

Notice of the AGM

Notice is hereby given that the **31st Annual General Meeting** of the Members of **ADARSH PLANT PROTECT LIMITED**, will be held at the **Registered Office: 604, VITHAL UDYOGNAGAR, ANAND** on **Saturday, the 16th day of September, 2023 at 11.00 A.M** to transact the following business:

ORDINARY BUSINESS:

1. To 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, 2023 together with Board's Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Naishadkumar N. Patel (DIN: 00082749) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Section 188 and other applicable sections as per Companies Act, 2013 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 into 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 from conclusion of this Annual General Meeting till conclusion of 32nd Annual General Meeting of the Company in ordinary course of business and at arm's length basis for material or any other transactions:

1. Nas Packaging Private Limited
2. Adarsh Plant Private Limited.
3. Nippon Appliances Private Limited
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.”

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4. To consider and if thought fit, to pass following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Section 188 and other applicable sections as per Companies Act, 2013 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 into contracts and / or agreements for payment of Royalty to use design of Cook Stove which is Patented in the name of Mr. Atish N. Patel, Managing Director of the Company who is related party to the Company on terms and conditions as provided in Explanatory statement for a period of 5 years from 2023-24 to 2027-28.

**By Order of the Board of Directors
For, Adarsh Plant Protect Limited**

**Place: Vitthal Udyognagar
Date: 29th April, 2023**

**Naishadkumar N. Patel
Chairman
DIN: 00082749**

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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 lodged 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. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 setting out facts concerning the business under Item No.2, 3 & 4 of the Notice is annexed hereto.
4. Brief Profile of Directors seeking appointment at the AGM is provided at Annexure-A to this Notice as prescribed under regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India
5. The Register of Members & Share Transfer Book of the Company will remain closed from **Friday, 08th September, 2023 to Friday 15th September, 2023** (both days inclusive) for annual closing and determining the entitlement of the Members for the purpose of Annual General Meeting.
6. As per Regulation 40 of SEBI Listing Regulations as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. Members holding the shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited via email at ahmedabad@linkintime.co.in
7. Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their respective Depository Participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the members.
8. All the members are advised to make nomination in respect of their shareholding in the Company. The Nomination Form-SH 13 prescribed by the Government can be obtained from the Share Transfer Agent or may be downloaded from the website of the Ministry of Company Affairs.
9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link Intime India Private Limited, for consolidation into a single folio via email at ahmedabad@linkintime.co.in.
10. Those members who have not registered their email address so far are requested to register their email address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
11. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on 13th September, 2023 at 09:00 A.M. and ends on 15th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 09th September, 2023, may cast their vote electronically as well as through ballot paper at the AGM. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 09th September, 2023.

The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast vote again.


12. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of members	Login Method
Individual Members holding securities in demat mode with NSDL	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/Member" section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Member/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;">  </div>
Individual Members holding securities in demat mode with CDSL	<p>1. Existing users who have opted for CDSL Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi /Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>

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Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login", which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you login to NSDL eservices after using your login credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically
4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company for example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- I. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - II. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - III. How to retrieve your 'initial password'?
If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- I. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - II. Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - III. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - IV. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

- a. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- b. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- c. Select "EVEN" of company for which you wish to cast your vote.
- d. Now you are ready for e-Voting as the Voting page opens.
- e. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- f. Upon confirmation, the message "Vote cast successfully" will be displayed.
- g. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to dgbhimani@yahoo.co.in with a copy marked to evoting@nsdl.co.in. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their board resolution/ Power of Attorney/ Authority letter etc. by clicking on "Upload Board Resolution/ Authority letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or 1800 1020 990 or send a request send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in
4. D.G. BHIMANI & ASSOCIATES, Practicing Company Secretary has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the remote e-voting process in a fair and transparent manner.
5. The Scrutinizer shall after the conclusion of voting at the general meeting, 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 report of the total votes cast in favor 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.
6. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company 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.

13. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to adarshplantprotect@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to adarshplantprotect@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

14. 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

In case of any grievances connected with facility for e-voting, please contact

A. Ms. Pallavi Mhatre, Manager
E-voting Helpdesk
National Securities Depositories Limited
Email: evoting@nsdl.co.in
Phone: 022 – 24994545

B. Mr. Aatish Patel, Managing Director
Adarsh Plant Protect Limited
Registered Office: 604, G.I.D.C.,
Vitthal Udyognagar- 388121
Email: adarshplantprotect@gmail.com
Phone: 02692-236705.

**By order of the Board of Directors
For, Adarsh Plant Protect Limited**

**Place: Vitthal Udyognagar
Date: 29th April, 2023**

**Naishadkumar N. Patel
Chairman
DIN: 00082749**

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Annexure A to the Notice

Details of Directors proposed to be re-appointed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings (SS-2)

ITEM No. 2

Details of Directors retiring by rotation

Mr. Naishadkumar Naginbhai Patel	
Age	73
Qualification	B. E. Mechanical and Chartered Engineer
Experience	He is a Chairman of ADARSH PLANT PROTECT LIMITED and Director in various Private Companies in India. His rich experience and expertise in the Management & Leadership is useful
Terms and conditions of Re-appointment	In terms of Section 152(6) of the Act, Mr. Naishadkumar Naginbhai Patel who was reappointed as an Director in Annual General Meeting on 18.09.2021 is liable to retire by rotation at this meeting.
Remuneration (Including sitting fees)	-
Date of first appointment on the Board	11.04.1994
Shareholding in the Company as on March 31, 2023	4025000 shares
Relationship with other Directors/ Key Managerial Personnel	Husband & Father of Mrs. Jyotikaben Naishadhkumar Patel and Mr. Atish Naishadhkumar Patel respectively and not related to any other Director/Key Managerial Personnel.
Number of meeting of the Board attended during the financial year(2022-2023)	4
Directorships of other Board as on March 31,2023	Adarsh Plant Private Ltd Nas Packaging Pvt. Ltd. Nippon Appliances Pvt. Ltd.
Membership/Chairman of the committees of other Boards as on March 31, 2023	Share Transfer Committee- Chairman

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 3

The Company proposes to enter in to transactions with various related parties after confirming to the requirements of SEBI (LODR) Regulations, 2015 & the Companies Act, 2013. As your Company may enter into transactions with Related Parties which may exceed 10% of the Annual Turnover of the Company as per the last Audited Financial Statement therefore the Company has to take approval from the members of the Company through Ordinary resolution before entering in to any material 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 an Ordinary Resolution as per the requirement of SEBI (LODR) Regulations, 2015 & the Companies Act, 2013.

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 Arm's 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 N A S PACKAGING PRIVATE LIMITED	
Name of the Director /KMP who is related, if any	Naishadkumar N. Patel Atish N. Patel	
Nature of relationship	Interested as Directors / Shareholders	
Nature, Material Terms, Monetary value and particulars of the contract or arrangement	Particulars	Amount
	Sale of Raw material / Finished goods/Bought out items	25 Crore
	Purchase of Raw material / Finished goods/Bought out items	25 Crore
	Availing services of processing raw material	25 Crore
	Rendering services of labor job / job work	25 Crore
	To take on Lease Land and building & Plant and Machinery	1 Crore
Tenure of contract	The Contract would be for a period of 1 year from the date of approval to the next Annual General Meeting.	

NAME OF THE RELATED PARTY	M/S NIPPON APPLIANCES PRIVATE LIMITED	
Name of the Director /KMP who is related, if any	Naishadkumar N. Patel Atish N. Patel	
Nature of relationship	Interested as Directors / Shareholders	
Nature, Material Terms, Monetary value and particulars of the contract or arrangement	Particulars	Amount
	Sale of Raw material / Finished goods/Bought out items	5 Crore
	Purchase of Raw material / Finished goods/Bought out items	5 Crore
	Availing services of processing raw material	5 Crore
	Rendering services of labor job / job work	5 Crore
	To take on Lease Land and building & Plant and Machinery	1 Crore
Tenure of contract	The Contract would be for a period of 1 year from the date of approval to the next Annual General Meeting.	

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NAME OF THE RELATED PARTY	M/S ADARSH PLANT PRIVATE LIMITED	
Name of the Director /KMP who is related, if any	Naishadkumar N. Patel Atish N. Patel Jyotikaben Patel	
Nature of relationship	Interested as Directors / Shareholders	
Nature, Material Terms, Monetary value and particulars of the contract or arrangement	Particulars	Amount
	Sale of Raw material / Finished goods/Bought out items	5 Crore
	Purchase of Raw material / Finished goods/Bought out items	5 Crore
	Availing services of processing raw material	5 Crore
	Rendering services of labor job / job work	5 Crore
	To take on Lease Land and building & Plant and Machinery	1 Crore
Tenure of contract	The Contract would be for a period of 1 year from the date of approval to the next Annual General Meeting.	

NAME OF THE RELATED PARTY	M/S MINI SARVODYOG SIRA	
Name of the Director /KMP who is related, if any	Naishadkumar Patel Atish Patel Jyotikaben N Patel	
Nature of relationship	Interested as Partners	
Nature, Material Terms, Monetary value and particulars of the contract or arrangement	Particulars	Amount
	Sale of Raw material / Finished goods/Bought out items	25 Crore
	Purchase of Raw material / Finished goods/Bought out items	25 Crore
	Availing services of processing raw material	25 Crore
	Rendering services of labour job / job work	25 Crore
	To take on Lease Land and building & Plant and Machinery	1 Crore
Tenure of contract	The Contract would be for a period of 1 year from the date of approval to the next Annual General Meeting.	

The Board recommended 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 Managerial Personnel except Mr. Naishadkumar Patel, Mr. Atish Patel and Mrs. Jyotikaben Patel is interested either financially or otherwise in above Resolutions.

ITEM NO. 4

The Improved Natural Draft Biomass Cook Stove (Stove), which is designed and patented by Mr. Atish N. Patel, Managing Director of the company. The Company was working on the viability of manufacturing and marketing of the Stove throughout India. Considering all the present utilities, cheap fuel sources, healthy way of cooking, life of the stove, reduction in toxic emission, saving in cooking time, saving in cost of cooking, benefits of carbon credit etc., the Company has decided to manufacture and market the Stove throughout India and approach to Mr. Atish N. Patel for use of the said patent.

The Audit Committee had approved the proposed arrangement. Further the Board of Directors had also approved the terms of the proposed arrangement/agreement including payment of royalty @10% of the Sales Consideration for a period of 5 years starting from 01/04/2023 to 31/03/2028 for use of the patent.

Since Mr. Atish N. Patel is the Managing Director and Promoter of the Company, proposed agreement, arrangements & proposal is Related Party Transactions falling within the purview of the Regulation 23 of SEBI (LODR), 2015 as Material Related Party transaction.

Pursuant to Section 188 of the Companies Act, 2013 and rules made there under and Regulation 23 of SEBI (LODR) 2015, and other applicable laws, all Material Related Party Transactions shall require the approval of shareholders.

Therefore, your directors recommend to pass the resolution as mentioned under Item No. 4 of the Notice.

The draft of the Agreement to be entered into with Mr. Atish N. Patel, will be available for inspection at the Registered Office of the Company during business hours.

The members may please note that in terms of the provisions of the SEBI (LODR) Regulation no Related Party/ies shall vote to approve the resolution under the item no. 4.

Except Mr. Naishadkumar N. Patel, Mr. Atish N. Patel, Mrs. Jyotiben N. Patel and their relatives, none of the other directors, Key Managerial Person or their relative, are interested, either financially or otherwise, in the above resolutions.