

ADDI INDUSTRIES LTD.
23, Eastern Avenue, Maharani Bagh, New Delhi-110065
CIN: L12110DL1999PLC200333



ADDI INDUSTRIES LIMITED

A-106, SECTOR IV, NOIDA - 201301 (U.P.) INDIA

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THE GIST OF PROCEEDINGS OF THE 32nd ANNUAL GENERAL MEETING HELD ON SEPTEMBER 30, 2014

The 32nd Annual General meeting of the Members of the Company was held on **Tuesday, the 30th September, 2014 at 9.00 A.M. at Community Hall, Block-7, Trilok Puri, New Bal Vikas Vidyalay, Delhi -110091.**

Mr. C.L. Jain chaired the proceedings of the meeting. Total 22 Members (including proxies) attended the meeting as per the records of attendance.

The Auditors Report dated May 26, 2014 was read by the Chairman.

On the invitation of the Chairman, several members addressed the meeting given their suggestions and raised queries on the Company's accounts and business, which were replied by the Chairman.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 and rules made thereunder read with Clause 35B of the listing agreement, the Company has provided e-voting facility to the Members entitled to cast their votes on all resolutions. E-voting facility provided by the Company was commenced at 9.00 A.M. on September 23, 2014 and ended at 6.00 P.M. on September 25, 2014. Ms. Jyoti Sharma, Company Secretaries in whole-time practice was appointed as scrutinizer for scrutinizing e-voting process and she has submitted her report on all the resolutions contained in the Notice of the 32nd AGM.

The Chairman informed the Members that the Company has arranged for a poll on all the 7 resolutions (Ordinary and Special business) to be passed at the meeting. Thereafter, the Chairman ordered for a poll to be taken at the meeting and appointed Ms. Jyoti Sharma, Company Secretaries in whole-time practice as the scrutinizer for conducting the poll process in a fair and transparent manner.

The following resolutions were passed by the Members -

Ordinary Businesses

- i) Adoption of audited Financial Statements for the financial year ended 31st March, 2014 together with the Reports of Directors and Auditors thereon (Ordinary Resolution);
- ii) Re-appointment of Mr. Hari Bansal (DIN: 00022923) as a Director (Ordinary Resolution);
- iii) Re-appointment of S.R. Dinodia & Co LLP as Statutory Auditors (Ordinary Resolution);



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Special Businesses

- iv) Appointment of Mr. C.L. Jain (DIN: 00022903) as Managing Director of the Company for a period of 3 years w.e.f. October 1, 2014 (Special Resolution);
- v) Appointment of Mr. V.B. Aggarwal (DIN: 00022967) as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 31st March, 2019 (Ordinary Resolution);
- vi) Appointment of Dr. B.K. Behera (DIN: 01139185) as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 31st March, 2019 (Ordinary Resolution);
- vii) Appointment of Mr. S.R. Sharma (DIN: 05288842) as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 31st March, 2019 (Ordinary Resolution);

The Chairman informed the Members that the combined result of e-voting and the poll shall be notified to the Bombay Stock Exchange.

Thanking you,

Yours faithfully,

Thanking you

Very truly yours

ADDI INDUSTRIES LIMITED

FOR ADDI INDUSTRIES LIMITED

**AUTHORISED SIGNATORY /
COMPLIANCE OFFICER**

Encl: As above

For any clarifications, please contact:-
Mr. Atul Jain – 0981054238/atul.addi@gmail.com

JYOTI SHARMA

COMPANY SECRETARY

Nishat CGHS, Flat No. 1404

Plot No. -5, Sector- 19B,

Dwarka, Phase – II New Delhi-110075

Contact No. 91-9810370312

Email id – legal2015js@gmail.com



Scrutinizers' Report

[Pursuant to Section 108, 109 of the Companies Act, 2013 and rule 20, 21 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement]

To,

The Chairman

Addi Industries Limited

23, Eastern Avenue, Maharani Bagh,

New Delhi-110065.

Re: Report on e-voting and voting by Poll conducted at 32nd Annual General Meeting of Addi Industries Limited held on Tuesday, September 30, 2014 at 9.00 A.M. at Community Hall, Block-7, Trilok Puri, New Bal Vikas Vidyalay, Delhi - 110091

Dear Sir,

1. As per the provisions of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to cast their votes electronically on all the resolutions proposed in the Notice of the 32nd Annual General Meeting ("AGM").
2. In line with the provisions of the Companies Act, 2013 and in term of the clarification issued by MCA, voting by show of hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 32nd AGM of the Company, voting was also conducted by means of poll.



3. The undersigned Jyoti Sharma, Company Secretary in whole-time practice was appointed as Scrutinizer to scrutinize the e-voting process and also voting by means of Poll at the AGM and for ascertaining the requisite majority on e-voting and also on Poll carried out for the resolutions proposed to be passed at the 32nd AGM of the Shareholders of the Company.

4. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting on the resolutions contained in the Notice of 32nd Annual General Meeting. Our responsibilities as scrutinizers is restricted to make a Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice.

5. The Company has appointed Central Depository Services (India) Limited(CDSL) as the authorized agency, for providing the facility of electronic voting to the shareholders of the Company. The authorized agency, had provided a system for recording the votes of the shareholders electronically on all the items of the businesses (both Ordinary and Special businesses) sought to be transacted in the 32nd AGM of the Company. The authorized agency accordingly had set up e-voting facility on their website <https://evoting.karvy.com>.

6. Based on the reports generated from the e-voting system provided by CDSL and votes casted on Poll, We submit the consolidated results of e-voting and Poll as under:

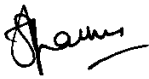
Resolution	Mode	Ballots Received	Total Shares	Invalids		Favour		Against	
				Ballots	Votes	Ballots	Votes	Ballots	Votes
1	ELE	01	100	0	0	1	100	0	0
	PHY	21	8887600	0	0	21	8887600	0	0
	TOTAL	22	8887700	0	0	22	8887700	0	0
2	ELE	01	100	0	0	1	100	0	0
	PHY	21	8887600	0	0	21	8887600	0	0
	TOTAL	22	8887700	0	0	22	8887700	0	0
3	ELE	01	100	0	0	1	100	0	0
	PHY	21	8887600	0	0	21	8887600	0	0
	TOTAL	22	8887700	0	0	22	8887700	0	0



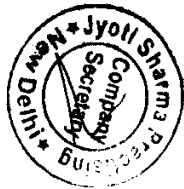
4	ELE	01	100	0	0	1	100	0	0
	PHY	21	8887600	0	0	21	8887600	0	0
	TOTAL	22	8887700	0	0	22	8887700	0	0
5	ELE	01	100	0	0	1	100	0	0
	PHY	21	8887600	0	0	21	8887600	0	0
	TOTAL	22	8887700	0	0	22	8887700	0	0
6	ELE	0	0	0	0	0	0	0	0
	PHY	21	8887600	0	0	21	8887600	0	0
	TOTAL	21	8887600	0	0	21	8887700	0	0
7	ELE	0	0	0	0	0	0	0	0
	PHY	21	8887600	0	0	21	8887600	0	0
	TOTAL	21	8887600	0	0	21	8887600	0	0

7. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of the 32nd AGM to announce the result of the meeting.

Thanking you,
Yours faithfully,



CS Jyoti sharma
Scrutinizer
C.P. No 10196
Membership No
ACS 22578



Dated: September 30, 2014
Place: New Delhi