

**ADDI INDUSTRIES LIMITED**

Regd. Office : A - 104, 3rd Floor, DDA Shed,
Okhla Industrial Area Phase-II, New Delhi-110020

TEL. : 011-45025469

E-MAIL : addiind@gmail.com, atul.addi@gmail.com

WEB : www.addiindustries.com

CIN No. : L51109DL1980PLC256335

GSTIN : 07AAACA7660H1ZQ

September 05, 2024

Listing Centre

The Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street Fort
Mumbai - 400001

Scrip Code: 507852

Subject: Submission of Notice for the 42nd Annual General Meeting

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find attached Notice of the 42nd Annual General Meeting of the Company,

You are requested to take the above information on record and oblige.

Thanking you

Very truly yours
ADDI INDUSTRIES LIMITED

TARANJEET KAUR

Digitally signed by

TARANJEET KAUR

Date: 2024.09.05

16:20:28 +05'30'

Taranjeet Kaur
Company Secretary
Membership No. 8991
Encl. : As above



NOTICE

42nd ANNUAL GENERAL MEETING 2023-24



ADDI INDUSTRIES LIMITED

CIN: L51109DL1980PLC256335

Regd. Office: A-104, Third Floor, Okhla Industrial Area
Phase – II, New Delhi 110020

NOTICE**TO ALL MEMBERS**

NOTICE is hereby given that the Forty Second (42nd) Annual General Meeting (AGM) of the Members of **Addi Industries Limited** will be held on **Monday, September 30, 2024, at 9.00 A.M.** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") with their virtual presence to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company both the Standalone and Consolidated for the financial year ended 31st March 2024, the reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend of Rs. 1.25 per equity shares of the face value of Rs. 5 each, of the Company for the financial year ended March 31, 2024.
3. To appoint a Director in place of Mr. Chaman Lal Jain (DIN No. 00022903), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS**4. Appointment of Ms. Apra Sharma (DIN: 10149103) as an Independent Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to recommendation of the Nomination & Remuneration Committee and the Board of Directors, **Ms. Apra Sharma (DIN: 10149103)** who has been appointed as an Additional Director in the capacity of an Independent Director of the Company with effect from August 13, 2024 who has submitted a declaration that She meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member and who holds office as such upto the date of ensuing 42nd Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five years with effect from August 13, 2024 till August 13, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**For & on behalf of the Board
Addi Industries Limited**

Sd/-

**Chaman Lal Jain
Managing Director
DIN: 00022903**

Dated: 13.08.2024

Place: New Delhi

Registered Office: A-104, Third Floor,
Okhla Industrial Area, Phase II, New Delhi 110020

CIN: L51109DL1980PLC256335

Telephone No.: 011-45025459

Website: addiindustries.com

E-mail: atul.addi@gmail.com

Notes:

- a) In view of Covid-19 pandemic, Ministry of Corporate Affairs (MCA) General Circular Ref. Nos. 2/2022 dated 05.05.2022, 10/22 dated 28.12.2022 and 09/2023 dated 25.09.2023 and other relevant circulars of MCA and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07.10.2023 and other relevant circulars (permitted to conduct the Annual General Meeting (AGM) through Video Conferencing / Other Audio Visual Means (VC/OAVM) without the physical presence of the members at the common venue. In compliance with these MCA Circulars, the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the Annual General Meeting of the members of the Company is being held through VC/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.
- b) Since this AGM is being held 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 AGM and hence the Proxy Form and Attendance Slip and route map are not annexed to this Notice. However, Bodies Corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Corporate members intending to attend/vote at AGM through VC / OAVM by their authorized representative(s) pursuant to Section 113 of the Companies Act, 2013 are requested to send their Certified True Copy of the resolutions/ Power of Attorney to the Scrutinizer by e-mail at legal2015js@gmail.com with a copy marked to RTA-beetalrta@gmail.com authorizing their representatives to attend and vote on their behalf at the Annual General Meeting of the Company and to vote through remote e-voting
- c) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013 ("the Act").
- d) In view of the above, we request you to submit the KYC and Nomination details at the earliest to the Company's Registrar and Share Transfer Agents, M/s. Beetal Financial & Computer Services Private Limited
- e) In case of joint holders attending the meeting, the person who is first in order of names recorded in the Register of Members will be entitled to attend and vote at the AGM.
- f) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard – 2 and Regulation 36 of the Securities and Exchange Board of India (Listing obligations and disclosure Requirements) Regulation, 2015, Setting out material facts in respect of special business to be transacted at 42nd Annual General Meeting in annexed hereto
- g) The relevant documents referred to in the accompanying Notice of Meeting and in the Explanatory Statement are open for electronic inspection by the Members of the Company upto the date of this Meeting. Members seeking to inspect such documents can send an email to atul.addi@gmail.com.
- h) Pursuant to the Listing Agreement(s) pertaining to Corporate Governance, the particulars of Directors seeking appointment and re-appointed are annexed hereto and form part of this Notice.
- i) A Statement u/s 129 of the Companies Act, 2013, in respect of the Subsidiary Company, Aum Texfab Private Limited., is contained hereinafter with the Consolidated Financial Statements. The Annual Accounts of the Subsidiary Company and the related detailed information will be made available to the Holding and Subsidiary Company Investors seeking such information at any point of time. The Annual Accounts of the Subsidiary Company has been kept open for electronic inspection by any investor upto the date of this Meeting. Investors seeking to inspect such documents can send an email to atul.addi@gmail.com.
- j) the Register of Members and the Share Transfer Books of the Company will remain closed from the 24th September, 2024 to 30th September, 2024 (both days inclusive) for the purpose of this AGM and for determining the members entitlement of final dividend for the financial year ended March 31, 2024, if approved at the AGM.

The dividend of Rs. 1.25 per equity share of Rs. 5 each (25%), if declared at the AGM, will be paid subject to deduction of tax at source ("TDS"), as under:

- (i) To all the Beneficial Owners as at the end of the day on Monday, 23rd September, 2024, as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
- (ii) To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as of the close of business hours on

Monday, 23rd September, 2024

- (iii) For the members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to them.
- k) In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 23-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the website of the Company at www.addiindustries.com, websites of the Stock Exchange, i.e., BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.

1. National Electronic Clearing Service (NECS) Facility:

- i) Members holding shares in physical form who wish to avail NECS facility may authorize the Company with their NECS mandate in the prescribed form, which can be downloaded from the Company's website i.e. www.addiindustries.com and the requests for payment of dividend through NECS should be sent latest by 20th September, 2024 at atul.addi@gmail.com.
- ii) Members holding shares in demat form who wish to avail NECS facility, may send mandate in the prescribed form to their respective Depository Participants.

Shareholders may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1st April, 2020, shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of making payment of the dividend, if approved at AGM. In order to enable the Company to determine the appropriate TDS rate, as applicable, shareholders are requested to submit their documents in accordance with the provisions of the Income Tax Act, 1961 by 20th September 2024.

- m) Members may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased Member(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

The Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 it is mandatory for Members holding shares in physical form to register their PAN, KYC details, Bank particulars and Nomination against their folio no. PAN is also required to be linked to Aadhar No. by the Members to be considered as valid PAN.

Members holding shares in physical form are requested to provide Form ISR1, ISR2 and Nomination Form duly filled and signed along with the hard copy of the following self-attested documents to M/s. Beetal Financial & Computer Services Private Limited for registration against their respective folio(s):

- Identity Proof:
- Copy of PAN card/ Aadhar Card
- Address Proof: Copy of Aadhar Card/ Passport/ client Master List/ Utility Bill not over 3 months old
- Bank Details: Copy of the cancelled cheque stating the name of the Member as account holder
- Contact Details: Mobile no., e-mail id
- Nomination: Please provide Form SH13 duly filled and signed.
- In the absence of any of the above information registered against your folio no., your folio no. will be frozen for any updation/ dividend payment in accordance with the aforesaid Circular.
- Form ISR1, ISR2 and Nomination forms are available on the website of Company <https://www.addiindustries.com> and on the website of our Registrar and Transfer Agent at <https://www.beetalfinancial.com/>

In view of the above, we request you to submit the KYC and Nomination details at the earliest to the Company's Registrar and Share Transfer Agents, M/s. Beetal Financial & Computer Services Private Limited

Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/

exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website and on the website of the Registrar and Share Transfer Agents (RTA) of the Company. It may be noted that any service request can be processed only after the folio is KYC Compliant.

- n) The Equity Shares of Rs. 10/- each of the Company have been sub-divided/ splitted-up into 2 new Equity Shares of Rs. 5/- each fully paid-up. All those Shareholders, who are still holding the Shares in physical form and have not yet got their Share Certificates of Rs. 10/- each exchanged for new Share Certificates of Rs. 5/- each, are requested to send the same to the Regd. Office of the Company at A-104, Third Floor, Okhla Industrial Area, Phase II, New Delhi 110020 for exchange thereof.
- o) The Company's Equity Shares continue to remain listed on the BSE Ltd., and the listing fee has been duly paid.
- p) The Equity Shares of the Company are dematerialised and the trading has to be compulsorily in demat mode. Those Shareholders who have not yet got their equity shares dematerialised may approach the Depository Participant with whom they are maintaining account, for getting their Shares dematerialised.
- q) The Company has appointed M/s. Beetal Financial & Computer Services Private Limited., Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Das Mandir, New Delhi-110062, as its Registrar & Transfer Agents (hereinafter referred to as "Beetal") Shareholders may write to them also directly, or communicate with the Company at its Regd. Office, as they may like. (E-mail id of RTA - beetalrta@gmail.com)

Voting Through Electronic Means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on **Friday, September 27, 2024 at 9.00 A.M.** and ends on **Sunday, September 29, 2024 at 5.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Monday, September 23, 2024**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be

able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of share-holders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on Login icon and select New System Myeasi tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 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 hold 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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 above mentioned website.

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

Login type	Helpdesk details
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@cslindia.com or contact at toll free no. 1800 22 55 33
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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Addi Industries Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; atul.addi@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at atul.addi@gmail.com The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at atul.addi@gmail.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHO'S EMAIL/MOBILE NO ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 atul.addi@gmail.com or beetalrta@gmail.com
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

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

1. 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 to atleast 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.
2. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.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 EVSN of Company will be displayed.
3. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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.
6. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at atul.addi@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at atul.addi@gmail.com. These queries will be replied to by the company suitably by email.

Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those members, who are 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 available during the AGM.
3. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.
4. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Other Instructions:

- i) The Company has appointed Ms. Jyoti Sharma, Company Secretary in whole-time practice of JVS & Associates as Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner. The Scrutinizer(s) shall within a period not exceeding 3 (three) days from the conclusion of the e-Voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make Scrutinizers' Report of the votes cast in favour or against, if any, forthwith to the Managing Director of the Company.
- ii) The Result on resolutions shall be declared on or after the AGM of the Company.
The Result declared along with the Scrutinizers' Report shall be communicated to the stock exchange.
- iii) Members are requested:
 - (a) To quote their Folio No./DP Id - Client Id and e-mail ID in all correspondence; and
 - (b) To please note that no gift or gift coupons will be distributed at the meeting.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 4

The Board of Directors, on the recommendation of Nomination Remuneration Committee ("NRC") approved appointment of Ms. Apra Sharma (DIN: 10149103) as Additional Directors (in the capacity of Independent Directors) of the Company, who shall hold office as such till this Annual General Meeting ("AGM"). Further, Board of Directors has recommended the appointment of Ms. Apra Sharma as Independent Directors for a term of five consecutive years i.e. up to August 13, 2029, for approval of the Members of the Company.

The Company follows a robust process for Board appointments and succession, which is a hallmark of a forward-thinking, future-ready and progressive board. The Board deliberates on various factors including current tenure of board members, anticipated vacancies in key board positions, skill matrix including skill-gaps, diversity, time-commitment and statutory requirements etc. The appointment of Ms. Apra Sharma has been made by the Board to address the long term requirement of the Company and to ensure smooth transition in key board positions. In the opinion of the Board, **Ms. Apra Sharma (DIN: 10149103)** fulfill the conditions specified in the Companies Act, 2013 (the "Act"), rules made thereunder and SEBI (Listing obligations and disclosure requirements) Regulations



ADDI INDUSTRIES LIMITED

2015 ("Listing Regulations") for appointment as Independent Directors of the Company and are independent of management of the Company. Brief profile of **Ms. Apra Sharma** is attached to the notice.

None of the Directors, KMP's of the company and their relatives thereof are interested in the proposed resolution. The Board of Directors recommend passing of the resolution set out in the Item No. 4 of this notice.

**For & on behalf of the Board
Addi Industries Limited**

Dated: 13.08.2024
Place: New Delhi

**Sd/-
Chaman Lal Jain
Managing Director
DIN: 00022903**

Registered Office: A-104, Third Floor,
Okhla Industrial Area, Phase II, New Delhi 110020
CIN: L51109DL1980PLC256335
Telephone No.: 011-45025459
Website: addiindustries.com
E-mail: atul.addi@gmail.com

Annexure to Notice

Details of Directors seeking retiring by rotation / seeking re-appointment and Appointment of Director at the Annual General Meeting at the AGM

(Pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) and Under Secretarial Standard 2 on General Meetings (SS-2) :

S. No.	Particulars	Mr. Chaman Lal Jain
1.	Date of Birth & Age	08.09.1944 ; 79 years
2.	DIN	00022903
3.	Date of First Appointment on the Board of Directors of the Company	01.10.1988
4.	Qualifications	B. Com
5.	Brief Resume	Mr. Chaman Lal Jain, is a promoter director and designated as Managing Director of the Company since 01.10.1988. He has about 56 years of rich experience in Textile Industry
6.	Expertise in specific functional area	He is having experience in Setting up of the textile business and makes it possible for an upward surge in its business activities, turnover / exports and profitability over the years and efficiently manages day-to-day monitoring and exercise effective control over the affairs of the Company.
7.	Experience	56 years
8.	Directorship held in other Public Companies*	None
9.	Membership/Chairmanship of Committees**	None
10.	No. of Equity Shares held in the Company	1745818
11.	Relationship with other directors	Related to Mr. Hari Bansal (Father-son)
12.	Number of Meetings of the Board attended during the year 2023-24	4(Four)
13.	Terms and conditions of appointment/re-appointment	Liable to retire by rotation. As per the resolution passed by the Members at the Annual General Meeting held on 30th September, 2024
14.	Remuneration last drawn by such person, if applicable and Remuneration sought to be paid	24 Lakhs as per existing terms and Conditions.
15.	Directorship held in other Companies as on 31st March 2024 (along with listed entities from which the person has resigned in the past three years	None

S. No.	Particulars	Ms. Apra Sharma
1.	Date of Birth & Age	28/09/1986 ; 38 years
2.	DIN	10149103
3.	Date of First Appointment on the Board of Directors of the Company	13 August 2024
4.	Qualifications	B.Com, Company Secretary
5.	Brief Resume	Ms. Apra Sharma is B.com Graduate and Member of Institute of Company Secretary of India. She has 13 year experience in Corporate Governance.
6.	Expertise in specific functional area	Company Law and Corporate Governance
7.	Experience	13 years

8.	Directorship held in other Public Companies*	1. Swagtam Trading And Services Limited 2. Golkonda Aluminium Extrusions Limited 3. Franklin Industries Limited 4. Rajnish Retail Limited 5. Sipul Enterprises Limited 6. Healthy Life Agritech Limited 7. Nimstech Industries Limited
9.	Membership/Chairmanship of Committees**	1 Swagtam Trading And Services Limited a. Audit Committee (Chairman / Member) b. Stakeholder Committee (Chairman / Member) 2. Rajnish Retail Limited a. Audit Committee (Member) b. Stakeholder Committee (Member) 3. Franklin Industries Limited a. Audit Committee (Member) b. Stakeholder Committee (Member) c. Nomination and Remuneration Committee (Member)
10.	No. of Equity Shares held in the Company	None
11.	Relationship with other directors	Not Related
12.	Number of Meetings of the Board attended during the year 2023-24	Not Applicable
13.	Terms and conditions of appointment/re-appointment	As recommended by NRC and approved by the members in ensuing Annual General Meeting.
14.	Remuneration last drawn by such person, if applicable and Remuneration sought to be paid	Not Applicable
15.	Directorship held in other Companies as on 31st March, 2024 from which the person has resigned in the past three years	Rita Finance And Leasing Limited (Resigned on 02.09.2023)

*excluding Foreign, Private Limited Companies, section 8 and Limited Liability Partnership Firm.

**Includes only Audit and Shareholders/Investor Grievance Committee other than Addi Industries Limited.