



**ADDI INDUSTRIES LIMITED**  
A-106, SECTOR IV, NOIDA - 201301 (U.P.) INDIA  
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**ADDI INDUSTRIES LIMITED**

Certified True Copy of the Minutes of the proceedings of the 30<sup>th</sup> Annual General Meeting of the Members of Addi Industries Limited held on Saturday, the 29<sup>th</sup> day of September, 2012 at 9.00 A.M. at Community Centre, Nehru Nagar, New Delhi – 110 065.

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- Members Present :** As per Attendance Records/Register.
- Directors Present :** Shri C.L Jain Chairman & Managing Director  
Shri V.B. Agarwal Chairman- Audit Committee  
Shri Hari Bansal Director
- Special Invitees :** Ms. Nutan Jain S. R. Dinodia & Co.  
Statutory Auditors
- In Attendance :** Shri Raj Kumar Arora Company Secretary
- Chairman :** Shri C.L.Jain, Chairman & Managing Director,  
was unanimously requested to  
Chair.

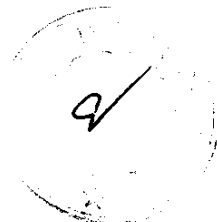
**Quorum**

Quorum being present, the Chairman declared the meeting open and called it to order.

The Chairman extended a warm welcome to all the Members present at the 30<sup>th</sup> Annual General Meeting of the Company. He briefly apprised the Members about the progress, and the present status of affairs of the Company. The members noted the same with satisfaction and approval.

The Chairman informed the Members that the Register of Members and Register of Directors Shareholding is available for inspection by the members under the provisions of the Companies Act, 1956.

The Chairman further stated that the Audited Statements of Account of the Company for the financial year ended on 31<sup>st</sup> March, 2012, and the Reports of the Directors' and the Auditors' thereon, had been with the Members for quite



some time. With the permission of the Members, the Notice convening the 30<sup>th</sup> Annual General Meeting and Directors' Report were taken as read.

Shri Raj Kumar Arora, Company Secretary read the Auditors' Report before the members of the Company.

The Chairman asked the Members if they had any query/clarification to be sought in respect of the audited Accounts for the financial year ended on 31<sup>st</sup> March, 2012. The same were replied satisfactorily.

Thereafter, the Chairman invited the attention of the Members to the business contained in the Agenda to be transacted at the Annual General Meeting.

**1. Adoption of Annual Accounts for the Financial Year 2012**

Proposed by Parmod Kumar Jain and Seconded by Shri I.K. Jain, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Balance Sheet as at 31<sup>st</sup> March, 2012, the Statement of Profit & Loss and the Cash Flow Statements for the year ended on that date together with Auditors' and Directors' Report thereon, as circulated to shareholders of the Company and now put before the Meeting, be and are hereby approved and adopted."

**Carried Unanimously.**

**2. Re-appointment of Director retiring by rotation**

Proposed by Smt. Anu Kumari and seconded by Shri Hari Bansal, the following resolution as an **Ordinary Resolution**:

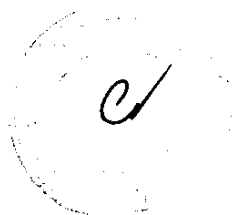
**"RESOLVED THAT** Dr. B.K. Behera, Director, retires from office by rotation, and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director of the Company".

**Carried Unanimously.**

**3. Appointment of Auditors**

Proposed by Shri Atul Jain and Seconded by Shri Parmod Kumar Jain, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** M/s. S.R. Dinodia & Co., Chartered Accountants, New Delhi, the present Statutory Auditors of the Company, who hold office until the conclusion of this Annual General Meeting, be and they are hereby appointed as Statutory Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company, at such remuneration as may be mutually fixed and decided by the Board of Directors of the Company."



**Carried Unanimously.**

**4 Appointment of Shri Sukh Raj Sharma as Director**

Proposed by Atul Jain and Seconded by Shri Hari Bansal, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Mr. Sukh Raj Sharma, who was appointed by the Board of Directors as Additional Director w.e.f. May 26, 2012 and who holds office pursuant to Section 260 of the Companies Act, 1956 (hereinafter referred to as "the Act") read with Articles of Association of the Company, upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of a Director pursuant to Section 257 of the Act, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

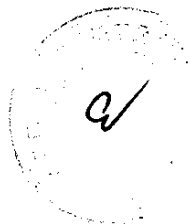
**Carried Unanimously.**

**4 Ratification of the Appointment of Shri C.L. Jain as Chairman & Managing Director**

Shri C.L. Jain, being interested in the matter, vacated the Chair and Shri V.B. Aggarwal was requested to Chair this matter. Shri V.B. Aggarwal, thanked the members and occupied the Chair.

Proposed by Shri Atul Jain and seconded by Shri I.K. Jain, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (herein after referred to as 'Act', which term shall include any statutory modifications or re-enactment thereof for the time being in force) and subject to all the applicable provisions of the other enactments, if any, and in accordance with the provisions of the Articles of Association of the Company and subject to the approval of the Central Government, the consent of the Shareholders of the Company be and is hereby accorded to ratify the appointment of Mr. Chaman Lal Jain, as Chairman & Mg. Director of the Company for a period of 3 years w.e.f. October 1, 2011 on the terms and conditions as set out here in below and in the Explanatory Statement annexed to the Notice with liberty and authority to the Board of Directors (including any Committee thereof) to alter, vary, modify and revise the terms and conditions of the said appointment and/or the remuneration, from time to time within limit laid down in the then subsisting respective provisions of the Act:



Sl. N	Remuneration	Rs. (Per Month)	Rs. (Per Annum)
(i)	<u>Salary</u> (Basic)	1,50,000	18,00,000
(ii)	<b>Perquisites &amp; Allowances</b> – classified into two categories A & B		
	<b>Category-A</b>		
	Rent Free Furnished Accommodation with Servant, Gas, Electricity and Water	1,50,000	18,00,000
		<b>3,00,000</b>	<b>36,00,000</b>
	<b>Category-B</b>		
	<b>The following perquisites as per the Rules of the Company</b>		
	a) Contribution to Provident Fund.		
	b) Gratuity payable shall not exceed half month salary for each completed year service.		
	c) Earned/Privilege Leave.		
	d) Chauffeur driven Car for official use.		
	e) Membership of 2 Clubs.		
	f) Personal Accident Insurance		
	g) Communication facilities at home including reimbursement of Mobile Phone expenses for official use.		

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter to be referred to as the 'Board', which term shall include Remuneration Committee thereof) may in its absolute discretion and subject to the requisite approvals, as may be required, increase the remuneration payable to Mr. C.L. Jain not exceeding 20% of the total remuneration payable to him per annum.

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

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things including entering into such agreement(s), deed(s) or any such document(s) as the Board may, in its absolute discretion, consider necessary, expedient or desirable including to sub-delegate all or any of the powers herein conferred on it, in order to give effect to this Resolution or as otherwise considered by the Board to be in the best interest of the Company."

**Carried Unanimously.**

Thereafter, Mr. V.B. Aggarwal, vacated the Chair and requested Mr. C.L. Jain to chair. Mr. C.L. Jain thanked him and the shareholders present and occupied the Chair.

**Vote of Thanks:**

**Proposed by Shri Parmod Kumar Jain and seconded by Smt. Anju Kumari, the Meeting dispersed with a vote of thanks to the Chair.**

**Place : New Delhi**

**Dated : September 29, 2012**

For ADDI INDUSTRIES LTD.

  
Chairman Cum. Mg. Director

**CHAIRMAN**