ADARSH PLANT PROTECT LIMITED

ADDENDUM TO AGM NOTICE DATED 26.07.2025

ADDENDUM TO THE NOTICE of the **33rd Annual General Meeting** of **ADARSH PLANT PROTECT LIMITED** to be held on **Saturday, 27th September, 2025** at **11:00 a.m**. at **the Registered Office** located at **604, GIDC Estate, Vitthal Udyognagar – 388 121**.

Additional details as required in accordance with the requirements stated in the Circulars issued by the SEBI dated February 14, 2025 and March 21, 2025 are being provided in the Explanatory Statement of the Item no. 5 of special business given in the Original Notice dated 26th July, 2025**,** pursuant to Section 102 of the Companies Act, 2013; and this Addendum shall be deemed to be a part of the Original Notice dated 26th July, 2025 and the Notes provided therein.

5. To approve Material Related Party Transactions of the Company

The Company proposes to enter in to transactions with various related parties after confirming to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) 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 Statements, the Company has to take approval from the Members of the Company through Special Resolution before entering in to any material transactions with the related parties. In the above context, the necessary Special Resolution is proposed for the approval of the Members. The transactions have been received prior unanimous approval of the Audit Committee and the Board of Directors, subject to approval of Members of the Company passing Special Resolution as per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & the Companies Act, 2013.

Rationale for Related Party transactions:

The Company, either directly or through its related entities has, over years, developed in-house value chain of various products through various backward integration initiatives which give it a distinct cost advantage and to protect its trade secrecy.

The Company and/or related parties continue to have various inter-dependencies. In this respect, the Company supplies or avails to and/ or from the related entities various goods or materials or services as required for its business. Similarly, the Company leverage business and vast experience in cost efficient manufacturing of the related entities.

Accordingly, to ensure that benefit of in-house value chain is available to the Company and to bring efficiency in the functioning of the Company, certain related party transactions need to be undertaken, more specifically mentioned in enabling resolution.

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 and the same shall be competitive, shall be based on prevailing market price, shall not be prejudicial to the interests of either party and shall be at arm's length, on the basis of comparable uncontrolled price other than with related entities.

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The relevant disclosures for decision-making were placed before the Audit Committee, and it has determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders. Further, the Audit Committee had reviewed the certificate provided by the CEO or CFO or any other KMP as well as the certificate provided by the promoter directors of the Listed Entity as required under Para 3(2)(b) of the Industry Standards for Minimum Information to be provided for RPT Approval.

The details of transactions as required under Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/ CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Master Circular") and the aforesaid SEBI Circulars read with the Industry Standards for Minimum Information to be provided for RPT Approval are set forth below, as assessed by the Audit Committee to the extent required to provide all the necessary information to the Shareholders for informed decision-making.

<table>
<tr><td>Name of the Related Party</td><td colspan="2">NAS Packaging Private Limited (NAS)</td></tr>
<tr><td>Country of incorporation of the related party</td><td colspan="2">India</td></tr>
<tr><td>Name of the Director /KMP who is related, if any</td><td colspan="2">Naishadkumar Patel
Atish Patel
Jyotika Patel</td></tr>
<tr><td>Nature of relationship</td><td colspan="2">Interested as Directors/ Shareholders/ Relatives of Directors</td></tr>
<tr><td>Nature, Material Terms, Monetary value and particulars of the proposed contract or arrangement</td><td colspan="2"><table>
<tr><td><u>Transaction type</u></td><td><u>Amount (Rs.)</u></td></tr>
<tr><td>Sale of Raw material/ Finished goods/ Bought out items</td><td>5 Crore</td></tr>
<tr><td>Purchase of Raw material/ Finished goods/ Bought out items</td><td>5 Crore</td></tr>
<tr><td>Availing services of processing raw material</td><td>5 Crore</td></tr>
<tr><td>Rendering services of labor job/ job work</td><td>5 Crore</td></tr>
<tr><td>To take on Lease Land and building & Plant and Machinery.</td><td>1 Crore</td></tr>
</table></td></tr>
<tr><td>Tenure of contract</td><td colspan="2">The Contract would be for a period of 1 year starting from the date of approval in the ensuing Annual General Meeting.</td></tr>
<tr><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of</td><td colspan="2">Yes</td></tr>
</table>

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<table>
<tr><td>these Standards?</td><td></td></tr>
<tr><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>The estimated transaction value above for FY 2025-26 represents:
<table>
<tr><th><u>Transaction type</u></th><th><u>% to annual turnover of the Company for FY 2024-25</u></th></tr>
<tr><td>Sale of Raw material/ Finished goods/ Bought out items</td><td>28.58%</td></tr>
<tr><td>Purchase of Raw material/ Finished goods/ Bought out items</td><td>28.58%</td></tr>
<tr><td>Availing services of processing raw material</td><td>28.58%</td></tr>
<tr><td>Rendering services of labor job/ job work</td><td>28.58%</td></tr>
<tr><td>To take on Lease Land and building & Plant and Machinery.</td><td>5.72%</td></tr>
</table></td></tr>
<tr><td>Any valuation or other external report relied upon by the listed entity in relation to the transactions</td><td>Not Applicable</td></tr>
<tr><td>Any other information that may be relevant</td><td>All relevant/ important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.</td></tr>
</table>

Name of the Related Party	**Adarsh Plant Private Limited (APPL)**
Country of incorporation of the related party	India
Name of the Director /KMP who is related, if any	Naishadkumar Patel Atish Patel Jyotikaben Patel
Nature of relationship	Interested as Directors/ Shareholders

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<table>
<tr><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.</td><td><table><tr><th>Transaction type</th><th>Amount (Rs.)</th></tr><tr><td>Sale of Raw material/ Finished goods/ Bought out items</td><td>10 Crore</td></tr><tr><td>Purchase of Raw material/ Finished goods/ Bought out items</td><td>1 Crore</td></tr><tr><td>Availing services of processing raw material</td><td>1 Crore</td></tr><tr><td>Rendering services of labor job/ job work</td><td>1 Crore</td></tr></table></td></tr>
<tr><td>Tenure of contract</td><td>The Contract would be for a period of 1 year starting from the date of approval in the ensuing Annual General Meeting.</td></tr>
<tr><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?</td><td>Yes</td></tr>
<tr><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>The estimated transaction value above for FY 2025-26 represents:<table><tr><th>Transaction type</th><th>% to annual turnover of the Company for FY 2024-25</th></tr><tr><td>Sale of Raw material/ Finished goods/ Bought out items</td><td>57.15%</td></tr><tr><td>Purchase of Raw material/ Finished goods/ Bought out items</td><td>5.72%</td></tr><tr><td>Availing services of processing raw material</td><td>5.72%</td></tr><tr><td>Rendering services of labor job/ job work</td><td>5.72%</td></tr></table></td></tr>
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<tr><td>Name of the Related Party</td><td>M/s Mini Sarvodyog Sira</td></tr>
<tr><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>Name of the Director/ KMP who is related, if any</td><td>Naishadkumar Patel
Atish Patel
Jyotikaben N Patel</td></tr>
<tr><td>Nature of relationship</td><td>Interested as Partners</td></tr>
<tr><td>Nature, Material Terms, Monetary value and particulars of the contract or arrangement</td><td>
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<tr><td><u>Transaction type</u></td><td><u>Amount (Rs.)</u></td></tr>
<tr><td>Sale of Raw material/ Finished goods/ Bought out items</td><td>5 Crore</td></tr>
<tr><td>Purchase of Raw material/ Finished goods/ Bought out items</td><td>20 Crore</td></tr>
<tr><td>Availing services of processing raw material</td><td>10 Crore</td></tr>
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<tr><td>Availing services of processing raw material</td><td>57.15%</td></tr>
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relied upon by the listed entity in relation to the transactions	
Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

The Board recommends to pass the resolution as set out in Item no. 5 as special resolution in the interests of the Company. None of the Directors and/ or Key Managerial Personnel, except Mr. Naishad Patel, Mr. Atish Patel and Mrs. Jyotika Patel, and their relatives, are concerned or interested, either financially or otherwise, in this Resolution.

The Explanatory Statement is and should be treated as an abstract and part of the Notice as per applicable provisions of the Companies Act, 2013, as amended.

By the Order of the Board of
Adarsh Plant Protect Limited

Sd/-
Ms. Dhwani Shah
Company Secretary

Date: 13th September, 2025