
- (vi) 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. I have relied on the report of Statutory Auditors of the Company for compliance system relating to direct tax, indirect tax and other tax laws. However it has been observed from the audited Balance Sheet that there were certain dues relating to taxes and duties which were not deposited due to disputes.

The list of other Acts, Laws and Regulations as applicable to the Company is as given below:-

1. Factories Act, 1948
2. Industrial Dispute Act, 1947
3. The Payment of Wages Act, 1936
4. The Minimum Wages Act, 1948
5. Employees' State Insurance Act, 1948
6. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
7. The Payment of Gratuity Act, 1972
8. The Maternity Benefit Act, 1961
9. The Child Labour (Prohibition & Regulation) Act, 1986
10. The Employee Compensation Act, 1923
11. India Stamp Act, 1899
12. Indian Contract Act, 1872
13. Negotiable Instrument Act, 1881
14. Sale of Goods Act, 1930
15. Energy Conservation Act, 2001
16. Recovery of Debts due to Banks and Financial Institutions Act, 1993
17. Legal Metrology Act, 2009
18. Trade Marks Act, 1999
19. Patents Act, 1970
20. Copyright Act, 1957
21. Designs Act, 2000
22. Income Tax Act, 1961
23. Central Excise Act, 1944
24. Central Sales Tax Act, 1956
25. VAT Act (State Acts)
26. Environment Protection Act, 1986
27. Labour Laws (Exemption from furnishing Returns and Maintaining Registers by Certain Establishments) Act, 1988
28. Weekly Holidays Act, 1942
29. Explosives Act, 1984
30. Labour Laws
31. Environmental Laws



- a) Water (Prevention and Control of Pollution) Act, 1974
- b) Water (Prevention and Control of Pollution) Cess Act, 1977
- c) Air (Prevention and Control of Pollution) Act, 1981
- d) Environment (Protection) Act, 1986
- e) Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India (applicable for the period ending 31st March, 2017);
- (ii) Listing Agreements entered into by the Company with BSE (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.

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 : 12/08/2017**  
**Place: Ahmedabad**

**For Meenu Maheshwari & Associates**  
**Proprietor**

**(Meenu Maheshwari)**  
**Company Secretaries**  
**Firm Regn No. S2015GJ305400**  
**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 A and it forms an integral part of this report.





**ANNEXURE A OF SECRETARIAL AUDIT REPORT**

To,  
The Members,  
**JYOTI RESINS & ADHESIVES LTD**  
405 RAJKAMAL PLAZZA-BOPP  
HIGHCOURT NR SAMRIDHHI BLDG  
AHMEDABAD GJ 380014

My 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.

**Date : 12/08/2017**  
**Place: Ahmedabad**

**For Meenu Maheshwari & Associates**  
**Proprietor**

**(Meenu Maheshwari)**  
**Company Secretaries**  
**Firm Regn No. S2015GJ305400**  
**FCS No. 7087 C.P. No. 8953**



Form No.MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS :

i.	CIN	L24229GJ1993PLC020879
ii.	Registration Date	17/12/1993
iii.	Name of the Company	JYOTI RESINS AND ADHESIVES LIMITED
iv.	Category / Sub-Category of the Company	LIMITED BY SHARES / PUBLIC COMPANY
v.	Address of the Registered office and contact details	405-406, RAJKAMAL PLAZA-B OPP.SAKAR-III, NR. SAMRUDDHI BLDG., ASHRAM ROAD, INCOME-TAX, AHMEDABAD-380014.
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	SHAREX DYNAMIC (INDIA) PVT. LTD. UNIT NO.1, LUTHRA IND. PREMISES, ANDHERI-KURLA ROAD, SAFED POOL, ANDHERI (E), MUMBAI – 400 072.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

S. N.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	WOOD ADHESIVES	35061000	100%
2			
3			

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

S. N.	Name And Address of The Company	CIN/GLN	Holding/Subsidiary /Associate	% of shares held	Applicable Section
1.	NOT APPLICABLE				

III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) :

i. Category-wise Share Holding :

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physi-cal	Total	% of Total Shares	Demat	Physi-cal	Total	% of Total shares	
<b>A. Promoter</b>									
1) Indian									
a) Individual/ HUF	1451044	0	1451044	36.276	1621572	0	1621572	40.539	+4.263
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp									
e) Banks / FI									
f) Any Other									
<b>Sub-total(A)(1):-</b>	<b>1451044</b>	<b>0</b>	<b>1451044</b>	<b>36.276</b>	<b>1621572</b>	<b>0</b>	<b>1621572</b>	<b>40.539</b>	<b>+4.263</b>


**JYOTI RESINS & ADHESIVES LTD**
**i. Category-wise Share Holding : (Contd....)**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total shares	
<b>2) Foreign</b>									
g) NRIs-Individuals									
h) Other-Individuals									
i) Bodies Corp.									
j) Banks / FI									
k) Any Other....									
<b>Sub-total(A)(2):-</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub-total(B)(1)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>2. Non Institutions</b>									
a) Bodies Corp.									
(i) Indian									
(ii) Overseas	304283	1700	305983	7.649	261529	1700	263229	6.581	-1.069
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	861180	73601	934781	23.369	782433	69101	851534	21.288	-2.081
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1224115	0	1224115	30.603	1194365	0	1194365	29.859	-0.744
c) CLE. MEM	25037	0	25037	0.626	28583	0	28583	0.715	+0.089
d) Others(Specify) NRI	59040	0	59040	1.476	40717	0	40717	1.018	0.458
<b>Sub-total(B)(2)</b>	<b>2473655</b>	<b>75301</b>	<b>2548956</b>	<b>63.724</b>	<b>2307627</b>	<b>70801</b>	<b>2378428</b>	<b>59.461</b>	<b>-4.263</b>
<b>Total Public Shareholding</b>									
<b>(B)=(B)(1)+ (B)(2)</b>	<b>2473655</b>	<b>75301</b>	<b>2548956</b>	<b>63.724</b>	<b>2307627</b>	<b>70801</b>	<b>2378428</b>	<b>59.461</b>	<b>-4.263</b>
<b>C. Shares held by Custodian for GDRs&amp;ADRs</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Grand Total (A+B+C)</b>	<b>3924699</b>	<b>75301</b>	<b>4000000</b>	<b>100.00</b>	<b>3929199</b>	<b>70801</b>	<b>4000000</b>	<b>100.00</b>	<b>NIL</b>



ii. Shareholding of Promoters :

S. N.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total of the company	% of Shares Pledged/ encumbered to total shares	
1.	UTKARSH J PATEL	235141	5.878	5.746	267247	6.681	0	0.803
2.	JAGDISH N PATEL	421744	10.544	9.915	480268	12.007	0	1.463
3.	JYOTIKA J PATEL	315893	7.897	7.527	355793	8.895	0	0.998
4.	SUKETU R PATEL	120060	3.002	3.002	120060	3.002	0	0.000
5.	PRIYANKA U PATEL	358206	8.955	8.863	398204	9.955	0	1.000
	<b>Total</b>	<b>1451044</b>	<b>36.276</b>	<b>35.053</b>	<b>1621572</b>	<b>40.540</b>	<b>0</b>	<b>4.264</b>

iii. Change in Promoters' Shareholding(please specify, if there is no change :

S. N.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1451044	36.276	1621572	40.540
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc):	TRANSFER			
	At the End of the year				

IV. INDEBTEDNESS :

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	64149262	15143775	0	79293037
ii) Interest due but not paid				
iii) Interest accrued but not				
<b>Total(i+ii+iii)</b>	<b>64149262</b>	<b>15143775</b>	<b>0</b>	<b>79293037</b>
<b>Change in Indebtedness during the financial year</b>				
- Addition	13566515	0	0	13566515
- Reduction	0	14643775	0	14643775
<b>Net Change</b>	<b>13566515</b>	<b>14643775</b>	<b>0</b>	<b>(-)1077259</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	77715778	500000	0	78215778
ii) Interest due but not paid iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>77715778</b>	<b>500000</b>	<b>0</b>	<b>78215778</b>



## JYOTI RESINS & ADHESIVES LTD

### V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager :

S.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		JAGDISH	UTKARSH	JYOTIKA	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3600000	2760000	1800000	8160000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission - as % of profit - others, specify...	0	0	0	0
5.	Others, please specify	0	0	0	0
6.	<b>Total(A)</b>	<b>3600000</b>	<b>2760000</b>	<b>1800000</b>	<b>8160000</b>
	<b>Ceiling as per the Act</b>				

#### B. Remuneration to other directors :

S.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
	<b>Independent Directors</b>				NIL
	· Fee for attending board committee meetings				
	· Commission				
	· Others, please specify				
	<b>Total(1)</b>				<b>NIL</b>
	<b>Other Non-Executive Directors</b>				NIL
	· Fee for attending board committee meetings				
	· Commission				
	· Others, please specify				
	<b>Total(2)</b>				<b>NIL</b>
	<b>Total (B)=(1+2)</b>				<b>NIL</b>
	<b>Total Managerial Remuneration</b>				
	<b>Overall Ceiling as per the Act</b>				

#### C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD :

S.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	Company Secretary	CFO	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	376800	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission - as % of profit - others, specify...	0	0	0	0
5.	Others, please specify	0	0	0	0
6.	<b>Total</b>	<b>0</b>	<b>0</b>	<b>376800</b>	<b>0</b>



## VI. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ Court]	Appeal made If any (give details)
<b>A. Company</b>					
Penalty					
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty					
Punishment					
Compounding					
<b>C. Other Officers In Default</b>					
Penalty					
Punishment					
Compounding					

## 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 2016 - 2017.

**Jagdish N. Patel**  
Managing Director



**INDEPENDENT AUDITOR'S REPORT**

**To The Members of JYOTI RESINS AND ADHESIVES LTD**

**Report on the Financial Statements**

We have audited the accompanying (Standalone) financial statements of JYOTI RESINS AND ADHESIVES LTD ("the Company") which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these (Standalone) financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Accounting Standard 30, "Financial Instruments". Recognition and Measurements issued by the Institute of Chartered Accountants of India to the extent it does not contradict any other Accounting Standard referred to in Section 133 of the Act, read with Rule 7 of the Companies (Accounting) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 & prudent, design, implementation & 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.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on 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 thereunder.

We conducted our audit 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- a) In the case of Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- a) In the case of Statement of Profit and Loss, of the Profit for the year ended on that date; and
- b) In the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

- 1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Sub-Section (11) of Section 143 of the Act, and on the basis of such checks of the books and



records of the Company as we considered appropriate and according to the information and explanation given to us, we give in the Annexure – B, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143 (3) of the Act, we further 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 purpose 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 and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. in our opinion, the aforesaid (Standalone) financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 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”.
  - g. in our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. In our opinion and as per the information and explanations provided to us , the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There has not been any occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund and thus the question of delay in transferring such sums does not arise.
    - iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of accounts maintained by the Company and as produced to us by the Management – Refer Note 31.

**For, Raman M. Jain & Co.**  
**Chartered Accountants**  
**Firm Registration No.: 113290W**

**Raman M. Jain**  
**Partner**  
**Membership No-045790**

**Place: Ahmedabad**  
**Date: 30-05-2017**





**“Annexure A” to the Independent Auditors’ Report**

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2017:

**1 In respect of Fixed Assets:**

- a) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- b) the fixed assets have been physically verified by the management during the year according to a phased program designed by the Company to cover all the items, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, fixed assets have been physically verified by the management during the year and according to the information and explanations given to us, no material discrepancies have been noticed on such verification;
- c) The title deeds of immovable properties other than self-constructed immovable properties, as disclosed in fixed assets note to the Financial Statements, are held in the name of Company.

**2** In our opinion and according to the information and explanations given to us, physical verification of inventories has been conducted at reasonable intervals by the management during the year and discrepancies noticed on verification between the physical stocks and book records were not material having regard to the size of the Company.

**3** In respect of loans, secured or unsecured, granted by the Company to Companies, Firms, LLP or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013, according to the information and explanation given to us.

The Company has not granted any secured or unsecured loans to Companies, Firms, LLP or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Therefore, the provisions of clause III of paragraph 3 of the aforesaid Order, in our opinion, are not applicable to the Company.

**4** In our opinion and according to the information and explanations given to us, the Company has not granted any loans or given any guarantee or provided any security or made any investment to any parties covered under Section 185 of the Act. The Company has not advanced any loans or given guarantees or provided any security or made investments pursuant to the provisions of Section 186 of the Act.

**5** In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public and hence the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and Rules framed thereunder, with regard to the deposits accepted from the public are not applicable to the Company.

**6** We have broadly reviewed the books of accounts maintained by the Company pursuant to the Rules prescribed by the Central Government for maintenance of cost records under Sub-Section (1) of Section 148 of the Companies Act, 2013 for the business activities carried out by the Company, and we are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however made a detailed examination for the same with a view to determine whether they are accurate or complete.

**7 In respect of Statutory Dues:**

- (a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees’ state insurance, income tax, sales tax, wealth tax, custom duty, excise duty, cess and other statutory dues, if any. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty and excise duty etc. were outstanding as at March 31, 2017 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of income tax, service tax, value added tax, wealth tax, excise duty and cess which have not been deposited on account of any dispute.

**8** In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans and borrowings to any banks or financial institutions or government. The Company has not issued any Debentures.

**9** To the best of our knowledge and belief and according to information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). However,



term loans obtained were prima facie, applied by the Company during the year for the purpose for which they were raised.

- 10 To the best of our knowledge and belief, during the course of our examination of the books and records of the Company, carried out with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across of any instances of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year nor we have been informed of any such case by the management.
- 11 To the best of our knowledge and belief and according to the information and explanations given to us, managerial remuneration has been paid/ provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- 12 As the Company is not Nidhi Company and the Nidhi Rules, 2014 are not applicable to it; the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- 13 To the best of our knowledge and belief and according to the information and explanations given to us, all the transactions with related parties are in compliance with the provisions of Section 177 and Section 188 of the Act, wherever applicable. The details of related party transactions have been disclosed in the Financial Statements, as required under Accounting Standard 18“Related Party Disclosures”, specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- 14 Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15 To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its Directors or persons connected with them. Consequently, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- 16 According to the nature of business of the Company, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Consequently, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

**For, Raman M. Jain & Co.**  
**Chartered Accountants**  
**Firm Registration No.: 113290W**

**Raman M. Jain**  
**Partner**  
**Membership No-045790**

**Place: Ahmedabad**  
**Date: 30-05-2017**

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**“Annexure B” to the Independent Auditor’s Report of even date on  
the Financial Statements of JYOTI RESINS AND ADHESIVES LTD**

**Report on the Internal Financial Controls 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 AND ADHESIVES LTD (“the Company”) as of March 31, 2017 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 Company’s management 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



## JYOTI RESINS & ADHESIVES LTD

business, including adherence to company's policies, 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.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent 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, 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, 2017, 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.

**For, Raman M. Jain & Co.**  
**Chartered Accountants**  
**Firm Registration No.: 113290W**

**Raman M. Jain**  
**Partner**  
**Membership No-045790**

**Place : Ahmedabad**  
**Date : 30-05-2017**



## BALANCE SHEET AS AT 31ST MARCH, 2017

PARTICULARS	Note No.	31st March, 2017	31st March, 2016
<b>I. EQUITY AND LIABILITIES :</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	2	40000000	40000000
(b) Reserves and Surplus	3	7287113	3371108
(c) Money Received against share Warrants		<u>0</u>	<u>0</u>
		47287113	43371108
<b>(2) Share Application money Pending Allotment</b>		0	0
<b>(3) Non-Current Liabilities :</b>			
(a) Long-Term Borrowings	4	500000	15143775
(b) Other Long Term Liabilities	5	4082178	7379902
(c) Long Term Provisions	6	<u>0</u>	<u>0</u>
		4582178	22523677
<b>(4) Current Liabilities :</b>			
(a) Short-Term Borrowings	7	77715778	64149262
(b) Trade Payables	8	73474377	77785932
(c) Other Current Liabilities	9	0	0
(d) Short-Term Provisions	10	<u>282850983</u>	<u>80927654</u>
		434041139	222862848
<b>Total Equity &amp; Liabilities :</b>		<b><u>485910429</u></b>	<b><u>288757633</u></b>
<b>II. ASSETS :</b>			
<b>(1) Non-Current Assets :</b>			
(a) Fixed Assets	11		
(i) Tangible Assets		7142647	7947218
(ii) Intangible Assets		0	0
(iii) Capital Work in Progress		0	0
(b) Non Current Investments	12	807904	807904
(c) Long term loans and advances	13	16000000	9000000
(d) Other Non Current Assets	14	<u>613108</u>	<u>549262</u>
		24563659	18304384
<b>(2) Current Assets :</b>			
(a) Current investments	15	0	0
(b) Inventories	16	56906523	56520040
(c) Trade receivables	17	373682899	207635699
(d) Cash and bank balances	18	28917821	4112240
(e) Short-term loans and advances	19	1839527	2185271
(f) Other current assets	20	<u>0</u>	<u>0</u>
		461346770	270453250
<b>Total Assets :</b>		<b><u>485910429</u></b>	<b><u>288757633</u></b>

The accompanying notes are integral part of these financial statements 1 to 30

## AS PER OUR REPORT EVEN DATE

FOR RAMAN M. JAIN & CO.  
CHARTERED ACCOUNTANTS  
FRN : 113290W

RAMAN M. JAIN  
PARTNER  
M.No. 045790

PLACE : AHMEDABAD  
DATE : 30-05-2017

## FOR &amp; ON BEHALF OF BOARD OF DIRECTORS

MANAGING DIRECTOR                      DIRECTOR

DIRECTOR                                      CFO

PLACE : AHMEDABAD  
DATE : 30-05-2017

**JYOTI RESINS & ADHESIVES LTD****STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH 2017**

Sr. No.	PARTICULARS	Note No.	31st March 2017	31st March 2016
<b>i.</b>	<b>Revenue :</b>			
	Revenue from operations	21	933153566	533786821
	Less : Central Excise duty		111545244	62909283
	Revenue from operations (Net)		821608322	470877538
<b>II.</b>	<b>Other Income</b>	22	152948	88618
<b>III.</b>	<b>Total Revenue (I + II)</b>		<b>821761269</b>	<b>470966156</b>
<b>IV.</b>	<b>Expenses :</b>			
	Cost of materials consumed	23	258287423	177866051
	Purchases of Stock-in-Trade		0	0
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	24	4861819	(7153574)
	Employee Benefits Expense	25	72692831	48897904
	Finance Costs	26	5967648	8429132
	Depreciation and Amortization Expense	11	804571	762902
	Other Expenses	27	473354819	238850006
	<b>Total Expenses (IV)</b>		<b>815969110</b>	<b>467652422</b>
<b>V.</b>	<b>Profit before tax (III - IV)</b>		<b>5792159</b>	<b>3313734</b>
<b>VI.</b>	<b>Tax Expense :</b>			
	(1) Current tax	28	1940000	1145000
	(2) Deferred tax		(63846)	(24592)
	MAT Credit Entitlement		0	0
<b>VII.</b>	<b>Profit/(Loss) for the period (V - VI)</b>		<b>3916005</b>	<b>2193326</b>
<b>VIII.</b>	<b>Earnings per Equity Share : (Face Value of Rs.10/- each)</b>			
	(1) Basic and Diluted	29	0.98	0.55

The accompanying notes are integral part of these financial statements 1 to 30

**AS PER OUR REPORT EVEN DATE**

**FOR RAMAN M. JAIN & CO.**  
**CHARTERED ACCOUNTANTS**  
**FRN : 113290W**

**RAMAN M. JAIN**  
**PARTNER**  
**M.No. 045790**

**PLACE : AHMEDABAD**  
**DATE : 30-05-2017**

**FOR & ON BEHALF OF BOARD OF DIRECTORS****MANAGING DIRECTOR****DIRECTOR****DIRECTOR****CFO**

**PLACE : AHMEDABAD**  
**DATE : 30-05-2017**

**Note - 1 - SIGNIFICANT ACCOUNTING POLICIES****1) Basis of Preparation of Financial Statements**

The Financial Statements have been prepared under the historical cost convention, in accordance with the Generally Accepted Accounting Principles and provisions of the Companies Act, 2013. All Income and Expenditure having material bearing on the Financial Statements are recognized on accrual basis.

**2) Use of Estimates**

The preparation of the Financial Statements in conformity with the Generally Accepted Accounting Policies requires the management to make estimates and assumptions that affect the reported amount of Assets and Liabilities, Revenues and Expenses and disclosure of Contingent Liabilities. Such estimation and assumptions are based on management's evaluation of relevant facts and circumstances as on date of financial statements. Difference between the actual results and estimates are recognized in the period in which the result are known / materialized.

**3) Revenue Recognition**

- Revenue / Income and Cost / Expenditure are generally accounted on accrual basis as they are earned / incurred, except those with significant uncertainties. Sales and purchases are accounted at net of taxes & duties.
- 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) Fixed Assets**

Fixed Assets acquired by the Company are reported at acquisition value, with deductions for accumulated depreciation and impairment of losses, if any. The acquisition value indicates the purchase price and expenses directly attributable to assets to bring it to the office and in the working condition for its intended use.

**5) Depreciation**

Depreciation on fixed assets is calculated on a straight line basis using the rates arrived at based on the useful lives defined under Schedule II of the Companies Act, 2013.

**6) Investments**

Investments are accounted at the cost plus brokerage and stamp charges. Long term Investments are valued at cost less provision for diminution other than temporary, in value, if any. Profit or Losses on investment are calculated on FIFO Method and are accounted as and when realized.

**7) 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.

**8) Miscellaneous Expenditure**

Preliminary expenses and pre-operative expenses are amortized over a period of 10 years.

**9) Retirement Benefits**

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.

**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 arising on such valuation are recognized immediately in the Statement of Profit and Loss. 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.

c) Termination benefits are charged to the Statement of Profit and Loss in the year of accrual.



**10) Taxes on Income**

- a. Current tax is determined on the basis of amount of tax payable on taxable income for the year.
- b. In accordance with Accounting Standard 22 "Accounting For Taxes on Income" issued by The Institute of Chartered Accountants of India, amount of the deferred tax for timing difference between the book and tax profits for the year is accounted for using the tax rate and laws that have been enacted or substantively enacted as of the Balance Sheet date. Deferred Tax Assets arising from temporary timing differences are recognized to the extent there is reasonable certainty that the assets can be realized in future.

**11) Expenses**

Material known liabilities are provided for & on the basis of available information / estimates with the Management.

Whenever external evidences for expenses are not available, Management has taken care of proper authorization of such expenses.

**12) 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.

**13) Government Grants and Subsidies**

Grants and subsidies from the government are recognized when there is reasonable assurance that (i) the Company will comply with the conditions attached to them, and (ii) the grant/ subsidy will be received.

Where the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an expense, it is deducted from related expenses.

**14) Borrowing Cost**

Borrowing costs are recognized in the period to which they relate, regardless of how the funds have been utilized, except where they relates to the financing of new assets requiring a substantial period of time for their intended future use. Interest on borrowings, if any, is capitalized up to the date when the asset is ready for its intended use. The amount of interest capitalized for the period is determined by applying the interest rate applicable to the appropriate borrowings.

**15) 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.

**16) Impairments of Assets**

At each Balance Sheet date, the Company reviews the carrying amount of fixed assets to determine whether there is an indication that those assets have suffered impairment loss. If any such indication exists, the recoverable amount of assets is estimated in order to determine the extent of impairment of loss. The recoverable amount is higher of the net selling price and value in use, determined by discounting the estimated future cash flows expected from the continuing use of the assets to their present value.

**17) Provisions and Contingent Liabilities**

Provisions involving substantial degrees of estimation in measurement are recognized when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Provisions (excluding long term benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent Liabilities are not recognized but are disclosed in the notes to accounts. Contingent Assets are neither recognized nor disclosed in the financial statements.

**18) Cash Flow Statement**

The Cash Flow Statement is prepared by the "Indirect Method" set out in Accounting Standard 3 on Cash Flow Statements and presents the cash flow by Operating, Investing and Financing activities of the Company.

Cash and Cash Equivalents presented in the Cash Flow Statement consist of Cash on Hand, Bank Balances and Demand Deposits with Banks.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

Particulars	As at 31st March, 2017	As at 31st March, 2016
<b>2. SHARE CAPITAL :</b>		
<b>1. AUTHORIZED SHARE CAPITAL</b>		
5,40,00,000 (Previous year 5,40,00,000)		
Equity Shares of Rs. 10/- each	540000000	540000000
<b>TOTAL</b>	<b>540000000</b>	<b>540000000</b>
<b>2 ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</b>		
At the beginning period	400000000	400000000
Add : Issued during the period	0	0
Add : Issued on account of merger / Conversion / Bonus / Split	0	0
Less : Forfeited Share (amount originally paid up)	0	0
At the end of reporting period	400000000	400000000
Less : Calls Unpaid (Showing aggregate value of calls unpaid by directors and officers)	0	0
<b>TOTAL</b>	<b>400000000</b>	<b>400000000</b>

**2.1 The reconciliation of the number of shares outstanding as at March 31,2017 and March 31, 2016 is set out below :**

Equity Shares	As at 31st March 2017		As at 31st March 2016	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	4000000	400000000	4000000	400000000
Add : Shares issued during the year	0	0	0	0
Less : Buy Back/ Forfeited Shares	0	0	0	0
Shares outstanding at the end of the year	4000000	400000000	4000000	400000000

**2.2 The details of shareholder holding more than 5% shares is set out below :**

Name of the shareholder	As at 31st March 2017		As at 31st March 2016	
	No of Shares	% of holding	No of Shares	% of holding
1 UTKARSH JAGDISHBHAI PATEL	267247	6.68	235141	5.88
2 JAGDISHNATHALAL PATEL	480268	12.01	421744	10.54
3 JYOTIKA JAGDISHBHAI PATEL	355793	8.89	315893	7.90
4 UDITAJAGDISHBHAI PATEL	209728	5.24	209728	5.24
5 PRIYANKA UTKARSHBHAI PATEL	398204	9.96	358206	8.96

**2.3 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.**





**JYOTI RESINS & ADHESIVES LTD**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017**

Particulars	As at 31st March, 2017	As at 31st March, 2016
<b>3. RESERVES &amp; SURPLUS :</b>		
<b>1. CAPITAL RESERVE :</b>		
As per last balance sheet	0	0
Add : Created during the year	0	0
Less : Transfer to General Reserve etc.	<u>0</u>	<u>0</u>
	0	0
<b>2 SECURITIES PRIMUM RESERVE :</b>		
As per last balance sheet	0	0
Add : Amount received on conversion of FCCB/from proceeds of Right Issue/on account of merger etc.	0	0
Less : Right Share Issue Expenses Written off	0	0
Less : Call in Arrears	0	0
Less : Bonus shares issued by capitalisation of share premium	<u>0</u>	<u>0</u>
	0	0
<b>3. GENERAL RESERVE :</b>		
As per last balance sheet	0	0
Add : Transferred during the year from Profit & Loss Account	0	0
Add : Any others	0	0
Less : Utilised for	<u>0</u>	<u>0</u>
	0	0
<b>4. SURPLUS IN STATEMENT OF PROFIT AND LOSS :</b>		
Balance as per last Financial year	3371108	1177782
Add : Profit for the year	3916005	2193326
Add : Addition during the year (including tranfer from reserve)		
Less : Appropriations		
Adjustment Related to Fixed Assets	0	0
Proposed Dividend on Equity Shares	0	0
Tax on Dividend	0	0
Transferred to General Reserve	<u>0</u>	<u>0</u>
	<u>7287113</u>	<u>3371108</u>
<b>TOTAL</b>	<b><u>7287113</u></b>	<b><u>3371108</u></b>

**4. LONG TERM BORROWINGS :**

**1 Term loans :**

**(a) Secured**

**(i) From Banks**

- Bank Term Loan - On Properties

**(ii) From other parties**

<u>0</u>	<u>0</u>
0	0

**(b) Unsecured**

**(i) From Bank**

**(ii) From Other parties**

0	0
<u>0</u>	<u>0</u>
<u>0</u>	<u>0</u>

**NOTES :** All the above Loans are also gauranteed by following direcors: (1) Jagdish Patel (2) Chandulal Patel (3) Utkarsh Patel (4) Jyotika Patel (5) Dinesh Patel



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

Particulars	As at 31st March, 2017	As at 31st March, 2016
<b>4. LONG TERM BORROWINGS : (CONTD.....)</b>		
<b>2. Loans and Advances from others :</b>		
(a) Secured	0	0
(b) Unsecured		
<b>From Directors, relatives &amp; Share holders :</b>		
- Jagdish N Patel	0	6748775
- Chandulal C Patel	0	300000
- Harshad G Patel	0	400000
- Kalpesh R Patel	500000	245000
- Umakant G Patel	0	200000
- Utkarshbhai J Patel	0	7250000
	<b>500000</b>	<b>15143775</b>
<b>Notes :-</b> As per Management's explanation, the above loans is for long term and rapayable over a period of three to five years from the date of balance sheet.		
<b>3. Other loans and advances :</b>		
(a) Secured	0	0
(b) Unsecured		
- From Traders	0	0
<b>TOTAL</b>	<b>500000</b>	<b>15143775</b>
<b>5. OTHER LONG TERM LIABILITIES :</b>		
(a) Trade Payables	0	0
(b) Others	4082178	7379902
<b>TOTAL</b>	<b>4082178</b>	<b>7379902</b>
<b>6. LONG TERM PROVISIONS :</b>		
<b>Provision for Employee Benefits :</b>		
(a) Provision for Leave Encashment	0	0
(b) Others	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>
<b>7. SHORT TERM BORROWINGS :</b>		
<b>(1) Loan repayable on demand :</b>		
<b>(a) Secured :</b>		
<b>(i) From banks :</b>		
- <b>The Kalupur Commercial Co.op.Bank Ltd.- Hypo</b>	0	13574986
(Primary Secured against the Hypothecation of all Stocks)		
- <b>The Kalupur Commercial Co.op.Bank Ltd.- Hypo</b>	0	50574277
(Primary Secured against the Hypothecation of book debts)		
- <b>The Amco Bank - (C.C.)</b>	77715778	0
(Primary Secured against the Hypothecation of book debts and Stock)		
(Note: Collateral security for the above loan is i) Mortgage of (1) Block No: 873, Mouje Santej, Ta: Kalol, Mehsana (2) 21/A, Trimurthi Bunglow, Thaltej, Ahmedabad (3) Pride Icon, Science City, Ahmedabad. ii) Loan is gauranteed by following direcors: (1) Jagdish Patel (2) Utkarsh Patel (3) Jyotika Patel		



**JYOTI RESINS & ADHESIVES LTD**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017**

Particulars	As at 31st March, 2017	As at 31st March, 2016
<b>7. SHORT TERM BORROWINGS : (CONTD....)</b>		
(ii) From Other Parties	0	0
	77715778	64149262
<b>(b) Unsecured :</b>		
(i) From banks	0	0
(ii) From other parties	0	0
	0	0
<b>(2) Loans and advances from related parties :</b>		
(a) Secured	0	0
(b) Unsecured	0	0
	0	0
<b>(3) Deposits :</b>		
(a) Secured	0	0
(b) Unsecured	0	0
	0	0
<b>TOTAL</b>	<b>77715778</b>	<b>64149262</b>
<b>8. TRADE PAYABLES :</b>		
1. Due to Micro, Small and Medium Enterprises	0	0
2. Due to Others	73474377	77785932
<b>TOTAL</b>	<b>73474377</b>	<b>77785932</b>
<b>9. OTHER CURRENT LIABILITIES :</b>		
1. Current maturities of Long term Debt (Bank Term Loan repayable in 1 year)	0	0
2. Unpaid Dividends	0	0
3. Creditors for Capital Goods	0	0
4. Other payables	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>
<b>10. SHORT TERM PROVISIONS :</b>		
<b>1. Provision for employee benefits :</b>		
- Provision for Bonus	0	0
- Provision for Gratuity / Leave Encashment	0	0
	0	0
<b>2. Others :</b>		
- Provision for Income tax (Net of Advance tax & TDS)	938348	643188
- Provident Fund Payable	75512	96682
- TDS Payable	278333	612791
- Unpaid Expense	265389712	69246547
- Unpaid Audit Fees	40000	80300
- Professional Tax	160514	152374
- Unpaid Salary & Wages	5966383	3543990
- Entry Tax Payable	32098	0
- Interest Expense	91688	91688
- CST / Vat Tax Payable	9878395	6460094
	282850983	80927654
<b>Total</b>	<b>282850983</b>	<b>80927654</b>



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

11. FIXED ASSETS :

TANGIBLE ASSETS :

	Free-hold Land	Factory Land	Factory Buildings	Plant and Machineries	Computer	Furniture and Fixtures	Vehicles	Laboratory Building	Office Premises	TOTAL
<b>Cost of Assets :</b>										
As at 1st April 2015	0	1607782	5058569	16641787	207631	1152821	3236645	106562	1997003	30008800
Addition	0	0	235605	79750	0	0	0	0	0	315355
Disposal / Adjustments	0	0	0	0	0	0	0	0	0	0
<b>As at 31st March 2016</b>	<b>0</b>	<b>1607782</b>	<b>5294174</b>	<b>16721537</b>	<b>207631</b>	<b>1152821</b>	<b>3236645</b>	<b>106562</b>	<b>1997003</b>	<b>30324155</b>
Addition	0	0	0	0	0	0	0	0	0	0
Disposal / Adjustments	0	0	0	0	0	0	0	0	0	0
<b>As at 31st March 2017</b>	<b>0</b>	<b>1607782</b>	<b>5294174</b>	<b>16721537</b>	<b>207631</b>	<b>1152821</b>	<b>3236645</b>	<b>106562</b>	<b>1997003</b>	<b>30324155</b>
<b>Depreciation</b>										
As at 1st April 2015	0	0	3001829	15440814	178318	1112622	1117085	57609	705758	21614035
Charge for the year	0	0	157364	69774	8392	4282	408824	3356	110910	762902
Disposal / Adjustments	0	0	0	0	0	0	0	0	0	0
<b>As at 31st March 2016</b>	<b>0</b>	<b>0</b>	<b>3159193</b>	<b>15510588</b>	<b>186710</b>	<b>1116904</b>	<b>1525909</b>	<b>60965</b>	<b>816668</b>	<b>22376937</b>
Charge for the year	0	0	160262	108545	8392	4282	408824	3356	110910	804571
Disposal / Adjustments	0	0	0	0	0	0	0	0	0	0
<b>As at 31st March 2017</b>	<b>0</b>	<b>0</b>	<b>3319455</b>	<b>15619133</b>	<b>195102</b>	<b>1121186</b>	<b>1934733</b>	<b>64321</b>	<b>927578</b>	<b>23181508</b>
<b>Net Block</b>										
As at 31st March 2016	0	1607782	2134981	1210949	20921	35917	1710736	45597	1180335	7947218
As at 31st March 2017	0	1607782	1974719	1102404	12529	31635	1301912	42241	1069425	7142647

Particulars	As at 31st March, 2017	As at 31st March, 2016
-------------	------------------------	------------------------

12. NON CURRENT INVESTMENTS :

(1) Trade Investments :

(a) Investment in property	0	0
(b) Investment in Equity Instruments	0	0
(c) Other non-current investments (specify nature)	0	0

(2) Other Investments :

(a) Investment in property	0	0
(b) Investment in Equity Instruments		

In Eq. Shares of

No. of Shares  
Curr.Yr. Prev.Yr.

Arcadia	3006	3006	33454	33454
Ahmedabad Mercantile Co Op Bank	1000	1000	50000	50000
Kalapur Commercial Co Op Bank	21900	21900	717450	717450
Atithya Non Trade Asso	14	14	7000	7000

807904 807904

(d) Investment in Government and trust securities	0	0
(h) Other non-current investments (specify nature)	0	0

AGGREGATE	QUOTED	UNQUOTED
807904	33454	774450

TOTAL

807904

807904



**JYOTI RESINS & ADHESIVES LTD**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017**

Particulars	As at 31st March, 2017	As at 31st March, 2016
<b>13. LONG TERM LOANS AND ADVANCES :</b>		
<b>Unsecured, Considered Good unless otherwise stated :</b>		
1. <b>Capital Advances :</b>		
Advance against Fixed Assets	16000000	9000000
2. <b>Other Loans &amp; Advances :</b>	0	0
<b>TOTAL</b>	<b>16000000</b>	<b>9000000</b>
<b>14. OTHER NON CURRENT ASSETS :</b>		
1. <b>Long Term Trade Receivables :</b>		
Unsecured, Considered Good :	0	0
2., <b>DEFERRED TAX ASSETS :</b>		
- Related to Fixed Assets	613108	549262
- Related to Others	0	0
	613108	549262
3. <b>Others</b>		
Bank FD for more than 12 months (Transferred from Cash & Bank Balances)	0	0
<b>TOTAL</b>	<b>613108</b>	<b>549262</b>
<b>15. CURRENT INVESTMENTS :</b>		
1. Investment in Mutual Fund	0	0
2. Investment in Equity Shares	0	0
3. Investment in Others	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>
<b>16. INVENTORIES :</b>		
<b>(At lower of cost or Net Realisable Value)</b>		
1. Raw Materials	9136568	4761710
2. Packing Material	18493931	17620487
3. Work in Process	4085000	3391500
4. Finished Goods	25191024	30746343
5. Stock-in-Trade	0	0
<b>TOTAL</b>	<b>56906523</b>	<b>56520040</b>
<b>17. TRADE RECEIVABLES :</b>		
<b>(1) Outstanding for not more than six months :</b>		
(a) Secured, considered good	332609170	184132853
(b) Unsecured, considered good	0	0
(c) Others considered doubtful	0	0
<b>Less : (d) Allowance for bad and doubtful Debts</b>	<b>0</b>	<b>0</b>
	332609170	184132853
<b>(2) Outstanding for more than six months :</b>		
(a) Secured, considered good	41073729	23502846
(b) Unsecured, considered good	0	0
(c) Others considered doubtful	0	0
<b>Less : (d) Allowance for bad and doubtful Debts</b>	<b>0</b>	<b>0</b>
	41073729	23502846
<b>TOTAL</b>	<b>373682899</b>	<b>207635699</b>



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

Particulars	As at 31st March, 2017	As at 31st March, 2016
<b>18. CASH &amp; BANK BALANCES :</b>		
<b>1. Cash &amp; Cash Equivalent :</b>		
(a) Balances with Schedule Banks	25684344	3506218
(b) Cash on Hand	3233478	606022
(c) Others		
- In Fixed Deposits for less than 3 months	<u>0</u>	<u>0</u>
<b>Sub Total ( A )</b>	<b>28917821</b>	<b>4112240</b>
<b>2. Other Bank Balances :</b>		
(a) Fixed Deposits with Banks		
- Bank FD for less than 12 months	0	0
- Bank FD for more than 12 months	0	0
(b) Earmarked balances with banks (Unpaid Dividend)	0	0
	0	0
Less : Bank FD for more than 12 months transferred to Non Current Assets	<u>0</u>	<u>0</u>
<b>Sub Total ( B )</b>	<b>0</b>	<b>0</b>
<b>TOTAL</b>	<b>0 28917821</b>	<b>0 4112240</b>
<b>19. SHORT TERMS LOANS AND ADVANCES :</b>		
<b>Unsecured, Considered Good :</b>		
<b>1. Loans &amp; Advances to related parties :</b>	0	0
<b>2. Loans &amp; Advances to Others :</b>		
Advance Recoverable in cash or in kind or for value to be received.		
Sundry Deposits and Advances	944110	1044549
Prepaid Expense	<u>849809</u>	<u>469560</u>
<b>Balance with Statutory / Government authority</b>		
Excise Duty	27156	653222
Service Tax	15877	15365
Advance Tax & TDS Receivables- Old	2575	2575
	<u>1839527</u>	<u>2185271</u>
<b>TOTAL</b>	<b>1839527</b>	<b>2185271</b>
<b>20. OTHER CURRENT ASSETS :</b>		
1. Interest Accrued on Investments		
2. Advance Premium on Forward Contracts		
<b>TOTAL</b>	<u>0</u>	<u>0</u>
<b>21. REVENUE FROM OPERATIONS :</b>		
<b>1. Revenue from Operations :</b>		
Sale of Products :		
Domestic Sales	933153566	533786821
Export Sales (*)	<u>0</u>	<u>0</u>
	933153566	533786821
(*) Earning in Foreign Exchange		
<b>2. Other Operating Revenue :</b>		
<b>GROSS REVENUE OPERATION</b>	<u>933153566</u>	<u>533786821</u>
Less : Central Excise Duty	<u>111545244</u>	<u>62909283</u>
Revenue from Operations (Net)	<u>821608322</u>	<u>470877538</u>
<b>TOTAL</b>	<b>821608322</b>	<b>470877538</b>


**JYOTI RESINS & ADHESIVES LTD**
**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017**

Particulars	As at 31st March, 2017	As at 31st March, 2016
<b>22. OTHER INCOME :</b>		
1. Interest Income	16556	18120
2. Dividend Income	86594	70498
3. Profit on Sale of Shares	0	0
4. Other Non Operating Income		
- Gain on Exchange Rate Fluctuation	0	0
- Profit/(Loss) on Sale of Assets	0	0
- Rent Income	0	0
- Excess IT provision written back	45000	0
- Miscellaneous Receipts	4798	0
	<u>49798</u>	<u>0</u>
<b>TOTAL</b>	<b><u>152948</u></b>	<b><u>88618</u></b>
<b>23. COST OF MATERIALS CONSUMED :</b>		
<b>Raw Material &amp; Packing Material Consumption :</b>		
1. Opening Stock	22382197	21971518
Add : Purchases	263535724	178276731
= Sub Total	285917922	200248249
Less : Closing Stock	27630499	22382197
	<u>258287423</u>	<u>177866051</u>
<b>TOTAL</b>	<b><u>258287423</u></b>	<b><u>177866051</u></b>
<b>24. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE :</b>		
<b>1. Finished Goods :</b>		
Opening Stock	30746343	25226769
Less : Closing Stock	25191024	30746343
	5555319	(519574)
<b>1. Work In Progress :</b>		
Opening Stock	3391500	1757500
Less : Closing Stock	4085000	3391500
	(693500)	(1634000)
<b>TOTAL</b>	<b><u>4861819</u></b>	<b><u>(7153574)</u></b>
<b>25. EMPLOYEE BENEFITS EXPENSE :</b>		
1. Salaries, Wages and Bonus	62251710	40669630
2. Contribution to Provident Fund / ESIC / Gratuity	923061	2070371
3. Directors Remuneration	8160000	5280000
4. Ex Gratia / Gratuity Payment	1223233	784651
5. Staff Welfare Expenses	134827	93252
	<u>72692831</u>	<u>48897904</u>
<b>TOTAL</b>	<b><u>72692831</u></b>	<b><u>48897904</u></b>
<b>26. FINANCE COSTS :</b>		
<b>1. Interest Expense</b>		
- For Bank Term Loans & Short Term borrowings	5685181	7997907
- For Others	282467	3089
- Applicable net gain / loss on foreign currency transactions and translation	0	0
	5967648	8000996
<b>2. Other Borrowing Costs</b>	0	428136
<b>TOTAL</b>	<b><u>5967648</u></b>	<b><u>8429132</u></b>



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

Particulars	As at 31st March, 2017	As at 31st March, 2016
<b>27. OTHER EXPENSES :</b>		
<b>1. Manufacturing Expenses</b>		
Consumption of Stores		
Opening Stock	0	0
Add : Purchases	<u>372280</u>	<u>127950</u>
= Sub Total	372280	127950
Less : Closing Stock	<u>0</u>	<u>0</u>
	372280	127950
Power and Fuel	3185984	2083380
Freight Inward, Octroi, Coolies and Cartages	3161958	1932060
Repairs and Maintenance		
- To Buildings	503308	9000
- To Plant and Machineries	1112431	948251
- To Other Assets	369790	286585
Misc. Factory Expenses	478286	167867
Water Expense	849085	535811
Rate Difference & Shortages	114779	0
Entry Tax Exps.	1226143	808576
Excise Exps. at Branch	46922410	28019533
VAT Expense	<u>14321386</u>	<u>8357887</u>
	72245559	43148950
<b>2. Selling and Distribution Expenses</b>		
Freight Outward, Coolies and Cartages	19737313	9961189
Target Incentive Expenses	172529658	43740272
Cash Discount	739193	2422253
Traveling Expenses		
- For Directors		0
- For Staff and Guests	7859709	5832059
Sales Promotion / Gift Expenses	177888093	113046165
Meeting & Seminar Expense	5540968	4926932
Advertisement Expenses	<u>2888721</u>	<u>1387758</u>
	387183656	181316628
<b>3. Administrative Expenses</b>		
Insurance Premium Expenses	1252354	450866
Payments to Auditors		
- As Auditor		
Statutory Audit fees	65000	30000
Tax Audit Fees	10000	5000
- For Other Services (Income Tax)		0
Annual General Meeting Expense	8500	7250
Bank Commission Charges	672687	105543
Donation Expense	10000	0
Garden Exp	43870	61080
Income-Tax Exp	0	20933
Kassar Vatav W/Off	19184	0
Laboratory Testing Expense	6920	16884
Legal & Professional Fees Exps.	718527	493686
Local Body Tax Exp	2760711	3349018
Misc. Office & Maintenance Expenses	427231	310573





**JYOTI RESINS & ADHESIVES LTD**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016**

Particulars	As at 31st March, 2016	As at 31st March, 2015
<b>27. OTHER EXPENSES : (CONDT.....)</b>		
<b>3. Administrative Expenses (Contd.....)</b>		
Municipal Tax	34405	123241
Penalty Expenses	0	2170
Petrol, Diesel & Conveyance	488667	456034
Professional Tax	15300	0
Postage Expense	251562	300409
Printing & Stationery Exp.	4401367	6670672
R. O. C. Fee Expenses	20300	18600
Rent Expense	112100	0
Share Transfer Expense	63169	71076
Subscription Expenses	53040	1348
Swachha Bharat Cess Expense	74440	0
Telephone Exp.	1329371	1133119
Tempo Diesel & Repair & Maintenance	714619	628977
	<u>13553324</u>	<u>14256479</u>
<b>Total</b>	<b><u>473354819</u></b>	<b><u>238850006</u></b>

**27.1 C. I. F. VALUE OF IMPORTS :**

	M.T.	2016-17 Amt. Rs.	M.T.	2015-16 Amt. Rs.
1. Raw Materials -	0	0	0	0
2. Stores	0	0	0	0
3. Capital Goods	0	0	0	0

**27.2 EXPENDITURE IN FOREIGN CURRENCY :**

	2016-17	2015-16
1 Travelling Expenses	0	0
2 Professional Fees	0	0
3 Subscription & Membership	0	0
4 Others	0	0
<b>TOTAL</b>	<b><u>0</u></b>	<b><u>0</u></b>

**27.3 VALUE OF IMPORTED AND INDIGENOUS RAW MATERIALS, STORES & SPARES CONSUMED AND PERCENTAGE THEREOF :**

	KG	2016-17 Amt. Rs.	KG	2015-16 Amt. Rs.
<b>a) Raw Materials :</b>				
1. Imported -	0	0	0	0
Percentage		0		0
3. Indigenous -		263535724		178276731
Percentage		100.00%		100.00%
<b>TOTAL</b>	<b><u>0</u></b>	<b><u>263535724</u></b>	<b><u>0</u></b>	<b><u>178276731</u></b>
<b>b) Stores &amp; Spares :</b>				
1. Imported	0	0	0	0
Percentage	0	0	0	0
2. Indigenous	0	0	0	0
Percentage	0	0	0	0
<b>TOTAL</b>	<b><u>0</u></b>	<b><u>0</u></b>	<b><u>0</u></b>	<b><u>0</u></b>



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

28. CURRENT TAX :

	2016-17	2015-16
1. Current Tax	1940000	1145000
<b>TOTAL</b>	<b>1940000</b>	<b>1145000</b>

29. EARNING PER SHARE :

		2016-17	2015-16
1. Profit attributable to the Equity Shareholders	A	3916005	2193326
2. Basic / Weighted average number of Equity Shares outstanding during the period	B	4000000	4000000
3. Nominal value of Equity Shares (Rs.)		10	10
4. Basic/Diluted Earnings per Share (Rs.)	A / B	0.98	0.55

30. NOTES FORMING PART OF ACCOUNTS FOR THE PERIOD ENDED MARCH 31, 2017 :

- The balances in respect of Sundry Debtors, Current Liabilities and Loans and Advances are subject to confirmations and reconciliations, if any.
- In the opinion of Board of Directors & Management, the Current Assets, Current Liabilities, Unsecured Loans, Loans and Advances are approximately of the value stated, if realized in the ordinary course of business. The Provisions for depreciation and for all known liabilities are adequate and not in excess of amounts reasonably necessary.
- In the opinion of Management, the Company is mainly engaged in a single segment of manufacturing & trading of non ferrous metals, therefore there are no separate reportable segments as per Accounting Standard (AS-17) "Segment Reporting".

4. Related Party Transaction :

As per Accounting Standard 18 on "Related Party Disclosures", disclosure of transactions with related parties as defined therein are given below.

List of related parties with whom transactions have taken place and Nature of relationship.

Key Management Personnel ("KMP") & relatives of KMP :-

- Jagdish N. Patel - Managing Director
- Utkarsh J. Patel - Director
- Jyotika Jagdish Patel - Director
- Chandulal C Patel - Director
- Umakant G Patel - Director
- Priyanka U. Patel - Employee

Transactions with Related Parties during the year :

The following transactions were carried out with the Related Parties in the ordinary course of business.

- Details of Related party transaction with "KMP" & relatives of KMP:

(Rs. In Lacs)

Particulars	Jagdish N. Patel (KMP)	Utkarsh J. Patel (KMP)	Jyotika Jagdish Patel (KMP)	Priyanka U. Patel (Relative of KMP)	Chandulal C Patel	Umakant G Patel
Director Remuneration	36.00 (21.50)	27.60 (20.13)	18.00 (10.53)	NIL (NIL)	NIL (NIL)	NIL (NIL)
Salary & Allowances	NIL (NIL)	NIL (NIL)	NIL (NIL)	18.00 (10.53)	NIL (NIL)	NIL (NIL)
Receipt of Loans	192.78 (92.51)	197.50 (82.50)	11.75 (11.85)	NIL (NIL)	NIL (NIL)	NIL (NIL)
Repayment of Loans	259.98 (99.00)	270.00 (60.00)	11.75 (11.85)	NIL (NIL)	3.00 (NIL)	2.00 (NIL)
Balance as at 31-03-17	NIL (67.49)	NIL (72.50)	NIL (NIL)	NIL (NIL)	NIL (3.00)	NIL (2.00)



## JYOTI RESINS & ADHESIVES LTD

### 5. Employee Benefits :

#### a) Defined Benefit Plan :

Liability in respect of present future liability of gratuity has been ascertained and provided in the accounts of Rs. 1223233/- (Previous Year–Rs.1200000). The employee's gratuity fund is managed by a trust (Life insurance corporation of India) is a defined benefit plan.

#### b) Defined Contribution Plan :

The Company has recognized the following amount in Statement of Profit and Loss which is included under contribution to funds.

(Rs. in Lacs)

Particulars	2016-17	2015-16
Contribution to Provident Fund	509626	689134

6. Expenditure incurred on employees who were in receipt of not less than Rs.60,00,000/- per year if employed throughout the year and Rs.5,00,000/- per month if employed for a part of a month is NIL.
7. The Company has not received information from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence, disclosure, if any, relating to amount unpaid as at the Balance Sheet date together with interest paid or payable as per the requirement under the said act, have not been made.
8. The books of accounts are prepared with compilation of taking the balances of all its branches namely Andheri, Pune, Jalgaon, Surat, Baroda, Udaipur, Ambivali, Bhayandar, Bhopal, Nasik, Pune PCMC, Sanpada, Satara, Jodhpur, Jaipur, Ulhasnagar & Thane into account.
9. Details of Specified Bank Notes (SBN) held and transacted during the period from November 09, 2016 to December 30, 2016:

Amount in Rs.

Particulars	SBN	Other Denomination Notes	Total
Closing Cash in Hand as on November 9, 2016	2741000	2756681	5497681
(+) Permitted Receipts	-	2643772	2643772
(-) Permitted Payments	50,000	2776227	2826227
(-) Amount Deposited in Banks	2691000	61600	2752600
Closing Cash in Hand as on December 30, 2016	-	2562626	2562626

10. In the opinion of the Board, Current Assets, Loans and Advances have a value of the least equal to the amounts shown in the Balance Sheet, if realized in the ordinary course of business. The provision for all known liabilities is adequate and not in excess of amount considered reasonably necessary.
11. Previous year's figures have been regrouped, reclassified & rearranged wherever considered necessary.

FOR RAMAN M. JAIN & CO.  
CHARTERED ACCOUNTANTS  
FRN : 113290W

RAMAN M. JAIN  
PARTNER  
M.No. 045790

PLACE : AHMEDABAD  
DATE : 30-05-2017

FOR & ON BEHALF OF BOARD OF DIRECTORS

MANAGING DIRECTOR                      DIRECTOR

DIRECTOR    CFO

PLACE : AHMEDABAD  
DATE : 30-05-2017



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017**

PARTICULARS	2016-17 RUPEES	2015-16 RUPEES
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
NET PROFIT	3916004.71	2193326.48
ADJUSTMENTS FOR		
DEPRECIATION	804571.00	762902.00
DEFERRED TAX INCOME	-63846.00	-24592.00
LOSS / (PROFIT) ON SALE OF SHARES	0.00	0.00
LOSS/(PROFIT) ON SALES OF SCRAPS	0.00 740725.00	0.00 738310.00
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b><u>4656729.71</u></b>	<b><u>2931636.48</u></b>
ADJUSTMENTS FOR		
TRADE AND OTHER RECEIVABLES	-166047200.00	-60566102.27
INVENTORIES	-386483.00	-7564252.00
TRADE PAYABLES	197611774.27	84053492.69
LOANS/ ADVANCES	-6654256.00 24523835.27	-10468989.00 5454149.42
<b>NET CASH FROM OPERATING ACTIVITIES TOTAL [A]...</b>	<b><u>29180564.98</u></b>	<b><u>8385785.90</u></b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
PURCHASE OF FIXED ASSETS	0.00	-315355.00
SALES OF FIXED ASSETS	0.00	0.00
SALE OF SHARES	0.00	0.00
INVESTMENTS IN SHARES	0.00	-50000.00
<b>NET CASH FROM INVESTING ACTIVITIES TOTAL [B]...</b>	<b><u>0.00</u></b>	<b><u>-365355.00</u></b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
INCREASE/(DECREASE) IN BORROWINGS	-4374983.46	-7236497.10
<b>NET CASH USED IN FINANCING ACTIVITIES TOTAL [C]...</b>	<b><u>-4374983.46</u></b>	<b><u>-7236497.10</u></b>
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	24805581.52	783933.80
CASH AND CASH EQUIVALENTS AS AT 1-4-2016 (OPENING BALANCE)	4112240.41	3328306.61
CASH AND CASH EQUIVALENTS AS AT 31-3-2017 (CLOSING BALANCE)	<u>28917821.93</u>	<u>4112240.41</u>
	<u>24805581.52</u>	<u>783933.80</u>

**AS PER OUR REPORT EVEN DATE**

**FOR RAMAN M. JAIN & CO.  
CHARTERED ACCOUNTANTS  
FRN : 113290W**

**RAMAN M. JAIN  
PARTNER  
M.No. 045790**

**PLACE : AHMEDABAD  
DATE : 30-05-2017**

**FOR & ON BEHALF OF BOARD OF DIRECTORS**

**MANAGING DIRECTOR                      DIRECTOR**

**DIRECTOR                                      CFO**

**PLACE : AHMEDABAD  
DATE : 30-05-2017**

**JYOTI RESINS AND ADHESIVES LIMITED**

**CIN No.: L24229GJ1993PLC020879**

REGISTERED OFFICE : 405-6, RAJKAMAL PLAZA - B,NR.SAMRUDDHI BLDG,  
OPP. OLD HIGH COURT, AHMEDABAD-380014.

**PROXY FORM**

DP. ID\* \_\_\_\_\_ CLIENT ID\* \_\_\_\_\_ FOLIO NO. \_\_\_\_\_

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 24th ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 30TH SEPTEMBER, 2017 AND AT ANY ADJOURNMENT THEREOF.

SIGNED THIS \_\_\_\_\_ DAY OF \_\_\_\_\_ 2017

NO. OF SHARES HELD \_\_\_\_\_

SIGNATURE(S) \_\_\_\_\_

ADDRESS \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

AFFIX  
RS. 1  
REVENUE  
STAMP

NOTE: THIS PROXY FORM MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT 405-6, RAJKAMAL PLAZA -B, NR.SAMRUDDHI BLDG.,OPP. OLD HIGH COURT,AHMEDABAD-380 014 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 : 405-6, RAJKAMAL PLAZA - B,NR.SAMRUDDHI BLDG,  
OPP. OLD HIGH COURT, AHMEDABAD-380014.

**ATTENDANCE SLIP**

**TWENTY FOURTH ANNUAL GENERAL MEETING - 30TH SEPTEMBER, 2017**

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 24TH ANNUAL GENERAL MEETING OF THE COMPANY BEING HELD ON SATURDAY, 30TH SEPTEMBER, 2017 AT 3.00 P.M. AT RAJKAMAL PLAZA-B, NR. SAMRUDDHI BLDG., OPP. OLD HIGH COURT, AHMEDABAD- 380014.

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**

405-6, RAJKAMAL PLAZA-B,  
NR. SAMRUDDHI BLDG,  
OPP. OLD HIGH COURT,  
AHMEDABAD-380014.