

NOTICE

Notice is hereby given that the 24th 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 9th day, of September, 2016 at 11.00 A. M. to transact the following business:

ORDINARY BUSINESS:

- 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, 2016 together with Board's Report and Auditors' Report thereon.
- To appoint a Director in place of Mrs. Jyotikaben N Patel (DIN : 00084068) who retire by rotation and being eligible, offers **herself** for re-appointment.
- To ratify the appointment of Statutory Auditors and fix their remuneration.

SPECIAL BUSINESS:

- To pass with or without modification, following Resolution as an Ordinary Resolution.

“Resolved that pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 & 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Lalji Darji (DIN 00229677) who was appointed as an Additional Director of the Company with effect from 6th November, 2015 by the Board of Directors and holds office up to the date of this Annual General Meeting under section 161 of the Companies Act, 2013 (“the act”), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of 29th Annual General Meeting of the Company in the financial year ending on 31st March 2021.”

Date: 30th July, 2016
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 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 3rd September, 2016 to 8th September, 2016 (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, Mrs. Jyotikaben N Patel (DIN: 00084068) Director of the Company retire by rotation at the meeting and being eligible, offer herself for reappointment. Her 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, 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 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the 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 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting (Remote E-Voting) Service. The facility of casting the votes by the members using and 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 commences on 6th September, 2016 (10:00 am) and ends on 8th September, 2016 (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 2nd September, 2016, 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 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.nsd.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 info@adarshplant.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.nsd.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 2nd September, 2016.
 - (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. 2nd September, 2016 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.nsd.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) 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.
 - (x) D.G.BHIMANI & ASSOCIATES, Practicing Company Secretaries has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - (xi) The chairman shall, at the AGM, at the end of discussion on the resolutions on which casting is to be held allow voting with the assistance of scrutinizier, 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.
 - (xii) 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 AGM a consolidated scrutinizier'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.
 - (xiii) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.adarshplant.com 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

Mr. Lalji Darji was appointed as an Additional Director with effect from November 06, 2015. As Additional Director he holds office as a Director up to this annual general meeting of the shareholders of the Company.

It is proposed to appoint Mr. Lalji Darji as Independent Professional Director under section 149/152 of the Act to hold office for 5 (Five) consecutive years for a term up to the conclusion of 29th Annual General Meeting of the Company in the financial year ending on 31st March 2021.

As per the current provisions of section 149(10) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, independent directors are permitted to be appointed for a consecutive period of up to 5 years without being liable to retire by rotation.

Mr. Lalji Darji is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as Director and all necessary disclosures are been received by the Company.

The Company has received notice in writing from a member along with deposit of requisite amount under section 160 of the Act proposing the candidature of Mr. Lalji Darji for the office of Director of the Company.

In the opinion of the Board, Mr. Lalji Darji fulfills the conditions for appointment as Independent Director as specified in the Act, the regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Mr. Lalji Darji is independent of the management.

Brief profile of Mr. Lalji Darji, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships / chairmanships of Board committees, shareholding and relationships between directors inter se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in report of corporate governance which forms part of this report.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

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