

ADARSH PLANT PROTECT LIMITED

CIN No. L29210GJ1992PLC017845

Registered Office: 604, G.I.D.C., Vitthal Udyognagar – 388121, Anand

Tel: 02692-236705, Fax: 02692-236704, Email: info@adarshplant.com, Website : www.adarshplant.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of Adarsh Plant Protect Limited will be held on Saturday, the 4th November, 2017 at 11.00 a.m. at the Registered Office of the Company at Plot No. 604, G.I.D.C., Vitthal Udyognagar – 388 121, Anand to transact the following business.

SPECIAL BUSINESS:

Appointment of Statutory Auditors to fill casual vacancy :

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. C. S. Trivedi & Co., Chartered Accountants, Anand (Firm Registration No. 111046W) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s. Mukund Patel & Co., Chartered Accountants, Anand.”

“RESOLVED FURTHER THAT M/s. C. S. Trivedi & Co., Chartered Accountants, Anand, be and are hereby appointed as Statutory Auditors of the Company to hold office till the conclusion of the 26th Annual General Meeting and that they shall conduct the Statutory Audit for the financial year ended 31st March, 2018 on such remuneration as may be decided by the Board of Directors.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE, MUST BE LOGGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING. A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.
2. 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.
3. 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/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding and attendance slip(s).
 - (e) 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.
4. VOTING THROUGH ELECTRONIC MEANS:
 - (a) 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the Extra-Ordinary General Meeting (EGM) 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 EGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
 - (b) The facility for voting through ballot paper shall be made available at the EGM 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.
 - (c) The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
 - (d) The remote e-voting period commences on Wednesday, 1st November, 2017 (9:00 am) and ends on Friday, 3rd November, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27th October, 2017, 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.
 - (e) Please refer the back side of attendance slip for detail process and manner for remote e-voting.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013:

The statement pursuant to Section 102(1) of the Companies Act, 2013 set out all material facts relating to the Special Business mentioned in the accompanying Notice is as follows:

M/s. Mukund Patel & Co., Chartered Accountants, Anand have resigned from the office of Statutory Auditors of the Company due to their pre-occupation, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013. Any casual vacancy caused by resignation in the office of the Statutory Auditors could be filled up by the Company in General Meeting as per recommendations made by the Audit Committee and Board of Directors in this regard. The Audit Committee and the Board of Directors in their respective meetings held on 2nd September, 2017 have recommended appointing M/s. C. S. Trivedi & Co., Chartered Accountants, Anand as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Mukund Patel & Co., Chartered Accountants, Anand.

M/s. C. S. Trivedi & Co., Chartered Accountants, Anand, if appointed in the Extra-Ordinary General Meeting will be holding office of Statutory Auditors till the conclusion of the next Annual General Meeting i.e. 26th Annual General Meeting of the Company. M/s. C. S. Trivedi & Co., Chartered Accountants, Anand, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act and their firm is peer review compliant.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Personnel of the Company or their relatives, is in any way, concerned or interested in the said resolution.

By order of the Board of Directors
ADARSH PLANT PROTECT LIMITED
SHWETA B. PHONDBA
COMPANY SECRETARY

Dated : 11th September, 2017
Place : Vitthal Udyognagar

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

1. 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.
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - iii. Click on Shareholder - Login
 - iv. Put your user ID and password (the initial password mentioned in the e-mail sent by NSDL to shareholders whose email addresses are registered with the company/depository participant(s) or mentioned in the postal ballot form) and verification code as displayed. 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 "Adarsh Plant Protect Limited".
 - 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 dgbhimani@yahoo.co.in with a copy marked to evoting@nsdl.co.in
2. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - i. Initial password is provided as below :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
3. 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.nsd.com or call on toll free no.: 1800-222-990.
4. 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.
NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com.
In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
5. 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).
6. 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 27th October, 2017.
7. 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. 27th October, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or ahmedabad@linkintime.co.in. 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?" or "Physical User Reset Password?" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.
8. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
9. 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 EGM through ballot paper.
10. D. G. BHIMANI & ASSOCIATES, Practicing Company Secretary has been appointed for 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.
11. The Chairman shall, at the EGM, at the end of discussion on the resolution 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 EGM but have not cast their votes by availing the remote e-voting facility.
12. 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 two days of the conclusion of the EGM, 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.
13. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company within 2 (two) working days from the conclusion of the e-voting period 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.

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s) _____

Registered Address : _____

E-Mail Id: _____

Folio No. /Client ID No.: _____ DP ID No. _____

I / We _____ the member(s) of Equity Shares of the above named Company, hereby appoint

- Name : _____
- Address : _____
- E-Mail Id : _____
- Signature : _____

or failing him / her

- Name : _____
- Address : _____
- Email Id : _____
- Signature : _____

or failing him / her

- Name : _____
- Address : _____
- Email Id : _____
- Signature : _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company to be held on 4th November, 2017 at 11:00 A. M. at the Registered Office of the Company 604, G.I.D.C., Vithal Udyognagar – 388121, Anand, Gujarat and at any adjournment thereof, in respect of the Resolution set out in the Notice convening the meeting as is indicated below:

Resolution No.	Particulars	Vote	
		For	Against
1	Appointment of Statutory Auditors		

Affix One
Rupee
Revenue
Stamp

Signed this _____ day of _____, 2017

Signature of Shareholder: _____

Signature of Proxy Holder (s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP

**ADARSH
PLANT PROTECT LIMITED**

604, G.I.D.C., VITTHAL UDYOGNAGAR - 388 121, ANAND, GUJARAT (INDIA)
TEL : (02692) 236705, 236706, 645585 • FAX : 236704 • www.adarshplant.com • info@adarshplant.com

ATTENDANCE SLIP

ADARSH PLANT PROTECT LIMITED

604, G.I.D.C., VITTHAL UDYOGNAGAR - 388 121. ANAND, GUJARAT (INDIA)

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CIN No: L29210GJ1992PLC017845

EXTRA-ORDINARY GENERAL MEETING

Sr. No. :

1. Folio No. / DP ID Client ID No.

Name & address of First named Member:

Name of Joint Member(s), if any:

I hereby record my presence at the EXTRA-ORDINARY GENERAL MEETING of the Company held on Saturday, 4th November, 2017 at 11.00 a.m. at the Registered Office of the Company at Plot No. 604, G.I.D.C., Vitthal Udyognagar – 388 121, Anand.

Signature of Shareholder / Proxy

Electronic Voting Particulars

EVEN (E-Voting Event number)	USER ID	PASSWORD/PIN