



ADDI INDUSTRIES LIMITED

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

Phone : 91-11-26840825

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

CIN No.: L51109DL1980PLC256335

September 02, 2021

Listing Centre

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

Scrip Code: 507852

Subject: Submission of Annual Report 2020-21 and Notice of AGM

Dear Sir/Madam,

Please find enclosed herewith copy of Annual Report 2020-21 along with the Notice of 39th Annual General Meeting in due compliance with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Thanking you

Very truly yours
ADDI INDUSTRIES LIMITED




Chaman Lal Jain
Managing Director
Din: 00022903
Encl. : As above

For any clarifications, please contact:-
Mr. Atul Jain – 09810154238/atul.addi@gmail.com

NOTICE

39th ANNUAL GENERAL MEETING 2020-21



ADDI INDUSTRIES LIMITED

CIN: L51109DL1980PLC256335

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

NOTICE**TO ALL MEMBERS:**

NOTICE IS HEREBY GIVEN THAT the 39th Annual General Meeting of the Members of Addi Industries Limited will be held on **Thursday, September 30th, 2021, at 9.00 A.M.** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) 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, 2021, together with the Reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of Shri Hari Bansal (DIN No. 00022923), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To regularize the appointment of Mrs. Urmila Jain as 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, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (LODR) Regulations, 2015(including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Urmila Jain (DIN: 02027421), appointed as Additional Director on March 05, 2021 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, and who has attained the age of 70 years, be and is hereby appointed as Director of the Company for a period of five years, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

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

Sd/-

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

**Dated: August 13, 2021
Place: New Delhi**

Notes:

- a) Pursuant to the General Circular numbers 02/2021, 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”) in view of the continuing COVID-19 pandemic, companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
- b) 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. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members who are body corporate can attend the AGM through VC/OAVM and cast their votes through 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 compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 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 2020-21 will also be available on the websites of the Stock Exchange, i.e., BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
- e) The Register of Members and the Share Transfer Books of the Company will remain closed from the 24th September, 2021 to 30th September, 2021 (both days inclusive).
- f) 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.
- g) The Company's Equity Shares continue to remain listed on the BSE Ltd., and the listing fee has been duly paid.
- h) 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.
- i) A Statement u/s 129 of the Companies Act, 2013, in respect of the Subsidiary Company, AumTexfab 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 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) **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- 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.
- k) Pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015 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 authorize their Representative(s) to attend and vote at 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 or upload on VC portal/ e-voting portal.
- m) 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.
- n) Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
- o) **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 dated April 08, 2020, April 13, 2020 and May 05, 2020 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.

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.

The Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Individual Shareholders holding securities in Demat mode with CDSL

- 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 URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
- 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 i.e. CDSL/NSDL/KARVY/ LINKINTIME, 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 <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- 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 or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin> 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

- 1) Shareholders 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

Shareholder 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

The Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form:

- (i) The voting period begins on **Monday, September 27, 2021 at 9.00 A.M.** and ends on **Wednesday, September 29, 2021 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 **Thursday, September 23, 2021**, 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.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (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 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) <ul style="list-style-type: none"> • Members 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 as mentioned in instruction (v).

- (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.
- (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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Members can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) **PROCESS FOR THOSE MEMBERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
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 **Company/RTA email id i.e. atul.addi@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.
- (xxi) **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 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 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.
 - Alternatively Non Individual shareholders are required 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.
- If you have any queries or issues regarding AGM & e-voting from the CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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.
7. Those members who have registered as a speaker will only be allowed to express their views/ask questions during the meeting.

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.

For & on behalf of the Board
Addi Industries Limited

Sd/-
Chaman Lal Jain
Managing Director
DIN: 00022903

Dated: August 13, 2021
Place: New Delhi

EXPLANATORY STATEMENT

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

Item No. 3 of the Notice**Appointment of Mrs. Urmila Jain as Director of the Company:**

Board of directors of the Company on board meeting dated March 5, 2021 has appointed as Additional Director of the Company and Mrs. Urmila Jain holds office of the Director till the conclusion of next Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required through passing of special resolution for regularization of Mrs. Urmila Jain as Director of the Company, who has attained the age of 70 years.

Brief profile of Mrs. Urmila Jain is given below for reference of the member:

Mrs. Urmila Jain is holding a degree of M.A (English) and has rich experience in Textile Industry. Work experience inter-alia includes the expertise knowledge of textile business and production industry and provides strategic directions to the business of the Company.

None of the Directors including Key Managerial Persons and their relative except Mrs. Urmila Jain as the matter pertains to her appointment and Mr. Chaman Lal Jain and Mr. Hari Bansal being relative to Mrs. 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.

For & on behalf of the Board
Addi Industries Limited

Sd/-
Chaman Lal Jain
Managing Director
DIN: 00022903

Dated: August 13, 2021
Place: New Delhi

ANNEXURE

**Details of Directors seeking Appointment/Re-appointment at the Annual General Meeting
(Pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015)**

S. No.	Particulars	Mr. Hari Bansal	Mrs. Urmila Jain
1.	Date of Birth	14.09.1975	17.07.1945
2.	Date of Appointment	12.11.2002	05.03.2021
3.	Qualification	B.Chem. Engineering	M.A (English)
4.	Expertise in specific functional area	Please refer Corporate Governance Report 2020-21.	Please refer Corporate Governance Report 2020-21.
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	37,14,493
8.	Relationship with other directors	Related to Shri Chaman Lal Jain (Son-Father) and Smt. Urmila Jain(Son- Mother)	Related to Shri Chaman Lal Jain (Husband-Wife) and Shri Hari Bansal(Mother-Son)

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

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

**39th
ANNUAL REPORT
2020-21**



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
	:	Shri Vishnu Bhagwan Aggarwal DIN 00022967	-	Independent Director
	:	Dr. Kusum Chopra DIN 07137842	-	Independent Director
	:	Shri Hari Bansal DIN 00022923	-	Director
	:	Smt. Urmila Jain DIN 02027421	-	Additional Director
CHIEF FINANCIAL OFFICER	:	Shri Atul Jain		
COMPANY SECRETARY	:	Ms. Taranjeet Kaur		
BANKERS	:	Punjab National Bank		
AUDITORS	:	B.R. Gupta & Co. Chartered Accountants K-55, Connaught Circus New Delhi-110001		
REGISTERED OFFICE	:	23, Eastern Avenue, Maharani Bagh, New Delhi-110065		
WORKS & CORP. OFFICE	:	A-105, 106, Sector IV Noida- 201301 (U.P.)		

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DIRECTORS' REPORT
Dear Members

The Directors of your Company present their 39th Annual Report & the Audited Financial Statements of the Company for the financial year ended March 31, 2021.

Financial Results

The performance of your Company for the financial year ended March 31, 2021 is summarized below:

	(Rs./Lakhs)	
	2020-21	2019-20
Turnover & other Income	39.44	92.57
(incl. Exports)		
Gross Profit before	(26.45)	(75.71)
financial exp. & depreciation		
Less : Financial Expenses	Nil	Nil
Depreciation	20.01	20.75
Exceptional Items	3.76	0.08
Net Profit/(Loss) before Tax	(42.70)	(96.54)
Less: Provision for Taxation	Nil	Nil
Less: Income Tax adj. for earlier years	Nil	(0.23)
Less: Adj. for deferred tax	(145.57)	(10.80)
Mat credit entitlement	Nil	Nil
Net Profit /(Loss) after tax	102.87	(85.51)
Add: Amount b/f from last year	(170.45)	(90.89)
Impact of carrying amount of asset		
Where remaining useful life is Nil	Nil	Nil
Other comprehensive Income	0.67	5.95
Balance transferred to Balance Sheet	(66.91)	(170.45)

Dividend

In view of accumulated losses, the Directors are not in a position to recommend any dividend for the financial year 2020-21.

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 2021-22, 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, 2015 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 a change in the Board of Directors of the Company. Smt. Urmila Jain, was appointed as Additional director of the company w.e.f. 5th March 2021. Further, Mr. Chaman Lal Jain was re-appointed as the Managing Director for a period of 3 years w.e.f. 01st October, 2020 to 30th September, 2023.

The Company Secretary – Key Managerial Personnel of the Company, Smt. Twinkle Bhardwaj was resigned on 4th March, 2021 from the said designation and Smt. Taranjeet Kaur was appointed on 5th March, 2021 in her place.

Shri 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.

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.

Integrity, Expertise and Experience (including the proficiency) of the Independent Directors

All the independent Directors are person of integrity and have vast experience in the field. They are expert in their fields and their advices have been fruitful to the Company. Some of the independent directors are not required to appear for the online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs whereas some of them will be appearing soon.

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 five 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 with the rules made thereunder and the requirements of the Listing agreement executed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details relating to the same are given in Report on Corporate Governance forming part of this Report.

Directors' Responsibility Statement

In terms of Section 134(5) of the Companies Act, 2013 the directors would like to state that:

- i) In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) The directors have selected such accounting policies and have applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review;
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting any fraud or other irregularities;
- iv) The directors have prepared the annual accounts on a going concern basis;
- v) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

Related party transactions

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with the Company at large. Accordingly, no transactions are being reported in Form AOC-2 in terms of Section 134 of the Act read with rules made thereunder.

Amount carried to Reserve

The Company has not transferred any amount to the reserves during the current financial year.

Material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of the report

There are no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this Report.

However in the meeting held on 29th June 2021, the board considered the proposal of Scheme of Amalgamation of Aum Textfab Pvt Ltd (the Transferor Company) with Addi Industries Ltd (the Transferee Company) and other connected matters, if any. Aum Textfab Pvt Ltd is a wholly owned subsidiary of the Transferee Company i.e. Addi Industries Limited hence no new shares will be issued.

Changes in Capital Structure

During the year under review, there was no change in the Share Capital of the Company. The Company has neither issued any equity shares with differential rights nor the sweat equity shares nor granted any employee stock options nor the Company has created any provisions for purchase of its own shares, during the year under review.

Code of Conduct

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the Company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings/behaviors of any form.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity at the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

Vigil Mechanism/Whistle Blower Policy

The Company has a vigil mechanism policy to deal with the instance of fraud and mismanagement, if any.

In staying true to our values of strength, performance and passion and in line with our vision of being one of the Companies, having highest standards of Corporate Governance and stakeholder responsibility. The periodic report for any instance is to be reported before the Audit Committee.

Risk Management Policy

The Company has a judicious risk management policy, strong systems, constant monitoring of various risk factors and a focus on greater market penetration that continue to guide its business strategy.

Prevention of Insider Trading

The Company has adopted a Code of Conduct for prevention of insider trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading window is closed. The Board is responsible for implementation of the Code.

All Board members and the designated employees have confirmed compliance with the Code.

Details of significant & material orders passed by the Regulators or Courts or Tribunals

During the year under review, there were no material and significant orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

Secretarial Auditors

As required under Section 204(1) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2015 the Company had appointed Ms. Puri Singhal, Company Secretary in practice of Singhal & Company to undertake the Secretarial Audit of the Company for the financial year 2020-21. The Secretarial Audit Report for the financial year ended March 31, 2021 is annexed as **Annexure-A**.

Auditors

M/s. B.R Gupta & Co., Chartered Accountants were appointed as Statutory Auditors of the Company on 29th September, 2017 for a period of five consecutive years to hold office from the conclusion of 35th Annual General Meeting until conclusion of the 40th AGM to be held in the Calendar year 2022. The Company has received the consent and the requisite Certificate(s) under the Companies Act, 2013, from them.

The ratification of Statutory Auditors of the Company was considered every year in accordance with Section 139 of the Companies Act, 2013. Pursuant to the amendment in the Companies Act, 2013 and rules made thereunder, the ratification of statutory auditors of the Company is not required anymore and hence the said matter is not considered as the part of Annual General Meeting of the Company.

Auditor's Report/Secretarial Audit Report

The observation made in the Auditors' Report read together with relevant notes thereon are self-explanatory and hence do not call for any further comments under Section 134 of the Companies Act, 2013.

However, observation made in the Secretarial Auditors' Report is regarding the requirement of maintenance of the website and the Company is in the process of maintenance of the website.

Frauds reported by Auditor's under Section 143(12) of the Companies Act, 2013

During the year under review, no instances of fraud were reported by the statutory auditors of the Company under Section 143(12) of the Companies Act, 2013.

Extract of Annual Return

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as **Annexure-B**.

Subsidiary Company

During the year under review, Aum Texfab Pvt. Ltd. continues to be a Subsidiary of the Company and the contribution of the said Subsidiary Company was insignificant. The consolidated financial statements of the Company and its above said subsidiary form part of the Annual Report.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company as **Annexure-C**.

Consolidated Financial Statements

Your Directors have pleasure in attaching the Consolidated Financial Statements pursuant to Section 129(3) of the Companies Act, 2013 and in terms of the Listing Agreement entered with the Stock Exchanges and prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India, in this regard.

The Auditors report to the shareholders does not contain any qualification, observation or adverse comment.

Corporate Governance

The Management Discussion & Analysis Report and the Report on Corporate Governance, along with the Certificate from the Auditors of the Company regarding compliance with the conditions of Corporate Governance as stipulated under the requirements of the Listing agreement executed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is given in the Annexure, forming part of this Report. The Corporate Governance Report for the financial year ended March 31, 2021 is annexed as **Annexure-D**.

Particulars of Employees

There was no employee who was in receipt of remuneration for the financial year under report in the aggregate of more than Rs. One Crore Two Lakhs per annum, if employed throughout the year or Rs. Eight Lakhs Fifty Thousand per month, if employed for part of the financial year, within the meaning of Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The information required pursuant to Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, is annexed to this Report as **Annexure-E**.

Energy Conservation, Technology Absorption and Foreign Exchange Earnings & Outgo

The relevant information & data required to be disclosed in terms of the provisions of the Companies Act, 2013 and the rules made thereunder is given in the **Annexure- F** and forms part of this Report.

Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

During the year under review, no complaints were received from any employee and hence, no action was required to be taken by the Company in accordance with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder and no complaints are outstanding as at 31st March, 2021.

Compliances of applicable Secretarial Standards

The Company has complied with the applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively.

COVID-19 Response

The Prevailing COVID-19 pandemic outbreak has caused havoc in the economy across the Globe and India as well, since last quarter of previous year. The vigorous spread of COVID-19 pandemic including the more lethal second wave continues to effect the businesses across India and the operations of Company. During the extraordinary times of COVID-19 pandemic, the Company has taken all the possible preventive measures as recommended by the present Government. The Company has also made all the compliances required thereby pursuant to which the Company is also taking a step to hold its current Annual General Meeting through Video conferencing and other audio-visual means considering the safety and ease of all its stakeholders. Further, the Company has also made efforts so that the workers and staff members of the Company do not have to face the financial disturbance during this pandemic.

Acknowledgements

Industrial relations continue to be cordial during the year under report. The Directors appreciate the effort and contribution made by the Workers, Staff Members and Executives at all levels. The Directors would also like to thank the Shareholders, Bankers, Customers, and Suppliers & Vendors for the continuous support given by them to the Company, and their confidence in its management.

**For and on behalf of the Board of Directors of
Addi Industries Limited**

**Place : New Delhi
Dated : 13-08-2021**

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

**Sd/-
Hari Bansal
Director
(DIN: 00022923)**

Secretarial Audit Report

(For the Financial Year ended March 31, 2021)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members

ADDI INDUSTRIES LIMITED23, EASTERN AVENUE, MAHARANI BAGH
NEW DELHI – 110065

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ADDI INDUSTRIES LIMITED** (hereinafter called the Company) for the financial year ended 31st March, 2021. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by **ADDI INDUSTRIES LIMITED (“The Company”)** for the financial year ended on 31st March, 2021 according to the provisions of:
 - I. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
 - II. The Securities Contracts (Regulation) Act, 1956 (**‘SCRA’**) and the Rules made thereunder;
 - III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**‘SEBI Act’**) to the extent applicable to the Company :-
 - a. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - h. The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited, National Stock Exchange of India Limited; and
 - i. The Memorandum and Articles of Association.

2. We have also examined compliance with the applicable clauses of the following:
- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - ii) The Listing Agreements entered into by the Company with the BSE Limited.

During the financial year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc. mentioned above subject to the following observations:

The Company was required to maintain the website of the Company pursuant to the SEBI (LODR) Regulations, 2015 which is not there in place as on date.

3. We have not examined Compliance with respect to applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.
4. We further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:
- a) maintenance of various statutory registers and documents and making necessary entries therein;
 - b) closure of the Register of Members;
 - c) forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
 - d) service of documents by the Company on its Members, Auditors and the Registrar of Companies;
 - e) notice of Board meetings and Committee meetings of Directors;
 - f) the meetings of Directors and Committees of Directors including passing of resolutions by circulation;
 - g) the 38th Annual General Meeting was held on 23rd December, 2020;
 - h) minutes of proceedings of General Meetings and of the Board and its Committee meetings;
 - i) approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
 - j) constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors;
 - k) payment of remuneration to Directors including the Managing Director;
 - l) appointment and remuneration of Auditors and Cost Auditors;
 - m) transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;
 - n) borrowings and registration, modification and satisfaction of charges wherever applicable;
 - o) investment of the Company's funds including investments and loans to others;
 - p) form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule III to the Act;
 - q) Directors' report;
 - r) contracts, common seal, registered office and publication of name of the Company; and
 - s) generally, all other applicable provisions of the Act and the Rules made under the Act.

5. We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation

at the meeting.

- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- The Company has obtained all necessary approvals under the various provisions of the Act.
- There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
- The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel.

We further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Singhal & Company
Company Secretaries**

Sd/-

**Purti Singhal
(Proprietor)**

**Practicing Company Secretary
ACS No. 40565, CP No. 19493
UDIN: A040565C000763331**

**New Delhi
10th August, 2021**