

# AADI INDUSTRIES LIMITED

421, 4<sup>th</sup> Floor, Kailash Plaza, VallabhBaug Lane, Near R-Odeon Mall, Ghatkopar (East),  
Mumbai – 400077.

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5<sup>th</sup> December, 2020

To,

**BSE Limited**

Department of Corporate Services

Corporate relation department

14<sup>th</sup> floor, Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai-400001

**Ref :- Security Code : 530027 ISIN :INE563D01013**

**Sub: Notice of Annual General Meeting, Book Closure and Record date**

Dear Sir,

This is to inform you that pursuant to provision of section 91 of the Companies Act, 2013 and regulation 42 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of the Company will be held on Wednesday, December 30, 2020 at 12 noon through electronic mode [video conference or other audio visual means (“OAVM”)].

The Register of Members and Share Transfer Book of the Company will be closed from from 24<sup>th</sup> December, 2020 to 30<sup>th</sup> December, 2020 (both days inclusive) for the purpose of Annual General Meeting. The Record date (Cut-off date) is 23rd December, 2020.

Further it is informed that the company will provide remote e-voting facility to the shareholders for the purpose of casting vote on the resolutions proposed to be passed in the ensuing Annual General Meeting. The remote e-voting period commences from 27<sup>th</sup> December, 2020 from 9.00 am (IST) onwards and ends on 29<sup>th</sup> December, 2020 at 5.00 pm (IST).

Kindly take the same on record.

Thanking you,

**For Aadi Industries Limited**

Sd/-

**Rushabh Shah**

**Managing Director**

**(01944390)**

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of the Members of Aadi Industries Limited will be held on Wednesday, December 30, 2020 at 12 noon through electronic mode [video conference or other audio visual means ("OAVM")] to transact the following business:

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**Ordinary Business:**

- (1) To receive, consider and adopt the Audited Balance Sheet as at March 31, 2020 and the Profit and Loss Account for the year ended on that date and Cash Flow Statement together with the Report of the Directors and the Auditors thereon
- (2) To appoint Mr. Rushabh Shah, who retires by rotation and being eligible, offers himself for re- appointment as a Director.

By Order of the Board of Directors  
**For Aadi Industries Limited**

**Sd/-**

**Rushabh Shah**  
**Managing Director**

(DIN:01944390)

Registered Office:

421, 4<sup>th</sup> Floor,  
Kailash Plaza Building,  
Vallabhbaug Lane,  
Ghatkopar (East),  
Mumbai - 400075

Date: December 05, 2020

Place: Mumbai

Notes:

- a) In the view of continuing Covid-19 Pandemic, The Ministry of Corporate Affairs("MCA") has vide its Circular dated May 05,2020 read with the Circulars dated April 13, 2020 and April 08,2020 (collectively referred to as "MCA Circulars")permitted the holding of the Annual General Meeting("AGM")through VC/OAVM, without the physical presence at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015("SEBI Listing Regulations")and MCA Circulars, the AGM is being held through VC/OAVM. For this purpose, necessary arrangements have been made by the Company with CDSL and instructions for the process to be followed for attending and participating in the ensuing AGM through VC/OAVM is forming part of this Notice
- b) Pursuant to the Provisions of the Act, a member entitled to attend and Vote at AGM is entitled to appoint a proxy to attend and vote on his/her behalf and proxy need not to be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of Proxy by the members will not be available for the AGM and hence Proxy form, Attendance Slip are not annexed to this Notice.
- c) Participation of Members through VC will be reckoned for the purpose of Quorum for the AGM as per Section 103 of Companies Act, 2013.
- d) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote E-Voting. The said resolution/Authorization shall be sent to the Scrutinizer through e-mail to [krupa@krupajoisar.com](mailto:krupa@krupajoisar.com) and to Company at [aadi.industries@hotmail.com](mailto:aadi.industries@hotmail.com)
- e) The explanatory statements pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 2, are appended to this Notice
- f) Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, shareholders holding shares in physical form whose folio do not have / have incomplete details with respect to PAN and bank particulars are mandatorily required to furnish the PAN and bank details to the Company /Registrar & Transfer Agent (RTA) . SEBI Gazette Notification dated June 08, 2018, shares in physical form will not be transferred after December 05, 2018. Hence, in your interest, it is advised to get your shares dematerialised at the earliest.
- g) Shareholders are requested to intimate immediately any change in their addresses registered with the Company, their PAN, KYC details immediately to the RTAs.
- h) The Register of Members and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> December, 2020 to 30<sup>th</sup> December, 2020 (both days inclusive) for the purpose of AGM of the Company. Cutoff date is 23<sup>rd</sup> December, 2020.
- i) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 30-12-2020 (Date of AGM). Members seeking to inspect such documents can send an email to: [aadi.industries@hotmail.com](mailto:aadi.industries@hotmail.com)
- j) In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to

its members to exercise their votes electronically through the electronic voting (“e-voting”) facility provided by the Central Depository Services Limited (CDSL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed M/s. Krupa Joisar & Associates (Membership No. A41023), Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

- k) The e-voting period commences on 27<sup>th</sup> December, 2020 from 9.00am (IST) onwards and ends on 29<sup>th</sup> December, 2020 at 5.00 pm (IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on 23<sup>rd</sup> December, 2020 (Date) may cast their votes electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid up equity share capital of the Company as on the cut-off date, i.e. as on 23<sup>rd</sup> December, 2020 (Cut-Off Date)
- l) The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
- m) Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, should follow the same procedure of e-Voting as mentioned below.
- n) In compliance with the Circulars, the Annual Report 2019-20, the Notice of the 26th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
- o) We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Link Intime India Pvt Ltd\* at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) to receive the copies of the Annual Report 2019-20 in electronic mode.

\*Merger of Sharex Dynamic (India) Pvt Ltd. into Link Intime India Pvt Ltd. with effect from 31st August, 2020 was intimated to BSE as on October 10, 2020. As The Company's RTA was Sharex Dynamic (India) Pvt Ltd. but due to aforesaid merger, Link Intime India Pvt Ltd. is now the RTA of Aadi Industries Limited.

- p) Members may also note that the Notice of the 26th AGM and the Annual Report 2019-20 will also be available on the Company's website, [www.aadiindustries.com](http://www.aadiindustries.com) and on the websites of the Stock Exchange, i.e. BSE Limited, at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)
- q) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Pvt Ltd. for assistance in this regard.
- r) SEBI has mandated the submission of the Permanent Account Number (PAN) by

every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA i.e. Link Intime India Pvt Ltd.

- s) Since the AGM will be held through VC/OAVM, The Route Map is not annexed in this Notice.
- t) The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are annexed.
- u) Shareholders 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 seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [aadi.industries@hotmail.com](mailto:aadi.industries@hotmail.com) . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [aadi.industries@hotmail.com](mailto:aadi.industries@hotmail.com) . These queries will be replied to by the company suitably by email.
- v) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

### **Instructions for remote e-voting:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM/ EGM through VC/OAVM

2. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Secretarial Standard 2 on General Meetings (“SS-2”) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), 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/EGM. 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 EGM/AGM will be provided by CDSL

3. The Members can join the EGM/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 EGM/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 EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. 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/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/ OAVM and cast their votes through e-voting.

6. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

The instructions for Shareholders for remote e-voting are as under:

The voting period begins on Sunday, 27<sup>th</sup> December, 2020 from 9.00am (IST) onwards and ends on Tuesday, 29<sup>th</sup> December, 2020, at 5.00pm (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> December, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders /Members
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• Incase the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> 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> <ul style="list-style-type: none"> <li>• 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).</li> </ul>

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (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](http://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](mailto: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](mailto: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) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**

Brief resume of the persons proposed to be re-appointed as the Directors of the Company at the 26<sup>th</sup> Annual General Meeting in accordance with Secretarial Standards ['SS - 2']:

Name of the Director	Mr. Rushabh Shah
Age	38
Date of Appointment on the Board	07/11/2007
Qualifications	B.Com
Shareholding in the Company	2,486,429
Nature of Expertise & Experience	Has over 15 years of experience in the field of Plastic Industries and expertise and knowledge in Finance and Accounts.
Terms and Conditions of Appointment/re- appointment	3 Years
Details of Remuneration sought to be paid	Nil
Remuneration last drawn	Nil
Number of Meetings attended during the year	6 Meetings of the Board
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	Not related to any other Board Member of Key Managerial Personnel of the Company
Name of the other Companies in which also holds Directorship	Aadi Polyflex Private Limited