



**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: 01/10/2018

TO,

The Manager Listing,
The Bombay Stock Exchange
Corporate Relationship Department ,
Phiroze jijibhoy towers,dalal street,
Mumbai -400 001

SECURITY CODE NO: 514448

SUB: Compliance of Regulation 34 of SEBI (LODR) Regulation,2015

Dear Sir/mam,

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 2017-18 which has been duly adopted and approved at the Annual General Meeting held on 29th September 2018 as well as six hard copies of annual report by courier .

The Annual Report for the financial year 2017-18 is uploaded on the website of the company (www.EURO.com)

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

Thanking you

Yours Faithfully
For Jyoti Resins & Adhesives Limited


(Compliance Officer)

Encl: As Above





JYOTI RESINS & ADHESIVES LIMITED

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

CIN : L24229GJ1993PLC020879

25th
Annual Report
2017 - 2018



**TWENTY FIFTH ANNUAL REPORT
2017 - 2018**

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

M/S Suresh R. Shah & Associates
CHARTERED ACCOUNTANTS
1st Floor, Ghanshyam Chambers,
Opp. Mithakhali Rly. Crossing, Mithakhali,
Ellisbridge, AHMEDABAD-380 006.

SECRETARIAL AUDITOR

M/S MEENU MAHESHWARI & ASSOCIATES
COMPANY SECRETARY AHMEDABAD-04

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

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2018 , Statement of Profit & loss for the year ended on that date together with the Reports of Directors' and Auditors' thereon.
2. To appoint a director in place of Mr. Utkarsh Jagdishbhai Patel who retires by rotation and being eligible offers him self for reappointment.
3. To Appoint M/S Suresh R. Shah & Associates, Chartered Accountants as statutory auditors of the company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting of the company and to fix their remuneration of the Company and to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT subject to provisions of Section 139 and 140 of the Companies Act, 2013 and pursuant to Companies (Audit & Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Suresh R. Shah & Associates, Chartered Accountants, (Firm Registration No. with ICAI – 110691W) be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at a remuneration as may be fixed by the chairman of the company be re-appointed.

SPECIAL BUSINESS:

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

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

“RESOLVED THAT pursuant to the provision of Sections 149, 152 Schedule IV and all other applicable provisions of the companies Act 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr Harshad Govindbhai Patel who was appointed as an Additional Director (Independent) pursuant to the provision of section 161 of companies Act2013 and the Articles of Association of the company and in respect of whom he company has received a notice in writing under section 160 of the companies Act 2013 from a member proposing his candidature for the office of Director , be and is hereby appointed as an Independent Director of the company to hold office for 5(Five) years effective from the date of appointment by the Board ,i.e. from 31st July 2018 to 30th July 2023.

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

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

“RESOLVED THAT pursuant to the provision of Sections 149, 152 Schedule IV and all other applicable provisions of the companies Act 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr Kalpesh Rasikbhai Patel who was appointed as an Additional Director (Independent) pursuant to the provision of section 161 of companies Act2013 and the Articles of Association of the company and in respect of whom he company has received a notice in writing under section 160 of the companies Act 2013 from a member proposing his candidature for the office of Director , be and is hereby appointed as an Independent Director of the company to hold office for 5(Five) years effective from the date of appointment by the Board ,i.e. from 31st July 2018 to 30th July 2023.

6. CHANGE IN REGISTERED OFFICE.

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

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



JYOTI RESINS & ADHESIVES LTD

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

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

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

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

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

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

NOTES:

- a) A Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and not later than 48 hours before the time fixed for holding the meeting.
- b) Members are requested to advise immediately any change in their address to the Company.
- c) Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting
- d) In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote
- e) Member Register and Share Transfer books shall remain closed from 22.09.2018 to 29.09.2018 (both days inclusive).
- f) Members may avail of the facility of nomination in terms of section 72 of the Companies Act, 2013 by nominating any person to whom their shares in the Company shall vest on occurrence of events stated in Form SH-13. Form SH-13 is to be submitted in duplicates to Sharex Dynamic (India) Pvt. Ltd., RTA of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
- g) Relevant documents referred to in the accompanying notice or the statutory registers, as applicable to the Company, are open for inspection at the Registered Office of the Company on all working days (barring Saturday and Sunday) between 11:00 a.m. to 5:00 p.m. prior to the date of the AGM
- h) Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc, from the Company electronically
- i) In line with the ‘Green Initiative in the Corporate Governance’ launched by the Ministry of Corporate Affairs, Electronic copy of the Notice of the 25th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) and have given their positive consent to receive the same through electronic means. Members other than above, physical copies of the Notice of the 25th Annual General Meeting of the company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
- j) **The Securities and Exchange Board of India (SEBI) has decided that securities of listed companies can be transferred only in dematerialised w.e.f. December 05, 2018 onwards. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.**



- k) **Non Resident Indian members are requested to inform Sharex Dynamic (India) Pvt. Ltd. respective DPs, immediately of:**
- a. **Change in their residential status on return to India for permanent settlement.**
 - b. **Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.**
- l) Members may also note that the notice of the 25th Annual General Meeting and the Annual Report for the year 2017-18 will also be available on the company's website www.euro7000.com for their download.
- m) Members seeking any information or clarification from the accounts are requested to send written queries to the Company atleast 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
- o) Voting through electronic means
- In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - The e-voting facility will be available during the voting period as indicated herein below :
 1. A Member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself / herself and such proxy(s) need not be a member.
 2. Proxies in order to be effective must be lodged with the company at its Registered Office not less than 48 hours before the commencement of the meeting.
 3. Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2018 to 29th September, 2018 (both days inclusive).
 4. Members are requested to bring their copy of the Annual Report at the meeting & produce the Attendance Slip at the Entrance where the Annual General Meeting will be held.
 5. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
 6. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative, members holding shares in demat form are requested to provide their e-mail ID to the depository through their concerned depository participant and members holding shares in physical form are requested to provide e-mail ID to the Company's RTA, SHAREX DYNAMIC (INDIA) PVT LTD, UNIT NO.1, LUTHRA INDL. PREMISES, ANDHERI KURLA ROAD, SAFED POOL, ANDHERI (E), MUMBAI 400 072 and also notify the e-mail address as and when there is any change.
 7. A Statement pursuant of Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
 8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
 9. Voting through electronic means
 - In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the



Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

- The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- The e-voting facility will be available during the voting period as indicated herein below :

Commencement of e-voting	End of e-voting
26th September, 2018 at 10:00 am IST	28th September, 2018 at 5:00 pm IST

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

- The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select “EVEN” of “Jyoti Resins & Adhesives Ltd”
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to maheshwarics@yahoo.com with a copy marked to evoting@nsdl.co.in



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

(i) Initial password is given on page 3 of the Report

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

- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2018.
- Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or evoting@sharexindia.com.

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

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

Place : AHMEDABAD
Date : 14/08/2018

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

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



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

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

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

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

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

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

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

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

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

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

Item No. 6 : CHANGE IN REGISTERED OFFICE

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

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

The Board of Directors recommends the approval of special resolution.

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

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

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

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

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



JYOTI RESINS & ADHESIVES LTD

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

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

Place : AHMEDABAD

Date : 14/08/2018

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

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

**DIRECTORS' REPORT**

Your Directors have pleasure in presenting their Twenty Fifth Annual Report together with the audited statements of accounts for the year ended 31st March, 2018.

BUSINESS PERFORMANCE & FINANCIAL PERFORMANCE

FINANCIAL RESULTS	2017-2018 Rs.	2016-2017 Rs.
Sales & Other Incomes	551,854,393	582,149,568
Operating Profit (PBDTM)	94,600,108	246,307,496
Net Profit after Tax	10,465,080	3,916,005
Brought Forward Profit / (Loss)	6,363,884	2,447,880
Profit / Loss Carried Forward to B/S	16,828,964	6,363,884

During the year under report Company has earned net Cash profit of Rs. 946.00 lacs in compare to previous year Rs. 2463.07 lacs. Company has earned Net Profit of Rs. 104.65 lacs against previous year Rs. 39.16 lacs after providing depreciation, miscellaneous expenses and prior period item. During the year Turnover and other income of the Company was decreased to Rs. 5518.54 Lacs from Rs. 5821.50 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

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

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

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

PUBLIC DEPOSITS

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

AUDITORS' REPORT

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

CORPORATE GOVERNANCE

Your Company 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

The Company, in its last annual general meeting, had appointed M/S Suresh R. Shah & Associates, Chartered Accountants (FRN 110691W), as auditors for the year 2017-18. The remarks made in the Auditors' report are self-explanatory. M/S Suresh R. Shah & Associates, Chartered Accountants, Ahmedabad, the retiring auditors, offer themselves for re-appointment.

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

DIRECTORS:

- Mr. Utkarsh Jagdishbhai Patel (DIN 02874427) retire by rotation, and being eligible, have offered themselves for reappointment. 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.

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

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

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

PARTICULARS OF LOANS GUARANTEES OR INVESTMENTS UNDER SECTION 186

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

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

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

MANAGERIAL REMUNERATION

Your company has paid Rs. 107,50,000/- 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, 2018 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 2017-18 and hence no complaint is outstanding as on 31.03.2018 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



JYOTI RESINS & ADHESIVES LTD

at the end of the financial year ended 31st March, 2018 and of the profit of the Company for the year;

- iii. that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013, for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;
- iv. That the Directors have prepared the annual accounts on a going concern basis.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

SHARE CAPITAL

The paid up capital of the Company is Rs. 4,00,00,000/-. Your Company has not issue any kind of Share during the financial Year ending on 31st March, 2018.

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 31/03/2018 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 : 14th AUGUST, 2018**

**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 & Fuel Consumption :

Particulars		2017-2018	2016-2017
Electricity			
a) Purchased Units	(KWH)	2,87,943	2,24,380
Total Amount	(Rs.)	21,56,357	16,65,006
Rate/Unit	(Rs./KWH)	7.49	7.42
Cost per Kg of Production	(Rs.)	0.30	0.28
b) Own generation			
(i) Through LDO/Diesel Generator	Unit (Ltrs)	1,380	2,194
Cost of LDO/Diesel	(Rs.)	87,089	1,32,335
Per Ltr Cost	(Rs.)	63.11	60.33
Cost per Kg of Production	(Rs.)	0.01	0.02
(ii) Through Fire Woods	Unit (Kgs)	3,11,620	2,75,485
Cost of Fire woods	(Rs.)	11,81,755	8,84,455
Per Kgs. Cost	(Rs.)	3.79	3.21
Cost per Kg of Production	(Rs.)	0.17	0.15

For & On Behalf of the Board

Place : Ahmedabad
Dated : 14th AUGUST, 2018

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

Name of Director	Category	No. of Board meetings attended	Last AGM Attendance
Shri Jagdish Patel	Mg. Director	13	Yes
Shri Chandulal Patel	Executive Director	13	Yes
Shri Utkarsh Patel	Executive Director	13	Yes
Shri Umakant Patel	Non Executive Independent	13	Yes
Shri Suresh Patel	Non Executive Independent	13	No
Shri Praful Patel	Non Executive Independent	13	No
Smt. Jyotikaben Patel	Executive director	13	Yes

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

Dates of Board meeting held :

(1) 14-04-2017 (2)12.05.2017 (3) 30.05.2017 (4) 16.06.2017 (5) 30.06.2017 (6) 08.07.2017 (7) 21.07.2017 (8)12.08.2017 (9) 18.08.2017 (10) 13.10.2017 (11) 14.11.2017 (12) 10.01.2018 (13) 14.02.2018 .



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 case of non payment of declared dividend) and creditors.



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- 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 on 30/05/2017, 12/08/2017, 14/11/2017 and 14/02/2018. All the Meetings were also attended by the Auditors of the Company Audit committee met four times where all the members were present.

NOMINATION AND REMUNERATION COMMITTEE

Composition and terms of reference:

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

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

During the financial year ended 31st March 2018, four (4) Committee Meetings were held on 12/05/2017, 21/07/2017, 13/10/2017 and 10/01/2018.

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

Managing Director:

The present remuneration of the Managing Director includes a salary of Rs. 5,00,000/- per month and other perquisites, as approved by the Remuneration committee and shareholders at the AGM held on 30th September, 2017. For the financial year 2017-18, the remuneration payable to **MR. JAGDISH PATEL** is reviewed by the Remuneration Committee.

Executive Directors:

The present remuneration of the Executive Director includes a salary of Rs. 4,00,000/- per month and other perquisites, as approved by the Remuneration committee and shareholders at the AGM held on 30th September, 2017. For the financial year 2017-18, the remuneration payable to **MR. Uttkarsh PATEL** is reviewed by the Remuneration Committee.

The present remuneration of the Executive Director includes a salary of Rs. 1,50,000/- per month and other perquisites, as approved by the Remuneration committee and shareholders at the AGM held on 30th September, 2016. For the financial year 2017-18, the remuneration payable to **MR. Jyotikaben PATEL** is reviewed by the Remuneration Committee.

Non-Executive Directors:

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

The Non-Executive directors are providing honorary services and have not been paid any salary, sitting fees, performance based incentives or any stock options during the financial year 2017-18.

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

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

During the financial year 2017-18, the Committee met four times on 12/05/2017, 21/07/2017, 13/10/2017 and 10/01/2018. There were no pending complaints at the end of the financial year 2017-18.

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
2016-2017	405-6,Rajkamal Plaza-B, Opp. Sakar-III, Income Tax, Ahmedabad	30-09-2017	3.00 P.M.	4
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

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

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

DISCLOSURES :

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

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

MEANS OF COMMUNICATION :

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

GENERAL SHAREHOLDER INFORMATION :

Annual general Meeting Date : 29/09/2018
(Date, Time and Venue) Time : 11.30 A.M.
Venue : 405-6, Rajkamal Plaza-B, Opp. Sakar-III, Income Tax, Ahmedabad.

Financial Calendar : 1st April 2017 to 31st March 2018.

Date of Book Closure : 22nd September, 2018 to 29th September, 2018. (Both days inclusive)

Dividend Payment Date : No Dividend declared.

TENTATIVE FINANCIAL CALENDAR :

Publication of Quarterly Results ending 30th Sept. 2018 : First week of Nov.2018
Publication of Quarterly Results ending 31st Dec. 2018 : First week of Feb.2019
Publication of Audited Results for 2018 - 19 : Last week of May 2019
Annual General Meeting for 2018 - 19 : Last week of September 2019



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LISTING ON STOCK EXCHANGE : The Bombay Stock Exchange, Mumbai

Stock code on BSE : 514448

MARKET PRICE DATA :

Share price in The Stock Exchange, Mumbai :

Month	High (Rs.)	Low (Rs.)
April'17	224.95	167.55
May'17	181.45	153.70
June'17	163.90	139.65
July'17	164.20	88.35
August'17	110.05	87.40
September'17	86.65	75.00
October'17	78.75	62.20
November'17	64.00	57.00
December'17	72.45	62.80
January'18	73.00	63.15
February'18	69.35	60.95
March'18	71.05	64.45

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

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

REGISTRAR AND SHARE TRANSFER AGENT :

M/s Sharex Dynamic (India) Pvt. Ltd.

Unit No. 01, Luthra Ind. Premises,
Andheri Kurla Road, Safed Pool,
Andheri (E), Mumbai-400 072.
TEL. NO.022-28515606 FAX // 91 -022-28512885

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, 2018:

No. of Equity Shares Held	No. of Shareholders	% of Shareholders	No. of Share held	% of Shareholders
1 to 500	1248	76.24	201257	5.03
501 to 1000	177	10.81	151828	3.79
1001 to 2000	77	4.70	126263	3.15
2001 to 3000	31	1.89	78608	1.97
3001 to 4000	15	0.92	53506	1.34
4001 to 5000	20	1.22	95105	2.38
5001 to 10000	25	1.53	184611	4.62
10001 and above	44	2.69	3108822	77.72
TOTAL	1637	100.00	4000000	100.00

**Distribution pattern as on 31st March, 2018**

	NO. OF SHARES	PERCENTAGE (%)
Promoters and Relatives	1634264	40.86%
Bodies Corporate	267341	6.68%
Public	2079749	51.99%
Other – Clearing Member	18646	0.47%

Dematerialization of shares and Liquidity ISIN NO. INE577D01013

3929199 shares out of 4000000 shares of the company have dematerialized as at 31st March, 2018 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:

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

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, 2018 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 Suresh R. Shah & Associates
Chartered Accountants**

**Place : Ahmedabad
Date : 14th AUGUST 2018**

**Mrugen K. Shah
Partner**



ANNEXURE - 'D'
CERTIFICATE BY CEO/CFO

Pursuant to the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges and other regulations as are applicable it is hereby certified that for the financial year ended 31st March, 2018:

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.

Place : Ahmedabad
Date : 14TH AUGUST, 2018

For & On Behalf of the Board
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 2018 has been satisfactory over though stiff market competition. Sales income was Rs 5517.75 Lacs compared to previous year sales of Rs. 5819.97 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, 2018, 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 : 14TH AUGUST 2018

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.

Place : Ahmedabad
Dated : 14TH AUGUST 2018

For Jyoti Resins & Adhesives Limited

Jagdish N. Patel
Managing Director

Ashok Chinubhai Jardosh
CFO



Form No. MR-3
SECRETARIAL AUDIT REPORT

For the financial year ended 31/03/2018

[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 **M/s. 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, 2018, 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, 2018, according to the provisions of:

- (i) The Companies Act, 2013("the Act') and the rules made there under as applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (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, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)Regulations, 2009; **(Not applicable as the company has not issued any further shares during the period under review)**
 - (d) The Securities and Exchange Board of India (Share based Employee benefits) Regulations , 2008
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable as the company has not issued and listed any debt securities during the period under review)**
 - (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 as the company is not Registered as Registrar to Issue and share transfer Agent during the period under review)**.
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable as there was no reportable event during the period under review).**



- (h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998; **(Not applicable as there was no reportable event during the period under review).**
- (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:-

- Drugs & Cosmetics Act , 1940,
- Narcotic Drugs and psychotropic Substances Act , 1985,
- Indian Boilers Act ,1923,
- Factories Act, 1948
- The Payment of Wages Act, 1936
- The Minimum Wages Act, 1948
- Employees' State Insurance Act, 1948
- The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
- The Payment of Bonus Act, 1965
- The Payment of Gratuity Act, 1972
- Negotiable Instrument Act, 1881
- Sale of Goods Act, 1930
- Foreign Contribution Regulation Act, 2010
- Micro, Small and Medium Enterprises Development Act, 2006
- Income Tax Act, 1961
- Central Excise Act, 1944
- Customs Act, 1962
- Central Sales Tax Act, 1956
- VAT Act (State Acts)
- GST Act

Environmental Laws

- Water (Prevention and Control of Pollution) Act, 1974
- Water (Prevention and Control of Pollution) Cess Act, 1977
- Air (Prevention and Control of Pollution) Act, 1981
- Environment (Protection) Act, 1986
- Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 20081881

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

- (i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meeting (SS-2) issued by the Institute of Company Secretaries of India;
- (ii) Listing Agreements entered into by the Company with BSE (Stock Code: 514448) (BOMABAY STOCK EXCHANGE) Limited and/or Securities Exchange Board Of India (Listing Obligations And Disclosure Requirement) Regulations, 2015



JYOTI RESINS & ADHESIVES LTD

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

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 : 14.08.2018
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 : 14.08.2018
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 31.03.2018

[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	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	1621572	0	1621572	40.539	1634264	0	1634264	40.857	+0.318
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp									
e) Banks / FI									
f) Any Other									
Sub-total(A)(1):-	1621572	0	1621572	40.539	1634264	0	1634264	40.857	+0.318



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	
2) Foreign									
g) NRIs-Individuals	40717	0	40717	1.018	19798	0	19798	0.495	-0.523
h) Other-Individuals									
i) Bodies Corp.									
j) Banks / FI									
k) Any Other....									
Sub-total(A)(2):-	40717	0	40717	1.018	19798	0	19798	0.495	-0.523
B. Public Shareholding									
1. Institutions									
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
Sub-total(B)(1)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2. Non Institutions									
a) Bodies Corp.									
(i) Indian	261529	1700	263229	6.581	265641	1700	267341	6.683	+0.102
(ii) Overseas									
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	782433	69101	851534	21.288	1082058	69101	1151159	28.779	+7.491
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	1194365	0	1194365	29.859	908792	0	908792	22.720	-7.139
c) CLE. MEM	28583	0	28583	0.715	18646	0	18646	0.466	-0.249
d) Others(Specify) NRI									
Sub-total(B)(2)	2266910	70801	2337711	58.443	2275137	70801	2345938	58.648	+0.205
Total Public Shareholding									
(B)=(B)(1)+ (B)(2)	2266910	70801	2337711	58.443	2275137	70801	2345938	58.648	+0.205
C. Shares held by Custodian for GDRs&ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	3929199	70801	4000000	100.00	3929199	70801	4000000	100.00	NIL



JYOTI RESINS & ADHESIVES LTD

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	267247	6.681	0	274865	6.872	0	0.191
2.	JAGDISH N PATEL	480268	12.006	0	480400	12.010	0	0.004
3.	JYOTIKA J PATEL	355793	8.895	0	355793	8.895	0	0.000
4.	SUKETU R PATEL	120060	3.002	0	120060	3.002	0	0.000
5.	PRIYANKA U PATEL	398204	9.955	0	403146	10.078	0	0.123
	Total	1621572	40.539	0	1634264	40.857	0	0.318

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	1621572	40.539	1634264	40.857
	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
Indebtedness at the beginning of the financial year				
i) Principal Amount	77715778	500000	0	78215778
ii) Interest due but not paid				
iii) Interest accrued but not				
Total(i+ii+iii)	77715778	500000	0	78215778
Change in Indebtedness during the financial year				
- Addition	3980500	0	0	3980500
- Reduction	77715778	500000	0	78215778
Net Change	(-)73735278	(-)500000	0	(-)74235278
Indebtedness at the end of the financial year				
i) Principal Amount	3980500	0	0	3980500
ii) Interest due but not paid iii) Interest accrued but not due				
Total (i+ii+iii)	3980500	0	0	3980500



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	5000000	3950000	1800000	10750000
	(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.	Total(A)	5000000	3950000	1800000	10750000
	Ceiling as per the Act				

B. Remuneration to other directors :

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

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	90000	415680	505680
	(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.	Total	0	90000	415680	505680



JYOTI RESINS & ADHESIVES LTD

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)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other Officers In Default					
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 2017 - 2018.

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 & ADHESIVES LIMITED** ("the Company"), which comprise the Balance Sheet as at **March 31, 2018**, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

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 including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also 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 and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone 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 standalone financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order issued under section 143(11) of the Act.

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.



JYOTI RESINS & ADHESIVES LTD

- b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
 - e) on the basis of the written representations received from the directors of the Company as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Suresh R Shah & Associates
Chartered Accountants
FRN : 110691W

Place : Ahmedabad
Date : 30-05-2018

Mrugen K Shah
(Partner)
M. No.: 117412

**ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **JYOTI RESINS & ADHESIVES LIMITED** of even date)

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

We have audited the internal financial controls over financial reporting of **JYOTI RESINS & ADHESIVES LIMITED** (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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.

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



JYOTI RESINS & ADHESIVES LTD

be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Suresh R Shah & Associates
Chartered Accountants
FRN : 110691W

Place : Ahmedabad
Date : 30-05-2018

Mrugen K Shah
(Partner)
M. No.: 117412

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

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

- i. In respect of the Company's fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the name of the Company.
- ii.
 - (a) The management of the company has conducted the physical verification of inventory at reasonable intervals.
 - (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of accounts were not material.
- iii. According to the information and explanations given to us, the Company has not granted secured or unsecured loans to any Company, Firm, Limited Liability Partnership or other party covered in the register maintained under section 189 of the Companies Act, 2013.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2018 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.



- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.
- viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Suresh R Shah & Associates
Chartered Accountants
FRN : 110691W

Place : Ahmedabad
Date : 30-05-2018

Mrugen K Shah
(Partner)
M. No.: 117412

**JYOTI RESINS & ADHESIVES LTD****BALANCE SHEET AS AT 31 MARCH 2018***(All amounts are in Indian Rupees, except share data and as stated)*

PARTICULARS	Notes	As at	As at	As at
		31 March 2018	31 March 2017	1 April 2016
ASSETS				
Non-current assets				
Property, plant and equipment	5	39,461,469	7,142,647	7,947,218
Financial Assets				
Investments	6	890,514	774,450	774,450
Other non-current assets	7	—	16,000,000	9,000,000
Total non-current assets		40,351,983	23,917,097	17,721,668
Current assets				
Inventories	8	52,206,459	56,906,523	56,520,040
Financial Assets				
Trade receivables	9	433,809,552	373,682,899	207,635,699
Cash and cash equivalents	10	43,951,549	28,917,821	4,112,240
Other current assets	11	5,030,292	1,839,527	2,185,271
Total current assets		534,997,852	461,346,770	270,453,250
Total assets		575,349,835	485,263,867	288,174,918
EQUITY AND LIABILITIES				
Equity				
Equity Share Capital	12	40,000,000	40,000,000	40,000,000
Other Equity	13	16,828,964	6,363,884	2,447,880
Total Equity		56,828,964	46,363,884	42,447,880
Liabilities				
Non-current liabilities				
Financial Liabilities				
Borrowings		3,095,884	—	—
Other financial liabilities	16	2,631,465	2,418,036	1,500,000
Deferred Tax liabilities		1,094,617	276,666	340,512
Total non-current liabilities		6,821,966	2,694,702	1,840,512
Current liabilities				
Financial Liabilities				
Borrowings	14	884,616	78,215,778	79,293,037
Trade Payables		23,903,400	73,474,377	77,785,932
Other financial liabilities	16	6,874,860	7,762,213	9,595,880
Provisions	17	466,614,456	266,328,061	69,889,736
Other current liabilities	19	13,421,573	10,424,852	7,321,941
Total current liabilities		511,698,905	436,205,282	243,886,526
Total Liabilities		518,520,871	438,899,983	245,727,038
Total Equity And Liabilities		575,349,835	485,263,867	288,174,918
Significant accounting policies	2			

The notes referred to above form are an integral part of these financial statements
As per our report of even date attached

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

Mrugen Shah
Partner
Membership no: 117412

Place : Ahmedabad
Date : 30-05-2018

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

JAGDISH N PATEL
Managing Director
DIN: 00304924

Place : Ahmedabad
Date : 30-05-2018

UTKARSH J PATEL
Director
DIN: 02874427



Statement of profit and loss for the year ended 31 March 2018

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

PARTICULARS	Notes	Year ended 31 March 2018	Year ended 31 March 2017
Revenue from operations	20	551,774,623	581,996,620
Other income	21	92,094	152,948
Other gains / (losses) net	19	(12,324)	-
Total Income		551,854,393	582,149,568
Expenses			
Cost of materials consumed	22	370,245,052	258,287,423
Changes in inventories of finished goods, work-in progress, stock in trade and packing materials	23	(2,216,398)	4,861,818
Employee benefits expense	24	89,225,631	72,692,831
Finance costs	25	1,540,519	6,480,975
Depreciation and amortisation expense	26	1,066,291	804,571
Other expenses	27	77,135,266	233,229,792
Total expenses		536,996,361	576,357,410
Profit before exceptional items and income tax		14,858,032	5,792,158
Exceptional items		-	-
Profit before tax			
Current tax		3,575,000	1,940,000
Deferred tax (credit) / charge		817,952	(63,846)
Income tax expense		4,392,952	1,876,154
Profit for the year		10,465,080	3,916,004
Other comprehensive income net of taxes			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement gains / (loss) of defined benefit plans		-	-
Changes in fair value of FVOCI equity instruments		-	-
Income tax relating to items that will not be reclassified subsequently to profit or loss		-	-
Net other comprehensive income not to be reclassified subsequently to profit or loss		-	-
Items that will be reclassified subsequently to profit or loss			
Debt instruments through other comprehensive income - net change in fair value		-	-
Income tax relating to items that will be reclassified subsequently to profit or loss		-	-
Net other comprehensive income to be reclassified subsequently to profit or loss		-	-
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year		10,465,079.88	3,916,003.95
Earnings per share:			
Basic and diluted earnings per share (Rs.) [Nominal value of per equity share is Rs. 10]			

Significant accounting policies

2

The notes referred to above form are an integral part of these financial statements
As per our report of even date attached

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

Mrugen Shah
Partner
Membership no: 117412

Place : Ahmedabad
Date : 30-05-2018

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

JAGDISH N PATEL
Managing Director
DIN: 00304924

Place : Ahmedabad
Date : 30-05-2018

UTKARSH J PATEL
Director
DIN: 02874427

**JYOTI RESINS & ADHESIVES LTD****Cash flow statement for the year ended 31 March 2018***(All amounts are in Indian Rupees, except share data and as stated)*

PARTICULARS	Year ended 31 March 2018	Year ended 31 March 2017
Cash flow from operating activities		
Net profit before tax	14,858,032	5,792,158
Adjustments:		
Depreciation and amortisation	1,066,291	804,571
Finance expense	1,540,519	6,480,975
Interest Income	-	(16,556)
Dividend Income	(92,094)	(86,594)
Operating cash flow before working capital changes	17,372,748	12,974,554
Working capital adjustments		
Decrease / (Increase) in trade receivables	(60,126,653)	(166,047,200)
Decrease / (Increase) in other current assets	(3,190,765)	345,745
Decrease/ (increase) in inventories	4,700,064	(386,483)
Increase/ (decrease) in trade payables	(49,570,977)	(4,311,555)
Increase/ (decrease) in borrowings	(77,331,162)	(1,077,259)
Increase/ (decrease) in other financial liabilities	(887,353)	(1,833,667)
Increase/ (decrease) in provisions	200,286,395	196,438,325
Increase/ (decrease) in other current liabilities	2,996,721	3,102,911
Cash generated from operations	34,249,017	39,205,371
Less: Income tax paid	(3,575,000)	(1,940,000)
Net cash generated from operating activities (a)	30,674,017	37,265,371
Cash flow from investing activities		
Purchase of Fixed Assets	(33,385,113)	-
Change in Capital Advance	16,000,000	(7,000,000)
Investment made	(116,064)	-
Dividend Received	92,094	86,594
Interest received	-	16,556
Net cash used in investing activities (b)	(17,409,083)	(6,896,850)
Cash flow from financing activities		
Borrowings made	3,095,884	-
Increase in Security Deposits from Distributors	213,429	918,036
Finance costs paid	(1,540,519)	(6,480,975)
Net cash generated from / (used in) financing activities (c)	1,768,794	(5,562,939)
Net increase/(decrease) in cash and cash equivalents (a)+(b)+(c)	15,033,728	24,805,582
Cash and cash equivalents at the beginning of the year	28,917,821	4,112,240
Cash and cash equivalents at the end of the year	43,951,549	28,917,821
Notes to cash flow statement :		
Components of cash and cash equivalents		
Cash on hand	1,529,413	3,233,478
Bank Balances	42,422,136	25,684,344
	43,951,549	28,917,821

The notes referred to above form are an integral part of these financial statements
As per our report of even date attached

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

Mrugen Shah
Partner
Membership no: 117412

Place : Ahmedabad
Date : 30-05-2018

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

JAGDISH N PATEL
Managing Director
DIN: 00304924

Place : Ahmedabad
Date : 30-05-2018

UTKARSH J PATEL
Director
DIN: 02874427

**Statement of changes in Equity for the year ended 31 March 2018***(All amounts are in Indian Rupees, except share data and as stated)*

a. Equity share capital		
Balance as at 1 April 2016	40,000,000	
Changes in equity share capital	–	
As at 31 March 2017	40,000,000	
Changes in equity share capital	–	
As at 31 March 2018	40,000,000	
b. Other equity		
	Retained earnings	Total
Balance at 1 April 2016	2,447,880	2,447,880
Profit for the year	3,916,004	3,916,004
Other comprehensive income	–	–
Total comprehensive income for the year	3,916,004	3,916,004
Balance as at 31 March 2017	6,363,884.13	6,363,884.13
b. Other equity		
	Retained earnings	Total
Balance at 1 April 2017	6,363,884	6,363,884
Profit for the year	10,465,080	10,465,080
Other comprehensive income	–	–
Total comprehensive income for the year	10,465,080	10,465,080
Balance as at 31 March 2018	16,828,964	16,828,964



Notes on Financial Statements for the year ended 31st March 2018

1 Corporate information

Jyoti Resins and Adhesives Limited ('The Company') is a public limited company incorporated and domiciled in India. The address of its registered office is 405-406, Rajkamal Plaza-B, Opposite Sakar-III, Nr. Samruddhi Building, Ashram road, Income tax, Ahmedabad - 380014, Gujarat, India. The Company is in the business of manufacturing of high grade synthetic resin adhesives with its EURO7000 brand. The Company has a huge plant with the capacity of 1000 tons/month, which is located at Santej, Ahmedabad.

2 Basis of preparation of financial statements

2.1 Basis of Preparation

The Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (Act) read with Rule 4A of Companies (Accounts) Second Amendment Rules, 2015, Companies (Indian Accounting Standards) Rules, 2015; and the other relevant provisions of the Act and Rules thereunder. The Financial Statements have been prepared under historical cost convention basis except for certain financial assets and financial liabilities which have been measured at fair value.

The Company has adopted IndAS and the adoption was carried out in accordance with IndAS 101, First-Time Adoption of Indian Accounting Standards. The transition was carried out from the Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules 2014 and the relevant provisions of the Companies Act, 2013 ('the 2013 Act') / Companies Act 1956 ('the 1956 Act') as applicable (Indian GAAP). For all the periods upto 31st March 2017, Company prepared its financial statements in accordance with (Indian GAAP). These financial statements for the year ended 31 March 2018 are the first the Company has prepared in accordance with Ind AS. Refer to note 4 for information on how the Company adopted Ind AS.

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

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

2.2 Use of estimates

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

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

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

3 Significant accounting policies

3.1 Property, plant and equipment

Recognition and measurement

- a) The cost of an item of property, plant and equipment is recognized as an asset only if it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably.



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

3.2 Capital work-in-progress:

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

3.3 Depreciation

Depreciation is calculated on cost of items of Plant and machinery forming part of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method and for items other than Plant and machinery, it is calculated based on the written down value method, and is generally recognised in the statement of profit and loss. Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. Freehold land is not depreciated.

3.4 Cash flow Statement

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

3.5 Transaction in Foreign Currency

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

3.6 Financial Instruments

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

3.7 Cash and cash equivalents

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

3.8 Investments

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

3.9 Trade receivables

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

3.10 Borrowings

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

3.11 Trade payables

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

3.12 Other financial assets and liabilities

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

3.13 De-recognition of financial assets and liabilities

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

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

3.14 Leases - Company as a lessee**Finance lease**

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

Operating lease

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

3.15 Inventories

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

3.16 Impairment of assets**Financial assets**

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

Non-financial assets**Tangible assets**

Property, plant and equipment with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset



(or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss to such extent. When an impairment loss subsequently reverses, the carrying amount of the asset (or a CGU) is increased to the revised estimate of its recoverable amount, such that the increase in the carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years. A reversal of an impairment loss is recognised immediately in statement of profit and loss.

3.17 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue from sale of goods includes excise duty and are net of discounts, applicable taxes, rebates and estimated returns.

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

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

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

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

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

3.18 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of these assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in statement of profit and loss in the period in which they are incurred.

3.19 Provisions and Contingencies

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

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

3.20 Employees Benefit

- (a) Short term employee benefits are recognized as expenses at the undiscounted amount in the Statement of Profit and Loss of the year for which the related service is rendered.
- (b) Defined Contribution Plan: Monthly contribution to the provident fund which is under defined contribution schemes are charged to Statement of Profit & Loss and deposited with the provident fund authorities on monthly basis.

- c) Defined Benefit Plans: Gratuities to employees are covered under the employees' group gratuity schemes and the premium is paid on the basis of their actuarial valuation using the projected unit credit method. Actuarial gain and losses net of deferred taxes arising from experience adjustments and changes in actuarial assumptions are recognized in other comprehensive income in the period in which they arise. Any short fall in case of premature resignation or termination to the extent not reimbursed by LIC is being absorbed in the year of payment.
- d) Termination benefits are charged to the Statement of Profit and Loss in the year of accrual when the Company is committed without any possibility of withdrawal of an offer made to either terminate employment before the normal retirement date or as a result of an offer made to encourage voluntary retirement.

3.21 Taxes on income

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

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

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

3.22 Earning Per Share

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

4 Explanation of transition to Ind AS

As stated in Note 2.1, these are the Company's first financial statements prepared in accordance with Ind AS. For the year ended 31 March 2017, the Company had prepared its financial statements in accordance with Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act ('previous GAAP').

The accounting policies set out in Note 2 have been applied in preparing these financial statements for the year ended 31 March 2018 including the comparative information for the year ended 31 March 2017 and the opening Ind AS balance sheet on the date of transition i.e. 1 April 2016.

In preparing its Ind AS balance sheet as at 1 April 2016 and in presenting the comparative information for the year ended 31 March 2017, the Company has adjusted amounts reported previously in financial statements prepared in accordance with previous GAAP. This note explains the principal adjustments made by the Company in restating its financial statements prepared in accordance with previous GAAP, and how the transition from previous GAAP to Ind AS has affected the Company financial position, financial performance and cash flows.

Optional exemptions availed and mandatory exceptions

In preparing these financial statements, the Company has applied the below mentioned optional exemptions and mandatory exceptions.

**A. Optional exemptions availed****1. Property plant and equipment**

As per Ind AS 101 an entity may elect to:

- (i) measure an item of property, plant and equipment at the date of transition at its fair value and use that fair value as its deemed cost at that date
- (ii) use a previous GAAP revaluation of an item of property, plant and equipment at or before the date of transition as deemed cost at the date of the revaluation, provided the revaluation was, at the date of the revaluation, broadly comparable to:
 - fair value;
 - or cost or depreciated cost under Ind AS adjusted to reflect, for example, changes in a general or specific price index.
- (iii) use carrying values of property, plant and equipment as on the date of transition to Ind AS (which are measured in accordance with previous GAAP prescribed under Ind AS 101) if there has been no change in its functional currency on the date of transition.

As permitted by Ind AS 101, the Company has elected to continue with the carrying values under previous GAAP for all the items of property, plant and equipment.

B. Mandatory exceptions**1. Estimates**

As per Ind AS 101, an entity's estimates in accordance with Ind AS at the date of transition to Ind AS at the end of the comparative period presented in the entity's first Ind AS financial statements, as the case may be, should be consistent with estimates made for the same date in accordance with the previous GAAP unless there is objective evidence that those estimates were in error. However, the estimates should be adjusted to reflect any differences in accounting policies.

As per Ind AS 101, where application of Ind AS requires an entity to make certain estimates that were not required under previous GAAP, those estimates should be made to reflect conditions that existed at the date of transition (for preparing opening Ind AS balance sheet) or at the end of the comparative period (for presenting comparative information as per Ind AS).

The Company's estimates under Ind AS are consistent with the above requirement. Key estimates considered in preparation of the financial statements that were not required under the previous GAAP are listed below:

- Impairment of financial assets based on the expected credit loss model.
- Determination of the discounted value for financial instruments carried at amortised cost.

2. Derecognition of financial assets and liabilities

As per Ind AS 101, an entity should apply the derecognition requirements in Ind AS 109, Financial Instruments, prospectively for transactions occurring on or after the date of transition to Ind AS. However, an entity may apply the derecognition requirements retrospectively from a date chosen by it if the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions. The Company has elected to apply the derecognition principles of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.

3. Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable.

Accordingly, the Company has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of the financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.



JYOTI RESINS & ADHESIVES LTD

Reconciliation of equity :

Particulars	Foot Notes	As at 31st March, 2017	As at 31st March, 2016
Total equity (Shareholder's fund) as per previous GAAP		47,287,113	43,371,108
Fair value of investments in equity instruments	A	(33,454)	(33,454)
Deferred tax on transitional adjustments	B	(922,973)	(889,774)
Total equity under IndAS		46,330,686	42,447,880

Reconciliation of total comprehensive income :

	Foot Notes	Year ended 31 March 2017
Profit after tax as per previous GAAP		3,916,005
Fair value of investments in equity instruments	A	–
Deferred tax on transitional adjustments	B	0
Profit after tax as per IndAS		3,916,005
Other comprehensive income (net of tax)		–
Total Comprehensive income under IndAS		3,916,005

Notes to the reconciliation between previous GAAP and IndAS:

- (A) **Fair value of investments in equity instruments recognized in Statement of profit and loss**
Under Ind AS, Investment in equity shares is classified for fair value through profit and loss as it is in the nature of trading. Under previous GAAP, long-term investments are carried at cost less provision for diminution in the value of investment, other than temporary. This difference has resulted in decrease of equity by Rs. Nil as at 31 March 2017 (Rs. 33,354 as at 1 April 2016).
- (B) **Deferred tax on transitional adjustments**
The impact of transition adjustments together with Ind AS mandate of using balance sheet approach (against profit and loss approach in the previous GAAP) for computation of deferred taxes has resulted in charge to the Reserves, on the date of transition, with consequential impact to the Statement of Profit and Loss for the subsequent periods.

Cash flow statement

The transition from previous GAAP to IndAS has not had a material impact on the statement of cash flows.



Notes to financial statements for the year ended 31 March 2018

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

5. PROPERTY, PLANT AND EQUIPMENT

(See accounting policy in note 3(C))

Reconciliation of carrying amount

Particulars	Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Computers	Laboratory building	Office premises	Total
Cost or deemed cost (gross carrying amount)									
Balance at 1 April 2016	1,607,782	5,294,174	16,721,537	1,152,821	3,236,645	207,631	106,562	1,997,003	30,324,155
Additions	--	--	--	--	--	--	--	--	--
Disposals	--	--	--	--	--	--	--	--	--
Balance at 31 March 2017	1,607,782	5,294,174	16,721,537	1,152,821	3,236,645	207,631	106,562	1,997,003	30,324,155
Balance at 1 April 2017	1,607,782	5,294,174	16,721,537	1,152,821	3,236,645	207,631	106,562	1,997,003	30,324,155
Additions	--	--	3,881,900	4,463,867	6,270,696	-	-	18,768,650	33,385,113
Disposals	--	--	--	--	--	--	--	--	--
Balance at 31 March 2018	1,607,782	5,294,174	20,603,437	5,616,688	9,507,341	207,631	106,562	20,765,653	63,709,268
Accumulated depreciation									
Balance at 1 April 2016	--	3,159,193	15,510,588	1,116,904	1,525,909	186,710	60,965	816,668	22,376,937
Depreciation for the year	--	160,262	108,545	4,282	408,824	8,392	3,356	110,910	804,571
Disposals	--	--	--	--	--	--	--	--	--
Balance at 31 March 2017	---	3,319,455	15,619,133	1,121,186	1,934,733	195,102	64,321	927,578	23,181,508
Balance at 1 April 2017	-	3,319,455	15,619,133	1,121,186	1,934,733	195,102	64,321	927,578	23,181,508
Depreciation for the year	-	110,910	249,229	4,282	517,201	2,574	3,356	178,739	1,066,291
Disposals	--	--	--	--	--	--	--	--	--
Balance at 31 March 2018	-	3,430,365	15,868,362	1,125,468	2,451,934	197,676	67,677	1,106,317	24,247,799
Carring amount (net)									
As at 1 April 2016	1,607,782	2,134,981	1,210,949	35,917	1,710,736	20,921	45,597	1,180,335	7,947,218
As at 31 March 2017	1,607,782	1,974,719	1,102,404	31,635	1,301,912	12,529	42,241	1,069,425	7,142,647
As at 31 March 2018	1,607,782	1,863,809	4,735,075	4,491,220	7,055,407	9,955	38,885	19,659,336	39,461,469


JYOTI RESINS & ADHESIVES LTD
Notes to financial statements for the year ended 31 March 2018
(All amounts are in Indian Rupees, except share data and as stated)

PARTICULARS	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
6. INVESTMENTS			
(See accounting policies in Notes —)			
Non-current investments			
Unquoted investments			
Investments in equity instruments			
At amortised cost			
- Ahmedabad Mercantile Co-operative bank (No. of shares : 1000, previous year : 1000)	50,000	50,000	50,000
- Kalupur Commercial Co-operative bank (No. of shares : 21900, previous year : 21900)	717,450	717,450	717,450
- Atithya Non Trade Association (No. of shares : 14, previous year : 14)	7,000	7,000	7,000
(A)	774,450	774,450	774,450
Quoted - At FVTPL			
Investments in equity instruments of Ambition Mica Limited	116,064	0	0
(B)	116,064	-	-
Total Investments (A)+(B)	890,514	774,450	774,450
Current	-	-	-
Non-current	890,514	774,450	774,450
7. OTHER NON-CURRENT ASSETS			
Capital advance	-	16,000,000	9,000,000
Total	-	16,000,000	9,000,000
8. INVENTORIES			
Valued at lower of cost and net realizable value			
Raw Materials	10,559,160	9,136,568	4,761,710
Packing Material	8,329,319	18,493,931	17,620,487
Work in Process	209,000	4,085,000	3,391,500
Finished Goods	33,108,980	25,191,024	30,746,343
Total	52,206,459	56,906,523	56,520,040
9. TRADE RECEIVABLES			
Secured, considered good	433,809,552	373,682,899	207,635,699
Total Trade receivables	433,809,552	373,682,899	207,635,699
10. CASH AND BANK BALANCES			
Cash and cash equivalents			
Cash on hand	1,529,413	3,233,478	606,022
Bank balances	42,422,136	25,684,344	3,506,218
	43,951,549	28,917,821	4,112,240



Notes to financial statements for the year ended 31 March 2018

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

PARTICULARS	As at	As at	As at
	31 March 2018	31 March 2017	1 April 2016
11. OTHER CURRENT ASSETS			
Balance with statutory authorities	2105689	45,608	671,162
Sundry deposits and advances	2564640	944,110	1,044,549
Prepaid Expenses	359,963	849,809	469,560
Total	5,030,292	1,839,527	2,185,271

12 SHARE CAPITAL

Particulars	As at 31 March 2018		As at 31 March, 2017		As at 1 April 2016	
	Number of shares	(Rs.)	Number of shares	(Rs.)	Number of shares	(Rs.)
Authorized						
Equity shares of Rs 10/- each with voting rights	54,000,000	540,000,000	54,000,000	540,000,000	54,000,000	540,000,000
	54,000,000	540,000,000	54,000,000	540,000,000	54,000,000	540,000,000
Issued, subscribed and fully paid-up						
Equity shares of Rs 10/- each with voting rights	4,000,000	40,000,000	4,000,000	40,000,000	4,000,000	40,000,000
Total	4,000,000	40,000,000	4,000,000	40,000,000	4,000,000	40,000,000

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

Notes:

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

Particulars	As at 31 March 2018		As at 31 March, 2017	
	Number of shares	Amount	Number of shares	Amount
At the commencement and at the end of the year				
- Equity shares with voting rights	4000000	40,000,000	4000000	40,000,000

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

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

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

Name of the shareholder	As at 31 March 2018		As at 31 March, 2017	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares of Rs. 10/- each fully paid				
Utkarsh Jagdishbhai Patel	274,865	6.87%	267,247	6.68%
Jagdish Nathalal Patel	480,400	12.01%	480,268	12.01%
Jyotika Jagdishbhai Patel	355,793	8.89%	355,793	8.89%
Udita Jagdishbhai Patel	209,728	5.24%	209,728	5.24%
Priyanka Utkarshbhai Patel	403,146	10.08%	398,204	9.96%
Naisha IT Solutions Pvt. Ltd.	213,450	5.34%	--	--



Notes to financial statements for the year ended 31 March 2018

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

12 SHARE CAPITAL (Contd.....)

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

Particulars	Aggregate number of shares				
	As at 31 March, 2017	As at 31 March, 2016	As at 31 March, 2015	As at 31 March, 2014	As at 31 March, 2013
Equity shares with voting rights					
Fully paid up pursuant to contracts without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares	-	-	-	-	-
Shares bought back	-	-	-	-	-

13. OTHER EQUITY

Amount

Retained earnings

As at 1 April 2016	3,371,108
Profit for the year	3,916,004
As at 31 March 2017	7,287,112
Profit for the year	10,465,080
As at 31 March 2018	17,752,192

Other comprehensive income (OCI)

As at 1 April 2016	-
Movement in OCI during the year	-
As at 31 March 2017	-
Movement in OCI during the year	-
As at 31 March 2018	-

Total

-

Capital management

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

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

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Borrowings	3,980,500	78,215,778	79,293,037
Less : Cash and cash equivalent (Note)	43,951,549	28,917,821	4,112,240
Net debt	(39,971,049)	49,297,957	75,180,798
Equity	40,000,000	40,000,000	40,000,000
Other equity	16,828,964.01	6,363,884.13	2,447,880.18
Total capital	56,828,964	46,363,884	42,447,880
Capital and net debt	16,857,915	95,661,841	117,628,678
Gearing ratio	2.37	0.52	0.64



Notes to financial statements for the year ended 31 March 2018

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

13. OTHER EQUITY (Contd.....)

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

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2018 and 31 March 2017.

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

Earnings per share (EPS)

Basic and diluted earnings per share

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

PARTICULARS	As at 31 March,2018	As at 31 March,2017
Profit attributable to the equity shareholders of the Company	10,465,080	3,916,004
Weighted average number of equity shares	4,000,000	4,000,000
Basic and diluted earnings per share (EPS)	2.62	0.98

PARTICULARS	As at 31 March,2018	As at 31 March,2017	As at 1 April,2016
-------------	------------------------	------------------------	-----------------------

14. BORROWINGS

Secured Term loans	3,980,500	-	-
Secured loans repayable on demand from banks			
Working capital loans			
Kalupur Commercial Co-operative bank limited (Refer note 1 below)	-	-	64,149,262
Ahmedabad Mercantile I Co-operative bank limited (Refer note 2 below)	-	77,715,778	-
Unsecured loans			
Loans repayable on demand from others	-	500,000	15,143,775
	3,980,500	78,215,778	79,293,037
Non-current	3,095,884	-	-
Current	884,616	78,215,778	79,293,037

Note:

Details of security for the secured loans repayable on demand:

- Working capital loans from Kalupur Commercial Co-operative bank limited is by secured by hypothecation of all stock and book debts.
- Working capital loan from Ahmedabad Mercantile Co-operative bank limited is primarily secured by way hypothecation of all stock and book debts. Collateral security for the said 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. Further it is guranted by by following direcors: (1) Jagdish Patel (2) Utkarsh Patel (3) Jyotika Patel.
- Secured Loan consists of Car loan taken from Axix Bank


JYOTI RESINS & ADHESIVES LTD
Notes to financial statements for the year ended 31 March 2018
(All amounts are in Indian Rupees, except share data and as stated)

PARTICULARS	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
15. TRADE PAYABLES			
Trade payables to related parties			
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	23903400	73,474,377	77,785,932
Total	23,903,400	73,474,377	77,785,932
16. OTHER FINANCIAL LIABILITIES			
Security deposits from Staff	15,410	1,664,142	5,879,902
Security deposits from Distributors	2,631,465	2,418,036	1500000
Interest accrued but not due on borrowings	91,688	91,688	91,688
Payable for employee benefits	6,647,762	5,966,383	3,543,990
Audit fees payable	120,000	40,000	80,300
	9,506,325	10,180,249	11,095,880
Non-current	2,631,465	2,418,036	1,500,000
Current	6,874,860	7,762,213	9,595,880
	9,506,325	10,180,249	11,095,880
17. PROVISIONS			
(See accounting policies in 3(I))			
Provision for Income tax (Net of Advance tax & TDS)	3672192	938,348	643,188
Provision for expenses	462,942,264	265,389,712	69,246,547
	466,614,456	266,328,060	69,889,735
Non-current	-	-	-
Current	466,614,456	266,328,060	69,889,735
	466,614,456	266,328,060	69,889,735
18. DEFERRED TAX LIABILITIES (NET)			
As at the start of the year	276,666	340,512	-
Charge / (credit) to Statement of profit and loss	817,952	(63,846)	-
At the end of the year	-	-	340,512
	1,094,617	276,666	340,512
19. OTHER CURRENT LIABILITIES			
Statutory liabilities	13,421,573	10,424,852	7,321,941
	13,421,573	10,424,852	7,321,941

**Notes to financial statements for the year ended 31 March 2018***(All amounts are in Indian Rupees, except share data and as stated)*

PARTICULARS	For the year ended 31 March,2018	For the year ended 31 March,2017
20. REVENUE FROM OPERATIONS		
Sale of products (Including excise duty)	551,774,623	581,996,620
Total revenue from operations	551,774,623	581,996,620
21. OTHER INCOME		
Interest Income	–	16,556
Dividend Income	92,094	86,594
Other income	–	49,798
Total	92,094	152,948
22. OTHER GAINS / (LOSSES) NET		
Changes in fair value of equity instruments recognised at FVTPL	12,324	–
	12,324	–
22. COST OF MATERIALS CONSUMED		
Raw material	337,155,256	184,399,589
Packing materials	33,089,796	73,887,834
Total	370,245,052	258,287,423
23. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN PROGRESS, STOCK IN TRADE AND PACKING MATERIALS		
Inventories at the beginning of the year		
Finished goods	25,191,024	30746342
Work in progress	4,085,000	3391500
	29,276,024	34,137,842
Inventories at the end of the year		
Finished goods	31,283,422	25191024
Work in progress	209,000	4085000
	31,492,422	29,276,024
(Increase)/Decrease in Inventories		
Finished goods	(6,092,398)	5,555,318
Work in progress	3,876,000	(693,500)
(Increase)/Decrease in Inventories	(2,216,398)	4,861,818
24. EMPLOYEE BENEFITS		
Salary, Wages and Allowances	86,732,858	70,411,710
Contribution to Provident Fund and other funds	1,008,788	923,061
Gratuity	1,210,963	1,223,233
Staff Welfare Expenses	273,022	134,827
Total	89,225,631	72,692,831



Notes to financial statements for the year ended 31 March 2018

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

PARTICULARS	For the year ended 31 March,2018	For the year ended 31 March,2017
25. FINANCE COSTS		
Interest expenses	1,440,519	5,967,648
Other borrowing cost	100,000	513,327
Total	1,540,519	6,480,975
26. DEPRECIATION EXPENSE		
See accounting policy 3(C)(iv) and 3(C)(v)		
Depreciation of property, plant and equipment	1,066,291	804,571
	1,066,291	804,571
27. OTHER EXPENSES		
Manufacturing expenses:		
Excise duties	9,431,684	158,467,654
Consumption of stores and spares	203,788	372,280
Power and Fuel	3,538,844	3,185,984
Freight Inward,Octroi,Coolies and Cartages	3,470,285	3,161,958
Repairs and Maintenance		
- To Buildings	365,160	503,308
- To Plant and Machineries	1,277,389	1,112,431
- To Other Assets	331,974	369,790
Misc.Factory Expenses	183,435	478,286
Water Expense	996,350	849,085
Rate Diiference & Shortages	—	114,779
Entry Tax Exps.	1,235,615	1,226,143
VAT Expense	3,259,941	14,321,386
	24,294,465	184,163,083
Selling and distribution expenses:		
Freight Outward, Coolies and Cartages	23,655,091	19,737,313
Traveling Expenses		
- For Staff and Guests	11,417,986	7,859,709
Meeting & Seminar Expense	6,157,931	5,540,968
Advertisement Expenses	3,089,833	2,888,721
	44,320,841	36,026,711
Administrative Expenses:		
Insurance Premium Expenses	1,147,314	1,252,354
Payments to Auditors		
As Auditor		
Statutory Audit fees	75,000	65,000
Tax Audit Fees	--	10,000
Annual General Meeting Expense	5,720	8,500
Bank Commission Charges	167,744	159,361
Donation Expense	--	10,000

**Notes to financial statements for the year ended 31 March 2018***(All amounts are in Indian Rupees, except share data and as stated)*

PARTICULARS	For the year ended 31 March, 2018	For the year ended 31 March, 2017
27. OTHER EXPENSES (Contd.....)		
Administrative Expenses: (Contd.)		
Garden Exp	15,090	43,870
Kassar Vatav W/Off	--	19,184
Laboratory Testing Expense	--	6,920
Legal & Professional Fees Exps.	1,084,950	718,527
Local Body Tax Exp	-	2,760,711
Misc. Office & Maintenance Expenses	623,328	427,231
Municipal Tax	181,817	34,405
Petrol, Diesel & Conveyance	450,284	488,667
Professional Tax	2,500	15,300
Postage Expense	320,317	251,562
Printing & Stationery Exp.	1,759,406	4,401,367
Rates and taxes	8,230	--
R. O. C. Fee Expenses	--	20,300
Rent Expense	294,600	112,100
Share Transfer Expense	86,726	63,169
Subscription Expenses	67,189	53,040
Swachha Bharat Cess Expense	25,809	74,440
Telephone Exp.	1,454,258	1,329,371
Tempo Diesel & Repair & Maintenance	749,678	714,619
	8,519,960	13,039,998
	77,135,266	233,229,792
28 INCOME TAX		
See accounting policy in note 3.21		
A. Expense / (benefit) recognised in statement of profit and loss:		
Current tax (a)		
Expense for current year	3,575,000	1,940,000
Deferred tax (b)		
Attributable to—		
Origination and reversal of temporary differences	817,952	(63,846)
	817,952	(63,846)
Total Tax expense	4,392,952	1,876,154
C. Reconciliation of effective tax rate:		
Profit before income taxes	14,858,032	5,792,158
Enacted rate in India	30.90%	30.90%
Expected income tax expenses	4,591,132	1,789,777
Adjustments to reconcile expected income tax expense to reported income tax expense:		
Interest under section 234B and 234C	--	99,795
Disallowable items	4,779	3,090
Effect of expenses not deductible in determining taxable profit	--	--
Others (net)	(202,959)	(16,508)
Adjusted income tax expense	4,392,952	1,876,154
Effective tax rate	29.57%	32.39%



Notes to financial statements for the year ended 31 March 2018

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

28 INCOME TAX (Contd.....)

See accounting policy in note 3.21

D. Recognised deferred tax assets and liabilities:

Deferred tax assets and liabilities are attributable to the following :

	Deferred tax (assets)		Deferred tax liabilities		Net deferred tax (assets) liabilities	
	Year ended 31 March. 2018	Year ended 31 March. 2017	Year ended 31 March. 2018	Year ended 31 March. 2017	Year ended 31 March. 2018	Year ended 31 March. 2017
Property, plant and equipment	-	-	1,278,858	460,906	1,278,858	460,906
Investments	10,321	10,321	-	-	(10,321)	(10,321)
Unabsorbed losses	173,920	173,920	-	-	(173,920)	(173,920)
Deferred tax (assets) liabilities	184,241	184,241	1,278,858	460,906	1,094,617	276,666

Movement in temporary differences :

	Balance as at 1 April 2016	Recognised in profit or loss during 2016-17	Recognised in OCI during 2016-17	Balance as at 31 March 2017	Recognised in profit or loss during 2017-18	Recognised in OCI during 2017-18	Balance as at 31 March 2018
Property, plant and equipment	524,752	(63,846)	-	460,906	817,952	-	1,278,858
Investments	(10,321)	-	-	(10,321)	-	-	(10,321)
Unabsorbed losses	(173,920)	-	-	(173,920)	-	-	(173,920)
	340,512	(63,846)	-	276,666	817,952	-	1,094,617

29. FINANCIAL INSTRUMENTS - FAIR VALUE AND RISK MANAGEMENT

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

	Amortized costs	Financial assets / liabilities at fair value through profit or loss	Financial assets / liabilities at fair value through OCI	Total carrying value	Total fair value
31 March 2018					
Financial assets not measured at fair value					
Investments (Refer to Note 4)					
Investments in equity instruments	0	116064	717450	833,514	833,514.00
Trade receivables * (Refer to Note 7)	433809552			433,809,552	433,809,552.00
Cash and cash equivalents * (Refer to Note 8)	43951549			43,951,549	43,951,549.00
Financial liabilities not measured at fair value					
Borrowings * (Refer to Note 12)	3980500			3,980,500	3,980,500.00
Trade payables * (Refer to Note 13)	23903400			23,903,400	23,903,400.00
Other financial liabilities * (Refer to Note 14)	9506325			9,506,325	9,506,325.00



Notes to financial statements for the year ended 31 March 2018

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

29. FINANCIAL INSTRUMENTS - FAIR VALUE AND RISK MANAGEMENT (Contd.....)

A. Accounting classification and fair values (Contd.....)

31 March 2017	Amortized costs	Financial assets / liabilities at fair value through profit or loss	Financial assets / liabilities at fair value through OCI	Total carrying value	Total fair value
Financial assets not measured at fair value					
Investments (Refer to Note 4)			774,450	774,450	774,450
Investments in equity instruments					
Trade receivables * (Refer to Note 7)	373,682,899			373,682,899	373,682,899
Cash and cash equivalents * (Refer to Note 8)	28,917,821			28,917,821	28,917,821
Financial liabilities not measured at fair value					
Borrowings * (Refer to Note 12)	78,215,778			78,215,778	78,215,778
Trade payables * (Refer to Note 13)	73,474,377			73,474,377	73,474,377
Other financial liabilities * (Refer to Note 14)	10,180,249			10,180,249	10,180,249
31 March 2016					
Financial assets not measured at fair value					
Investments (Refer to Note 4)			774,450	774,450	774,450
Investments in equity instruments					
Trade receivables * (Refer to Note 7)	207,635,699			207,635,699	207,635,699
Cash and cash equivalents * (Refer to Note 8)	4,112,240			4,112,240	4,112,240
Financial liabilities not measured at fair value					
Borrowings * (Refer to Note 12)	79,293,037			79,293,037	79,293,037
Trade payables * (Refer to Note 13)	77,785,932			77,785,932	77,785,932
Other financial liabilities * (Refer to Note 14)	11,095,880			11,095,880	11,095,880

Fair value hierarchy:

Level 1 - Quoted prices (unadjusted) in active market for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).



Notes to financial statements for the year ended 31 March 2018

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

29. FINANCIAL INSTRUMENTS - FAIR VALUE AND RISK MANAGEMENT (Contd.....)

A. Accounting classification and fair values (Contd.....)

The fair value hierarchy of assets and liabilities measured at fair value as of March 31, 2018 is as follows.

Particulars	As of 31 March 2018	Fair value measurement at the end of reporting period / year using		
		Level 1	Level 2	Level 3
Assets Investments (Refer to Note 4) Investments in equity instruments The fair value hierarchy of assets and liabilities measured at fair value as of March 31, 2017 is as follows:		116,064		774,450

Particulars	As of 31 March 2017	Fair value measurement at the end of reporting period / year using		
		Level 1	Level 2	Level 3
Assets Investments (Refer to Note 4) Investments in equity instruments The fair value hierarchy of assets and liabilities measured at fair value as at 1 April 2016 is as follows:		–		774,450

Particulars	As of 31 March 2016	Fair value measurement at the end of reporting period / year using		
		Level 1	Level 2	Level 3
Assets Investments (Refer to Note 4) Investments in equity instruments				774,450

Determination of fair values

Equity investments : Equity investments traded in an active market determined by reference to their quoted market prices. Other equity investments where quoted prices are not available, fair values are determined by reference to the expected discounted cash flows from the underlying net assets or current market value of net assets.

C. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- a) credit risk (see (C)(ii));
- b) liquidity risk (see (C)(iii)); and
- c) market risk (see (C)(iv)).

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors along with the top management are responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.



Notes to financial statements for the year ended 31 March 2018

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

29. FINANCIAL INSTRUMENTS - FAIR VALUE AND RISK MANAGEMENT (Contd.....)

C. Financial risk management (Contd.....)

The Company's audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company,

ii. Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade receivables, certain loans and advances and other financial assets.

The carrying amount of financial assets represents the maximum credit exposure.

The maximum exposure to credit risk for trade and other receivables are as follows:

	Carrying amount		
	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Trade receivables	433,809,552	373,682,899	207,635,699
Cash and cash equivalents	43,951,549	28,917,821	4,112,240
Investments in equity instruments	890,514	774,450	774,450
	478,651,615.00	403,375,170.38	212,522,388.53

Trade receivables

The Company has developed guidelines for the management of credit risk from trade receivables. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macro economic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend of minimal credit losses to continue. Further, management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behavior and extensive analysis of customer credit risk.

The Company's exposure to credit risk for trade receivables by relationship is as follows:

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Third party customers	433,809,552.00	373,682,899.26	207,635,699.00
Related parties	-	-	-

Cash and cash equivalents

The Company held cash and cash equivalents with credit worthy banks and financial institutions as at the reporting dates which has been measured on the 12-month expected loss basis. The credit worthiness of such banks and financial institutions are evaluated by the management on an ongoing basis and is considered to be good with low credit risk. Also, no impairment loss has been recorded in respect of fixed deposits that are with recognised commercial banks and are not past due.

Investments in equity instruments

Investments in equity instruments majorly includes investment in equity shares of Co-operative banks in furtherance of the credit facilities taken by Company from these banks. The credit worthiness of such banks are evaluated by the management on an ongoing basis and is considered to be good with low credit risk.



Notes to financial statements for the year ended 31 March 2018

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

29. FINANCIAL INSTRUMENTS - FAIR VALUE AND RISK MANAGEMENT (Contd.....)

C. Financial risk management (Contd.....)

iii. Liquidity risks

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company has current financial assets of Rs. (March 31, 2017: Rs. 402,600,720; April 1, 2016: 21,1747,939), which the management believes is sufficient to meet all its liabilities maturing during the next 12 months amounting to Rs. (March 31, 2017: Rs. 159,452,368; April 1, 2016: Rs. 162,294,947).

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, including contractual interest.

As at 31 March 2018	Carrying amount	Total	6 months	6-12 months	1-2 years	More than 2 years
Borrowings	884,616.00					
Trade payables	23903400.00					
Other financial liabilities	6,874,860.00					
	31,662,876.00	--	--	--	--	--
As at 31 March 2017	Carrying amount	Total	6 months	6-12 months	1-2 years	More than 2 years
Borrowings	78,215,778.02	78,215,778.02				
Trade payables	73,474,377.29	73,474,377.29				
Other financial liabilities	7,762,213.00	7,762,213.00				
	159,452,368.31	--	--	--	--	--
As at 31 March 2016	Carrying amount	Total	6 months	6-12 months	1-2 years	More than 2 years
Borrowings	79,293,037.48	79,293,037.48	--	--	15,143,775.00	64,149,262.48
Trade payables	77,785,931.79	77,785,931.79	21,161,210.00	9,231,008.00	47,393,713.00	--
Other financial liabilities	9,595,880.00	9,595,880.00	--	--	9,595,880.00	--
	166,674,849.27		21,161,210.00	9,231,008.00	72,133,368.00	64,149,262.48

iv. Market risks

Market risk is the risk of loss of future earnings or fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables. The Company is not exposed to market risk primarily related to foreign exchange rate risk (currency risk). It however is exposed to interest rate risk. Thus the Company's exposure to market risk is just a function of borrowing activities as it doesnot have any transactions in foreign currency which leads to currency risk.



Notes to financial statements for the year ended 31 March 2018

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

**31. Contingent liabilities and commitments
(to the extent not provided for)**

Particulars	As at 31 March,2018	As at 31 March,2017
Commitments:		
Estimated amount of contracts remaining unexecuted on capital account (net of advances) not provided for	-	-
Contingent liabilities		
Claims against the Company not acknowledged as debts:		
Disputed demand of income tax for which appeals have been preferred	-	-
Disputed demand of excise	-	-
Disputed bonus liability under Payment of Bonus (Amendment) Act, 2015	-	-

32. Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at 31 March,2018	As at 31 March,2017
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act	-	-
(v) The amount of interest accrued and remaining unpaid at the end of accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

There are no Micro and Small Enterprises, to whom the Company owes dues as at the Balance Sheet date. The above information has been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

33. Value of imports calculated on CIF basis

Particulars	For the year ended 31 March,2018	For the year ended 31 March,2017
Value of imports calculated on CIF basis	Nil	Nil



Notes to financial statements for the year ended 31 March 2018

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

34. Operating segment:

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components and for which discrete financial information is available. The Company's chief operating decision-maker (CODM) is considered to be the Company's Managing Director ('MD'). The Company is engaged in the business of Productions of wood adhesives which are widely used in fast moving consumer market on days. Information reported to and evaluated regularly by the CODM for the purposes of resource allocation and assessing performance focuses on the business as a whole and accordingly, in the context of Operating Segment as defined under the Indian Accounting Standard 108 'Segment Information', there is no separate reportable segment.

Further Company sells its products only in India and hence there is no separate reportable segment in this context.

35 Related party disclosures:

Details of related parties

Description of relationship	Names of related parties
(i) Key Management Personnel (KMP)	Jagdish N. Patel - Managing Director Utkarsh J. Patel - Director Jyotika Jagdish Patel - Director Chandulal C Patel - Director
(i) Relative of Key Management Personnel (KMP)	Priyanka U Patel - Employee

Note: Related parties have been identified by the Management.

Details of related party transactions during the year ended 31 March, 2018 and balances outstanding as at 31 March, 2018:

Particulars	KMP		Relative of KMP		Total	
	For the year ended 31 March,2018	For the year ended 31 March,2017	For the year ended 31 March,2018	For the year ended 31 March,2017	For the year ended 31 March,2018	For the year ended 31 March,2017
Director Remuneration	10,750,000	8,160,000.00			10750000.00	8160000.00
Salary and Allowances	--	--	1,800,000	1,800,000	1800000.00	1800000.00
Loan taken	--	40,203,000	--	--	0.00	40203000.00
Repayment of loans	--	54,173,000	--	--	0.00	54173000.00
Closing balance as at year end	--	--		(4,212,760)	0.00	-4212760.00

Notes:

- (i) There are no amounts due to or due from related parties which have been written off / written back during the year.
- (ii) Figures in brackets relate to the previous year
- (iii) Remuneration does not include Gratuity and Leave encashment which is computed for the Company as a whole.

As per our report of even date attached

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

Mrugen Shah
Partner
Membership no: 117412

Place : Ahmedabad
Date : 30-05-2018

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

JAGDISH N PATEL
Managing Director
DIN: 00304924

UTKARSH J PATEL
Director
DIN: 02874427

Place : Ahmedabad
Date : 30-05-2018

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 _____

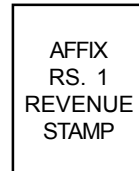
_____ AS MY/OUR PROXY TO ATTEND AND VOTE FOR ME/US AND ON MY/OUR BEHALF AT THE 25th ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 29TH SEPTEMBER, 2018 AND AT ANY ADJOURNMENT THEREOF.

SIGNED THIS _____ DAY OF _____ 2018

NO. OF SHARES HELD _____

SIGNATURE(S) _____

ADDRESS _____



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 FIFTH ANNUAL GENERAL MEETING - 29TH SEPTEMBER, 2018

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 25TH ANNUAL GENERAL MEETING OF THE COMPANY BEING HELD ON SATURDAY, 29TH SEPTEMBER, 2018 AT 11.30 A.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.