

ADARSH

PLANT PROTECT LTD.



2020-2021 ANNUAL REPORT



ADARSH PLANT PROTECT LTD.

29th Annual Report : 1st April 2020 to 31st March 2021
2020-2021

Corporate Information
BOARD OF DIRECTORS

MR. NAISHADKUMAR PATEL	CHAIRMAN
MR. ATISH PATEL	MANAGING DIRECTOR
MR. ARVIND SHAH	INDEPENDENT DIRECTOR
MR. JAGDISH PATEL	INDEPENDENT DIRECTOR
MR. LALJI DARJI	INDEPENDENT DIRECTOR
MRS. JYOTIKABEN PATEL	NON-EXECUTIVE DIRECTOR

COMPANY SECRETARY & COMPLIANCE OFFICER

MRS. AMI R. MEHTA

CHIEF FINANCIAL OFFICER

MR. KETAN P. MAHESHWARI

AUDITORS

M/S RAJANI SHAH & CO.
CHARTERED ACCOUNTANTS, ANAND

SECRETARIAL AUDITOR

M/S D. G. BHIMANI & ASSOCIATES
PRACTICING COMPANY SECRETARY, ANAND

BANKERS

BANK OF BARODA
VALLABH VIDYANAGR BRANCH

REGISTERED OFFICE & WORKS

ADARSH
PLANT PROTECT LTD.

604, G.I.D.C., VITHAL UDYOGNAGAR
ANAND – 388 121 GUJARAT, (INDIA)
CIN No: L29210GJ1992PLC017845

Email id: info@adarshplant.com ; adarshplant@hotmail.com
Ph. No: 02692- 236705 Website: www.adarshplant.com

NOTICE

Notice is hereby given that the **29th Annual General Meeting** of the Shareholders of **ADARSH PLANT PROTECT LTD**, will be held through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') on **Saturday, the 18th day of September, 2021 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, 2021 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. Re-appointment of Mr. Laljibhai B. Darji (DIN: 00229677) as an Independent Director of the Company.

To consider and if thought fit, to pass following resolution as **Special Resolution**:

" **RESOLVED THAT** pursuant to the provision of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulation, 2018 (including any statutory modification(s) and/or re-enactment(s) there of for the time being in force) and subject to such other law, rules and regulations as may be applicable in this regard, approval of the Member of the Company be and is hereby accorded to the re-appointment of **Mr. Laljibhai B. Darji (DIN: 00229677)** as an Independent Director of the Company, not liable to retire by rotation, for his second term of five consecutive years commencing from the conclusion of this Annual General meeting till the conclusion of 34th Annual General Meeting of the Company for financial year ending on 31st March, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things as may be necessary or expedient to give effect to above said resolution."

Date : 11th August, 2021
Place : Vithal Udyognagar

By order of the Board of Directors
ADARSH PLANT PROTECT LTD

(NAISHADKUMAR N. PATEL)
Chairman
DIN 00082749

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the circular no. 02/2021 dated 13th January, 2021 read together with the circular no. 14/2020 dated 08th April, 2020, circular no. 17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs followed by circular no. 20/2020 dated 05th May, 2020, physical attendance of the members to the AGM venue is not required. In accordance with the MCA circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
3. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/ Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to dgbhimani@yahoo.co.in with copies marked to the Company at adarshplantprotect@gmail.com and to its RTA at ahmedabad@linkintime.co.in
4. Registration of email ID and Bank Account details: In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address. In case the shareholder has not registered his/her/their email address with the Company/its RTA/ Depositories and or not updated, the following instructions to be followed:
 - (i) Kindly click/copy this link https://linkintime.co.in/EmailReg/Email_Register.html and select our Company's name fill the mandatory details and update email Id and bank details in the given field. OR
 - (ii) Shares held in Demat mode: The shareholder can contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP or by clicking above given link to update their details
5. The Register of Members & Share Transfer Book of the Company will remain closed from **Saturday, 11th September, 2021 to Friday, 17th September, 2021** (both days inclusive) for annual closing and determining the entitlement of the Members for the purpose of Annual General Meeting.
6. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2020-21 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with SEBI circular dated 15th January, 2021 read together with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2020-21 will also be available on the Company's website www.adarshplant.com; websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
7. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. **18th September, 2021**. Members seeking to inspect such documents can send an email to adarshplantprotect@gmail.com
9. In terms of section 152 of the Companies Act, 2013 and Mr. Naishadkumar N. Patel (DIN: 00082749) Director of the Company retire by rotation at the meeting and being eligible, himself for re-appointment. Under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the revised Secretarial Standard-2 on General Meetings His brief resume is provided in the "Annexure" to the Notice.
10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
12. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
13. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
14. Members are requested to:
 - (a) intimate to the Company's STA, changes, if any, in their registered addresses at an early date, in case of shares held in physical form;

- (b) intimate to the respective DP, changes, if any, in their registered addresses/email ID or bank mandates to their DP with whom they are maintaining their demat accounts.
- (c) quote their Folio Numbers/Client ID/DP ID and contact details in all correspondence; and
- (d) consolidate their holdings into one Folio in case they hold shares under multiple Foliros in the identical order of names.

15. 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 **29th 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 will be provided by National Securities Depository Limited (NSDL).

- a. 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.
- b. The remote e-voting period commences on 15th September, 2021 (9:00 am) and ends on 17th September, 2021 (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 i.e. 11th September, 2021, may cast their vote by remote e-voting.
- c. 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 voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date

16. 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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>





Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

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

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

A) Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members 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.nsdl.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 re-directed 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.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.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.nsdl.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> <p>NSDL Mobile App is available on</p> <p> </p> <div style="display: flex; justify-content: space-around;">   </div>

Individual Members holding securities in demat mode with CDSL	<p>1. Existing users who have opted for 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>
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.

Important note : Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 Members 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 Members 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 022- 23058738 or 022-23058542-43

a. 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***

b. 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'.

- c. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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.
 - **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - 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.
- d. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- e. Now, you will have to click on "Login" button.
- f. 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.

General Guidelines for shareholders

- a. 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 e-mail to dgbhimani@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
- b. 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.
- c. 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 send a request at evoting@nsdl.co.in
- d. 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.
- e. 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.
- f. 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's 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.
- g. 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.

17. 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 this notice:

- i. 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.
- ii. 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.

18. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- iii. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

19. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com) under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- ii. Members are encouraged to join the Meeting through Computers for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

Please note that Participants Connecting from Mobile Devices or Tablets or through Computers connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request, along with the questions, from their registered e-mail id mentioning their name, DP ID and Client ID / Folio No., PAN, Mobile No. at adarshplantprotect@gmail.com at least 7 days before i.e 11th September, 2021. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers/questions depending on the availability of time for the AGM.

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. Mrs. Ami R. Mehta, Company Secretary

Adarsh Plant Protect Ltd

Registered Office: 604,

G.I.D.C.,

Vitthal Udyognagar- 388121

Email: adarshplantprotect@gmail.com

Phone: 02692-236705

Date: 11th August, 2021

Place: Vitthal Udyognagar

**By order of the Board of Directors,
(NAISHADKUMAR N. PATEL)**

Chairman

DIN 00082749

ADARSH PLANT PROTECT LTD

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF
THE COMPANIES ACT, 2013**

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

ITEM No. 3

Mr. Lalji B. Darji (DIN 00229677), aged 68 years has been a Director of the Company since 2015 and has contributed significantly to the growth of the Company. Also he has a vast experience in accounting as well as management side and hence Company would like to continue to utilize his expertise in coming years.

At the Annual General Meeting held on 09th September, 2016 Mr. Lalji B. Darji (DIN 00229677) was appointed as an Independent Director of the Company for a period of FIVE years not liable to retire by rotation.

The Company has also received declaration from Mr. Lalji B. Darji that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Mr. Lalji B. Darji meets the criteria of Independence as specified in the Act, the Rules framed there-under and the Listing Regulation and they are independent of the Management.

After due consideration of his valuable contribution, the Nomination and Remuneration Committee has recommended such contribution of his appointment. The Board after considering the said recommendation, approved the proposal.

Mr. Lalji B. Darji is eligible for sitting fees for attending Board/committee Meeting as applicable to the Director from time to time.

Annexure to the Notice

Details of Directors proposed to be reappointed 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 :

Mr.Naishadkumar Naginbhai Patel	
Age	71
Qualification	B. E. Mechanical and Chartered Engineer
Experience	He is a Chairman of ADARSH PLANT PROTECT LTD 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 executive director in Annual General Meeting on 21.09.2019 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, 2021	2549070
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(2020-2021)	5
Directorships of other Board as on March 31,2021	Adarsh Plant Private Ltd Nas Packaging Pvt. Ltd. Nippon Appliances Pvt. Ltd.
Membership/Chairman of the committees of other Boards as on March 31, 2021	Share Transfer Committee- Chairman

Item No. 3:

Mr. Lalji B. Darji	
Age	68
Qualification	CA
Experience	He has been working in this field since very long and he has vast experience in accountancy which is required for betterment of your company
Terms and conditions of Re-appointment	As per the resolution no. 3 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Lalji B. Darji is proposed to be re-appointed as an Independent Director.
Remuneration (Including sitting fees)	Sitting fees: 5000 Per Meeting
Date of first appointment on the Board	06.11.2015
Shareholding in the Company as on March 31, 2021	NIL
Relationship with other Directors/ Key Managerial Personnel	-
Number of meeting of the Board attended during the financial year(2020-2021)	5
Directorships of other Board as on March 31,2021	NIKI GLOBAL CONNECT PRIVATE LIMITED
Membership/Chairman of the committees of other Boards as on March 31, 2021	1. Audit Committee -Member 2. Nomination and Remuneration Committee- Member

BOARD'S REPORT

To

The Members,

Adarsh Plant Protect Ltd,

Your Directors have pleasure in presenting **29th Annual Report** together with the Audited Statement of Accounts of the Company for the financial year ended **31st March 2021**.

FINANCIAL RESULTS

The Summary of the financial performance of the Company for the year ended 31st March, 2021 compared to the previous year is as below:

(Rs. in Lacs)

Sr. No	Particulars	2020-21	2019-20
1	Turnover	1262.86	1269.63
2	Other Income	0.91	4.77
3	Total Income	1263.77	1274.40
4	Profit/(Loss) Before Depreciation, Interest and Tax	45.36	23.86
	Less/Add : Interest	19.81	18.67
	Depreciation	3.90	3.90
5	Profit/(Loss) Before Taxation	21.65	1.29
6	Income Tax	-	-
7	Profit/(Loss) After Taxation	21.65	1.29
8	Prior year's Expenses	-	-
9	other Comprehensive income	-	-
10	Profit/(Loss) for the year	21.65	1.29

CURRENT YEAR'S PERFORMANCE

As it is known that there are so many challenges faced by global & local market due to COVID-19 in F.Y. 2020-21 due to lockdown imposed by Central & State Government however there is no severe impact of COVID-19 on Company's performance. Turnover of the Company has been decreased from 1269.63 lakhs to 1262.86 lakhs in current financial year; however your Company managed to earn Profit of Rs. 21.65 lakhs during the current financial year compare to last financial year which was Rs. 1.29 lakhs.

DIVIDEND

In view of the comparatively less profit for the year ended 31st March, 2021 and accumulated losses, the Board of Directors has not recommended any dividend for this year.

TRANSFER TO RESERVES

The Board of Directors has decided to retain the entire amount of profit for the Financial Year 2020-21 in the Statement of Profit & Loss.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2021 was Rs. 99,115,000 comprising 9911500 equity shares of Rs.10/- each.

During the year under review, the Company has not issued shares with differential voting rights, granted stock options and Sweat Equity.

The Company has not bought back any of its securities during the financial period under review.

NATURE OF BUSINESS OF THE COMPANY

There has been no change in the nature of business of the Company.

BOARD OF DIRECTORS & KMP

Mr. Naishadkumar N. Patel will retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment.

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.

None of the Directors of the Company are disqualified from being appointed as Directors as specified in Section 164 of 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.

The details of programs for familiarization of Independent Directors with the Company, their

roles, rights, responsibilities in the Company, nature of the Industry in which the Company operates, business model of the Company and related matters and familiarization programs attended by Independent Directors are put up on the website of the Company.

NUMBER OF MEETINGS OF BOARD OF DIRECTORS

The Board met five times during the financial year 2020-2021 on **27th June, 2020, 08th August, 2020, 09th November, 2020, 06th February, 2021 and 26th March, 2021**. Directors attending the meeting actively participated in the deliberations at these meetings. The intervening gap between any two meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. More details of the Board meetings have been provided in the 'Report on Corporate Governance'.