

# NOTICE

## 32<sup>nd</sup> Annual General Meeting 2013-14



### **ADDI INDUSTRIES LIMITED**

CIN: L51109DL1980PLC256335

**Registered Office:**  
23, Eastern Avenue,  
Maharani Bagh, New Delhi - 110065

## NOTICE

### TO ALL MEMBERS:

**NOTICE IS HEREBY GIVEN THAT** the 32<sup>nd</sup> Annual General Meeting of the Members of Addi Industries Ltd. will be held on **Tuesday, September 30, 2014, at 9.00 A.M.** at Community Hall, Block-7, Trilok Puri, New Bal Vikas Vidyalay, Delhi -110091 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2014, together with the Reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Hari Bansal (DIN No. 00022923), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint S.R. Dinodia & Co.LLP., Chartered Accountants (Registration No. 001478N/N500005) as Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS:

4. 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 Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, including the rules made thereunder (herein after referred to as 'Act', which term shall include any statutory modifications or re-enactment thereof for the time being in force) and subject to all the applicable provisions of the other enactments, if any, and in accordance with the provisions of the Articles of Association of the Company, and subject to the approval of the Central Government, if required, consent of the Shareholders of the Company be and is hereby accorded to the appointment and payment of remuneration to Mr. Chaman Lal Jain (attained the age of 70 Years on September 8, 2014), as Mg. Director of the Company for a period of 3 years w.e.f. October 1, 2014 on the following terms and conditions including remuneration with liberty and authority to the Board of Directors (including any committee thereof) to alter, vary, modify and revise the terms and conditions of the said appointment and/or the remuneration, from time to time within limit laid down in the then subsisting respective provisions of the Act:

Sl. No.	Remuneration	Rs (Per Month)	Rs. (Per Annum)
(i)	Salary (Basic)	1,50,000	18,00,000
		1,50,000	18,00,000
(ii)	Perquisites & Allowances		
	Category-A		
	The following perquisites as per the Rules of the Company a) Contribution to Provident Fund. b) Gratuity payable shall not exceed half a month salary for each completed year of service. c) Earned/Privilege Leave. d) Chauffeur driven Car for official use. e) Membership of 2 Clubs. f) Personal Accident Insurance g) Communication facilities at home including reimbursement of Mobile Phone expenses for official use.		

**RESOLVED FURTHER THAT** Mr. Chaman Lal Jain will be responsible for day to day management of the Company, subject to the superintendence and control of the Board of Directors and be the Key Managerial Person in terms of Section 203 of the Companies Act, 2013 and shall perform such other responsibilities as may be entrusted to him from time to time.

**RESOLVED FURTHER THAT** the Board (including any committee thereof) may in its absolute discretion and subject to requisite approvals, as may be required, increase the remuneration payable to Mr. Chaman Lal Jain as per policy of the Company not exceeding 20% of the remuneration payable per annum, subject to eligibility and entitlement as per Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits of the Company in any financial year during the tenure of Mr. Chaman Lal Jain as a Mg. Director, he shall be paid the above Remuneration as minimum remuneration during such financial year in which there is loss or inadequate profit.

**RESOLVED FURTHER THAT** Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, as may be required or considered necessary, expedient, incidental or consequential, for giving effect to the above Resolution."

5. To consider, and if thought fit, to pass, with or without modification (s) the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and Clause 49 of the listing agreement, Mr. V.B. Aggarwal (DIN 00022967), a Non-executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 31st March, 2019."
6. To consider, and if thought fit, to pass, with or without modification (s) the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and Clause 49 of the listing agreement, Dr. B. K. Behera (DIN 01139185), a Non-executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 31<sup>st</sup> March, 2019."
7. To consider, and if thought fit, to pass, with or without modification (s) the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and Clause 49 of the listing agreement, Mr. S.R. Sharma (DIN 05288842), a Non-executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 31st March, 2019."

For & on behalf of the Board

**Regd. Office:**

Addi Industries Limited  
23, Eastern Avenue, Maharani Bagh,  
New Delhi-110 065  
Dated: May 26, 2014

**C.L. Jain**  
Mg. Director  
(DIN00022903)

**Notes:**

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
- b) The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, the 26<sup>th</sup> day of September, 2014 to Tuesday, 30<sup>th</sup> September, 2014 (both days inclusive).
- c) 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 23, Eastern Avenue, Maharani Bagh, New Delhi-110 065 for exchange thereof.
- d) The Company's Equity Shares continue to remain listed on the Bombay Stock Exchange Ltd., and the listing fee has been duly paid.
- e) 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.
- f) A Statement u/s 212 of the Companies Act, 1956, in respect of the Subsidiary Company, Aum Textfab Pvt. Ltd., is contained hereinafter with the Consolidated Financial Statements. The Company undertakes that 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 inspection by any investor at the Registered Office of the Company and the Registered Office of the Subsidiary Company i.e. Aum Textfab Private Limited on all working days between 10.00 A.M. to 12.00 'O' Clock.
- g) **REGISTRAR & TRANSFER AGENTS :** The Company has appointed M/s. Beetal Financial & Computer Services (P) Ltd., Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Das Mandir, New Delhi- 110 062, 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.
- h) A statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business under item no. 4 to 7 set out above to be transacted at the meeting is annexed hereto and form part of this Notice.
- i) In terms of the provisions of the Companies Act, 2013, Notice of the AGM may be served on Members through electronic means. Members who have registered their e-mail IDs with Depositories or with the Company are being sent this Notice by e-mail and the members who have not registered their e-mail IDs will receive Notice through post/courier.

- j) Pursuant to Clause 49 of the Listing Agreement(s) pertaining to Corporate Governance, the particulars of Directors seeking appointment/ re-appointed are annexed hereto and form part of this Notice.

**k) Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the listing agreement, the Company is pleased to provide Members, facility to exercise their right to vote at the 32<sup>nd</sup> AGM by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Tuesday, September 23, 2014 (9.00 A.M.) and ends on Thursday, September 25, 2014 (6.00 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 **Friday, August 29, 2014**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Other Instructions:**

- i) The Company has appointed Ms. Jyoti Sharma, Company Secretary in whole-time practice 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 pasted on the Notice Board at the Corporate Office of the Company and shall also be communicated to the stock exchange.

**iii) Members are requested:**

- (a) To bring Attendance Slip duly completed and signed at the meeting and not to carry briefcase or bag inside the meeting venue for security reasons;
- (b) To quote their Folio No./DP Id - Client Id and e-mail ID in all correspondence; and
- (c) To please note that no gift or gift coupons will be distributed at the meeting.

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**EXPLANATORY STATEMENT****(Pursuant to Section 102 of the Companies Act, 2013)****Item No. 4 of the Notice**

The Shareholders had earlier, at their 29th Annual General Meeting held on September 30, 2011 and subsequently in 30th Annual General Meeting held on September 29, 2012 approved the appointment and payment of remuneration to Shri Chaman Lal Jain as Chairman & Managing Director of the Company and Central Government on the application moved u/s 269, 198, 309 & 310 read with Schedule XIII of the Companies Act, 1956 had accorded its consent. The tenure of the appointment of Mr. Jain is upto September 30, 2014 and he shall attain the age of 70 Years on September 8, 2014. The Remuneration Committee in its meeting held on May 26, 2014 has recommended the appointment of Mr. C.L. Jain with effect from October 1, 2014 for a period of 3 years.

Mr. Chaman Lal Jain, as Chairman & Managing Director of the Company, being the promoter director has been associated with the Company since 1985 and has been contributing significantly to the growth of the business of the Company. The Company has made rapid strides and upward surge in its business activities, turnover / exports and profitability over the years and his day-to-day monitoring and effective control over the affairs of the Company, helps to achieve its targets.

Mr. Chaman Lal Jain, drawing the same remuneration as last approved by the Members & the Central Govt. & keeping in view the status enjoyed and the standard of living of the Managing Director, the Remuneration Committee in its meeting held on May 26, 2014 thought it expedient, reasonable and quite justified to and, therefore, fixed the same remuneration with a time-scale as set out in the resolution, for the term from 1st October, 2014 to 30th September, 2017 which has been approved by the Board of Directors, subject to your and the Central Govt. approval, if required.

Accordingly, based on the recommendations of the Remuneration Committee, the Board of Directors of the Company vide their resolution dated May 26, 2014 have approved and ratified the appointment and the remuneration payable to Mr. Chaman Lal Jain, as Mg. Director for a period of 3 years, w.e.f. October 1, 2014 subject to the approval of the Shareholders under the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013.

Mr. Chaman Lal Jain is a graduate & from commerce stream. He is in the textile industry since 1968 and has in depth knowledge and knows the knitty gritties of the textile industries. He is the overall in charge of the affairs of the Company and has more than 46 years of rich experience in this business. He has been entrusted with the following responsibilities:

- Overall in-charge of the affairs of the Company.
- Responsible for delivery of Business Plans, Objectives & Budgets.
- Ensure smooth operations of the business as per the relevant law, rules and regulations pertaining to Textile business.
- Ensure quality of goods exported.
- Responsible for increasing turnover and business operations.
- Responsible for Customer Satisfaction.
- Ensure Fire / Safety / Security SOP's are implemented and to ensure all legal & regulatory compliances are met,
- All statutory compliances with respect to the above.

The contributions made by Mr. Chaman Lal Jain in the day to day operations, decision making and growth initiatives of the Company are remarkable. The proposed remuneration of Mr. Chaman Lal Jain is in line with the trend in the industry benchmarks. The proposed remuneration is on the same terms and conditions as he was drawing earlier and is commensurate with the qualifications, experience, of Mr. Jain.

In compliance of the provisions of Schedule V to the Companies Act, 2013 the required information is placed before the Members in the General Meeting for their consideration.

## General Information:

1. Nature of industry	Textile Industry including spinning, knitting and dyeing.				
2. Date of or expected date of commencement of commercial production	Existing Company.				
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable				
4. Financial Performance on the given indicators: (₹ In Lakhs)					
Year Ended March 31	Turnover & other income	Sales	Operating Profit/(Loss)	Profit/(Loss) Before Tax	Profit/(Loss) After Tax
2014	162.83	65.71	(166.58)	(72.01)	(64.97)
2013	263.89	19.54	(242.76)	172.24	224.21
2012	1306.8	1177.36	(298.27)	(267.38)	(259.25)
5. Export performance based on the given indicators: (₹ In Lakhs)					
Particulars	2013-14	2012-13	2011-12		
Foreign Exchange Earned	Nil	Nil	931.88		
Foreign Exchange Used	3.09	Nil	76.04		
6. Foreign investments or collaborations, if any	The Company has no foreign investments or foreign collaborations. The Company has not made any foreign investments or has any collaboration overseas.				

## Information about the appointee:

1. Background Details:	<b>Qualifications:</b>
	Mr. Chaman Lal Jain holds Bachelor degree in commerce.
	<b>Experience:</b>
	About 46 years of rich experience in Textile Industry. Work experience inter-alia includes the Setting up of the existing textile business and make it possible for an upward surge in its business activities, turnover / exports and profitability over the years and efficiently manage day-to-day monitoring and exercise effective control over the affairs of the Company, helps to achieve its targets. Shri Jain has taken several initiatives to focus on growth, value addition and cost effectiveness besides overseeing the Company's business. He has successfully and in a sustained way, contributed significantly towards improvement and growth of the Company.

	<b>Expertise:</b>
	Due to above indicated experience of 44 years in all facets of textile business, he has gained rich techno-commercial expertise. He being the Chairman & Mg. Director of the Company is a promoter director and has been managing the affairs efficiently and in the best possible manner.
2. Past Remuneration:	2011-12 : Rs.19,80,000.00 2012-13 : Rs.15,00,000.00 2013-14 : Rs.15,00,000.00
3. Recognition or Awards:	During his stewardship the Company got the best exporter Award from Apparel Export Promotion Council of India.
4. Job Profile & His Suitability:	Having regard to the vast experience and expertise of Mr. Chaman Lal Jain, he is a perfect person to handle the following responsibilities:
	<ul style="list-style-type: none"> <li>• Overall in-charge of the affairs of the Company.</li> <li>• Responsible for delivery of Business Plans, Objectives &amp; Budgets.</li> <li>• Ensure smooth operations of the business as per the relevant law, rules and regulations pertaining to Textile business.</li> <li>• Ensure quality of goods exported.</li> <li>• Responsible for increasing turnover and business operations.</li> <li>• Responsible for Customer Satisfaction.</li> <li>• Ensure Fire / Safety / Security SOP's are implemented and to ensure all legal &amp; regulatory compliances are met,</li> <li>• All statutory compliances with respect to the above.</li> </ul>
5. Remuneration proposed:	As mentioned in the Resolution.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:	Mr. Chaman Lal Jain having unique experience and back ground, which is not easily available in Indian Industry, has successfully handled various assignments of management and operations of textile business throughout his career. Hence, it is not easy to compare such qualifications, experience and background as they are unique. Mr. Chaman Lal Jain is a well recognised and substantially awarded person which elaborated elsewhere in this statement. There are not many persons of such merits and repute available for employment. Such person commands a gross remuneration of upwards of the proposed remuneration.
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:	Mr. Hari Bansal, Director being the son of Mr. Chaman Lal Jain and apart from this no other managerial person is concerned or interested in the appointment of Mr. Jain. Mr. Chaman Lal Jain as an individual holds 16,89,818 Equity Shares of Rs.5/- each which constitute 15.65% of the Equity Share Capital of the Company. The total Shareholding of Promoters along with the person acting in concert is 80,18,175 Equity Shares of Rs.5/- each which constitutes 74.27% of the existing Equity Share Capital of the Company.
<b>Other Information:</b>	
1. Reasons of loss or inadequate profits	a) Huge input cost of raw material and consequent increase in operational cost. b) High interest cost on the working capital loan. c) High Volatility in foreign exchange market coupled with global recession which lead to lack of demand and drop in consumer sentiments. d) Overall Textile industries is in a bad shape, due to cheaper import from China and other neighbouring countries. All these factors adversely affected the Company's operations to a greater extent.



2. Steps taken or proposed to be taken for improvement	a) To achieve better effectiveness on operations.
	b) Better control on both variable & fixed costs.
	c) Bifurcating the business into different Profit Centres for having better operational effectiveness.
	d) Hiring best talent available in the industry to run each Profit Centre effectively and proposed to make the Company profitable.
3. Expected increase in productivity and profits in measurable terms	The current economic scenario across the globe has badly affected the Indian Textile Industry. The Company has taken several initiatives to improve upon the Company's profitability by reducing the cost of production at the best possible level. There is an improvement in financial performance in the Company for the year under review where losses have reduced. Turnover of the Company has been improving marginally.

None of the Directors including Key Managerial Persons or their relatives except Mr. Chaman Lal Jain as the matter pertains to his appointment and Mr. Hari Bansal being relative to Mr. Jain is concerned or interested in this resolution.

The Board recommends the passing of the resolution as a Special Resolution for approval.

The relevant documents referred in the resolution are open for inspection by the Members at the Registered Office of the Company on all working days, and shall be available at the meeting.

## Item No. 5, 6 & 7

Mr. V.B. Aggarwal, Dr. B.K. Behera and Mr. S.R. Sharma are Independent Directors of the Company in compliance with the requirements of Clause 49 of the listing agreement. The Company has received notice(s) in writing under the provisions of Section 160 of the Companies Act, 2013 ('the Act') from member(s) alongwith required deposit proposing the candidatures of Mr. Aggarwal, Dr. Behera and Mr. Sharma for the office of Director(s) of the Company. Mr. Aggarwal, Dr. Behera and Mr. Sharma have given declarations to the Board of Directors that each of them meets the criteria of independence as provided under Section 149(6) of the Act and Clause 49 of the listing agreement.

The above appointees are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

In the opinion of the Board, each of these Directors fulfill the conditions for their appointment as Independent Directors in terms of Section 149 of the Act and Clause 49 of the listing agreement.

Brief resume of the appointees and nature of their expertise in specific functional areas are provided in the Corporate Governance Report forming part of the Annual Report. Further, the details required in terms of Clause 49 of the listing agreement, are attached and form part of this Notice.

Copy of the draft letter(s) for respective appointments of Mr. Aggarwal, Dr. Behera and Mr. Sharma as Independent Director(s) setting out the terms and conditions would be available for inspection free of cost by the members at the Registered Office of the Company.

Keeping in view their vast experience, expertise and knowledge, it will be in the interest of the Company that Mr. Aggarwal, Dr. Behera and Mr. Sharma be appointed as Independent Director(s).

No Director, Key Managerial Personnel or their relatives, except Mr. Aggarwal, Dr. Behera and Mr. Sharma to whom the resolution(s) relate, is concerned or interested, financial or otherwise, in these resolution(s).

The Board commends the resolutions at item nos. 5, 6 & 7 for approval of the Members as Ordinary Resolution(s).

For & on behalf of the Board

## Regd. Office:

Addi Industries Limited  
23, Eastern Avenue, Maharani Bagh,  
New Delhi-110 065  
Dated: May 26, 2014

**C.L. Jain**  
Mg. Director  
(DIN00022903)



**Details of Directors seeking Re-appointment at the Annual General Meeting  
(In pursuance of Clause 49 of the Listing Agreement)**

S. No.	Particulars	Dr. B. K. Behera	Shri C.L. Jain	Mr. S.R. Sharma
1.	Date of Birth	17.04.1959	08.09.1944	01.01.1938
2.	Date of Appointment	28.06.2004	01.10.1988	26.05.2012
3.	Qualification	Ph.D. M. Tech, B. Tech	B.Com	Grad.(Eco.), FCS, FCMA
4.	Expertise in specific functional area	Please refer Corporate Governance Report 2013-14.	Please refer Corporate Governance Report 2013-14.	Please refer Corporate Governance Report 2013-14.
5.	Directorship held in other Public Companies*	Seasons Textiles Ltd.	Nil	Nil
6.	Membership/ Chairmanship of Committees**	Nil	Nil	Nil
7.	No. of Equity Shares held in the Company	Nil	16,89,818	Nil
8.	Relationship with other directors	N.A.	Related to Shri Hari Bansal (Father-Son)	N.A.

S. No.	Particulars	Mr. Hari Bansal	Mr. V. B. Aggarwal
1.	Date of Birth	14.09.1975	12.05.1937
2.	Date of Appointment	12.11.2002	28.06.2004
3.	Qualification	B.Chem. Engineering	B.Com(H), FICWA, ACS
4.	Expertise in specific functional area	Please refer Corporate Governance Report 2013-14.	Please refer Corporate Governance Report 2013-14.
5.	Directorship held in other Public Companies*	Nil	Nil
6.	Membership/Chairmanship of Committees**	Nil	Nil
7.	No. of Equity Shares held in the Company	9,96,118	Nil
8.	Relationship with other directors	Related to Shri C.L. Jain (Son-Father)	N.A.

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

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

**ADDI INDUSTRIES LIMITED****Regd. Office :** 23, Eastern Avenue, Maharani Bagh, New Delhi - 110065**CIN:** L51109DL1980PLC256335**ATTENDANCE FORM****32<sup>nd</sup> Annual General Meeting - Tuesday, September 30, 2014 at 9.00 A.M. at Community Hall, Block-7, Trilok Puri, New Bal Vikas Vidyalay, Delhi-110091**

DP Id*		Name & Address of the Registered Shareholder/ Proxy
Client Id*/Folio No.		
No. of Shares		

I/We certify that I/we am/are registered shareholder/Proxy of the Company.

I/we hereby record my/our presence at the 32<sup>nd</sup> Annual General Meeting of the Company on Tuesday, September 30, 2014 at 9.00 A.M. at Community Hall, Block-7, Trilok Puri, New Bal Vikas Vidyalay, Delhi-110091.**Note:** Please Complet this and hand it over at the Hall.

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**Signature**

\*Applicable for the Share(s) held in dematerialized form.

**Note: No Gift/Gift Coupon/Refreshment Coupon will be distributed at the Meeting.**

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