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ADDI INDUSTRIES LIMITED
CIN: L51109DL1980PLC256335
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NOTICE

37th ANNUAL GENERAL MEETING 2018-19



ADDI INDUSTRIES LIMITED

CIN: L51109DL1980PLC256335

Regd. Office: 23, Eastern Avenue, Maharani Bagh,
New Delhi-110065.



ADDI INDUSTRIES LIMITED

TO ALL MEMBERS:

NOTICE IS HEREBY GIVEN THAT the 37th Annual General Meeting of the Members of Addi Industries Ltd. will be held on **Monday, September 30, 2019, at 9.00 A.M.** at Community Hall, Block-7, New Bal Vikas Vidyalay, Trilok Puri, Delhi -110091 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including the consolidated financial statement) for the financial year ended March 31, 2019, 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.

SPECIAL BUSINESS:

3. To re-appoint Smt. Kusum Chopra as an Independent Director

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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Smt. Kusum Chopra (DIN-07137842), a non-executive Independent Women Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and is eligible for re-appointment and whose candidature has been recommended for the office of Director by Nomination and Remuneration Committee of the Board, be and is hereby re-appointed as an Independent Director of the Company who shall hold the office for a term of 5 (five) consecutive years with effect from 31st March, 2020 till 30th March, 2025 on the Board of the Company and whose office shall not be liable to retire by rotation.”

4. To approve continuation of holding of office by Shri. Vishnu Bhagwan Aggarwal

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 applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded for continuation of holding of office by Shri. Vishnu Bhagwan Aggarwal (DIN00022967), a non-executive Independent Director who has attained the age of 75 (Seventy Five) years on May 12, 2012 upto the expiry of his present term of office, on the existing terms and conditions as were agreed at the time of his appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper 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: August 14, 2019
Place: New Delhi



ADDI INDUSTRIES LIMITED

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) **A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.**
- c) The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business as per Item Nos. 3 and 4 hereinabove is annexed hereto.
- d) The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, the 24th day of September, 2019 to Monday, 30th September, 2019 (both days inclusive).
- e) 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.
- f) The Company's Equity Shares continue to remain listed on the Bombay Stock Exchange Ltd., and the listing fee has been duly paid.
- g) 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.
- h) A Statement u/s 129 of the Companies Act, 2013, in respect of the Subsidiary Company, Aum Texfab Pvt. Ltd., 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 inspection by any investor at the Registered Office of the Company and the Registered Office of the Subsidiary Company i.e. Aum Texfab Private Limited on all working days between 10.00 A.M. to 12.00 'O' Clock.
- i) **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.
- j) 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.
- k) Pursuant to 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.
- l) Corporate Members intending to send their Authorised Representative(s) to attend the Annual General Meeting are requested to send duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.



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m) The relevant documents referred to in the accompanying Notice of Meeting and in the Explanatory Statement are open for inspection by the Members of the Company at the Registered Office on all working days between 10:00 A.M. to 12:00 'O' Clock upto the date of this Meeting and copies thereof shall also be available for inspection in physical form at the Registered Office of the Company and also at the Meeting.

n) 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 as amended by the Companies (Management and Administration) Amendment Rules, 2016 and Regulation 44 of the listing agreement, the Company is pleased to provide Members, facility to exercise their right to vote at the 37th AGM by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for shareholders voting electronically are as under:

- (I) The voting period begins on **Friday, September 27th, 2019 at 9.00 A.M.** and ends on **Sunday, September 29th, 2019 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 **Tuesday, September 24th, 2019**, 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) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) 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"> 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. Sequence no. is printed on the address label. 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>If both the details are not recorded with the depository or Company, please enter the details as mentioned in instruction (v).</p>



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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Addi Industries Ltd. on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.,mnbvc1
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 24th, 2019 may follow the same instructions as mentioned above for e-Voting.

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.com, under help section or write an email to helpdesk.evoting@cdslindia.com



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In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xx) above to cast vote.
- (B) The voting period begins **on Friday, September 27th, 2019** (9.00 A.M.) and ends on **Sunday, September 29th, 2019** (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 **Tuesday, September 24th, 2019**, 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 under **help section** or **write an email to helpdesk.evoting@cdslindia.com**.

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 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.

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

S. No.	Particulars	Smt. Kusum Chopra
1.	Date of Birth	02.03.1947
2.	Date of Appointment	30.03.2015
3.	Qualification	Ph.D. (Textile Technology) from I.I.T. Delhi and M.Sc. (Clothing & Textiles) from M.S. University
4.	Expertise in specific functional area	Please refer Corporate Governance Report 2018-19.
5.	Directorship held in other Public Companies*	Nil
6.	Membership/Chairmanship of Committees**	Nil
7.	No. of Equity Shares held in the Company	Nil
8.	Relationship with other directors	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

EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)

Item No. 3

Pursuant to the provisions of the Companies Act, 2013 and Listing Agreement with Bombay Stock Exchange, Smt. Kusum Chopra was appointed as an Independent Women Non-Executive Director of the Company whose tenure ends on 30th March, 2020 due to the applicability of the provisions of Section 149 of the Companies Act, 2013 read with the rules made thereunder and Schedule IV to the Act.

The Nomination & Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Smt. Kusum Chopra as Independent Women Non-Executive Directors for a second term of five consecutive years on the Board of the Company.

The Board of Directors, based on the performance evaluation of Independent Director and as per the recommendation of the Nomination & Remuneration Committee, consider that, given her background and experience & contribution made by her during her tenure, the continued association of Smt. Kusum Chopra would be beneficial to the Company and it is desirable to continue to avail her services as Independent Director.

Accordingly, it is proposed to re-appoint her as Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years on the Board of the Company with effect from 31st March, 2020 till 30th March, 2025.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), inter-alia, provide that an Independent Director of a Company shall meet the criteria of Independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an Independent Director shall hold office for a term of upto five consecutive years on the Board and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's Report. Section 149(11) of the Act provides that an Independent Director may hold office for upto two consecutive terms.

The Company has received declaration from Smt. Kusum Chopra that she meet the criteria for independence as prescribed under Section 149 (6) of the Act and under the Listing Regulations and in the opinion of the Board, she fulfill the conditions for re-appointment as Independent Director of the Company as specified in the Act and the Listing Regulations and they are independent of the management.

Copy of draft letter of appointment of Smt. Kusum Chopra setting out the terms and conditions of appointment are available for inspection by the Members at the Registered Office of the Company.

A brief profile of the Independent Director to be re-appointed as per Item No. 3 as stipulated under Regulation 36 (3) of the Listing Regulations are provided in the table annexed to Note No. k of the Notice.

The Directors recommend the Resolution as stated at Item No. 3 of the Notice for approval of the Members byway of Special Resolution.

Smt. Kusum Chopra is interested in the resolution set out at Item No. 3 of the Notice. Her relatives may also be deemed to be interested in the said resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

Item No. 4

The Shareholders of the Company at the 36th Annual General Meeting held on 28th September, 2018 approved re-appointment of Shri. Vishnu Bhagwan Agarwal as an Non-Executive Independent Director of the Company for a period of five years effective from 1st April 2019 through a Special Resolution under the relevant provisions of the Companies Act, 2013 and the rules made thereunder and Securities and



ADDI INDUSTRIES LIMITED

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as inserted w.e.f. 01.04.2019, every listed entity can appoint or continue the directorship of any non-executive director who has attained the age of 75 years only on passing a special resolution to this effect.

Shri. Vishnu Bhagwan Agarwal, Non-Executive Independent Director has attained the age of 75 years during May 2012. The Board of Directors, based on the performance evaluation of Independent Director and as per the recommendation of the Nomination & Remuneration Committee, consider that, given his background and rich experience of varied Industries and expertise knowledge in Finance, Cost Accounting and Audit & Management & the contribution made by him during his tenure, the continued association of Shri. Vishnu Bhagwan Agarwal would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

Accordingly, it is proposed to continue his holding of existing office after the age of 75 years during the currency of their term of appointment.

The Board therefore recommends the Resolution as stated at Item No. 3 of the Notice for approval of the Members byway of Special Resolution.

Shri. Vishnu Bhagwan Agarwal is interested in the resolution set out at Item No. 4 of the Notice. His relatives may also be deemed to be interested in the said resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

For & on behalf of the Board
Addi Industries Limited

Sd/-
Chaman Lal Jain
Managing Director
DIN: 00022903

Dated: August 14, 2019
Place: New Delhi



ADDI INDUSTRIES LIMITED

Addi Industries Limited

Regd. Office: 23, Eastern Avenue, Maharani Bagh, New Delhi-110065
CIN: L51109DL1980PLC256335

ATTENDANCE SLIP

37th Annual General Meeting –Monday, September 30, 2019 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 37th Annual General Meeting of the Company on Monday, September 30, 2019 at 9.00 A.M. at Community Hall, Block-7, Trilok Puri, New Bal Vikas Vidyalay, Delhi-110091.

Note:Please complete this and hand it over at the Hall.

.....
Signature

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

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



ADDI INDUSTRIES LIMITED

Addi Industries Limited

Regd. Office: 23, Eastern Avenue, Maharani Bagh, New Delhi-110065
CIN: L51109DL1980PLC256335

PROXY FORM

37th Annual General Meeting – Monday, September 30, 2019 at 9.00 A.M.
at Community Hall, Block-7, Trilok Puri, New Bal Vikas Vidyalay, Delhi-110091

Name of the Member(s):		E mail Id:	
Registered Address		Folio No./Client Id*/DP ID*	

I/We being the member(s) holding_____ Shares hereby appoint:

1. Name _____ Address _____ email Id _____ or failing him:
2. Name _____ Address _____ email Id _____ or failing him:
3. Name _____ Address _____ email Id _____ or failing him:

as my/our proxies to attend & vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company on Monday, September 30, 2019 at 9.00 A.M. at Community Hall, Block-7, Trilok Puri, New Bal Vikas Vidyalay, Delhi-110091 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res No.	Resolution	For#	Against#
1	Adoption of Financial Statements for the financial year ended 31st March, 2019 and the Reports of the Board and Auditors thereon and the consolidated financial statements of the Company for the year ended on that date.		
2.	Re-appointment of Mr. Hari Bansal (DIN : 00022923), who retires by rotation		
3.	To re-appoint Smt. Kusum Chopra (DIN : 07137842) as an Independent Director		
4.	To approve continuation of holding of office Mr..Vishnu Bhagwan Aggarwal (DIN: 00022967) as an Independent Director		

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

Signed this _____ day of _____ 2019

.....
Signature of Shareholder

.....
Signature of Proxy holder(s)

Affix Revenue
Stamp of
Appropriate
Value

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered/Corporate Office of the Company not later than 48 hours before the meeting.
(2) A Proxy need not be a member of the Company.
(3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
#(4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For/or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
(5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
(6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

**37th
ANNUAL REPORT
2018-19**



ADDI INDUSTRIES LIMITED

CIN: L51109DL1980PLC256335

Regd. Office: 23, Eastern Avenue, Maharani Bagh,
New Delhi-110065.

BOARD OF DIRECTORS	:	Shri Chaman Lal Jain DIN 00022903	-	Managing Director
	:	Dr. Bijoya Kumar Behera DIN 01139185	-	Independent Director
	:	Sh. Vishnu Bhagwan Aggarwal DIN 00022967	-	Independent Director
	:	Smt. Kusum Chopra DIN 07137842	-	Independent Director
	:	Shri Hari Bansal DIN 00022923	-	Director
CHIEF FINANCIAL OFFICER	:	Shri Atul Jain		
COMPANY SECRETARY	:	Smt. Nishi Aisha Baig		
BANKERS	:	Punjab National Bank		
AUDITORS	:	B.R. Gupta & Co. Chartered Accountants K-55, Connaught Circus New Delhi-110 001		
REGISTERED OFFICE	:	23, Eastern Avenue, Maharani Bagh, New Delhi-110 065		
WORKS & CORP. OFFICE	:	A-105, 106, Sector IV, Noida - 201 301 (U.P.)		

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DIRECTORS' REPORT

Dear Members

The Directors of your Company present their 37th Annual Report & the Audited Statements of Account of the Company for the financial year ended March 31, 2019.

Financial Results

The performance of your Company for the financial year ended March 31, 2019 is summarized below:

	(Rs./Lakhs)	
	2018-19	2017-18
Turnover & other Income	93.24	56.79
(incl. Exports)	Nil	Nil
Gross Profit before	(48.44)	(40.37)
financial exp. & depreciation		
Less: Financial Expenses	Nil	Nil
Depreciation	15.40	27.44
Exceptional Items	(2.89)	16.25
Net Profit/(Loss) before Tax	(66.73)	(84.06)
Less : Provision for Taxation	Nil	Nil
Income Tax adj. for earlier years	0.23	Nil
Less: Adj. for deferred tax	6.72	(78.57)
Mat credit entitlement	Nil	Nil
Net Profit /(Loss) after tax	(73.68)	(5.49)
Add: Amount b/f from last year	(23.52)	(18.03)
Impact of carrying amount of asset		
Where remaining useful life is Nil	Nil	Nil
Balance transferred to Balance Sheet	(97.20)	(23.52)

Dividend

In view of accumulated losses, the Directors are not in a position to recommend any dividend for the financial year 2018-19.

Operations

The performance of your Company during the financial year under review has been impacted substantially, due to scale-down of operations to negligible, higher input costs, low export orders and subdued cotton & textile markets.

Future Business Prospects

The Board of Directors have been exploring and assessing various available business propositions for diversification including, inter-alia, the manufacturing of Woven Garments, for better prospects, and for augmenting the resources & the profitability of the Company. The Directors are hopeful of improved working results in the ensuing period.

Technology upgradation, modernisation-cum-diversification

The Company has not incurred any expenditure on technology upgradation & modernization of machinery and equipment during the year under report and during the preceding year.

Future Prospects

During the first quarter of the financial year 2019-20, the Company has achieved turnover of Rs. NIL as against Rs. Nil in the corresponding first quarter of the previous year. Strict monitoring is being done to cut down costs and overheads wherever feasible to make the product more price competitive.

Finances

Your Company continues to have the support of its Bankers, Punjab National Bank, for the working capital requirements commensurate with its business activities on need basis.

Deposits

The Company has neither invited nor accepted any deposits from the Public during the year under report.

Particulars of Loans, Guarantees or Investments

The Company has not given any loans or guarantees covered under the provisions of Section 186 of the Companies Act, 2013.

The details of the investments made by Company are given in the notes to the financial statements.

Internal Financial Control Systems and their adequacy

The Company has an internal control system, commensurate with the size, scale and complexity of its operations. The scope and authority of the internal audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the internal audit function reports to the Chairman of the Audit Committee of the Board and to the Managing Director.

Rajeev Shagun Gupta & Co were appointed as Internal Auditors in terms of Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations, if any, along with corrective actions thereon are presented to the Audit Committee of the Board.

Directors and Key Managerial Personnel

During the year under review, there was no change in the Board of Directors of the Company.

Mr. Hari Bansal, Director, retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. Board of Directors recommends his re-appointment.

The Board of Directors on the recommendation of Remuneration Committee has approved the re-appointment of Smt. Kusum Chopra, as Independent Director of the Company for a period of 5 years w.e.f. 31st March, 2020 till 30th March, 2025, subject to the approval of Shareholders in the ensuing Annual General Meeting.

Declaration by Independent Director

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the requirements of the Listing agreement executed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the various Committees. The evaluation process focused on various aspects of the Board and Committees functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors on parameters such as attendance, contribution and independent judgment. The Directors expressed their satisfaction with the evaluation process.

Remuneration Policy

The Board on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

Meetings

A Calendar of Meetings is prepared and circulated in advance to the Directors.

During the year four Board Meetings and four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Audit Committee

The Company has in place an Audit Committee in terms of the requirements of the Companies Act, 2013 read