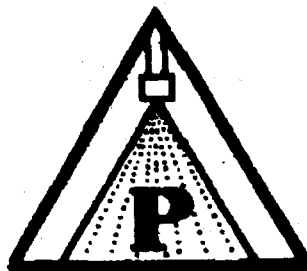


ANNUAL REPORT

2004 2005

13TH ANNUAL REPORT & ACCOUNTS
1ST JULY 2004 TO 31ST MARCH 2005
(FOR 9 MONTHS)



ADARSH

ADARSH PLANT PROTECT LIMITED

604, G.I.D.C. Estate, Vithal Udyognagar 388 121 (Anand)

Phone No. (02692) 236705, 577055

Fax No. (02692) 236704

Email: adarshplant@hotmail.com

BOARD OF DIRECTORS

SHRI NAISHADBHAI PATEL	CHAIRMAN & DIRECTOR
SHRI ATISH PATEL	DIRECTOR
SHRI KIRITBHAI PATEL	DIRECTOR
MRS. JYOTIBEN PATEL	DIRECTOR
SHRI DIKULBHAI PATEL	DIRECTOR
SHRI KIRANBHAI PATEL	DIRECTOR
SHRI ARVINDBHAI SHAH	DIRECTOR
SHRI RASIKBHAI PATEL	RESIGNED ON 23-12-2004
SHRI HASMUKHBHAI PATEL	RESIGNED ON 23-12-2004
SMT. ARUNABEN PATEL	RESIGNED ON 23-12-2004

AUDITORS

M/S B.C. PATEL & CO.
CHARTERED ACCOUNTANT

BANKERS

VALLABH VIDYANAGAR COMMERCIAL CO-OPERATIVE BANK LTD

REGISTERED OFFICE & WORKS

604, G.I.D.C., VITHAL UDYOGNAGAR
ANAND - 388 121 (GUJARAT), INDIA
Email: adarshplant@hotmail.com

NOTICE

Notice is hereby given that the **13th 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 on Monday, the 12th day of September, 2005 at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS:

- 1] To receive, consider and adopt the Audited Balance Sheet and the Audited Profit and Loss Account for the period ended on 31st March, 2005 together with Directors' Report and Auditors' Report thereon.

SPECIAL BUSINESS:

- 2] To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT subject to the provisions of Section 224, 225 and other applicable provisions, if any, of the Companies Act, 1956, M/S Mukund & Rohit, Chartered Accountants, Vadodara, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, in place of the retiring Auditors M/S B. C. Patel & Co., Chartered Accountants, Anand, to examine and audit the accounts of the Company for the Financial Year 2005-06, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, plus service tax, out of pocket, traveling expenses."

- 3] To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Atish Patel was appointed as Additional Director by the Board of Directors at its meeting held on 20th December, 2004 and who hold office up to the date of forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a notice in writing from a Member under section 257 of the Act proposing his candidature for the office of the Director of the Company, be and is hereby appointed a Director of the Company."

- 4] **Appointment of Managing Director and Executive Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolutions:

- A. **"RESOLVED THAT** pursuant to the provisions of Sections 198, 309, 311 and 314 read with Schedule XIII and any other applicable provisions, if any, of the Companies Act, 1956 and further subject to such other consents as may be required (including any statutory modifications or re-enactment thereof for the time being in force) the Company hereby accord its approval to the appointment of Mr. Naishadbhai Patel as Managing Director of the Company for a period of 3 years effective from 1st July 2005 at a remuneration and on such terms and conditions as are set out in the Explanatory Statement accompanying the Notice convening the General Meeting."

“RESOLVED FURTHER pursuant to section 198 (4) of the Companies Act 1956 read with Schedule XIII, as amended, and subject to such approvals as may be necessary, the salary and the perquisites as are set out in the Explanatory Statement annexed to this Notice, may be paid as the minimum remuneration to Mr. Naishadbhai Patel in the absence of or inadequacy of profits in any financial year.”

“RESOLVED FURTHER THAT the Board of Directors is hereby authorized to alter and vary the terms and conditions of the said appointment and terms of remuneration from time to time in such manner as may be agreed upon between the Board of Directors and Mr. Naishadbhai Patel within the limits prescribed under Schedule XIII of the Act or such other regulations thereto.”

- B. “RESOLVED THAT** pursuant to the provisions of Sections 198, 309, 311 and 314 read with Schedule XIII and any other applicable provisions, if any, of the Companies Act, 1956 and further subject to such other consents as may be required (including any statutory modifications or re-enactment thereof for the time being in force), the Company hereby accord its approval to the appointment of Mr. Atish Patel as Executive Director of the Company for a period of 3 years effective from 1st April 2005 at a salary and on such terms and conditions as are set out in the Explanatory Statement accompanying the Notice convening the General Meeting.”

“RESOLVED FURTHER pursuant to section 198 (4) of the Companies Act 1956 (“the Act”) read with Schedule XIII, as amended, and subject to such approvals as may be necessary, the salary and the perquisites as are set out in the Explanatory Statement annexed to this Notice, may be paid as the minimum remuneration to Mr. Atish Patel, Executive Director in the absence of or inadequacy of profits in any financial year.”

“RESOLVED FURTHER THAT the Board of Directors is hereby authorized to alter and vary the terms and conditions of the said appointment and terms of remuneration from time to time in such manner as may be agreed upon between the Board of Directors and Mr. Atish Patel within the limits prescribed under Schedule XIII of the Act or such other regulations thereto.”

- 5]** To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Kiritbhai Patel was appointed as Additional Director by the Board of Directors at its meeting held on 20th December, 2004 and who hold office up to the date of forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 (“the Act”) and in respect of whom the Company has received a notice in writing from a Member under section 257 of the Act proposing his candidature for the office of the Director of the Company, be and is hereby appointed a Director of the Company liable to retire by rotation.”

- 6]** To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mrs. Jyotiben Patel was appointed as Additional Director by the Board of Directors at its meeting held on 20th December, 2004 and who hold office up to the date of forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 (“the Act”) and in respect of whom the Company has received a notice in writing from a Member under section 257 of the Act proposing her

candidature for the office of the Director of the Company, be and is hereby appointed a Director of the Company liable to retire by rotation.”

- 7] To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Dikulbhai Patel was appointed as Additional Director by the Board of Directors at its meeting held on 20th December, 2004 and who hold office up to the date of forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 (“the Act”) and in respect of whom the Company has received a notice in writing from a Member under section 257 of the Act proposing his candidature for the office of the Director of the Company, be and is hereby appointed a Director of the Company liable to retire by rotation.”

- 8] To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Kiranbhai Patel was appointed as Additional Director by the Board of Directors at its meeting held on 30th April, 2005 and who hold office up to the date of forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 (“the Act”) and in respect of whom the Company has received a notice in writing from a Member under section 257 of the Act proposing his candidature for the office of the Director of the Company, be and is hereby appointed a Director of the Company liable to retire by rotation.”

- 9] To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Arvindbhai Shah was appointed as Additional Director by the Board of Directors at its meeting held on 30th April, 2005 and who hold office up to the date of forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 (“the Act”) and in respect of whom the Company has received a notice in writing from a Member under section 257 of the Act proposing his candidature for the office of the Director of the Company, be and is hereby appointed a Director of the Company liable to retire by rotation.”

- 10] To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT subject to the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force), the Articles of Association of the Company be and are hereby altered in the following manner:

After the existing Article 19, the following new Article 19A be inserted with the relevant marginal note thereto:

Power to Issue warrants or other Instruments:

19 A Subject to the applicable statutory provisions, rules, regulations and guidelines, and necessary approvals, the Company shall have power to issue warrants or other

instruments or securities (by whatever name called), whether independent or attached with some other instrument or detachable; and whether bearing any face value or not and with or without any right or entitlement or option to subscribe to or exchange with, or convertible in to the equity shares or any other kind of securities or not. The terms and conditions of such warrant or instrument or security may be decided by/either under any applicable statutory provisions, rules, regulations, guidelines, or by a special resolution of the members of the Company passed at a general meeting authorizing issue of such warrant or instrument or security, or by the Board of Directors of the Company, as may be required.

- 11]** To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT subject to approval of the Government of India, the Reserve Bank of India and other regulatory bodies if required, and the terms and conditions, if any, that may be prescribed by them; consent of the members of the Company be and is hereby accorded for investment by Foreign Institutional Investors including their sub-accounts (hereinafter collectively referred to as “FIIIs”) and/or by Non Resident Indians, and/or by any other eligible foreign person(s) / entity (ies), in the Equity Share Capital or any other permitted securities of the Company; by foreign direct investment, purchase, acquisition from the market under the portfolio investment or any other scheme, or in any other permitted mode, on repatriation basis or otherwise, subject to the condition that such investments by the aforesaid entities together with their existing holdings shall not exceed in aggregate, 40% of the paid-up Equity Share Capital, or 40% of the total paid-up value of such securities of the Company.”

- 12]** To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Sections 94, 16 and 31 and other applicable provisions, if any, of the Companies Act, 1956 the Authorized Share Capital of the Company be and is hereby increased from Rs.5,00,00,000/- (Rupees Five Crores only) to Rs.10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 Equity Shares of Rs. 10/- each, with the power to issue the new Shares upon such terms and conditions and with such rights and privileges attached thereto as the Board shall determine”.

“RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association be and is hereby altered to read as follows:

- V.** The Authorized Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore only) Equity Shares of Rs. 10/- (Rupees Ten only) each with power to increase or reduce the Capital and to attach to these Shares with such preferential, qualified or special rights and to provide for such rate of dividend on these Shares as may be determined by the Board of Directors and to vary, modify or abrogate any such rights, privileges or conditions and to consolidate or sub-divide these Shares and issue Shares of higher or lower denominations, in such manner, as may from time to time being provided by the Companies Act, 1956, the rules and regulations of the Company, or any other law for the time being in force.”

“RESOLVED FURTHER THAT Article 5 (a) of the Articles of Association of the Company be and is hereby altered to read as follows:

5. (a) The Authorized Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore only) Equity Shares of Rs. 10/- (Rupees Ten only) each and with power to increase or reduce the Share Capital of the Company and to attach to these Shares with such preferential, qualified or special rights and to provide for such rate of dividend on these Shares as may be determined by the Board of Directors and to vary, modify or abrogate any such rights, privileges or conditions and to consolidate or sub-divide these Shares and issue Shares of higher or lower denominations, in such manner, as may from time to time being provided by the Companies Act, 1956, the rules and regulations of the Company, or any other law for the time being in force.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and perform all such other acts, deeds and things as may be necessary or desirable to give effect to this Resolution.”

- 13] To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 81(1A), Section 79 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force), provisions of the Memorandum and Articles of Association of the Company, and subject to the rules/regulations/guidelines issued by the Securities and Exchange Board of India (hereinafter referred to as “SEBI”), the Stock Exchanges where the shares of the Company are listed (including provisions of the listing agreement with them), or any other appropriate/statutory authority and also subject to such approvals, permissions, sanctions and consents as may be necessary and required from the Government of India, Company Law Board, Securities and Exchange Board of India, the Stock Exchanges and all other appropriate authorities and institutions, Banks, lenders or other persons under applicable legislation, rules, regulations, guidelines and contracts for the time being in force, and subject further to such other terms, conditions, stipulations, alterations, amendments, modifications or variations, as may be required, specified or suggested by any of the concerned authorities or bodies; which may be agreed to by the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee of Directors for the time being authorized by the Board of Directors to exercise the powers conferred on the Board of Directors by this resolution), is authorized to accept as it may deem fit; consent and approval of the members of the Company be and is hereby accorded to the Board to offer, issue and allot in one or more lot(s), on private placement and/or preferential basis, not exceeding 25,00,000 (Twenty Five Lacs Only) warrants, each warrant carrying two options/entitlement to subscribe to one number of Equity Shares of Rs. 10/- each, against each option on a future date (i.e. options/entitlement to subscribe to 50,00,000 (Fifty Lacs Only) Equity Shares of Rs.10/- each in aggregate), within a period not exceeding 18 (Eighteen) months from the date of issue of such warrants, to the following Promoters/ Directors of the Company and Friends, as specified against their names:

Sr. No	Name of the Proposed Allottees	Maximum No. of Warrants to be allotted
1	Mr. Naishadbhai Patel (Promoter/Director)	5,50,000
2	Mr. Atish Patel (Promoter/Director)	5,50,000
3	Mr. Prafulbhai J. Mistry (Non-Resident Individual)	3,00,000
4	Mr. Sureshbhai J. Mistry (Non-Resident Individual)	2,00,000
5	Mr. Mandeep B. Patel (Non-Resident Individual)	3,00,000
6	Mr. Nikesh Raghubhai Patel (Resident Individual)	3,00,000
7	Mr. Mahendrabhai Jashbhai Patel (Resident Individual)	3,00,000
	Total	25,00,000

The total number of shares to which the aforesaid proposed allottees will become entitled considering the two options available per warrant (i.e. calculated @ 1 option to subscribe for one equity share X 2 option per warrant X 25,00,000 warrants) shall be 50,00,000 Equity Shares of Rs.10/- each.

“RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid warrants and the equity shares resulting from the exercise of the entitlement of the warrant holders to subscribe to the equity shares shall be made at such time or times as the Board may in its absolute discretion decide, subject however to applicable guidelines, notifications, rules and regulations, and the terms and conditions given herein below;

“RESOLVED FURTHER THAT the terms and conditions of the aforesaid warrants shall be as under:

- a. Each of the said warrant shall consist of two parts, viz. Part A and Part B. Each of the said Part shall carry a right, entitling its registered owner to apply for at its option, and seek allotment of one equity share of Rs. 10/- each, upon surrendering /exchange of such Part of the warrant to the Company along with balance 90 % of the issue price of the equity share.
- b. The face value of each warrant shall be total of the value of Part A and Part B, and each Part of the said warrant shall have face value of such sum that will be equivalent to the 10 % of the price of the equity share to be issued in surrender/ exchange of such part of the warrant in terms of this resolution and SEBI Guidelines for Preferential Issues (Chapter XIII of the SEBI (Disclosure and Investor Protection) Guidelines, 2000).
- c. Against Part A of the said warrant, the registered owner of the warrant shall be entitled to apply for at its option, and seek allotment of one equity share of Rs. 10/- each, in the manner aforesaid, on or before 31st March, 2006; whereas against Part B of the said warrant, the registered owner of the warrant shall be entitled to apply for at its option, and seek allotment of one equity share of Rs. 10/- each, in the manner aforesaid, on and after 1st April, 2006, but within the period of 18 months from the date of issue of the warrants. The Board of Directors of the Company at its discretion shall decide the time within which the application for share against surrender/exchange of each part of the said warrant shall be made, subject to the aforesaid time limits.
- d. The price including discount, of the equity share to be allotted on exchange/ surrender of each part of the said warrant shall not be lower than the minimum price specified as per SEBI Guidelines for Preferential Issues (Chapter XIII of the SEBI (Disclosure and Investor Protection) Guidelines, 2000), considering 30 days prior to the date of this General Meeting as the Relevant Date, which may be at a discount to the face value of the Equity Shares of Rs.10/- each, but not less than Rs.4/- (Rupees Four Only) per Equity Share of Rs.10/- each, as may be decided by the Board of Directors and approved by Company Law Board or any other appropriate authority. For determining the price of the Equity Shares, to be allotted on exchange/surrender of each part of the said warrants, the relevant date shall be 30 days prior to this General Meeting, i. e. 13th

August 2005. The Company shall obtain necessary approval from the Government of India/Company Law Board and all other appropriate authorities for issue of the resultant equity shares at a discount to the face value to the proposed allottees as above, before it proceeds to create/offer/issue/allot the said warrants and/or the Equity Shares, as the case may be.

- e. In case the warrant holder do not apply for the shares of the Company against surrender/exchange of either Part A or Part B of the said warrant as aforesaid within the time that may be fixed by the Board of Directors in this regard, then the amount paid on each of the said Part of the warrant as the case may be, shall be forfeited; and all the rights attached to that Part of the said warrant shall lapse automatically.
- f. Upon surrender/exchange of each Part of the said warrant, the amount paid up thereon shall be credited, adjusted and applied towards Share Application Money, for which the holder of that part of the warrant is entitled to apply.
- g. The Equity Shares to be offered, issued and allotted as aforesaid upon surrender/exchange of the Part A and Part B of the said warrant upon exercise of the option by the holder of such part of the warrant shall be subject to the provisions of the Memorandum and Articles of Association of the Company and on allotment, such Equity Shares shall rank pari-passu with the existing Equity Shares of the Company in all respects.
- h. Each part of the said warrant and the Equity Shares to be offered, issued and allotted as aforesaid upon surrender/exchange of the said warrant by the holder of the said warrants; as also the entire pre preferential Equity Shares held, if any, by the proposed allottees shall be subject to lock-in for such period that may be prescribed under the SEBI Guidelines for Preferential Issues.
- i. The warrant by itself shall not give to the holder thereof any rights of the shareholders or debenture holders of the Company.
- j. The options attached to each of the said warrants as Part A and Part B shall be independent of each other.
- k. In case the Equity Shares of the Company are either subdivided or consolidated before issue of the aforesaid warrants, or exercise of option by the holders of the said warrants, then the face value, the number of Equity Shares to be acquired upon exercise of the option attached to the said warrants and the price of acquisition of the said Equity Shares by the holders of the warrants shall automatically stand augmented in the same proportion, as the present face value of the Equity Shares of Rs.10/- each of the Company bears to the newly sub-divided or consolidated Equity Shares, without affecting any right or obligation of the said warrant holders."

"RESOLVED FURTHER THAT subject to applicable statutory provisions, guidelines, notifications, rules and regulations, the Board be and is hereby authorized to decide, modify, alter and amend the terms of issue, offer and allotment of the aforesaid warrants and the Equity Shares resulting from the exercise of the entitlement of each part of the said warrant by its holder; **PROVIDED THAT** the aforesaid warrants and the Equity Shares resulting from the exercise of the entitlement of each part of the said warrant under this resolution shall be made fully paid-up at the time of their allotment".

"RESOLVED FURTHER THAT to give effect to the aforesaid resolution, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Director or any other officer(s) of the Company; **AND** for the purpose of giving effect to this resolution, the Board acting on its own or through a Committee of Directors or any other person duly authorized in this regard by the Board/Committee, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions/matters arising with respect to the offer, issue and allotment (including deciding the terms and conditions for

the same), utilization of the proceeds of the issue of the warrants/shares, execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to the aforesaid resolution, take such further steps as required for the allotment and listing on one or more Stock Exchanges of the warrants/shares to be issued, offered and allotted as aforesaid, to take such other steps that are incidental and ancillary in this regard; and to do, make or accept such alterations, modifications, or variations in the foregoing or cancellation of issue of warrant, as may be considered desirable or expedient by the Board/Committee/ such authorized person in the best interest of the Company and its Shareholders."

- 14]** To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement with the Stock Exchange, the consent of the members of the Company be and is hereby accorded for payment of sitting fees to each non-executive Director for attending the meetings of the Board of Directors or committees thereof at the rate of maximum of Rs.2500/- (Rupees Two Thousand Five Hundred Only) for each such meeting, or such higher amount that may be prescribed under the Companies Act, 1956, or any other applicable statutes, rules, regulations or guidelines, or by the Central Government or other appropriate authority.

RESOLVED FURTHER THAT within aforesaid limits of the sitting fees, the Board of Directors of the Company be and is hereby authorised to decide from time to time, any amount which it may deem fit, as sitting fees payable to the Non- Executive Directors of the Company for attending the meetings of the Board of Directors or the Committee(s) thereof."

(SHRI NAISHADBHAI PATEL)

Place: Vithal Udyognagar

Chairman & Director

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
2. An instrument appointing a proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement the Meeting.
3. The Register of Members and the Share Transfer Books will remain closed from Thursday, the 8th September 2005 to Saturday the 10th September 2005 (both days inclusive).
4. Members are requested to:
 - (a) Intimate to the Company change, if any, in their address immediately.
 - (b) Quote their Registered Folio No. in all correspondence with the Company.
 - (c) 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.
 - (d) The documents referred to in the forgoing proposed Resolutions pertaining to the Special Business are available for inspection at the Registered Office of the Company from 11.00 a. m. to 1 p. m. on any working days.