

NOTICE

Notice is hereby given that the 25th 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 10th day, of August, 2017 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, 2017 together with Board's Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Naishadbhai N Patel (DIN: 00082749) who retire by rotation and being eligible, offers himself for re-appointment.
3. To appoint new auditor in place of retiring one.

SPECIAL BUSINESS:

4. To pass with or without modification, following Resolution as Ordinary Resolution. (Related party transaction approval)
"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 for 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 related parties as mentioned here below:

1. NAS Packaging Pvt. Ltd.
2. Adarsh Plant Pvt. Ltd.
3. Nippon Appliances Pvt. Ltd.
4. Mini Sarvodyog Sira

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"

By order of the Board of Directors
ADARSH PLANT PROTECT LIMITED

Date: 17th May, 2017
Place: Vithal Udyognagar

(NAISHADBHAI PATEL)
Chairman
DIN NO. 00082749

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. The Register of Members and the Share Transfer Books will remain closed from 4th August, 2017 to 9th August, 2017 (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:00082749) Director of the Company retire by rotation at the meeting and being eligible, offer himself for reappointment. His brief resume 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 and Circulars etc. from the Company electronically.
6. 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 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 25th Annual General Meeting 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 remote e-voting period commences on 7th August, 2017 (9:00 A. M. and ends on 9th August, 2017 (5:00 P. M.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 3rd August, 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.
- The process and manner for remote e-voting are as under:
- In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- 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".*
- Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- Click on Shareholder - Login
- 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.
- 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.
- Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- Select "EVEN" of "Adarsh Plant Protect Limited".
- Now you are ready for remote e-voting as Cast Vote page opens.
- Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- Once you have voted on the resolution, you will not be allowed to modify your vote.
- 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
- 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] :
- Initial password is provided as below :

EVEN (Remote e-voting Event Number)USER ID PASSWORD/PIN

- 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.nsd.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.
- *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).*
- 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 3rd August, 2017.
- 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. 3rd August, 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.
- 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.
- 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.
- 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 alongwith the report of the Scrutinizer shall be placed on the website of the Company within a period not exceeding 3 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.

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

ITEM NO. 4

The Company proposes to enter in to transactions with various related parties after 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 NAS PACKAGING 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/Bought out items	15 Crore
	Purchase of Bought out item	20 Crore
	Supply of any goods or materials	20 Crore
	Availing services of processing raw material	20 Crore
	Leasing of Land and building	15 Crore
Tenure of contract	The Contract would be for a period of 5 years from the date of approval.	

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/Bought out items	15 Crore
	Purchase of Bought out item	20 Crore
	Supply of any goods or materials	20 Crore
	Availing services of processing raw material	20 Crore
	Leasing of Land and building	15 Crore
Tenure of contract	The Contract would be for a period of 5 years from the date of approval.	

NAME OF THE RELATED PARTY	M/S ADARSH PLANT PRIVATE LIMITED	
Name of the Director /KMP who is related, if any	Naishadbhai Patel Atish Patel Jyotikaben 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/Bought out items	15 Crore
	Purchase of Bought out item	20 Crore
	Supply of any goods or materials	20 Crore
	Availing services of processing raw material	20 Crore
	Leasing of Land and building	15 Crore
Tenure of contract	The Contract would be for a period of 5 years from the date of approval.	

NAME OF THE RELATED PARTY	M/S MINI SARVODYOG SIRA	
Name of the Director /KMP who is related, if any	Naishadbhai Patel Atish Patel	
Nature of relationship	Interested as Partners	

Nature, Material Terms, Monetary value and particulars of the contract or arrangement		Amount
	Sale of Raw material / Finished goods/Bought out items	15 Crore
	Purchase of Bought out item	20 Crore
	Supply of any goods or materials	20 Crore
	Availing services of processing raw material	20 Crore
	Rendering services of labour job / job work	20 Crore
	Leasing of Land and building	15 Crore
Tenure of contract	The Contract would be for a period of 5 years from the date of approval.	

The Board recommends to pass this resolution in the interest of the Company.

Draft copy of agreement will be available for inspection during office hours.

None of the Directors and Key Management Personnel except Mr. Naishadbhai Patel, Mr. Atish Patel and Mrs. Jyotikaben Patel are interested either financially or otherwise in about Resolutions.

By order of the Board of Directors
ADARSH PLANT PROTECT LIMITED

Date: 17th May, 2017
Place: Vithal Udyognagar

(NAISHADBHAI PATEL)
Chairman
DIN NO. 00082749

BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting 25th Annual Report together with the Audited Accounts of the Company for the year ended on 31st March 2017.

FINANCIAL RESULTS

The Summary of the financial performance of the Company for the year ended 31st March, 2017 compared to the previous year is as below:
(Rs. in Lacs)

Sr. No	Particulars	2016-17	2015-16
1	Turnover	1064.80	983.24
2	Other Income	5.62	2.47
3	Total Income	1070.48	985.71
4	Profit/(Loss) Before Depreciation, Interest and Tax		56.45
	Less/Add : Interest	47.57	46.50
	Depreciation	6.58	6.50
5	Profit/(Loss) Before Taxation	5.79	3.45
6	Income Tax		---
7	Profit /(Loss) After Taxation	5.79	3.45
8	Prior year's Expenses		---
9	Profit/(Loss) for the year	5.79	3.45

CURRENT YEAR PERFORMANCE

The Board feels pleasure to tell the members that despite of adverse market condition your Company has made profit this year. The turnover of the Company has increased from Rs. 983.24 Lakhs to 1064.80 Lakhs in current financial year i.e. increase of 81.56 lakhs in turnover which helped your Company to make profit this year.

DIVIDEND

In view of further growth and fund requirement in your Company your Directors do not recommend dividend on Equity Shares for the year ended on 31st March, 2017.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2017 was Rs. 99,115,000. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor Sweat Equity.

BOARD OF DIRECTORS & KMP

Mr. Naishadbhai N. Patel will retire by rotation at the ensuring Annual General Meeting and being eligible, offer him self for reappointment. Mr. Laljibhai Darji was appointed as indipended director u/s 152 at the last Annual General Meeting held on 9.9.2016.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

During the year four Board Meetings and four Audit Committee meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

The annual evaluation of all Directors, Board as whole and committees was conducted based on the criteria and framework set by the Board.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that: