

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Shareholders of ADARSH PLANT PROTECT LIMITED, will be held at Plot No. 604, G.I.D.C. Estate, Vithal Udyognagar, Anand – 388 121 on Saturday, 26th September, 2015 at 11.00 A. M. to transact the following business:

ORDINARY BUSINESS:

- 1] To receive, consider and adopt the Audited Financial Statement consisting of Balance Sheet, Profit and Loss Account and Cash Flow Statement for the year ended on 31st March, 2015 together with Board's Report and Auditors' Report thereon.
- 2] To appoint a Director in place of Mr. Naishadbhai N Patel (DIN : 0082749) who retire by rotation and being eligible, offers himself for re-appointment.
- 3] To appoint Auditors and fix their Remuneration.

SPECIAL BUSINESS

- 4] To pass with or without modification, following Resolution as Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act” and subject to such approvals, consents, sanctions and permission as may be necessary, consent of the Members of the Company be accorded to the Board of Directors of the Company to enter in to contracts and / or agreements with Nippon Appliances Pvt Ltd, the related party as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise dispose of or buying, leasing of property of any kind, availing or rendering of any services or any other transaction of whatever nature with Nippon Appliances Pvt Ltd, related party.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding”

Date: 12.08.2015

Place: Vithal Udyognagar

By order of the Board of Directors
ADARSH PLANT PROTECT LIMITED
(NAISHADBHAI PATEL)
Chairman
DIN NO. 00082749

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself and a proxy need not be a member. A proxy in order to be effective, must be lodged at the Registered Office of the Company not less than 48 hours before the time of the meeting.
2. The Register of Members and the Share Transfer Books will remain closed from Saturday 19th September, 2015 to Friday 25th September, 2015 (both days inclusive).
3. 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.
4. In terms of section 152 of the Companies Act, 2013, Mr. Naishadbhai N Patel (DIN : 0082749) Director of the Company retire by rotation at the meeting and being eligible, offer himself for reappointment. His Brief resume as per clause 49 VIII (E) of Listing Agreement with Stock Exchange, is provided in the Corporate Governance Report forming part of the Annual Report.
5. Members are requested to:
 - (a) Intimate to the Company change, if any, in their address immediately.
 - (b) Quote their Registered Folio No. or Demat Account No. in all correspondence with the Company.
 - (c) Members who are holding physical Shares in more than one Folio are requested to intimate to the Company / Registrar & Share Transfer Agents and the details of all their Folio Numbers for consolidation in to a single Folio.
 - (d) 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.
 - (e) Bring the attendance slip along with the copy of Annual Report at the meeting.
 - (f) In view of the high cost of the paper and printing, the practice of handing out copies of Annual Report has been discontinued. Shareholders are therefore requested to bring their copies of the Report to the Meeting.
 - (g) Those 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.
6. VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Depositories Services Limited (NSDL)

The instruction for e-voting is as under:

 - (A) In case a Member receives an email from NSDL [for members whose email ID are registered with the Company/Depository Participants]:
 - (i) Open email and open PDF file viz, "adarshplant.pdf" with your Client ID or Folio No. as Password. The said PDF file contains your User ID and Password for e-voting. Please note that the password is initial password.

- (ii) Launch internet browser by typing the following URL : <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder – Login.
 - (iv) Put User ID and password as initial password noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password 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 e-voting opens. Click on e-voting: Active Voting Cycles.
 - (vii) Select “EVEN” OF ADARSH PLANT PROTECT LIMITED.
 - (viii) Now you are ready for 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 adarshplant@hotmail.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 or requesting physical copy]:
- i. Initial password is provided at the attachment with Annual Report of the Company.
 - ii. Please follow all steps from SI No. (ii) to SI NO. (XII) above, to cast vote.
 - iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e –voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 - v. 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).
 - vi. 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 19th September, 2015.
 - vii. 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. 19th September, 2015., may obtain the login ID and password by sending a request at evoting@nsdl.co.in or [RTA](#).

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.

- viii 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.
- ix D.G.BHIMANI & ASSOCIATES, Practicing Company Secretaries has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- x The e-voting period commences on 23rd September, 2015 and ends on 25th September, 2015. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut – off date(record date) of 19th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- xi The Scrutinizer shall within a period not exceeding 3 working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against , if any, forthwith to the Chairman of the Company.
- xii The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.adarshplant.com and on the website of NSDL within 2 days of passing of the resolutions at the AGM of the Company and communicated to the BSE limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 4

The Company proposes to enter in to transactions with Nippon Appliances Pvt Ltd, related party confirming to the requirements of the Companies Act, 2013.As per this the Company has to take approval from the members of the Company through Ordinary resolution before entering in to any transaction with the related party.

In the above context the necessary Ordinary Resolution is proposed for the approval of the members. The transactions have been approved by the Board of Directors subject to the Company passing a Ordinary Resolution as per the requirement of the Act.

The particulars as to the related party transactions are furnished below as per the requirements of the prescribed rules and the grounds for having the transactions.

All contracts will be subject to the conditions that the prescribed price / charge payable under the contracts shall be competitive, shall be based on prevailing market price, shall not be prejudicial to the interest of either parties and shall be at Arms length, on the basis of comparable uncontrolled price other than with associate enterprise. The following table shows the maximum amount up to which the Company can enter with the related party during the approved period.

NAME OF THE RELATED PARTY	M/S NIPPON APPLIANCES PRIVATE LIMITED	
Name of the Director /KMP who is related, if any	Naishadbhai Patel Atish Patel	
Nature of relationship	Interested as Directors / Shareholders	
Nature, Material Terms, Monetary value and particulars of the contract or arrangement		Amount
	Sale of Raw material / Finished goods	4 Crore
	Purchase of Bought out item	16 Crore
	Supply of any goods or materials	4 Crore
	Availing services of processing raw material	16 Crore
	Rendering services of labour job / job work	4 Crore
Tenure of contract	The Contract would be for a period of 2 years from the date of approval.	

~~BOARD'S REPORT~~

~~Dear Members,~~

~~Your Directors have pleasure in presenting this 23rd ANNUAL REPORT together with the Audited Accounts of the Company for the year ended on 31st March 2015.~~

~~FINANCIAL RESULTS~~

~~The Summary of the financial performance of the Company for the year ended 31st March, 2015 compared to the previous year is as below:~~

~~————— (Rs. in Lacs)~~

		2014-15	2013-14
1	Turnover	885.99	784.07
2	Other Income	5.86	7.98
3	Total Income	891.85	792.05
4	Profit/(Loss) Before Depreciation, Interest and Tax	(13.9)	17.52
	Less/Add : Interest	53.12	49.27
	————— Depreciation	5.65	9.39
5	Profit/(Loss) Before Taxation	(72.67)	(41.14)
6	Income Tax	---	---
7	Profit/(Loss) After Taxation	(72.67)	(41.14)
8	Prior year's Expenses	---	---
9	Profit/(Loss) for the year	(72.67)	(41.14)