

ADDI INDUSTRIES LIMITED

**Registered Off. Apra Plaza, Plot No-29,1st Floor, Unit 106A, Road No-44,
Community Centre Rani Bagh, Pitampura, New Delhi -110034
CIN- L51109DL1980PLC256335**

Date: 08.09.2026

To,
Department of Listing Operation
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001,
Maharashtra, India

Scrip Code: 507852
Scrip ID: ADDIND

Subject: Notice of the 44th Annual General Meeting and Integrated Annual Report for Financial Year 2025-26 pursuant to Regulations 30, 34 and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

This is to inform that the **44th Annual General Meeting (AGM)** of Addi Industries Limited will be held on **Wednesday, September 30, 2026 at 09:30 A.M. (IST) through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM")** facility at the deemed venue at **Apra Plaza, Plot No-29,1st Floor, Unit 106A, Road No-44, Community Centre Rani Bagh, Pitampura, New Delhi-110034**, approved through Meeting of Board held on Tuesday, September 08, 2026 commenced at 10:30 A.M. and concluded at 12:05 P.M.

In this regard, please find enclosed the following documents for your information and records:

- 1. Notice of the 44th AGM of the Company.**
- 2. Integrated Annual Report of the Company for the Financial Year 2025-26.**

The aforesaid documents have been dispatched electronically (through e-mail) to all the Members whose e-mail addresses are registered with the Company / Beetal Financial & Computer Services (P) LTD (the Registrar & Share Transfer Agent) / the Depository Participant(s). Physical copies of the same will be provided to the Members on request.

Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter of communication is being sent to Members whose e-mail ids are not registered with the Company/the Registrar & Share Transfer Agent/the Depository Participant(s) providing the web-link where the Annual Report for the Financial Year 2025-26 and the Notice of the 44th Annual General Meeting can be accessed on the Company's website.

The Notice of the 44th AGM and the Integrated Annual Report for the Financial Year 2025-26 are also available on the website of the Company at www.addiindustries.com The aforesaid documents are also available on the website of **Central Depository Services Limited (CDSL)**, the e-voting agency, at <https://www.evotingindia.com/>

You are requested to take the above information on record.

Thanking you,

For and on behalf of
Addi industries limited

SANDEEP
MITTAL

Sandeep Mittal
Whole Time Director
DIN: 00225089

Date: 08-09-2026
Place: New Delhi



ADDI INDUSTRIES LIMITED

CIN: L51109DL1980PLC256335

Apra Plaza , Plot no. 29, First Floor ,Unit no-106A ,
Road No-44 , Community Centre Rani Bagh, Pitampura,
Rani Bagh, North West Delhi, Delhi, India, 110034

ANNUAL REPORT

2025 - 26

Building Today
for a Sustainable
Tomorrow



INNOVATE
for Growth



SUSTAIN
for Future



EMPOWER
Communities

Committed to operational excellence,
environmental responsibility and
creating long-term value for all
our stakeholders.

BOARD OF DIRECTORS

Leadership, Board Committees and Corporate Information

Annual Report 2025-26

Board of Directors	Key Managerial & Corporate Information
• MR. SANDEEP MITTAL: Whole Time Director (with effect from December 11, 2025) • MR. RAJAT GOYAL: Non-Executive Director (with effect from December 11, 2025) • MR. JAI KISHAN: Independent Director (with effect from December 11, 2025) • MS. PREETI JAIN: Independent Director (with effect from December 11, 2025)	CHIEF FINANCIAL OFFICER: Mr. Sandeep Mittal (with effect from April 22, 2026) COMPANY SECRETARY: Mr. Amandeep (with effect from February 13, 2026) BANKERS: Punjab National Bank HDFC Bank Limited STATUTORY AUDITOR: B.R. Gupta & Co. Chartered Accountants, K-55, Connaught Circus New Delhi-110 001 SECRETARIAL AUDITOR: Rawal & Co. Company Secretaries, 631/101, Surendra Nagar, Lucknow-226016 INTERNAL AUDITOR: Garg B. Mohan & Co. Chartered Accountants, Netaji Shubhash Place, Pitampura, Delhi-110034
Board Committees	Registered Office
AUDIT COMMITTEE • Mr. Jai Kishan (Chairperson) • Mr. Rajat Goyal • Ms. Preeti Jain NOMINATION AND REMUNERATION COMMITTEE • Mr. Jai Kishan (Chairperson) • Mr. Rajat Goyal • Ms. Preeti Jain STAKEHOLDER RELATIONSHIP COMMITTEE • Mr. Jai Kishan (Chairperson) • Mr. Rajat Goyal • Ms. Preeti Jain	ADDI INDUSTRIES LIMITED CIN: L51109DL1980PLC256335 Apra Plaza, Plot no. 29, First Floor, Unit no-106A, Road No-44, Community Centre Rani Bagh, Pitampura, Rani Bagh, Delhi, India, 110034 Phone: 011-4502546 Email: addiindustries.com9899@gmail.com Website: http://www.addiindustries.com/

REGISTRAR & SHARE TRANSFER AGENT

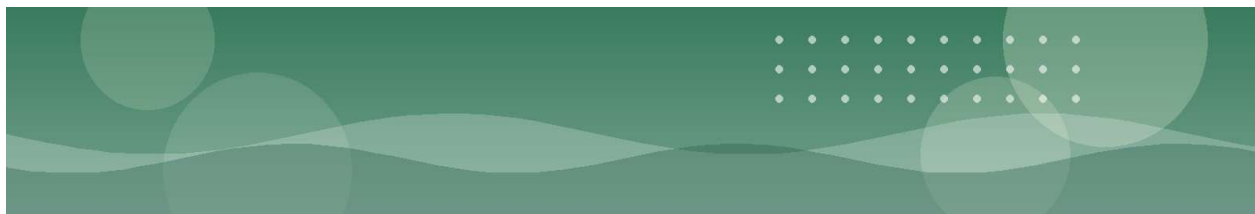
Beetal Financial & Computer Services Private Limited

CIN: U67120DL1993PTC052486

Regd & Admn. Office: BEETAL HOUSE, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Data Harsukhdas Mandir, New Delhi-110062,

Phone: 011-29961281, 29961282, Fax: 011-29961284

Email: beetalrta@gmail.com

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NOTICE

44TH

ANNUAL GENERAL MEETING

2025-26

ADDI INDUSTRIES LIMITED

CIN: L51109DL1980PLC256335

Regd. Office:

Apra Plaza, Plot no. 29, First Floor, Unit no-106A, Road No-44, Community Centre Rani Bagh, New Delhi-
110034

NOTICE

TO ALL MEMBERS:

NOTICE is hereby given that the Forty-Fourth (44th) Annual General Meeting (AGM) of the Members of **Addi Industries Limited** will be held on **Wednesday, September 30, 2026**, at **09:30 A.M.** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") with their virtual presence (Deemed to be held at Apra Plaza, Plot no. 29, First Floor, Unit no-106A, Road No-44, Community Centre Rani Bagh, New Delhi-110034) to transact the following business:

ORDINARY BUSINESS:

1. TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

To consider, review and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

To receive, consider and adopt:

(a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026, together with the Reports of the Board of Directors and the Auditors thereon; and

(b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026, together with the Report of the Auditors thereon.

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 129, 134 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, the Companies (Indian Accounting Standards) Rules, 2015, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including Regulation 33, and other applicable statutory provisions, rules, regulations, circulars and guidelines (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026, comprising the Balance Sheet, Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity, Statement of Cash Flows together with the Notes forming part of the Financial Statements and the Reports of the Board of Directors and the Statutory Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted.

RESOLVED FURTHER THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2026, comprising the Consolidated Balance Sheet, Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows together with the Notes forming part of the Consolidated Financial Statements and the Report of the Statutory Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and to sign and execute all such documents, papers and

writings as may be considered necessary, desirable or expedient for giving effect to this Resolution."

2. TO APPROVE REAPPOINTMENT OF DIRECTOR RETIRING BY ROTATION

To consider and if thought fit, to pass, with or without modification(s) the following Resolution as **Ordinary Resolution**:

To appoint a Director in place of **Mr. Rajat Goyal (DIN:03543956)** who retires by rotation at this Annual General Meeting and, being eligible, seeks re-appointment.

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force) read with the Articles of Association of the Company, Mr. Rajat Goyal (DIN: 03543956), who retires by rotation at this ensuing Annual General Meeting of the Company, and being eligible, seeks re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation, on such remuneration as may be recommended by the Board of Directors from time to time which shall be within the maximum limits as approved by the shareholders of the Company."

3. APPOINTMENT OF M/S. SHILPI SHARMA & CO, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 021442N) AS THE STATUTORY AUDITORS TO HOLD OFFICE FOR THE TERM OF 5 (FIVE) CONSECUTIVE YEARS FROM THE CONCLUSION OF THIS ANNUAL GENERAL MEETING UP TO THE CONCLUSION OF THE 49TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON OR BEFORE SEPTEMBER 30, 2031:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, and in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and based on the recommendation of the Audit Committee, the board of directors, M/s Shilpi Sharma & Co., Chartered Accountants (FRN: 021442N), be and is hereby appointed as the Statutory Auditor of the Company, for a term of five (5) consecutive years effective from the date of conclusion the ensuing AGM of the Company up to the conclusion of the 49th AGM of the Company on such annual remuneration plus applicable taxes and reimbursement of out-of-pocket expenses as shall be fixed by the Board of Directors of the Company in consultation with the Statutory Auditor.

"RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto."

SPECIAL BUSINESSES

4. APPOINTMENT OF M/S. SHILPI SHARMA & CO, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 021442N) AS STATUTORY AUDITOR TO FILL CASUAL VACANCY:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED** that pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force **M/s. Shilpi Sharma & Co, Chartered Accountants, (Firm Registration No. 021442N)**, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s. B.R. Gupta & Co, Chartered Accountants (Firm Registration No.: 008352N)**).

RESOLVED FURTHER that **M/s. Shilpi Sharma & Co, Chartered Accountants, (Firm Registration No. 021442N)**, be and are hereby appointed as Statutory Auditors of the Company to hold the office from 01st August, 2026, until the conclusion of this Annual General Meeting (44th) of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Director of the Company.”

5. TO APPROVE THE LIMITS FOR BORROWING POWERS OF THE COMPANY U/S 180(1)(C) OF COMPANIES ACT, 2013:

To consider and if thought fit, to pass, with or without modification(s) the following Resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made thereunder, the consent of the members of the Company be and is hereby accorded by way of special resolution, to the Board of Directors of the Company ("Board") for borrowing from time to time, as it may think fit, any sum or sums of money in any currency on such terms and conditions as the Board may deem fit, by way of loans, issuance of bonds, notes, debentures or other securities whether convertible into equity/ preference shares or not, from banks, financial or other institution(s), investors, mutual fund(s) or any other persons, up to an aggregate amount of Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores Only) notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves and securities premium.

RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deeds, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

6. TO APPROVE TO ADVANCE ANY LOAN/ GIVE GUARANTEE/ PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be

deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board subject to the approval of members of the company through this general meeting under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture or group entities or other companies , (in which any director is deemed to be interested) upto an aggregate sum of Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby authorised jointly and severally to sign any document or agreement appoint any professionals, advocate for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution.

7. TO GRANT APPROVAL TO GIVE ANY LOAN OR GUARANTEE OR INVESTMENT OR PROVIDING ANY SECURITY OR THE ACQUISITION BY COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), for increasing the limits pursuant to section 186 of the Companies Act, 2013, to give any loans/ any other form of debt to any person or other body corporate and/ or to give guarantee and/ or to provide security in connection with a loan/ any other form of debt to any body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate whether India or overseas up to maximum amount of Rs. 150,00,00,000/- (Rupees One Hundred Fifty crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors of the Company be and are hereby authorized by the Board to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to above loans/ guarantees/ securities/ investments, as aforesaid.”

8. TO APPOINT SECRETARIAL AUDITORS OF THE COMPANY FOR TERM OF 5 (FIVE) YEARS.

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circulars issued from time to time, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of **M/s Rawal & Co , (Firm Registration/Unique Number: S2020UP717200 and Peer Review Number 5722/2024)**, as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing from FY 2026-27 to FY 2030-31, to conduct a Secretarial Audit of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration, plus applicable taxes and out-of-pocket expenses, payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution."

**For and on behalf of
Addi Industries Limited**

Sd/-

Sandeep Mittal

Whole Time Director

DIN: 00225089

Date: 08.09.2026

Place: New Delhi

Telephone No.: 011-45025469

Website: addiindustries.com

E-mail: addiindustries.com9899@gmail.com .

NOTES:

1. The Ministry of Corporate Affairs, Government of India (the “MCA”) vide its General Circulars No. 14/2020, No. 17/2020, No. 20/2020, No. 02/2021, No. 2/2022, No. 10/2022, No. 09/2023, No. 09/2024 and No. 03/2025 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 5, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 respectively (hereinafter, collectively referred as the “MCA Circulars”) has allowed companies to conduct their annual general meetings through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), thereby, dispensing with the requirement of physical attendance of the members at their AGMs and accordingly, **the 44th Annual General Meeting (the “AGM” or the “44th AGM” or the “Meeting”) of Addi Industries Limited (the “Company”)** will be held through VC or OAVM in compliance with the MCA Circulars, the relevant provisions of the Companies Act, 2013 (as amended) (the “Act”) and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”). Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
2. Keeping the convenience of the Members positioned in different time zones, the Meeting has been scheduled at 09:30 A.M. (IST).
3. **IN TERMS OF THE MCA CIRCULARS READ TOGETHER WITH THE LISTING REGULATIONS, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH PROVISIO TO REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH / NOT APPLICABLE TO THE 44TH AGM. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 44TH AGM (THE “NOTICE”).**

However, in pursuance of Section 113 of the Act and the rules made thereunder, the corporate members are entitled to appoint authorised representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorisation Letter together with attested specimen signature(s) of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at vivekrawal89@gmail.com with a copy marked to beetalrta@gmail.com or upload the same by clicking “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login. **Further details in this regard are annexed separately and form part of this Notice.**

4. Since the 44th AGM will be held through VC or OAVM, no Route Map is being provided with the Notice. **The deemed venue for the 44th AGM shall be the Registered Office of the Company.**
5. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
6. Statement pursuant to Section 102 of the Act and the rules made thereunder setting out the material facts and the reasons in respect of each item of the Special Business, is annexed hereto. The recommendation (along with the rationale) of the Board of Directors of the Company (the “Board”) in terms of Regulation 17(11) of the Listing Regulations, for each item of the Special Business, which are considered unavoidable by the Board, is also provided in the said Statement.

Necessary information pertaining to the Directors as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is attached to this Notice as **Annexure - 1**.

The Statement and the Annexure hereto and these notes form an integral part of this Notice.

7. A Statement u/s 129 of the Companies Act, 2013, in respect of the Subsidiary Company, Skyrix Ventures Private Limited (Formerly known as Aum TexFab Private limited), 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 have been kept open for electronic inspection by any investor up to the date of this Meeting. Investors seeking to inspect such documents can send an email to addiindustries.com9899@gmail.com.

8. Dispatch of Annual Report through E-mail

In accordance with the Listing Regulations and the MCA Circulars, the Notice along with the Annual Report of the Company for the financial year ended March 31, 2026, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., M/s. Beetal Financial & Computer Services Private Limited or any of the Depositories or the Depository Participant(s).

A letter shall be sent to those shareholders, whose e-mail addresses are not registered as stated above, providing the web-link, including the exact path, where complete details of the Annual Report are available.

Hard copy of the Annual Report shall be sent to those shareholders who request for the same.

The Notice and the Annual Report for the financial year ended March 31, 2026, shall be available on the websites of the Company viz., www.addiindustries.com and the Stock Exchanges where Equity Shares of the Company are listed and on the website of CDSL at www.evotingindia.com. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., Central Depository Services (India) Limited (CDSL), viz., www.evotingindia.com

9. PROCEDURE FOR ATTENDING THE AGM THROUGH VC OR OAVM

Members will be able to attend the AGM through VC or OAVM or view the live webcast of the AGM provided by CDSL at www.evotingindia.com by using their remote e-Voting login credentials and selecting the EVSN of the Company. **Further details in this regard are annexed separately and form part of this Notice.**

10. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), read together with the MCA Circulars and Regulation 44 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015, the Company has engaged the services of CDSL to provide remote e-Voting facility and e-Voting facility during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the Meeting. **The instructions to cast votes through remote e-Voting and through e-Voting system during the AGM are annexed separately and form part of this Notice.**

The remote e-Voting period will commence on Sunday, September 27, 2026 (9:00 A.M. IST) and will end on Tuesday, September 29, 2026 (5:00 P.M. IST). During this period, the Members of the

Company, holding shares either in physical or dematerialized mode, as on the cut-off date, i.e., Wednesday, September 23, 2026, may cast their votes by remote e-Voting. The remote e-Voting module shall be disabled by CDSL for voting thereafter.

Only those Members who are present in the Meeting through VC or OAVM facility and have not cast their votes on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the AGM. However, Members who would have cast their votes by remote e-Voting may attend the Meeting, but shall neither be allowed to change it subsequently nor cast votes again during the Meeting and accordingly, their presence shall also be counted for the purpose of quorum under Section 103 of the Act. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Wednesday, September 23, 2026, being the cut-off date**, are entitled to vote on the resolutions set forth in the Notice. The voting rights of the Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the cut-off date. **A person who is not a member as on the cut-off date, i.e., Wednesday, September 23, 2026, should treat this Notice for information purposes only.**

The Board has appointed Mr. Vivek Rawal, Company Secretary in whole-time practice, of M/s Rawal & Co., as the Scrutinizer for scrutinizing the process of remote e-Voting and also e-Voting during the Meeting in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of the Meeting, count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-Voting in presence of at least 2 (two) witnesses not in employment of the Company and submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 3 (three) days from the date of the Meeting or within 2 (two) working days of the conclusion of the Meeting, whichever is earlier. Thereafter, the results of e-Voting shall be declared forthwith by the Chairman or by any other director / person duly authorised in this regard. The results declared along with the Report of the Scrutinizer shall be placed on the Company's website (www.addiindustries.com) and on the e-Voting website of CDSL (www.evotingindia.com) immediately after the results are declared and shall simultaneously be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results declared along with the said Report shall also be displayed for at least 3 (three) days on the Notice Boards of the Company at its Registered Office at Apra Plaza, Plot no. 29, First Floor, Unit no-106A, Road No-44, Community Centre Rani Bagh, New Delhi-110034.

Subject to the receipt of requisite number of votes, the businesses mentioned in the Notice / the resolutions forming part of the Notice shall be deemed to be passed on the date of the AGM, i.e., Wednesday, September 30, 2026.

Members holding shares in physical mode or whose e-mail addresses are not registered, may cast their votes through e-Voting system, after registering their e-mail addresses by sending the following documents to the Company at addiindustries.com9899@gmail.com or to the RTA at beetalrta@gmail.com:

- (i) Scanned copy of a signed request letter, mentioning the name, folio number / demat account details & number of shares held and complete postal address;
- (ii) Self-attested scanned copy of PAN Card; and
- (iii) Self-attested scanned copy of any document (such as AADHAAR card / latest Electricity Bill / latest Telephone Bill / Driving License / Passport / Voter ID Card / Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding.

Members, who hold shares in physical mode and already having valid e-mail addresses registered with the Company / the RTA, need not take any further action in this regard.

11. Procedure to raise Questions / seek Clarifications

- (a) As the AGM is being conducted through VC or OAVM, the Members are encouraged to express their views / send their queries well in advance for smooth conduct of the AGM but not later than 1:00 P.M. (IST) Saturday, September 19, 2026, mentioning their names, folio numbers / demat account numbers, e-mail addresses and mobile numbers at addiindustries.com9899@gmail.com and only such questions / queries received by the Company till the said date and time shall be considered and responded during the AGM.
- (b) Members willing to express their views or ask questions during the AGM are required to register themselves as speakers by sending their requests from Sunday, September 27, 2026 (9:00 A.M. IST) to Tuesday, September 29, 2026 (05:00 P.M. IST) at addiindustries.com9899@gmail.com from their registered e-mail addresses mentioning their names, folio numbers / demat account numbers, PAN details and mobile numbers. Only those Members who have registered themselves as speakers will be allowed to express their views / ask questions during the AGM. However, the Chairman of the Meeting / the Company reserves the right to restrict the number of speakers, time allotted and the number of questions, depending on the availability of time for the AGM and its smooth conduct.
- (c) Members seeking any information on the financial accounts, operations or any matter to be placed at the AGM, are requested to write to the Company till 1:00 P.M. (IST) on Wednesday, September 23, 2026, through e-mail at addiindustries.com9899@gmail.com and the same will be suitably replied by the Company.

12. Procedure for inspection of documents

All documents referred to in the Notice and the Statement shall be made available for inspection by the Members of the Company, without payment of fees up to and including the date of AGM. Members desirous of inspecting the same may send their requests at addiindustries.com9899@gmail.com from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers.

During the AGM, 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 directors are interested maintained under Section 189 of the Act shall be made available for inspection upon login at CDSL e-Voting system at www.evotingindia.com

13. KYC and Nomination Facility

Members may refer to the SEBI Circulars on furnishing PAN, KYC details and Nomination by the holders of physical securities (hereinafter, referred as the “SEBI KYC Circulars”) and ISR forms, available on the Company’s website, i.e., www.addiindustries.com or the RTA’s website, i.e., <https://beetal.in/>.

As per the SEBI KYC Circulars, the folios wherein the requisite details are not available shall be entitled for payment including dividend only through electronic mode.

Accordingly, Members are hereby requested to kindly comply with the SEBI KYC Circulars.

14. Grievance / Dispute Resolution

Members may refer to the SEBI Circulars on redressal of investor grievances and / or on online dispute resolution, available on the links provided on the Company’s website, i.e. www.addiindustries.com or the RTA’s website, i.e., <https://beetal.in/>.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 mandated that, with immediate effect, listed companies shall issue the securities in dematerialized form only, while processing investor service request pertaining to issuance of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificate, endorsement, sub-division/splitting/consolidation of securities certificates, transmission and transposition. The securities holder/claimant are, accordingly, required to submit duly filled-up Form ISR-4, the format of which along with the said SEBI Circular dated January 25, 2022, can be downloaded from the Company's website, i.e. www.addiindustries.com or the RTA's website, i.e., <https://beetal.in/>.

15. Members holding shares in physical form are, accordingly, requested to consider converting their holding to dematerialized form.

16. Special Window for Share Transfer

As per the SEBI Circulars on Special Window for Share Transfer, the Company has facilitated Special Window for lodgement / re-lodgement of certain share transfer requests. The said SEBI Circulars can be downloaded from the Company's website, i.e., www.addiindustries.com under the tab "Investor Relations > Investor Information" or from the RTA's website, i.e., <https://beetal.in/> under the tab "Resources > Downloads > Circulars".

The Special Window will remain open till February 4, 2027. Shareholders are requested to check their eligibility for the Special Window.

For **Note Nos. 13 to 16 above**, Members are requested to kindly visit the tab "Legal > Circulars" on the website of SEBI, viz., www.sebi.gov.in for further details/latest updates.

17. Transfer of Unclaimed or Unpaid amounts to the Investor Education and Protection Fund (IEPF)

Pursuant to erstwhile Section 205 of the Companies Act, 1956, all unclaimed or unpaid dividends upto the financial year ended December 31, 1993, were transferred to the General Revenue Account of the Central Government. Consequent upon amendments in erstwhile Sections 205A and 205C of the Companies Act, 1956 and introduction of Sections 124 and 125 of the Act and the rules made thereunder, the amount of dividend for the subsequent years remaining unclaimed or unpaid for a period of seven years or more from the date they first become due for payment, including the amounts which were earlier transferred to General Revenue Account, have been transferred to the account of Investor Education and Protection Fund (IEPF) established by the Government of India.

The amounts of the unclaimed or unpaid dividend relating to subsequent years and respective due dates for transfer to IEPF are as follows:

Dividend for the Financial Year ended	Unclaimed dividend as on March 31, 2026 (Rs. P.)	Due dates for transfer to IEPF
March 31, 2023	6,88,798	October 29,2030
March 31, 2024	5,54,437	October 29,2031

Accordingly, the Company has requested the Members concerned who have not encashed their dividend warrants from the financial year ended March 31, 2023 and March 31, 2024 onwards, to claim the amount of dividend from the Company immediately.

Further, in compliance with Sections 124 and 125 of the Act, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) (the "IEPF Rules"), the Equity Shares, in respect of which dividend has not been claimed or encashed by the Members for seven

consecutive years or more, are liable to be transferred to the Account of the IEPF Authority. Accordingly, the Company has advised the Members concerned to claim their unclaimed or unpaid dividend from the Company within the stipulated time period, so as to prevent the concerned shares to be transferred to the Demat Account of the IEPF Authority. The complete list of said Members would be made available on the website of the Company, i.e., www.addiindustries.com under the 'Investor Relations' category. Members are informed that once the unclaimed or unpaid dividend is transferred to the designated account of IEPF and shares are transferred to the Demat Account of the IEPF Authority, no claim shall lie against the Company in respect of such dividend / shares.

**For and on behalf of
Addi Industries Limited**

Sd/-

**Sandeep Mittal
Whole Time Director
DIN: 00225089**

Dated : 08.09.2026

Place : New Delhi

Telephone No.: 011-45025469

Website: addiindustries.com

E-mail: addiindustries.com9899@gmail.com .

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 4

The Member of the Company on 30th September, 2022 in Annual General Meeting had appointed M/s. B.R. Gupta & Co, Chartered Accountants (Firm Registration No.: 008352N) as the Statutory Auditors of the Company to hold office from the conclusion of 40th AGM till the conclusion of 45th Annual General Meeting of the Company. M/s. B.R. Gupta & Co, Chartered Accountants, (Firm Registration No: 008352N) vide their letter dated 01st August 2026 have resigned from the position of Statutory Auditors of the Company, resulting in a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on 01st August, 2026, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed M/S. Shilpi Sharma & Co, Chartered Accountants (Firm Registration No. 021442N) to hold office as the Statutory Auditors of the Company till the conclusion of this AGM and to fill the casual vacancy caused by the resignation of M/s. B.R. Gupta & Co, Chartered Accountants, (Firm Registration No: 008352N) subject to the approval by the members at the 44th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Director of the Company.

The Company has received consent letter and eligibility certificate from M/S. Shilpi Sharma & Co, Chartered Accountants (Firm Registration No. 021442N) to act as Statutory Auditors of the Company and along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid **Ordinary Resolution**

Item No. 5

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company cannot borrow moneys in excess of the amount of the paid-up capital of the company and its free reserves without the approval of the Shareholders by way of Special Resolution.

The increasing business operations and growth plans being undertaken and also for various miscellaneous capital expenditure schemes, the Company would require further borrowings which may exceed the limits prescribed under section 180 of the Companies Act, 2013. Hence it is proposed to increase the said limit, which shall not exceed **Rs.150,00,00,000/-** at any time. It is necessary for the shareholders of the Company to grant their consent at their meeting by passing respective resolutions under Section 180 of the Companies Act, 2013, authorising the Board of Directors of the Company to borrow monies in excess of the paid-up capital, free reserves and security premium of the Company.

The said borrowings from bank(s), consortium of banks, financial institutions and other lenders shall be secured by creation of charge, mortgage or otherwise on immovable and movable properties of the Company relating to its one or more undertaking(s). The Board of Directors of the company recommend for your consent under section 180 of the Companies Act, 2013 the resolution for charge/mortgage/pledge/hypothecation etc. of the company's assets to secure the borrowings made or to be made by the company from time to time.

The Board recommends the proposed resolutions placed at Item No. 05 of the accompanying Notice as **Special resolution** for approval of members.

None of the Directors, Key Managerial Personnel of the Company and their relatives thereof, is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 6

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company would be unable to extend financial assistance by way of loan, guarantee or security to subsidiary or associate or joint venture or group entities or other companies, (in which any director is deemed to be interested).

In the light of provisions of Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to subsidiary or associate or joint venture or group entities or other companies, (in which any director is deemed to be interested), for their principal business activities.

The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the Company or any entity up to an aggregate sum of **Rs. 100,00,00,000/-** (Rupees One Hundred Crores Only).

Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution. The Board of Directors recommends the resolution as set out at Item No. 6 for approval of the members as **Special resolution**.

Directors, Key Managerial Personnel of the Company and their relatives thereof, is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 7

Pursuant to Section 186 of the Companies Act, 2013, the Company may, from time to time, be required to provide loans, guarantees, securities and/or make investments or acquire securities of other body corporates for business, strategic and operational purposes. Such transactions may exceed the limits prescribed under Section 186(2) of the Act. Accordingly, approval of the Members by way of Special Resolution is sought under Section 186(3) read with applicable Rules, authorising the Board to undertake such transactions up to an aggregate amount of **₹150 Crore**.

The proposed authority will provide the Board adequate flexibility to evaluate and undertake such transactions as may be considered necessary and beneficial in the interest of the Company, subject to applicable laws. The Board recommends the Resolution for approval of the Members. None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the Resolution, except to the extent of their respective interest, if any.

The Board of Directors recommends the resolution as set out at Item No. 7 for approval of the members as **Special resolution**.

None of the Directors, Key Managerial Personnel of the Company and their relatives thereof, is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Item no. 8

In terms of the provisions of Regulation 24A of SEBI (Listing obligations and Disclosure requirements) regulations, 2015 and Section 204 of the Companies Act, 2013 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Board in its meeting held on September 08, 2026 on the recommendation of the Audit Committee subject to the approval of the members in the ensuing Annual General Meeting of the Company has approved the appointment of **M/s Rawal & Co (Firm Registration/Unique Number: S2020UP717200 and Peer Review Number 5722/2024)**, for conducting a secretarial audit of the Company for the period of 5 (Five) Years with effect from 01st April, 2026.”

Accordingly, members are requested to confirm the appointment of M/s Rawal & Co., Practicing Company Secretaries as secretarial auditor for the period of 5 (Five) Years with effect from 01st April, 2026.

The Board of Directors recommends the resolution as set out at Item No. 8 for approval of the members as **Ordinary resolution.**

None of the Directors, Key Managerial Personnel of the Company and their relatives thereof, is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

**For and on behalf of
Addi Industries Limited**

Sd/-

**Sandeep Mittal
Whole Time Director
DIN: 00225089**

Date: 08.09.2026

Place: New Delhi

Telephone No.: 011-45025469

Website: addiindustries.com

E-mail: addiindustries.com9899@gmail.com .

FOLLOWING SHOULD BE READ IN CONJUNCTION WITH THE NOTICE OF 44th ANNUAL GENERAL MEETING OF ADDI INDUSTRIES LIMITED DATED SEPTEMBER 30, 2026 (THE “NOTICE”):

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS

1. In compliance with Section 108 of the Companies Act, 2013 (as amended) (the “Act”) and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”) read together with the General Circulars issued by the Ministry of Corporate Affairs bearing No. 14/2020, No. 17/2020, No. 20/2020, No. 02/2021, No. 2/2022, No. 10/2022, No. 09/2023, No. 09/2024 and No. 03/2025 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 5, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 respectively, the Company is pleased to facilitate its Members, to transact businesses as mentioned in the Notice convening the 44th Annual General Meeting (the “AGM” or the “Meeting”), by voting through electronic means (e-Voting). In this regard, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Agency to provide remote e-Voting facility and e-Voting at the AGM.
2. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on **Sunday, September 27, 2026 at 9:00 A.M. IST** and ends on **Tuesday, September 29, 2026 at 5:00 P.M. IST**. 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 **Wednesday, September 23, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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, 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 cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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. 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 Depository	1. If you are already 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

Type of shareholders	Login Method
	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 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You 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	Document(s) to be submitted/ uploaded
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 toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) 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) Shareholders 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.

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant < ADDI INDUSTRIES LIMITEDs > on which you choose to vote.
- x. 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.

- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. If a demat account holder has forgotten the login password, enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload BR/POA if uploaded, which will be made available to scrutinizer for verification.
- xvii. **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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 will be mapped automatically & can be delinked in case of any wrong mapping.
 - It is Mandatory that, 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 mandatorily 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 (vivekrawal89@gmail.com) and to the Company at the email address viz; addiindustries.com9899@gmail.com .designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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.
7. Members holding shares as on the cut-off date i.e. **Wednesday, September 23, 2026** and who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending an email to the company at addiindustries.com9899@gmail.com. The Speaker Registration will be open from Sunday, September 27, 2026 at 09:00 A.M. to Tuesday, September 29, 2026 at 5:00 P.M.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and 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 e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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), AADHAAR (self attested scanned copy of Aadhaar Card) by email to Company/RTA email id.
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.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Details of Directors seeking retiring by rotation / seeking re-appointment and Appointment of Director at the Annual General Meeting

(Pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Under Secretarial Standard 2 on General Meetings (SS-2):

S. No.	Particulars	Mr. Rajat Goyal
1.	Date of Birth & Age	04-12-1981 (44 Yrs.)
2.	DIN	03543956
3.	Date of First Appointment on the Board of Directors of the Company	11-12-2025
4.	Qualifications	Chartered Accountant, Certified Internal Auditor from the Institute of Internal Auditors, Florida, USA
5.	Brief Resume	Rajat Goyal is a seasoned Chartered Accountant with over 20 years of experience in auditing, financial reporting, transaction advisory, and risk management. A Certified Internal Auditor (IIA, Florida, USA), he has advised leading organizations across IT, hospitality, defense, and recycling, with deep expertise in IPOs, capital restructuring, and fundraising. He is a partner at K R A & Company since 2004 and a co-founder of multiple ventures under the Mufin Finance Group, including Mufin Green Finance, Rupee Circle, and Mufinpay, playing a key role in advancing India's fintech and green finance ecosystem.
6.	Experience and Expertise in specific functional area	Rajat Goyal is a seasoned Chartered Accountant with over 20 years of experience in auditing, financial reporting, transaction advisory, and risk management. A Certified Internal Auditor (IIA, Florida, USA), he has advised leading organizations across IT, hospitality, defense, and recycling, with deep expertise in IPOs, capital restructuring, and fundraising. He is a partner at K R A & Company since 2004 and a co-founder of multiple ventures under the Mufin Finance Group, including Mufin Green Finance, Rupee Circle, and Mufinpay, playing a key role in advancing India's fintech and green finance ecosystem.
7.	Directorship held in other Public Companies*	- Dehradun Integrated Arena Limited - Reviva Water Limited
8.	Membership/Chairmanship of Committees**	3
9.	No. of Equity Shares held in the	35,64,493

S. No.	Particulars	Mr. Rajat Goyal
	Company (as on 31.03.2026)	
10.	Relationship with other directors	Not related
11.	Number of Meetings of the Board attended during the year 2025-26	5
12.	Terms and conditions of appointment/re-appointment	Non-Executive Non-Independent Director) of the Company, liable to retire by rotation,
13.	Remuneration last drawn by such person, if applicable and Remuneration sought to be paid	NA
14.	Directorship held in other Companies as on 31st March, 2026 (along with listed entities from which the person has resigned in the past three years)	• Dehradun Integrated Arena Limited Monetic • Fintech Private Limited • Skyrix Ventures Private Limited • Reviva Water Limited

*excluding Foreign, Private Limited Companies, section 8 and Limited Liability Partnership Firm.

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

Director's Report

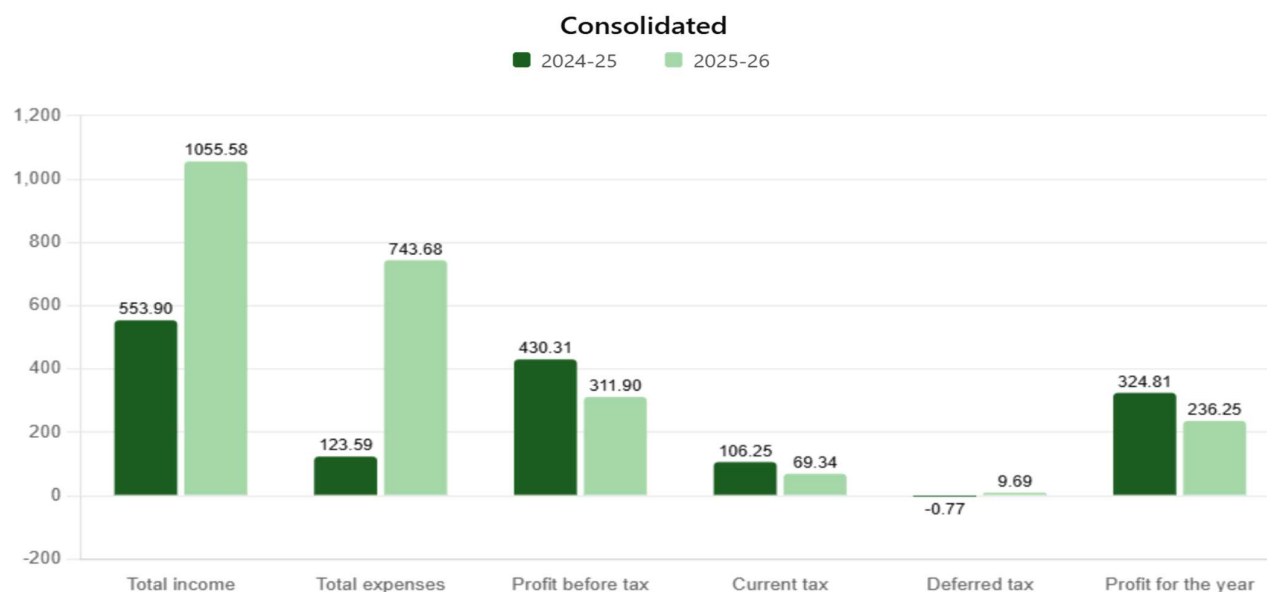
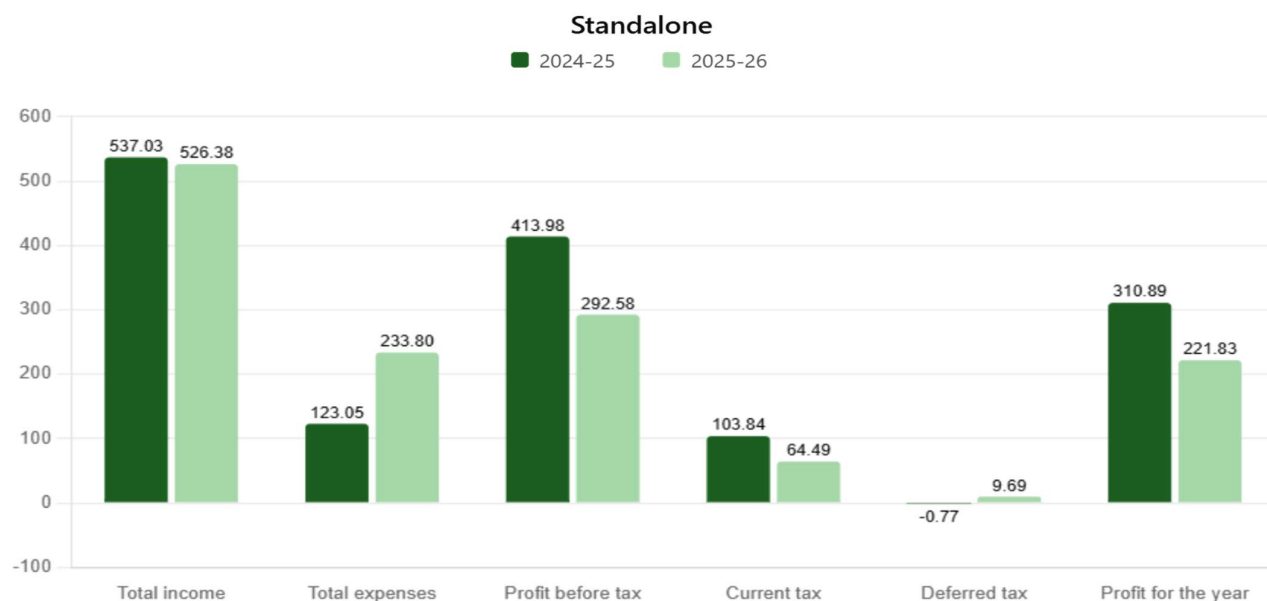
For the year ended 2026

TO THE MEMBERS,

Your Directors are pleased to present their Forty-Fourth Annual Report of Addi Industries Limited ('the Company') along with the Audited Financial Statements (Standalone and Consolidated) for the financial year ended 31st March 2026.

1. Financial Highlights

(Rs. in Lakhs)



2. Financial performance of the Company

The Company's results for the year present a mixed picture - strong top-line expansion at the group level, offset by materially higher costs that weighed on profitability across both standalone and consolidated views.

Standalone performance:

- Total income (including other income) declined marginally by about 1.98%, from ₹537.03 lakhs in FY 2024-25 to ₹526.38 lakhs in FY 2025-26.
- Total expenses rose sharply by around 90.00%, from ₹123.05 lakhs to ₹233.80 lakhs, driven largely by a steep increase in finance cost (from ₹1.55 lakhs to ₹38.84 lakhs).
- Profit before tax fell by about 29.32%, from ₹413.98 lakhs to ₹292.58 lakhs.
- Profit after tax (PAT) declined by approximately 28.65%, from ₹310.89 lakhs to ₹221.83 lakhs.

Consolidated performance:

- Total income (including other income) grew strongly by about 90.57%, from ₹553.90 lakhs in FY 2024-25 to ₹1,055.58 lakhs in FY 2025-26- nearly doubling at the group level.
- Total expenses increased significantly to ₹743.68 lakhs (from ₹123.59 lakhs), reflecting the scale-up of group operations and higher finance costs.
- Profit before tax stood at ₹311.90 lakhs, a decline of about 27.52% over the previous year (₹430.31 lakhs).
- Profit after tax (PAT) came in at ₹236.25 lakhs against ₹324.81 lakhs in the previous year, a decrease of around 27.27%.

3. SHARE CAPITAL

A. Authorized Capital

As on 31st March 2026, the authorized share capital of the Company is ₹ 7,50,00,000 (Rupees Seven Crores Fifty Lakhs) divided into 1,50,00,000 Equity Shares of ₹ 05/- each.

B. Issued / Subscribed / Paid-up Capital

The Issued, Subscribed and Paid-up share capital of the Company as on 31st March 2026 is ₹ 5,40,00,000 (Rupees Five Crores Forty Lakhs) comprising 1,08,00,000 equity shares of face value ₹ 05/- each.

4. DIVIDEND

Keeping in view future growth opportunities, your Directors consider it prudent to plough back the profits and confirm that have not recommended any dividend for the financial year 2025-26.

As per the provisions of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), your Company has formulated a Dividend Distribution Policy.

This Policy is available on the <http://www.addiindustries.com/wp-content/uploads/2023/08/Dividend-Distribution-Policy.pdf>

5. RESERVES

The Company has not transferred any amount to its reserves, the details in respect of which can be verified from the audited financial statements forming part of this report.

6. NATURE OF CHANGE IN BUSINESS

During the year under review, there is no changes in the nature of the business.

7. DEPOSITS

During the year under review, the Company has not accepted or renewed any deposit from the public/members falling within the ambit of section 73 or section 74 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

8. CORPORATE GOVERNANCE

The Company's business and operations are managed by a professional team of managers led by the Whole Time Director, under the supervision and control of the Board of Directors. The Company maintains and adheres to the

highest standards of corporate governance as stipulated by the Securities and Exchange Board of India (“SEBI”) and the Act.

A comprehensive report on Corporate Governance, as required under Regulation 34 of the SEBI Listing Regulations, forms part of this Annual Report. A certificate issued by Mr. Vivek Rawal, Proprietor of M/s Rawal & Co., Practicing Company Secretary, on compliance with the conditions of Corporate Governance is annexed to the Corporate Governance Report in **Annexure-I**.

9. SUBSIDIARY / ASSOCIATE COMPANY / JOINT VENTURE

As on 31st March 2026, the Company had one wholly owned subsidiary, namely Skyrix Ventures Private Limited (Formerly Known as AUM Texfab Private Limited). The Company did not have any associate company or joint venture company during the financial year under review.

In accordance with the provisions of Section 129 (3) of the Act read with the Companies (Accounts) Rules, 2014, a report on the performance and financial position of each subsidiary company is provided in the prescribed **Form AOC-1**, in **Annexure II** to this Report. In accordance with the provisions of Section 136 of the Act, the Annual Report of the Company, including the audited standalone and consolidated financial statements and related information of the Company are available on the Company’s website at <http://www.addiindustries.com/investor-information/>

Further, the audited financial statements of the subsidiary companies are also available on the website of the Company at <http://www.addiindustries.com/investor-information/>

The Audit Committee and the Board review the financial statements and significant transactions of all subsidiary companies.

10. BOARD EVALUATION

Pursuant to the provisions of the Act and SEBI Listing Regulations, the Board of Directors adopted a formal mechanism for evaluating its performance as well as that of its committees and individual Directors, including the Chairperson of the Board. The evaluation was conducted using a structured questionnaire that covered various aspects of the functioning of the Board and its Committees.

The Board expressed satisfaction with the overall functioning of the Board and its Committees based on the evaluation results.

To familiarize Independent Directors with the Company, its stakeholders, leadership team, senior management, operations, policies and industry landscape, a familiarisation program is conducted. The program aims to provide an insight and understanding of the Company’s business. Independent Directors are informed about their roles, rights, and responsibilities through a formal letter of appointment at the time of their appointment or re-appointment.

Further details regarding the annual evaluation of the performance of the Board, its Chairperson, its committees and individual Directors are provided in the Corporate Governance Report, which forms an integral part of this Report.

11. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis for the year, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “SEBI Listing Regulations”), is presented in a separate section, forms part of the Annual Report in **Annexure III**.

12. DECLARATION OF INDEPENDENCE

Your Company has received declarations from all its Independent Directors, confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. These declarations also affirm that there have been no changes in the circumstances affecting their status as Independent Directors of the Company.

The Board is of the opinion that the Independent Directors possess the requisite qualifications, experience, expertise and proficiency and they uphold the highest standards of integrity.

13. COMPOSITION OF BOARD

The Board of Directors of the Company has an optimum composition of Executive, Non-Executive and Independent Directors in compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. As on March 31, 2026, the Board of Directors comprised of 4 Directors, out of which 1 is Whole Time Director, 1 is Non-Executive Director and 2 are Non-Executive Independent Directors (out of which 1 Non-Executive Independent Women Director), which is in compliance with the provisions of the Companies Act, 2013. All Independent Directors are eminent persons and bring a wide range of expertise and experience to the Board thereby ensuring the best interest of stakeholders and the Company. The following persons comprised the Board:

Category	Name of Director
Executive Director	Mr. Sandeep Mittal (Whole Time Director)
Non-Executive Non-Independent Director	Mr. Rajat Goyal
Non-Executive Independent Director	Mr. Jai Kishan
Non-Executive Independent Director	Ms. Preeti Jain

Retirement by Rotation:

Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Rules made thereunder and the Articles of Association of the Company, Mr. Rajat Goyal (DIN: 03543956), Non-Executive Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, has offered himself for re-appointment. The Board recommends his re-appointment. The profile of the Director seeking re-appointment is given in the Statement under Section 102 of the Companies Act, 2013 to the Notice of the ensuing AGM of the Company.

14. DETAILS OF DIRECTORS OF KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR

Changes in Director:

- a. **Mr. Chaman Lal Jain (DIN: 00022903)** has vide letter dated 11th December 2025, resigned from the office of Managing Director and Chairman of the Company and from all the membership/chairmanship held in the Committees of the Company with immediate effect due to Change in Management and control as part of the Share Purchase and Transfer of Control Agreement dated 20th May 2025.
- b. **Mr. Hari Bansal (DIN: 00022923)** has vide letter dated 11th December 2025, resigned from the office of Non-Executive Non-Independent Director of the Company and from all the membership/chairmanship held in the Committees of the Company with immediate effect due to Change in Management and control as part of the Share Purchase and Transfer of Control Agreement dated 20th May 2025.
- c. **Mr. Achal Kapoor (DIN: 09150394)** has vide letter dated 11th December 2025, resigned from the office of Non-Executive Independent Director of the Company and from all the membership/chairmanship held in the Committees of the Company with immediate effect due to Change in Management and control as part of the Share Purchase and Transfer of Control Agreement dated 20th May 2025.

- d. **Mr. Subrata Panda (DIN: 00428387)** has vide letter dated 11th December 2025, resigned from the office of Non-Executive Independent Director of the Company and from all the membership/chairmanship held in the Committees of the Company with immediate effect due to Change in Management and control as part of the Share Purchase and Transfer of Control Agreement dated 20th May 2025.
- e. **Ms. Apra Sharma (DIN:10149103)** has vide letter dated 11th December 2025, resigned from the office of Non-Executive Independent Director of the Company and from all the membership/chairmanship held in the Committees of the Company with immediate effect due to Change in Management and control as part of the Share Purchase and Transfer of Control Agreement dated 20th May 2025.
- f. **Mr. Sandeep Mittal (DIN: 00225089)**, based on the recommendation of the Nomination and Remuneration Committee, was approved by the Board of Directors of the Company for appointment as Additional Director in the category of Whole Time Director (Promoter, Executive) with effect from 11th December 2025 for a term of Five (5) years, shall not be liable to retire by rotation, on the Board of the Company subject to the approval of members.
- g. **Mr. Rajat Goyal (DIN: 03543956)**, based on the recommendation of the Nomination and Remuneration Committee, was approved by the Board of Directors of the Company for appointment as Additional Director in the category of Non-Executive Director (Promoter) with effect from 11th December 2025, shall be liable to retire by rotation, on the Board of the Company.
- h. **Mr. Jai Kishan (DIN: 11033609)**, based on the recommendation of the Nomination and Remuneration Committee, was approved by the Board of Directors of the Company for appointment as Additional Director in the category of Independent Director with effect from 11th December 2025 for a term of Five (5) years, shall not be liable to retire by rotation, on the Board of the Company subject to the approval of members.
- i. **Ms. Preeti Jain (DIN: 08803345)**, based on the recommendation of the Nomination and Remuneration Committee, was approved by the Board of Directors of the Company for appointment as Additional Director in the category of Independent Director with effect from 11th December 2025 for a term of Five (5) years, shall not be liable to retire by rotation, on the Board of the Company subject to the approval of members.

Changes in KMP:

The following persons are the Key Managerial Personnel of the Company as on March 31, 2026, pursuant to Section 2(51) and Section 203 of the Act, read with the Rules framed thereunder:

- i) Mr. Amandeep – Company Secretary and Compliance Officer
- ii) Mr. Sandeep Mittal – Whole Time Director

During the year under review, Mr. Sandeep Mittal was appointed as Whole Time Director of the Company with effect from December 11, 2025, consequent to the resignation of Mr. Chaman Lal Jain from the position of Managing Director with effect from December 11, 2025.

Further, Mr. Atul Kumar Jain resigned from the position of Chief Financial Officer of the Company with effect from December 11, 2025.

Further, Ms. Taranjeet Kaur resigned from the position of Company Secretary and Compliance Officer of the Company with effect from December 24, 2025

. Subsequent to her resignation, Mr. Amandeep was appointed as the Company Secretary and Compliance Officer of the Company with effect from February 13, 2026.

Subsequent to the close of the financial year, the Board of Directors at its meeting held on April 22, 2026, based on the recommendation of the Audit committee and Nomination and Remuneration Committee, approved Mr. Sandeep Mittal appointed as the Chief Financial Officer of the Company with effect from April 22, 2026.

Except as stated above, there were no other changes in the Key Managerial Personnel of the Company during the year under review.

15. BOARD MEETINGS

The Board of Directors met **Nine** times during the year, i.e. on **May 26, 2025, August 11, 2025, November 14, 2025, December 11, 2025, December 16, 2025, January 20, 2026, February 07,2026, February 13,2026, March 16, 2026**. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The attendance of each director in the respective Board Meetings is as follows:

S. No.	Name of Director	No. of Meetings Held in their tenure	No. of Meetings Attended
1	Mr. Chaman Lal Jain	4	4
2	Mr. Hari Bansal	4	4
3	Mr. Achal Kapoor	4	4
4	Mr. Subrata Panda	4	4
5	Ms. Apra Sharma	4	4
6	Mr. Sandeep Mittal	5	5
7	Mr. Rajat Goyal	5	5
8	Mr. Jai Kishan	5	5
9	Ms. Preeti Jain	5	5

Further, the Independent Directors of the Company also met **One** Time during the year on **March 16,2026**, without the presence of Non-Executive Directors and the members of the management, to review the performance of the Non-Independent Directors and that of the Board as a whole.

16. GENERAL MEETINGS

During the period under review, the Annual General Meeting of the Company was held on 30th September 2025. No Extraordinary General Meeting was held by the Company during the financial year ended March 31, 2026

17. POSTAL BALLOT

During the period under review, the Postal Ballot was held on March 11, 2026 for passing the following resolution:

1. Approval of Appointment of Mr. Sandeep Mittal (DIN: 00225089) as a “Whole Time Director” of the Company and Remuneration payable to him: Special Resolution
2. Approval of the Appointment of Mr. Rajat Goyal (DIN: 03543956) as a “Director” of the Company. (Non-Executive & Non-Independent): Ordinary Resolution
3. Regularization of Appointment of Mr. Jai Kishan (DIN: 11033609) as a “Non-Executive Independent Director” for a term of five years: Special Resolution
4. Regularization of Appointment of Ms. Preeti Jain (DIN: 08803345) as a “Non-Executive Independent Director” for a term of five years: Special Resolution

18. COMMITTEES OF THE BOARD & THEIR MEETING

With a view to have more focused attention on business and for better governance and accountability, the Board has the following mandatory committees:

1. Audit Committee

2. Nomination and Remuneration Committee

3. Stakeholders Relationship Committee

The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes and proceedings of the meetings of all Committees are placed before the Board for review.

1. Audit Committee

As on the financial year ended March 31, 2026, the Audit Committee of the Company comprises of two Independent Directors and Non-Executive Director, with the Chairman being an Independent Director as required under Section 177 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. During the Financial Year 2025-26, members of the Audit Committee met **Five** times, i.e. on **May 26th 2025, August 11th 2025, November 14th 2025, February 13th, 2026, and March 16th 2026**. The composition of the Audit Committee as on March 31, 2026, and the details of members' attendance at the meetings are as under:

Name of Members	Category	Meetings Attended
Mr. Jai Kishan	Chairman (Independent Director)	2
Ms. Preeti Jain	Member (Independent Director)	2
Mr. Rajat Goyal	Member (Non-Executive Director)	2
However, the meetings held on May 26, 2025, August 11, 2025 and November 14, 2025 was attended by Mr. Achal Kapoor, Ms. Subrata Panda, Mr. Chaman Lal Jain and Ms. Apra Sharma.		

All the members of the Audit Committee have the requisite qualification for appointment in the Committee and possess sound knowledge of finance, accounting practices and internal controls.

2. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company comprises of two Independent Directors and one Non-Executive Non-Independent Director, with the Chairman being an Independent Director, which meets the requirements of Section 178 of the Act read with SEBI (LODR) Regulations, 2015. The Members met **Three** time(s) during the Financial Year 2025-26 on **November 14, 2025, December 11, 2025, and January 20, 2026**. The composition and attendance are as under:

Name of Members	Category	Meetings Attended
Mr. Jai Kishan	Chairman (Independent Director)	1
Ms. Preeti Jain	Member (Independent Director)	1
Mr. Rajat Goyal	Member (Non-Executive Director)	1

However, the meetings held on November 14, 2025 and December 11, 2025 was attended by Mr. Achal Kapoor, Ms. Subrata Panda, Mr. Hari Bansal and Ms. Apra Sharma.

3. Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Company comprises of three Members, out of which two are Independent Directors and one is Non-Executive Director, with the Chairman being an Independent Director. The composition meets the requirements of Section 178 of the Act read with SEBI (LODR) Regulations, 2015. During the Financial Year 2025-26, the Committee met **One** time(s) on **May 26, 2025**. Attendance details:

Name of Members	Category	Meetings Attended
Mr. Achal Kapoor	Member (Independent Director)	1
Ms. Subrata Panda	Member (Independent Director)	1
Mr. Chaman Lal Jain	Member (Executive Director)	1
Mr. Hari bansal	Member (Non-Executive Director)	1

During the year, Stakeholders relationship committee was reconstructed on December 11, 2025, which include Mr. Jai Kishan, Ms. Preeti Jain, and Mr. Rajat Goyal.

19. FAMILIARIZATION PROGRAMME OF INDEPENDENT DIRECTOR

In compliance with the requirements of the Listing Regulations, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their roles, rights and responsibilities as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. At the time of appointment/re-appointment of Independent Directors, a formal letter of appointment is given to him/her, which, inter-alia, explains the role, functions, duties and responsibilities expected from him/her as an Independent Director of the Company. The Independent Director is also explained in detail the nature, business model of the industry and compliances under the Act, the Listing Regulations and other relevant rules & regulation.

Details of the familiarization programme for Independent Directors are uploaded on the website of the company at <http://www.addiindustries.com/wp-content/uploads/2025/04/Familiarisation-Programme-for-Independent-Directors-13.02.2025.pdf>

20. NOMINATION AND REMUNERATION POLICY

On the recommendation of the Nomination and Remuneration Committee, the Board has framed a policy for selection and appointment of Directors, Senior Management including Key Managerial Personnel and their remuneration. The Nomination and Remuneration Policy includes the criteria for determining qualification, positive attributes, independence, etc. is placed on the website of the Company at <http://www.addiindustries.com/corporate-governance-company-policies/>

The salient features of the Nomination and Remuneration Policy are mentioned below:

- The Nomination and Remuneration Policy of the Company is designed to attract, motivate, improve productivity and retain manpower by creating a congenial work environment, encouraging initiatives, personal growth, teamwork and inculcating a sense of belongingness and involvement, besides offering appropriate remuneration packages and superannuation benefits.
- The Committee shall comprise at least three (3) Directors, all of whom shall be non-executive Directors and at least two-third shall be Independent.
- Quorum of the meeting shall be either two members or one-third of the members of the committee, whichever is greater, including at least one independent director in attendance.
- The Role of the Committee includes Periodically reviewing the size and composition of the Board to have an appropriate mix of executive and independent Directors to maintain its independence and separate its functions of governance and management and to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company;
- Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board, relating to the remuneration for the Director, key managerial personnel and other employees.
- Establishing and reviewing Board, KMP and Senior Management succession plans in order to ensure and maintain an appropriate balance of skills, experience and expertise on the Board and Senior Management.
- The Board as per the criteria approved by the Nomination and Remuneration Committee shall carry out evaluation of performance of its own, its committees, and individual Directors and the Chairman.

21. VIGIL MECHANISM /WHISTLE BLOWER POLICY

Pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism/Whistle Blower Policy for directors and employees to report their genuine concerns has been established. The Vigil Mechanism / Whistle Blower Policy has been uploaded on the website of the Company at http://www.addiindustries.com/wp-content/uploads/2022/09/Vigil-Mechanism_AIL.pdf under 'Investor Section'.

The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers any unethical and improper actions or malpractices and events which have taken place/suspected to take place.

As per the policy all Protected Disclosures should be addressed to the Vigilance Officer / Company Secretary or to the Chairman of the Audit Committee in exceptional cases.

22. RISK MANAGEMENT:

The Company has a business Risk Management framework to identify and evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on its business objectives and enhance its competitive advantage. It defines the risk management approach across the Company at various levels including the documentation and reporting. The Audit Committee of the Company has been entrusted with responsibility to assist the Board in the following matters:

- (a) Overseeing the Company's Risk Management process and controls, risk tolerance and Capital, Liquidity and funding;
- (b) Setting Strategic plans and objectives for Risk Management and review of Risk Assessment of the Company;
- (c) Review of the Company's risk appetite and strategy relating to key risks, including credit risk, liquidity and funding risk, product risk and reputational risk, as well as the guidelines and processes for monitoring and mitigating such risks.

During the period under review, the Company has not identified any element of risk which may threaten its existence or such risks are very minimal.

The Board of Directors has adopted a risk management policy for the company outlining the parameters of identification, assessment, monitoring and mitigation of various risks which is available on the website of the company at <http://www.addiindustries.com/corporate-governance-company-policies/>

23. CODE OF CONDUCT

The Board has laid down a Code of Conduct for all Board members and Senior Management Personnel of the Company. The Code is displayed on the website of the Company <http://www.addiindustries.com/wp-content/uploads/2022/08/Code-of-Conduct.pdf> All Board members and Senior Management Personnel have affirmed compliance with the said Code of Ethics & Conduct.

24. Auditors and Auditor's Report

A. Statutory Auditor

M/s. B.R Gupta & Co. (Firm Registration Firm: 008352N) Chartered Accountants, were appointed at the 40th Annual General Meeting of the Company held on 30th September, 2022 for a period of five consecutive years to hold office until conclusion of the 45th AGM to be held in the Calendar year 2027. The Auditors have confirmed that they are not disqualified from continuing as Statutory Auditors of the Company.

B. Cost Auditor

The requirement of cost audit was **not applicable** to the Company for the financial year 2025-26 as the turnover of the Company from these services was below the threshold limit prescribed in the said Rules for cost audit.

C. Secretarial Auditor

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 Mr. Vivek Rawal, Company Secretary in practice of **M/s Rawal & Co.** (Peer Review Certificate No. 5722/2024) to undertake the Secretarial Audit of the Company for the financial year 2025-26 due to casual vacancy arising by the resignation of M/s. JVS and associates.

In terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read together with Section 204 of the Act and the Rules framed thereunder, it is proposed to appoint **M/s Rawal & Co.** (Peer Review Certificate No. 5722/2024) to conduct Secretarial Audit for 5 (five) consecutive years commencing from April 1, 2026. M/s Rawal & Co. have consented to the said appointment. **M/s Rawal & Co.** (Peer Review Certificate No. 5722/2024) have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Company Secretaries of India (ICSI) and their appointment, if made, would be within the prescribed limits. The Audit Committee and the Board of Directors recommend the proposed appointment. Brief resume and other details of M/s. Rawal & Co. are given in the Notice convening the 44th AGM of the Company.

The Secretarial Audit Report for the financial year ended March 31, 2026, is annexed as **Annexure-IV**.

Observation received from Auditor	Management Reply
Delay in appointment of Chief financial officer within 3 months from the date of vacancy arise as specified in Regulation 26A(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.	The vacancy arising from the resignation of the Chief Financial Officer (CFO) on December 11, 2025, was filled on April 22, 2026, beyond the prescribed timeline of three months in violation of Regulation 26A(2) of SEBI (LODR) Regulations, 2015. The company has made genuine efforts to identify a suitable candidate within the prescribed timeline of three months. However, we could not complete the selection process as it took time for identifying the suitable candidate selection matching the selection criteria of the Board of Director for appointment of Key Managerial Personnel.

Further Annual Secretarial Compliance submitted on Stock exchange on May 30, 2026 is attached on **Annexure-V**.

D. Internal Auditor

As required under Section 138(1) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2015 the Company had appointed **M/s. Garg B. Mohan & Co.** Chartered Accountant in practice (FRN 015095N) to undertake the Internal Audit of the Company for the financial year 2025-26. They have confirmed their eligibility and qualification required under the Act for holding the office, as the Internal Auditor of the Company.

25. ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3) (a) of the Companies Act, 2013, and Companies (Management and Administration) Rules, 2014, the Annual Return of the Company containing the particulars as prescribed under Section 92 of the Companies Act, 2013, in Form MGT-7, is available on the Company's website at the weblink <http://www.addiindustries.com/annual-return/>

26. CORPORATE SOCIAL RESPONSIBILITY

As per the provision of Section 135 of the Companies Act, 2013, every Company having net worth of Rs. 500 Crore or more, or Turnover of Rs. 1000 Crore or more or a Net Profit of Rs. 5 Crore or more during the immediately preceding financial year is required to spend in every financial year, at least two percent (2%) of the average net profits made during the three immediately preceding financial year, in pursuance of the CSR Policy.

The Company **does not meet the criteria** of Section 135 of the Companies Act 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The Company endeavours to adopt an integrated approach to address the community, societal & environmental concerns by taking one or more of the activities allowed as per Section 135 of the Act and the applicable rules and regulations.

27. PARTICULARS OF LOAN, GUARANTEES OR INVESTMENT UNDER SECTION 186

The details of loans and Investments and guarantees covered under the provisions of Section 186 of the Act are given in the Notes to the Financial Statements forming a part of Annual Report.

28. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year under review, the Company entered into related party transactions, all of which were on an arm's length basis. Certain related party transactions were entered into in the ordinary course of business, accordingly these were approved by the Board of Directors pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, wherever required.

All related party transactions are presented to the Audit Committee and the Board for their review and approval.

During the year, the Company did not enter into any related party transactions that had a conflict with the interests of the Company. Further, none of the related party transactions entered into by the Company during the year were material in nature requiring shareholders' approval under the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of related party transactions as entered into by the Company are disclosed in the standalone financial statements of the Company.

Further, pursuant to the provisions of Section 188 of the Companies Act, 2013, read with the rules framed thereunder, the disclosure of particulars of contracts/arrangements with related parties in Form AOC-2 is annexed to this Report as **Annexure-VI**.

In line with the requirements of the applicable laws, the Company has formulated a policy on related party transactions which is uploaded on the website of the Company at: <http://www.addiindustries.com/wp-content/uploads/2026/09/related-party-transaction.pdf>

29. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. As required under law, an Internal Compliance Committee (POSH Committee) has been constituted for reporting and conducting inquiry into the complaints made by the victim on the harassments at the workplace.

During the year, period under review, the Company has not received any sexual harassment complaints during the financial year nor any complaint is pending at the end of the financial year.

The Policy for Prevention of Sexual Harassment of the Company is available on the Company's website at the web link <http://www.addiindustries.com/corporate-governance-company-policies/>

30. UNCLAIMED DIVIDEND

The company has unclaimed dividend in the previous financial year, following details has been mentioned in the below table:

Financial year	Unclaimed Dividend
Year 2023-24	6,88,978/-
Year 2022-23	5,54,437/-

31. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERNS STATUS AND COMPANY'S OPERATIONS IN FUTURE

There is no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future

32. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIMES OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE AVAILING LOANS FROM THE BANKS OR FINANCIAL INSTITUTIONS

There is no application being ever made for one time Settlement with any banks or financial institution.

33. MATERIAL CHANGES AND COMMITMENT AFFECTING THE FINANCIAL POSITION

No material changes or commitments that could affect the financial position of the Company have occurred between the end of the financial year and the date of this report.

34. MATERIAL CHANGES AND COMMITMENTS OF THE COMPANY DURING THE FINANCIAL YEAR 2025-26 THROUGH TAKEOVER AND CHANGE IN MANAGEMENT AND CONTROL

The existing promoters of the Company have entered into share purchase agreement with the acquirers namely Mr. Rajat Goyal, Mrs. Neha Agarwal, M/s Rajat Goyal HUF, Mr. Sandeep Mittal, Mrs. Ruchi Mittal and M/s Sandeep Mittal & Sons HUF to sale their entire stake of 74.27% along with complete management control of Addi Industries Limited and accordingly an Open Offer has been made to the shareholders by the acquirers through public announcement made on May 20, 2025. The Open Offer has been completed during the year 2025-26. The the acquirers have taken over management control of the Company along with substantial shareholding of the Company.

35. CONSERVATION OF THE ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

The particulars required to be disclosed pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are as under:

A) Conservation of Energy

The operations of the Company are not energy intensive. Nevertheless, the Company continues to take reasonable measures for conservation and optimum utilisation of energy in its day-to-day operations.

i) Steps taken or impact on conservation of energy:

The Company makes conscious efforts to optimise consumption of electricity and other energy resources, including through prudent use of lighting, air-conditioning systems, computers and other office equipment.

ii) Steps taken for utilising alternate sources of energy:

During the year under review, the Company has not undertaken any specific initiative for utilisation of alternate sources of energy.

iii) Capital investment on energy conservation equipment:

Nil

B) Technology Absorption

Considering the nature of the Company's business and operations, the Company has not undertaken any manufacturing activity or any specific activity requiring technology absorption during the year under review.

i) Efforts made towards technology absorption: Not Applicable.

ii) Benefits derived such as product improvement, cost reduction, product development or import substitution: Not Applicable.

iii) Imported technology during the last three years:

- Details of technology imported: Nil
- Year of import: Not Applicable
- Whether technology has been fully absorbed: Not Applicable
- Areas where technology has not been fully absorbed and reasons thereof: Not Applicable

iv) Expenditure incurred on Research and Development:

Nil

C) Foreign Exchange Earnings and Outgo

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

Foreign Exchange Earnings: Nil

Foreign Exchange Outgo: Nil.

36. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

Our rapid growth, while a matter of great satisfaction, continues to put pressure on our internal systems and

processes. It is crucial that ensure these systems continue to keep up with our business growth and that our policies remain relevant in the everchanging business landscape. Information systems are being continuously evaluated and revamped to provide timely and relevant information to various stakeholders, equipping them with the necessary tools to compete in a challenging market and environment.

We recognize the critical role of IT and information systems in today's world, and we have several dedicated teams constantly working to enhance and improve these systems to stay ahead of the rapidly changing environment. The Company's system of continuous internal audits ensures that the laid-down processes and practices are followed and complied with and that quality processes are strictly adhered to. Financial discipline is emphasized at all levels of the business and adherence to quality systems and a focus on customer satisfaction are critical for the Company to retain and attract customers and business and these are followed rigorously. At the same time, the company is strengthening its core business systems to enhance robustness and achieve uniformity and consistency in practices and processes across the company.

The Internal Auditors, who function independently within the Group, review the adequacy and efficacy of the key internal controls. The annual audit plan, approved by the Audit Committee, guides the scope of audit activities. Additionally, the Company engages professional and reputable audit firms from time to time to conduct internal audits of the larger and more critical operations of the Company.

In addition to financial audits, quality management system procedures are continuously audited by internal and external auditors to ensure that the Company's business practices conform to the requirements of customers.

The Directors believe that the Company has in place adequate internal financial controls with reference to financial statements. The Company's internal control systems are commensurate with the nature, size and complexity of its business and ensure the proper safeguarding of assets, maintenance of proper accounting records and provision of reliable financial information. The Internal Audit team of the Company evaluates the effectiveness and quality of internal controls and reports on their adequacy through periodic reporting. During the year under review, these controls were tested and no reportable material weakness in the design or operation of such controls was identified

37. HUMAN RESOURCES

Your Company treats its "human resources" as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company's thrust is on the promotion of talent internally through job rotation and job enlargement

38. 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-VII**.

39. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company complies with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

40. 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.

41. PRESERVATION OF DOCUMENTS & ARCHIVAL POLICY

In terms of Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has adopted a Policy for Preservation of Documents & Archival thereof, classifying them in two categories as follows:

- a) documents whose preservation shall be permanent in nature;
- b) documents with preservation period of not less than eight years after completion of the relevant transactions.

http://www.addiindustries.com/wp-content/uploads/2022/09/Addi_Preservation-of-documents-and-Archive-policy.pdf

42. 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 under Section 143(12) of the Companies Act, 2013 and rules framed there under either to the Company or to the Central Government.

43. COMPLIANCE WITH THE PROVISIONS RELATING TO MATERNITY BENEFIT ACT, 1961

The Company continues to comply with the provisions of the Maternity Benefits Act, 1961 as amended. All eligible female employees are provided with maternity benefits in accordance with the statutory requirements. Including paid maternity leave, nursing breaks and protection from dismissal during maternity leave.

However there were no instances of non-compliance reported during the period under review.

Further during the period under review the number of female employees in the Company was less than fifty therefore the Company was not required to provide crèche facility.

44. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

No such application filed/ pending during the period under review.

45. MAINTENANCE OF COST RECORDS AS SPECIFIED BY THE CENTRAL GOVERNMENT UNDER SUB-SECTION (1) OF SECTION 148 OF THE COMPANIES ACT, 2013

The Company doesn't fall under the classes of Companies specified under Section 148(1) of the Companies Act, 2013 read with Rule 3 of the Companies (Cost Records and Audit) Rules, 2014. Accordingly, the Company is not required to maintain Cost Records as specified by the Central Government.

46. DIRECTORS' RESPONSIBILITY STATEMENT

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

- A. In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- B. 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;
- C. 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;
- D. The directors have prepared the annual accounts on a going concern basis;
- E. 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
- F. 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.

47. ACKNOWLEDGEMENTS

The Directors take this opportunity to place on record their sincere appreciation for the support received during the year from the investors shareholders, customers, employees, suppliers, regulators, lenders and business partners relevant to Addi Industries. The Directors also take this opportunity to acknowledge the support received from all our external supporters such as the Central and State government authorities, the BSE Limited, banks and financial institutions, depositories, analysts, advisors, suppliers and other business partners for their support during the year.

We look forward to your continued support in achieving the formidable goals that the Company seeks to achieve in the current financial year.

For and on behalf of

ADDI INDUSTRIES LIMITED

S/D

SANDEEP MITTAL

WHOLE TIME DIRECTOR

(DIN: 00225089)

S/D

RAJAT GOYAL

DIRECTOR

(DIN : 03543956)

DATE : 08-09-2026

PLACE : NEW DELHI

Annexure-I

REPORT ON CORPORATE GOVERNANCE

1. THE COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

For Addi Industries Limited ("the company"), a focused vision and commitment are the main elements of its growth in the textile business. The Company was established in 1980 and headquartered in the State of Delhi. We are dealing in Knitwear Fabric sector and readymade garments. The Company was formed as a response to the apparent need in the Indian Textile Industry for products and services.

The Company has 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.

Today, despite the midst of a highly fierce and competitive textile market, the Company is committed to seize the future opportunities with its skilled workforce and maximize customers satisfaction.

Addi Industries, as a responsible corporate citizen, strongly adheres to corporate governance principles to ensure that the resources of the company are used in a manner that fulfil its obligations to all stakeholders.

The Board of Directors plays a pivotal role in overseeing the Company's affairs and ensuring that management actions are aligned with the interests of stakeholders. Various Committees comprising experienced professionals and Independent Directors who provide guidance, oversight, and strategic direction to the Company support the Board.

The Company promotes a culture of transparency, professionalism, accountability, and continuous improvement across all levels of the organization. It encourages innovation, operational efficiency, and ethical decision-making while maintaining robust internal controls and risk management practices.

The Company has adopted a comprehensive **Code of Conduct** applicable to all Directors and employees, including Senior Management Personnel. The Company has also adopted a separate **Code of Conduct for Independent Directors**, incorporating the duties and responsibilities prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company remains committed to complying with the applicable provisions of the **Companies Act, 2013**, the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, and other statutory and regulatory requirements governing its operations. The Board continuously reviews and strengthens the Company's governance practices to ensure alignment with evolving regulatory standards and global best practices.

Through its commitment to ethical business conduct, transparency, accountability, and stakeholder-centric decision-making, Addi Industries Limited seeks to uphold the highest standards of Corporate Governance and contribute meaningfully to sustainable growth and value creation.

2. BOARD OF DIRECTORS (BOARD)

(A) Composition and size of the Board

The Company's Board is constituted of highly experienced professionals from diverse backgrounds. The Board's constitution is in compliance with the Companies Act, 2013, SEBI LODR and is in accordance with the highest standards of Corporate Governance, which ensures an appropriate mix of Executive, Woman and Independent Directors with demonstrated skill sets and relevant experience. The Board members have professional knowledge and experience in diverse fields viz. finance, accounting, secretarial, public policy, taxation and legal, thereby bringing about an enabling environment for value creation through sustainable business growth.

As on March 31, 2026, the Board consists of **Four directors**, Mr. Sandeep Mittal, Whole Time Director, serves as the Chairman of the Board. Since the Chairman is an Executive Director, the Company is required to maintain at least fifty percent of the Board as Independent Directors in terms of Regulation 17 of the SEBI LODR. Accordingly, Independent Directors constitute 50% of the total Board strength, ensuring compliance with the applicable regulatory requirements.

The Board comprises Directors possessing expertise and experience in diverse areas such as, finance, accounting, legal affairs, corporate governance, strategy, risk management, regulatory compliance, operations, human resources and stakeholder management. The collective experience and diverse perspectives of the Directors contribute significantly to the effective functioning of the Board and the sustainable growth of the Company.

The Company has received declarations from its Independent Directors stating that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and under Section 149(6) of the Act and are qualified to act as Independent Directors. As per Regulation 25(8) of the SEBI Listing Regulations and Section 149(7) of the Act, the Independent Directors have also confirmed that they do not have any knowledge of circumstances or situations that could impair or impact their ability to discharge their duties with an objective of independent judgement and without any external influence. In the opinion of the Board, the Independent Directors fulfill the conditions specified in the SEBI Listing Regulations and are independent of the management. Further, the Independent Directors have included their names in the Independent Directors data bank maintained by the Indian Institute of Corporate Affairs under Section 150 of the Act and Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The names and categories of the directors on the Board, along with their positions in other listed entities and the number of directorships, and committee chairmanships/ memberships they hold in other public limited companies as on March 31, 2026 are as follows:

Sr. no.	Name of the Director	Nature of Office	Special Knowledge/ Practical Experience/ Skills/ Expertise/ Competencies	Names of the other listed entities where the person is a director	Category of directorship in other listed entities where the person is a director	No. of Directorship		No. of Memberships/ Chairmanships in Board Committees of various companies (including this Company)**
						in other Listed Companies (excluding Debt listed Company	in other Companies*	

Sr. no.	Name of the Director	Nature of Office	Special Knowledge/ Practical Experience/ Skills/ Expertise/ Competencies	Names of the other listed entities	Category of directorship in other	No. of Directorship		No. of Memberships/ Chairmanships in Board Committees of various companies (including	
						s)		Memberships	Chairmanships
1.	Mr. Sandeep Mittal (DIN: 00225089)	Whole Time Director	Mr. Sandeep Mittal is a Qualified Accounting and legal professional with a solid academic background and hands-on experience in core financial operations. He has been actively involved in Investment and financial management and has of more than 20 years in the field of Finance and Accounts. He is also actively involved in Investment and trading of listed and unlisted securities and financial instruments in his personal capacity and is also undertaking investment advisory and	NIL	NIL	0	3	0	0
2.	Mr. Rajat Goyal (DIN: 03543956)	Non-Executive Non-Independent Director	Mr. Rajat Goyal is a distinguished Chartered Accountant with over two decades of experience in auditing, reporting, and transaction advisory. He holds a prestigious certification as a Certified Internal Auditor from the Institute of Internal Auditors, Florida, USA. Rajat's expertise in risk analysis and process improvement enables him to provide strategic guidance to prominent clients across diverse industries, including IT, hospitality, defense, and recycling. With extensive experience in investment banking, he advises on IPOs, capital restructuring, and fund raising initiatives.	NIL	NA	NIL	4	2	0

Sr. no.	Name of the Director	Nature of Office	Special Knowledge/ Practical Experience/ Skills/ Expertise/ Competencies	Names of the other listed entities	Category of directorship in other	No. of Directorship		No. of Memberships/ Chairmanships in Board Committees of various companies (including	
3.	Mr. Jai Kishan (DIN: 11033609)	Independent Director	CS Jai Kishan, FCS, M.Com, Trademark Attorney/Agent, is an accomplished professional with extensive experience in Company Law, Intellectual Property Rights (IPR), FSSAI, DGFT, and Goods & Services Tax (GST). He brings a strong combination of legal acumen, regulatory expertise, and practical business insight to support individuals, startups, and corporate entities. With a deep grounding in Company Law, he excels in company formation, statutory compliance, secretarial functions, corporate governance, board processes, and legal documentation. His structured approach and command over legal frameworks ensure seamless compliance and operational efficiency for businesses. With rich multidisciplinary experience across Company Law, GST, Income Tax, IPR, and	NIL	NA	0	1	2	2

Sr. no.	Name of the Director	Nature of Office	Special Knowledge/ Practical Experience/ Skills/ Expertise/ Competencies	Names of the other listed entities	Category of directorship in other	No. of Directorship		No. of Memberships/ Chairmanships in Board Committees of various companies (including	
4.	Ms. Preeti Jain (DIN: 08803345)	Independent Director	FCS Preeti Jain is a dedicated professional specializing in IBC, SEBI, POSH, NBFC, IPO, Fundraising and all other Regulatory compliances and legal advisory services. Ms. Jain has more than 13 years of experience in the field of legal and compliance. Her substantial experience and dedication, position her as a trusted advisor	Holloji Holidays Limited	Independent Director	1	2	3	0

**Excludes directorship(s) held in foreign companies & private limited companies and Companies under section 8 of the Companies Act, 2013. Partnership Firms, LLP, HUF, Sole Proprietorships and Association of Individuals (Trust, Society etc.).*

***Only memberships of the Audit Committee / Stakeholders' Relationship Committee in various public limited companies and chairmanship of the Audit Committee/Stakeholders' Relationship Committee in various listed companies, including this listed company are considered, as per Regulation 26 of the SEBI LODR.*

The Board hereby confirms that all the Independent Directors presently serving on the Board fulfil the conditions of independence specified under the SEBI LODR and are independent of the management of the Company. During the financial year, Mr. Achal Kapoor (DIN: 09150394), Mr. Subrata Panda (DIN: 00428387) and Ms. Apra Sharma (DIN: 10149103) resigned as Non-Executive Independent Directors of the Company prior to the expiry of their respective tenures, with effect from 11th December 2025, on account of the change in management and control pursuant to the Share Purchase and Transfer of Control Agreement dated May 20, 2025

The Board had accepted all recommendations of committees of the Board which are mandatorily required, during the financial year 2025-26.

(B) Number and Dates of Board Meetings held, attendance of Directors thereat and at the last AGM held

The Board meets at regular intervals to discuss and make decisions regarding the Company's results, operations, business policies, strategies, and other matters.

During the FY 2025-26, the Board met 9 (Nine) times. Meetings were held on May 26, 2025; August 11, 2025; November 14, 2025; December 11, 2025; December 16, 2025; January 20, 2026; February 07, 2026; February 13, 2026 and March 16, 2026. The maximum interval between any two meetings did not exceed 120 days, as prescribed by the Act.

During the year, separate meeting of the Independent Directors was held on 16th March 2026, without the attendance of Non-Independent Directors and the members of the management. At the meeting, the Independent Directors reviewed/assessed the performance of Non-Independent Directors and the Board, the quality, quantity and timeliness of the flow of information between the Company's management and the Board and the performance of the Chairperson of the Company, taking into account views of Executive Directors.

The last Annual General Meeting of the Company was held on September 30, 2025.

Attendance of Directors at the Board Meetings held during the FY 2025-26 and at the last Annual General Meeting are as under:

Sr. no.	Name of the Director	No. of Board meetings held during their tenure	No. of Board meetings attended	Attendance at the last AGM
1.	Mr. Chaman Lal Jain (DIN:00022903)	4	4	Yes
2.	Mr. Hari Bansal (DIN:00022923)	4	4	Yes
3.	Mr. Achal Kapoor (DIN:09150394)	4	4	Yes
4.	Mr. Subrata Panda (DIN:00428387)	4	4	Yes
5.	Ms. Apra Sharma (DIN:10149103)	4	4	Yes
6.	Mr. Sandeep Mittal (DIN: 00225089)	5	5	NA
7.	Mr. Rajat Goyal (DIN: 03543956)	5	5	NA
8.	Mr. Jai Kishan (DIN: 11033609)	5	5	NA
9	Ms. Preeti Jain (DIN: 08803345)	5	5	NA

**Note: At the Board Meeting held on December 11, 2025, Mr. Chaman Lal Jain, Mr. Hari Bansal, Mr. Achal Kapoor, Mr. Subrata Panda and Ms. Apra Sharma were present.*

(C) Directors with pecuniary relationship or business transaction with the Company

The Board of the Company comprises one Executive Director, one Non-Executive Non-Independent Director and two Independent Directors. The Independent Directors do not have any pecuniary relationship or business transactions with the Company, its Promoters, Management, Subsidiaries or Associate Companies, except for the sitting fees paid for attending the meetings of the Board of Directors and its Committees, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Executive Director receives remuneration comprising salary, allowances and perquisites, as approved by the shareholders. There are no other pecuniary relationships or business transactions between the Independent Directors and the Executive Directors or with the Company, other than those disclosed above.

(D) Meeting of Independent Directors

A separate meeting of the Independent Directors was held on 16th March 2026, without the presence of Non-Independent Directors and the management, inter-alia, to discuss (a) Evaluation of the performance of the Non-Independent Directors and the Board of Directors as a whole, (b) Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive Directors and Non-Executive Directors and (c) Evaluation of the quality, quantity and timeliness of flow of information between the Management and the Board, that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors expressed satisfaction with the overall performance of the Directors and the Board as a whole.

(E) Familiarisation Programme for Independent Directors

The Familiarization program aims to provide insight to the Independent Directors to understand the nature of the Industry in which the Company operates, business model of the Company, its stakeholders, leadership team, senior management, operations, policies and industry perspective and issues. The Independent Directors are made aware of their roles, rights, and responsibilities at the time of their appointment/re-appointment through a formal letter of appointment.

In addition to the above, the familiarization program for Independent Directors forms part of the Board process. On an ongoing basis, the Directors are familiarized with the Company's business, its operations, business plans, strategy, functions, policies and procedures and the performance of subsidiaries at the Board and Committee meetings. Changes in the regulatory framework and its impact on the operations of the Company are also presented at the Board/Committee meetings. Such report placed at <https://www.addiindustries.com/wp-content/uploads/2025/04/Familiarisation-Programme-for-Independent-Directors-13.02.2025.pdf>.

(F) Board Members Qualification & Experience

The Board evaluates its composition to ensure that it has the appropriate mix of skills, experience, independence and knowledge to ensure its continued effectiveness. The Board Members should, at a minimum, have background that when combined provide a portfolio of experience and knowledge that will serve Addi's governance and strategic needs. The Directors have demonstrated experience and ability that is relevant to the Board's oversight role with respect to the Companies business and affairs.

In terms of Listing Regulations, the following skills, expertise and competencies have been identified by the Board of Directors as required in the context of the Company's business and sector for it to function effectively:

- Leadership;
- Corporate Governance;
- Technology
- Financial and Risk Management;
- Industry knowledge and
- Sales & Marketing
- International Business

The Proficiency of Individual Members in the specific areas are indicated here below (✓). However, the absence of indication in any area should not be construed that individual does not possess the related skill or qualifications

Name of the Director	Leadership	Corporate Governance	Technology	Financial & Risk Management	Industry Knowledge	Sales and Marketing
Mr. Sandeep Mittal	✓	✓	✓	✓	✓	✓
Mr. Rajat Goyal	✓	✓	✓	✓	✓	✓
Mr. Jai Kishan	✓	✓	✓	✓	✓	✓
Ms. Preeti Jain	✓	✓	✓	✓	✓	✓

3. COMMITTEES OF THE BOARD

The Board has constituted various Committees to take informed decisions in the best interest of the Company. These Committees monitor the activities falling within their terms of reference. Further, terms of reference were revised to align with the provisions of Companies Act, 2013 and SEBI LODR, and other applicable regulatory requirements.

The number of Directorships held by all Directors as well as their Membership / Chairmanship in Committees is within the prescribed limits under the Companies Act, 2013 and SEBI LODR.

The role and the composition of these Committees including number of meetings held during the financial year ended March 31, 2026 are set out below:

(A) Audit Committee

Composition

The Audit Committee comprises of three Directors, namely, Mr. Jai Kishan (Independent Director)-Chairperson, Mr. Rajat Goyal (Non-Executive Director) and Ms. Preeti Jain (Independent Director) as members.

Mr. Amandeep (Membership No. A-76320), Company Secretary & Compliance Officer, acts as the Secretary to the Audit Committee. He was appointed as the Company Secretary & Compliance Officer with effect from February 13, 2026, pursuant to the resignation of Ms. Taranjeet Kaur, who ceased to hold the office of Company Secretary & Compliance Officer with effect from the close of business hours on December 24, 2025.

Terms of reference

The terms of reference of the Audit Committee, inter-alia, include:

- To oversee the financial reporting process and disclosure of financial information;
- To review with Management, Quarterly, Half Yearly and Annual Financial Statements and ensure their accuracy and correctness before submission to the Board;
- To review with Management and Internal Auditors, the adequacy of internal control systems, approving the internal audit plans/ reports and reviewing the efficacy of their function, discussion and review of periodic audit reports including findings of internal investigations;
- To recommend the appointment of the Internal and Statutory Auditors and their remuneration;
- To review and approve the adequacy of provisions for doubtful debts/receivables and other write-off decisions in accordance with the Company's accounting policies;
- To hold discussions with the Statutory and Internal Auditors;
- Review and monitoring of the Auditor's independence and performance, and effectiveness of audit process;
- Examination of the Auditors' report on financial statements of the Company (in addition to the financial statements) before submission to the Board;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- To review Internal Audit Reports relating to internal control weaknesses, including significant findings of the Internal Auditors and the corrective actions taken or proposed to be taken by the Management thereon.;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Monitoring the end use of funds raised through public offers and related matters as and when such funds are raised and also reviewing with the management the utilization of the funds so raised, for purposes other than those stated in the relevant offer document, if any and making appropriate recommendations to the Board in this regard;
- Evaluation of the risk management systems (in addition to the internal control systems);
- Review and monitoring of the performance of the Statutory Auditors and effectiveness of the audit process;

- To hold post audit discussions with the Auditors to ascertain any area of concern;
- To review the functioning of the whistle blower mechanism;
- Approval to the appointment of the CFO after assessing the qualifications, experience and background etc. of the candidate;
- Approval of write-off of bad and doubtful debts/receivables in terms of the Company's policy, where applicable;
- Review of information system audit of the internal systems and processes to assess the operational risks faced by the Company and also ensures that the information system audit of internal systems and processes is conducted periodically; and
- Reviewing the utilization of loans and/or advances and/or investment by the Company to its Subsidiary Companies, exceeding rupees 100 Crores or 10% of the assets side of the respective Subsidiary Companies, whichever is lower, including existing loans / advances / investment existing as on April 1, 2019.

Meetings and Attendance during the year

During the Financial Year 2025-26, members of the Audit Committee met **Five** times, i.e. on **May 26, 2025; August 11, 2025; November 14, 2025; February 13, 2026 and March 16, 2026**. The composition of the Audit Committee as on March 31, 2026:

The attendance of Committee members in these meetings is as under:

Name of Members	Category	Meetings Attended
Mr. Jai Kishan	Chairman (Independent Director)	2
Ms. Preeti Jain	Member (Independent Director)	2
Mr. Rajat Goyal	Member (Non-Executive Director)	2

**The Audit Committee was reconstituted on December 11, 2025 pursuant to the change in the management and control of the Company. The three meetings held prior to such reconstitution, i.e., on May 26, 2025, August 11, 2025 and November 14, 2025, were attended by erstwhile members of the Audit Committee comprising Mr. Achal Kapoor, Mr. Subrata Panda, Mr. Chaman Lal Jain and Ms. Apra Sharma, who constituted the Committee during the relevant period.*

(B) Nomination & Remuneration Committee

Composition

The Nomination & Remuneration Committee (N&R) of the Board comprises of, Mr. Jai Kishan (Independent Director) as Chairman, Ms. Preeti Jain (Independent Director) and Mr. Rajat Goyal (Non- Executive Director) as members.

Terms of reference

The terms of reference of Nomination & Remuneration Committee, inter-alia, include:

- To formulate the criteria for determining qualifications, positive attributes, expertise, integrity and independence of a Director and recommend to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel (KMP), Senior Management Personnel and other employees.
- To formulate the criteria for evaluation of the performance of the Board of Directors, its Committees, Individual Directors and Independent Directors.
- To devise a policy on the diversity of the Board of Directors.

- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down by the Committee, and recommend their appointment, re-appointment and removal to the Board.
- To recommend to the Board the appointment, re-appointment, remuneration, terms and conditions of appointment, continuation and removal of Directors, Key Managerial Personnel and Senior Management Personnel.
- To recommend to the Board the remuneration, including salary, perquisites, allowances, incentives, retirement benefits, commission (where applicable) and other benefits payable to the Executive Directors, Key Managerial Personnel and Senior Management Personnel, in accordance with the applicable laws and the Company's Remuneration Policy.
- To recommend to the Board the sitting fees, commission (where applicable) and other compensation payable to Non-Executive Directors and Independent Directors, in accordance with the applicable laws and shareholders' approvals, wherever required.
- To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors and Senior Management of the quality required to run the Company successfully, and that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- To determine and recommend the overall remuneration policy and other terms and conditions of employment of Directors, Key Managerial Personnel and Senior Management Personnel.
- To carry out the evaluation of the performance of every Director and review the implementation and effectiveness of the performance evaluation framework.
- To determine whether to extend or continue the term of appointment of an Independent Director on the basis of the report of performance evaluation and fulfilment of the applicable criteria under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- To review and ensure that the proposed and existing Directors satisfy the applicable eligibility, independence and other criteria prescribed under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.
- To administer, supervise and perform such functions as are required under the Company's employee stock option/share-based benefit schemes and the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, including such powers as may be delegated by the Board.
- To ensure that the removal of Directors, Key Managerial Personnel and Senior Management Personnel is carried out in accordance with the applicable provisions of law and the principles of natural justice.
- To perform such other duties, responsibilities and functions as may be assigned by the Board of Directors or as may be prescribed under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, or any other applicable law, statutory amendment or regulatory requirement from time to time.

Meetings and Attendance during the year

During the financial year ended March 31, 2026, the Committee met 3 (Three) times i.e. on **November 14, 2025; December 11, 2025 and January 20, 2026.**

The attendance of Committee members in these meetings is as under:

Name of Members	Category	Meetings Attended
Mr. Jai Kishan	Chairman (Independent Director)	1
Ms. Preeti Jain	Member (Independent Director)	1
Mr. Rajat Goyal	Member (Non-Executive Director)	1

**The Nomination & Remuneration Committee was reconstituted on December 11, 2025 pursuant to the change in the management and control of the Company. The two meetings held prior to such reconstitution, i.e., on November 14, 2025, December 11, 2025, were attended by erstwhile members of the Nomination & Remuneration Committee comprising Mr. Achal Kapoor, Mr. Subrata Panda, Mr. Hari Bansal and Ms. Apra Sharma, who constituted the Committee during the relevant period.*

Policy for selection and appointment of Directors

The Nomination and Remuneration Committee (N&R Committee/ NRC) has adopted a policy which, inter alia, deals with the manner of selection of the Board of Directors, Senior Management and their compensation.

- a) The incumbent for the positions of Executive Directors and/or at Senior Management, shall be the persons of high integrity who possesses relevant expertise, experience and leadership qualities, required for the position.
- b) The Non-Executive Directors shall be of high integrity, with relevant expertise and experience so as to have the diverse Board with Directors having expertise in the fields of finance, banking, regulatory, taxation, law, governance and general management.
- c) In case of appointment of Independent Directors, the independent nature of the proposed appointee vis-a-vis the Company shall be ensured.
- d) The N&R Committee shall consider qualification, experience, expertise of the incumbent, and shall also ensure that such other criteria with regard to age and other qualification etc., as laid down under the Companies Act, 2013 or other applicable laws are fulfilled, before recommending to the Board, for their appointment as Directors.
- e) In case of re-appointment, the Board shall take into consideration, the performance evaluation of the Director and his / her engagement level.

Remuneration Policy

Company's Remuneration Policy is market-led, based on the fundamental principles of payment for performance, for potential and for growth. It also takes into account the competitive circumstances of the business, so as to attract and retain quality talent and leverage performance significantly. The NRC recommends the remuneration payable to the Executive Directors and Key Managerial Personnel, for approval by Board of Directors of the Company, subject to the approval of its Shareholders, wherever necessary.

Evaluation of the Board and Directors

The Independent Directors play a key role in the decision-making process of the Board as they approve the overall strategy of the Company and oversee performance of the management. The Independent Directors are committed to act in the best interest of the Company and its stakeholders. The Independent Directors bring a wide range of experience, knowledge and judgment. Their wide knowledge of both, their field of expertise and boardroom practices brings in varied, unbiased, independent and experienced outlook. All Independent Directors have committed and allocated sufficient time to perform their duties effectively. All the Independent Directors of the Company have confirmed that they have registered themselves in the databank created for Independent Directors, well within the stipulated time frame.

The Nomination and Remuneration Committee (NRC) of the Board reassessed the framework, methodology and criteria for evaluating the performance of the Board as a whole, including Board Committee(s), as well as performance of each Director(s)/Chairman and confirmed that the existing evaluation parameters are in compliance with the requirements as per SEBI guidance note dated January 5, 2017 on Board evaluation. The existing parameters include effectiveness of the Board and its committees, decision making process, Directors/Members participation, governance, independence, quality and content of agenda papers, teamwork, frequency of meetings, discussions at meetings, corporate culture, contribution, role of the Chairman and management of conflict of interest. On the basis these parameters and guidance notes on board evaluation

issued by SEBI, the NRC had reviewed at length the performance of each Director individually and expressed satisfaction on the process of evaluation and the performance of each Director. The performance evaluation of the Board as a whole and its Committees, namely, Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee as well as the performance of each Director individually, including the Chairman was carried out by the entire Board of Directors. The performance evaluation of the Chairman and Executive Directors was carried out by the Independent Directors in their meeting held on 16th March 2026. The Directors expressed their satisfaction with the evaluation process.

Policy on Board Diversity

The Nomination & Remuneration Committee has formulated a Board Diversity Policy to ensure an appropriate balance of skills, experience, knowledge, and perspectives on the Board.

The policy aims to promote diversity in areas such as professional expertise, industry experience, functional knowledge, and leadership capabilities, enabling the Board to effectively address strategic and operational challenges.

Directors Remuneration:

I. Remuneration of Executive Directors

The Executive Directors are being paid remuneration as recommended by Nomination and Remuneration Committee and approved by the Board of Directors/ Shareholders. The elements of the remuneration package of Executive Directors comprise salary, other benefits & allowances and post-retirement benefits. The same is decided by the Nomination and Remuneration Committee within the overall limits as approved by the Board / Shareholders. The annual increments of Executive Directors are linked to their performance & are reviewed by Nomination and Remuneration Committee. The notice period presently applicable to them is as per the Company policies. No severance fee is payable by the Company on termination of Executive Directors. The Whole Time Directors and Managing Director of the Company have been appointed by the Shareholders for a fixed tenure.

Details of remuneration paid to the Executive Directors during the year under review are as follows:

Particulars	Mr. Sandeep Mittal	Mr. Chaman lal Jain
Designation	Whole-time Director (Executive Director)	Managing Director
Nature of Transaction	Remuneration	Remuneration
Remuneration Paid	5.52 Lakhs	42.34

II. Remuneration of Non-Executive Directors

Though day-to-day management of the Company is delegated to its Executive Directors, the Non-Executive Directors also contribute significantly for laying down the policies and providing guidelines for conduct of Company's business. Considering the need for the enlarged role and active participation / contribution of Non-Executive Directors to achieve the growth in operations and profitability of the Company, it is appropriate that the services being rendered by them to the Company are recognized by it by way of payment of compensation, commensurate with their contributions, as permissible within the applicable regulations. The Company's Non-Executive Directors between them have extensive entrepreneurial experience, and deep

experience in the fields of financial sector regulation and supervision, secretarial, accounting, administration, and law enforcement etc. The Non-Executive Directors both exercise effective oversight, and also guide the senior management team. Their experience and inputs have been invaluable. They also devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advice, suggestion and guidance to the management of the Company. The Company is pays Sitting fees payable to its Non-Executive Directors in accordance with the provisions of the Companies Act, 2013 and SEBI LODR.

During the Financial Year ended March 31, 2026, the Non-Executive Directors have been paid, sitting fees for attending the Board meetings of the Company, the details of which are provided as follows:

Particulars	Mr. Rajat Goyal	Mr. Jai Kishan	Ms. Preeti Jain
Designation	Director	Independent Director	Independent Director
Nature of Transaction	Sitting Fees	Sitting Fees	Sitting Fees
Amount paid	Nil	50,000/-	50,000/-

The Independent Directors of the Company do not have any pecuniary relationships or transactions with the Company or its Directors, Senior Management, Subsidiary or Associate Companies, other than in the normal course of business.

III. Shares and Convertible Instruments held by Non-Executive Directors

Pursuant to Part C of Schedule V of the SEBI Listing Regulations, the number of shares and convertible instruments held by each of the Non-Executive Directors of the Company as on March 31, 2026 is set out below:

Sr. No.	Name of the Non-Executive Director	No. of Equity Shares held	No. of Convertible Instruments held
1.	Mr. Rajat Goyal (Director)	35,64,493	Nil
2.	Mr. Jai Kishan (Independent Director)	Nil	Nil
3.	Ms. Preeti Jain (Independent Director)	Nil	Nil

As reflected in the shareholding pattern of the Company as on March 31, 2026, the category 'Directors and their relatives' (other than the Promoter Directors) holds Nil shares, and the Company has not issued any convertible instruments to its Non-Executive Directors.

(C) Stakeholders Relationship Committee

Composition

The Stakeholders Relationship Committee currently comprises of three members, namely, Mr. Jai Kishan (Independent Director) as Chairman, Ms. Preeti Jain (Independent Director) and Mr. Rajat Goyal (Non- Executive Director) as members.

Terms of Reference

- To approve requests for share transfers and transmissions;
- To approve the requests pertaining to remit of shares/sub-division/consolidation/issue of renewed and

- duplicate share certificates etc.;
- To oversee all matters encompassing the Shareholders' / Investors' related issues;
- Resolving the grievances of the security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- Review of measures taken for effective exercise of voting rights by Shareholders;
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent; and
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the Shareholders of the Company.

Meetings and Attendance during the year

During the financial year ended March 31, 2026, the Committee met once, on May 26, 2025.

The attendance of Committee members in these meetings is as under:

Name of Members	Category	Meetings Attended
Mr. Jai Kishan	Chairman (Independent Director)	NA
Ms. Preeti Jain	Member (Independent Director)	NA
Mr. Rajat Goyal	Member (Non-Executive Director)	NA

**The Stakeholders Relationship Committee was reconstituted on December 11, 2025 pursuant to the change in the management and control of the Company. The one meeting held prior to such reconstitution, i.e., on May 26, 2025, was attended by erstwhile members of the Nomination & Remuneration Committee comprising Mr. Achal Kapoor, Mr. Subrata Panda, Mr. Hari Bansal and Mr. Chaman Lal Jain, who constituted the Committee during the relevant period.*

Complaints

Particulars of Complaints	Total
Number of shareholders' complaints received during the financial year	0
Number of complaints not solved to the satisfaction of shareholders	0
Number of pending complaints	0

Name and designation of Compliance Officer

Mr. Amandeep (Membership No. A-76320), Company Secretary & Compliance Officer, is the Compliance Officer of the Company pursuant to Regulation 6(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He was appointed with effect from February 13, 2026, pursuant to the resignation of Ms. Taranjeet Kaur, who ceased to be the Company Secretary & Compliance Officer with effect from the close of business hours of December 24, 2025.

Details of queries / complaints received and resolved pertaining to Equity Shares of the Company during the year 2025-26:

Sl. No.	Particulars	Opening	Received	Disposed	Pending
1	Legal Cases / Cases before	0	0	0	0

Sl. No.	Particulars	Opening	Received	Disposed	Pending
	Consumer Forums				
2	Letters from SEBI / Stock Exchange.	0	0	0	0
3	Status of applications lodged for public issue(s)	0	0	0	0
4	Non-receipt of dividend	0	0	0	0
5	Non-receipt of annual report	0	0	0	0
6	Non receipt of Refund order	0	0	0	0
7	Non-credit/receipt of shares in demat account	0	0	0	0
8	Non receipt of securities after transfer	0	0	0	0
9	Non receipt of call money notice	0	0	0	0
TOTAL		0	0	0	0

4. GENERAL BODY MEETINGS

a. Location and time of last three Annual General Meetings (AGMs) and number of special resolutions passed thereat:

Year	Meeting	Location	Date	Time	Number of special resolutions passed
2024-25	Annual General Meeting	A - 104, 3rd Floor, DDA Shed, Okhla Industrial Area Phase-II, New Delhi-110020	30 th September, 2025	9:00AM	0
2023-24	Annual General Meeting	A - 104, 3rd Floor, DDA Shed, Okhla Industrial Area Phase-II, New Delhi-110020	30 th September, 2024	9:00AM	1
2022-23	Annual General Meeting	A - 104, 3rd Floor, DDA Shed, Okhla Industrial Area Phase-II, New Delhi-110020	30 th September, 2023	9:00AM	3

b. Postal Ballot during the FY 2025-26

During the financial year 2025-26, the Company sought approval of its Members through Postal Ballot conducted by remote e-voting in accordance with the provisions of Section 110 of the Companies Act, 2013 read with the applicable Rules and MCA Circulars. The results of the Postal Ballot were declared on March 11, 2026.

The following Resolutions were passed by the Members with the requisite majority through Postal Ballot:

S.NO	RESOLUTION	%VOTE IN FAVOUR	% VOTE IN AGAINST
1	Consider and approve of Appointment of Mr. Sandeep Mittal (DIN: 00225089) as a Whole Time Director of the Company and Remuneration Payable to Him;(Special resolution)	99.9599	0.0401
2	Approval of the Appointment of Mr. Rajat Goyal (DIN: 03543956) as a “Director” of the Company. (Non-Executive & Non-Independent)(Ordinary Resolution)	99.9835	0.0165
3	Regularization of Appointment of Mr. Jai Kishan (DIN: 11033609) as a Non-Executive Independent Director for a term of five years.; (Special Resolution)	99.9599	0.0401
4	Regularization of Appointment of Ms. Preeti Jain (DIN:08803345) as a Non-Executive Independent Director for a term of five years. ;(Special Resolution)	99.9599	0.0401

* Scrutinizer’s Report was prepared by Rawal & Co.

5. MEANS OF COMMUNICATION

The Company has provided adequate and timely information to its members, inter-alia, through the following means:

- (i) **Publication of financial Results:** The quarterly / annual results of the Company are published in Financial Express (English) and The Pioneer (English and Hindi)
- (ii) **News Release etc.:** The Company has its own website <http://www.addiindustries.com/> and all vital information relating to the Company and its performance including financial results, earnings update, other statutory information required under relevant legislation, etc are published on the website.
- (iii) **Management’s Discussion and Analysis Report** has been included in the Annual Report, which forms a part of the Annual Report.

6. GENERAL SHAREHOLDERS INFORMATION

(A) Company Registration Details

The Company is registered in the NCT of Delhi. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L51109DL1980PLC256335

(B) Date, Time and Venue of AGM

The 44th AGM of the Company would be held on the day, date and time as mentioned in the Notice convening the said AGM. The Company is conducting AGM through Video Conferencing (VC)/ Other Audio Visual Mode (OAVM) the deemed venue for AGM shall be the registered address of Company situated at Apra Plaza , Plot no. 29, First Floor, Unit no-106A , Road No-44 , Community Centre, Rani Bagh, Pitampura, Delhi, India, 110034

(C) Financial year

The financial year of the Company is a period of twelve months beginning on April 01, every calendar year and ending on March 31 the following calendar year.

(D) Dividend Payment Date

During the year under review company has not given any dividend on equity shares of the company.

(E) Dividend Policy

The declaration and payment of dividend will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and the Act. The dividend, if any, will depend on several factors, including but not limited to growth plans, capital requirements and the available distributable surplus. This Policy is available on the Company's website at <http://www.addiindustries.com/corporate-governance-company-policies/>

(F) Listing on Stock Exchanges

The Company's shares are listed at the following stock exchanges:

BSE Limited (BSE)

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001

(G) Stock Code / Symbol / ISIN

The Company's Equity Shares are identified on the stock exchanges and depositories through the following codes/symbol:

Particulars	Details
BSE Scrip Code	507852
NSE Symbol	NOTLISTED
ISIN (for Equity Shares in dematerialized form)	INE757C01021

The Company confirms that the annual listing fees for the financial year 2025-26 have been paid in full to

BSE Limited within the prescribed timelines.

The Annual Custodial Fee as applicable for the financial year 2025-26 has been paid within the due dates to Central Depository Services Limited (CDSL) and National Securities Depository Limited (NSDL).

(H) Market Price Data and Performance in comparison to Broad-based Indices

The monthly high and low market prices of the Company's Equity Shares traded on BSE Limited during the financial year 2025-26, along with the corresponding closing values of the BSE Sensex under:

Month	BSE High (₹)	BSE Low (₹)	BSE Sensex (Closing)
April 2025	63.89	44.33	51.02
May 2025	99.8	49.06	93.94
June 2025	114.77	86.30	97.92
July 2025	130.29	91.28	126.50
August 2025	132.2	106.40	115.70
September 2025	123.85	102.95	109.95
October 2025	133.9	107.05	129.65
November 2025	141.25	105.25	113.75
December 2025	133.75	94	104.1
January 2026	122.7	96.3	100.05
February 2026	117.75	96.30	102.50
March 2026	116.50	86.00	97.90

The performance of the Company's Equity Share price during the financial year 2025-26, as compared to the movement of the broad-based indices (BSE Sensex/ NSE Nifty), indicates the relative trend of the Company's share price vis-à-vis the market.

(I) Details of securities suspended from trading

None of the Securities of the Company, listed on Stock Exchanges have ever been suspended from trading.

(J) Registrar and Share Transfer Agents

For Equity Shares:

Beetal Financial and Computer Services Private Limited

Office:- BEETAL HOUSE, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Data Harsukhdas Mandir, New Delhi-110062.

Email Id: beetal@beetalfinancial.com

Contact: [011-42959000-09](tel:011-42959000-09)

SEBI Registration No.: INR000000262

Website: <https://beetal.in/home/>

(K) Share Transfer System

The Board has delegated the authority for share transfers, transmissions, remat/ demat of shares/sub-division/ consolidation/ issue of renewed and duplicate share certificates etc. to the Board constituted Stakeholders' Relationship Committee. For any such action request is to be made to the RTA, which after scrutinizing all such requests, forwards it for approval by Stakeholders' Relationship Committee.

(L) (i) Distribution of shareholding as on March 31, 2026

Fully Paid up Equity Shares

Sl. No.	Category Amount	No. of Holders	% to total holders	Amount (in ₹.)	% Of Amount
1	1-5000	4391	95.27	4072660	7.54
2	5001- 10000	91	1.97	694255	1.29
3	10001- 20000	67	1.45	992190	1.84
4	20001- 30000	19	0.41	491710	0.91
5	30001- 40000	5	0.11	168985	0.31
6	40001- 50000	11	0.24	504565	0.93
7	50001- 100000	9	0.2	641390	1.19
8	100001& Above	16	0.35	46417115	85.98
	Total:	4609	100.00	53982870	100.00

(ii) Shareholding pattern as on March 31, 2026

Fully Paid up Equity Shares

S. No.	Description	No. of Shares	% holding
1	Promoters and Promoters Group	80,18,191	74.27
2	Public	27,78,383	25.73
3	Shares underlying DRs	0	0.00
4	Shares held by Employee Trust	0	0.00
5	Non Promoter-Non Public	0	0.00
	Total	1,07,96,574	100.00

(M) Dematerialization of shares and liquidity

Equity Shares of the Company are traded under compulsory dematerialized mode and are available for trading under both the depositories i.e. NSDL and CDSL.

Mode of Shares	Number of Shares	% age
Physical	5,43,636	5.035%
CDSL	35,87,091	33.224%

NSDL	66,65,847	61.740%
Total	1,07,96,574	100.00%

As on March 31, 2026, 94.964% Equity shares of the Company representing 1,02,52,938 Equity shares were held in dematerialized form.

(N) Outstanding GDRs/Convertible Instruments

- (i) **GDRs:** As on March 31st, 2026, there is no outstanding GDR.
- (ii) **ESOPs:** As on March 31st, 2026 these are no outstanding ESOPs
- (iii) **FCCBs:** As on March 31st, 2026, there are no Outstanding FCCBs

(O) Commodity price risk or foreign exchange risk and hedging activities

The Company had no exposure to commodity price risk or foreign exchange risk during the financial year 2025-26 and, accordingly, no hedging activities were undertaken during the year

(P) Plant Locations

As on March 31, 2026, the Company has not established or operated any manufacturing facility or plant and is presently engaged in the trading of textile products and rendering of other services. Accordingly, the Company does not have any manufacturing plant locations as on March 31, 2026.

(Q) Address for Correspondence

a. Registered Office:

ADDI INDUSTRIES LIMITED

Apra Plaza , Plot No. 29, First Floor ,Unit No-106A , Road No.44 , Community Centre, Rani Bagh, Pitampura, Delhi, India, 110034

Email: addiindustries.com9899@gmail.com

Website: <http://www.addiindustries.com/>

The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L51109DL1980PLC256335

b. Corporate Office: Not Applicable

(R) Profiles of the directors seeking appointment / re-appointment have been captured in the Notice convening the 44th AGM of the Company.: NA

(S) Credit Ratings and Change:-

During the Financial Year 2025-26, no credit rating was obtained by the Company.

(T) Statutory Auditors

M/s. B.R. Gupta & Co, Chartered Accountants, (Firms Registration No. 008352N), were appointed as the Statutory Auditors of Addi Industries Limited. The particulars of payment of fees to the Statutory Auditors, on consolidated basis for the financial year 2025-26 are provided below:

Fee Paid (in ₹ Lacs)	
Particulars	FY2025-26
Auditor's Fee	6,67,200
Certification Fee*	3,34,800
Others*	Nil
Total	10,20,000

**Included in Legal and Professional Charges*

(U) Particulars of Board

Changes in the Board During the Financial Year 2025–26;

- **Mr. Chaman Lal Jain (DIN: 00022903)** has vide letter dated 11th December, 2025, resigned from the office of Managing Director and Chairman of the Company and from all the membership/chairmanship held in the Committees of the Company with immediate effect due to Change in Management and control as part of the Share Purchase and Transfer of Control Agreement dated 20th May, 2025.
- **Mr. Hari Bansal (DIN: 00022923)** has vide letter dated 11th December, 2025, resigned from the office of Non-Executive Non-Independent Director of the Company and from all the membership/chairmanship held in the Committees of the Company with immediate effect due to Change in Management and control as part of the Share Purchase and Transfer of Control Agreement dated 20th May, 2025..
- **Mr. Achal Kapoor (DIN: 09150394)** has vide letter dated 11th December, 2025, resigned from the office of Non-Executive Independent Director of the Company and from all the membership/chairmanship held in the Committees of the Company with immediate effect due to Change in Management and control as part of the Share Purchase and Transfer of Control Agreement dated 20th May, 2025.
- **Mr. Subrata Panda (DIN: 00428387)** has vide letter dated 11th December, 2025, resigned from the office of Non-Executive Independent Director of the Company and from all the membership/chairmanship held in the Committees of the Company with immediate effect due to Change in Management and control as part of the Share Purchase and Transfer of Control Agreement dated 20th May, 2025.
- **Ms. Apra Sharma (DIN:10149103)** has vide letter dated 11th December, 2025, resigned from the office of Non-Executive Independent Director of the Company and from all the membership/chairmanship held in the Committees of the Company with immediate effect due to Change in Management and control as part of the Share Purchase and Transfer of Control Agreement dated 20th May, 2025.
- **Mr. Sandeep Mittal (DIN: 00225089)**, based on the recommendation of the Nomination and Remuneration Committee, was approved by the Board of Directors of the Company for appointment as Additional Director in the category of Whole Time Director (Promoter, Executive) with effect from 11th

December, 2025 for a term of Five (5) years, shall not be liable to retire by rotation, on the Board of the Company subject to the approval of members.

- **Mr. Rajat Goyal (DIN: 03543956)**, based on the recommendation of the Nomination and Remuneration Committee, was approved by the Board of Directors of the Company for appointment as Additional Director in the category of Non-Executive Director (Promoter) with effect from 11th December, 2025, shall be liable to retire by rotation, on the Board of the Company.
- **Mr. Jai Kishan (DIN: 11033609)**, based on the recommendation of the Nomination and Remuneration Committee, was approved by the Board of Directors of the Company for appointment as Additional Director in the category of Independent Director with effect from 11th December, 2025 for a term of Five (5) years, shall not be liable to retire by rotation, on the Board of the Company subject to the approval of members.
- **Ms. Preeti Jain (DIN: 08803345)**, based on the recommendation of the Nomination and Remuneration Committee, was approved by the Board of Directors of the Company for appointment as Additional Director in the category of Independent Director with effect from 11th December, 2025 for a term of Five (5) years, shall not be liable to retire by rotation, on the Board of the Company subject to the approval of members.

During the Financial Year 2025–26, the following changes took place in the Key Managerial Personnel (KMPs) of the Company:

- During the year under review, Mr. Sandeep Mittal was appointed as Whole Time Director of the Company with effect from December 11, 2025 consequent to the resignation of Mr. Chaman Lal Jain from the position of Managing Director with effect from December 11, 2025.
- Further, Mr. Atul Kumar Jain resigned from the position of Chief Financial Officer of the Company with effect from December 11, 2025.
- Further, Ms. Taranjeet Kaur resigned from the position of Company Secretary and Compliance Officer of the Company with effect from December 24, 2025. Subsequent to her resignation, Mr. Amandeep was appointed as the Company Secretary and Compliance Officer of the Company with effect from February 13, 2026.

Except as stated above, there were no other changes in the Key Managerial Personnel of the Company during the year under review.

- Subsequent to the close of the financial year, the Board of Directors at its meeting held on April 22, 2026, based on the recommendation of the Audit committee and Nomination and Remuneration Committee, approved Mr. Sandeep Mittal appointed as the Chief Financial Officer of the Company with effect from April 22, 2026.

(V) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

S. No.	Particulars	Details
--------	-------------	---------

1	Number of complaints received during the financial year	0
2	Number of complaints disposed of during the financial year	0
3	Number of complaints pending as on end of the financial year	0

7. COMPLIANCE CERTIFICATE FROM THE PRACTICING COMPANY SECRETARY

A certificate from a Practicing Company Secretary M/s Rawal & Co., Company Secretaries, certifying the Company's compliance with the provisions of Corporate Governance as stipulated in Regulation 34(3) read with Schedule-V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to and forms a part of this Report.

8. SECRETARIAL AUDIT:

M/s Rawal & Co., Practicing Company Secretaries, has conducted a Secretarial Audit of the Company for the financial year 2025-26. Their Audit Report confirms that the Company has complied with the applicable provisions of the Act and the Rules made there under its Memorandum and Articles of Association, Listing Regulations and the applicable SEBI Regulations. The Secretarial Audit Report forms part of the Board's Report.

9. OTHER DISCLOSURES:

(i) Subsidiary Companies:

Skyrix Ventures Private Limited (Formerly known as AUM Texfab Private Limited) is the wholly owned subsidiary company of Addi Industries Limited.

(ii) Details of Non-Compliance

The Company has complied with the requirements of the Stock Exchanges, SEBI, and other statutory authorities in respect of capital market matters during the financial year 2025-26.

Further, there has been **no material** non-compliance with any of the requirements of the Corporate Governance Report as specified under Sub-Para (2) to (10) of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(iii) Related Party Transactions

The Company has a board approved policy on Related Party Transactions. The policy intends to ensure that proper reporting, approval and disclosure processes are in place for all related party transactions. Further, pursuant to notification of amendments to Listing Regulations, amongst other changes, the scope of related party transactions has been widened significantly and the said policy was amended to align it with all the applicable amendments. The updated policy is placed on the Company's website at <http://www.addiindustries.com/corporate-governance-company-policies/>. There are no materially significant related party transactions entered into by the Company with its Promoters, Directors or Management, their subsidiaries, or relatives, etc. that may have potential conflict with the interests of the Company at large.

All transactions entered with related parties during the year ended 31st March, 2026 as mentioned under Companies Act, 2013 and Regulation 23 of the Listing Obligations & Disclosures Regulations (LODR) were in

the ordinary course of business and on arm's length pricing basis.

Further, as per Regulation 23(9) of the SEBI Listing Regulations, your Company has also filed the related party transactions as per the timelines specified under the said regulations.

Loans and advances in the nature of loans to firms/companies in which directors are interested, is disclosed along with other related party transactions, in the notes forming part of financial statements.

(iv) MD AND CFO Certification

- (a) The Managing Director and CFO have issued certificate pursuant to the Regulation 33(2)(a) of SEBI (LODR) Regulations, 2015, certifying that the financial statements do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.
- (b) The Managing Director and the CFO have issued certificate pursuant to the provisions of Regulation 17(8) read with Part-B of Schedule-II of the SEBI LODR, certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs.

(v) Codes of the Company

(a) Code of Conduct and Ethics

The Company has laid down a Code of Conduct and Ethics (the "Code") for the Board Members and Senior Management personnel of the Company. The Code is available on the website of the Company at <http://www.addiindustries.com/wp-content/uploads/2022/08/Code-of-Conduct.pdf>

All Board Members and Senior Management personnel have affirmed compliance with the Code. A declaration signed by the Whole Time Director and Director to this effect is enclosed at the end of this Report.

The Code seeks to ensure that the Board Members and Senior Management personnel observe a total commitment to their duties and responsibilities while ensuring a complete adherence with the applicable statutes along with business values and ethics.

(b) Code of Conduct for Prevention of Insider Trading

The Company has laid down a Code of Conduct for Prevention of Insider Trading, in accordance with the requirements of The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Companies Act, 2013, with a view to regulate trading in Securities of the Company by its directors, designated persons and employees.

The Company also maintains a structured digital database of persons or entities with whom the Unpublished Price Sensitive Information is shared.

(vi) Whistle Blower Policy

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of its business operations. To maintain these standards, the Company has implemented the Whistle Blower Policy ('the Policy'), to provide an avenue for employees to report matters without the risk of subsequent victimization, discrimination or disadvantage. The Policy applies to all employees working for the Company and its subsidiaries and no personnel have been denied access to the audit committee. Pursuant to the Policy, the

whistle blowers can raise concerns relating to matters such as breach of Company's Code of Conduct, fraud, bribery, corruption, employee misconduct, illegality, misappropriation of Company's funds/assets etc. A whistle-blowing or reporting mechanism, as set out in the Policy, invites all employees to act responsibly to uphold the reputation of the Company and its subsidiaries. The Policy aims to ensure that serious concerns are properly raised and addressed and are recognized as an enabling factor in administering good governance practices. The details of the Whistle Blower Policy are available on the website of the Company <http://www.addiindustries.com/corporate-governance-company-policies/>.

(vii) Strictures and penalties during the last three years

No penalties or strictures have been imposed on the Company by any stock exchange, SEBI or statutory authority on any matter related to capital markets during the last three years.

(viii) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)

The Company has not raised any funds through preferential allotment or qualified institutions placement during the financial year under review. Accordingly, the disclosure under Regulation 32(7A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable.

(ix) The Company has complied Corporate Governance requirements specified in regulation 17 to 27 and clause (b) to (i) of sub regulation (2) of regulation 46 of the Listing Regulations.

10. DISCRETIONARY REQUIREMENTS

(A) Shareholders Rights

The Company would be getting its quarterly/half yearly and annual financial results published in leading newspapers namely Financial Express (English language) and The Pioneer (Hindi and English language newspaper) with wide circulation across the country and regularly update the same on its public domain website. In view of the same individual communication of quarterly/annual financial results to the Shareholders will not be made. Further, information pertaining to important developments in the Company shall be brought to the knowledge of the public at large and to the Shareholders of the Company in particular, through communications sent to the stock exchanges where the shares of the Company are listed, through press releases in leading newspapers and through regular uploads made on the Company website.

(B) Audit Qualification

The Auditors' Report on the audited annual accounts of the Company does not contain any qualification from the Statutory Auditors and it shall be the endeavor of the Company to continue the trend by building up accounting systems and controls which ensure complete adherence to the applicable accounting standards and practices obviating the possibility of the Auditors qualifying their report as to the audited accounts.

(C) Disclosure of non-acceptance of Committee recommendation by the Board

During the Financial Year 2025-26, the Board has accepted all the recommendations/submission of its' Committees.

(D) Reporting of Internal Auditor

The Internal Auditor of the Company reports to the Audit Committee.

Except as set out above, the Company has not adopted the non-mandatory requirements as to any of the other matters recommended under Part E of Schedule II of read with Regulation 27(1) of SEBI (LODR) Regulations, 2015.

(E) Unclaimed Shares lying in Demat Suspense Account

Not Applicable. There were no shares lying in the demat suspense account/unclaimed suspense account of the Company as on March 31, 2026.

(F) Disclosure of certain types of agreements binding listed entities

Pursuant to Regulation 30 read with Regulation 30A and Clause 5A of Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the financial year 2025-26, a Share Purchase and Transfer of Control Agreement dated May 20, 2025 was entered into in relation to the acquisition of equity shares and control of the Company by Mr. Sandeep Mittal and Mr. Rajat Goyal, along with their HUF(s), as Acquirers.

Pursuant to the said Agreement, the Acquirers made an Open Offer to the public shareholders of the Company in accordance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Upon completion of the transactions contemplated under the aforesaid Agreement and the Open Offer, Mr. Sandeep Mittal and Mr. Rajat Goyal, along with their HUF(s), acquired shares/control of the Company in December 2025, resulting in a change in the management and control of the Company. Consequent thereto, the Board of Directors and its Committees were reconstituted with effect from December 11, 2025, as applicable.

The requisite disclosures and intimations relating to the aforesaid Agreement, Open Offer, acquisition and consequent change in control were made to the Stock Exchange(s) in accordance with the applicable provisions of the SEBI Listing Regulations and the SEBI (SAST) Regulations, 2011.

Except for the aforesaid Agreement, there were no other agreements required to be disclosed under Clause 5A of Para A of Part A of Schedule III of the SEBI Listing Regulations during the financial year 2025-26.

11. ANNUAL DECLARATION PURSUANT TO REGULATION 34(3) READ WITH SCHEDULE-V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As required under Regulation 34(3) read with Part D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we, Sandeep Mittal and Rajat Goyal, the undersigned, in our capacities as the Whole Time Director and the Director respectively of Addi Industries Limited("the

Company"), hereby declare that all the Members of the Board of Directors and the Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2026.

This declaration is made in compliance with the requirements of Regulation 34(3) read with Part D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For and on behalf of

ADDI INDUSTRIES LIMITED

S/D

SANDEEP MITTAL

WHOLE TIME DIRECTOR

(DIN: 00225089)

S/D

RAJAT GOYAL

DIRECTOR

(DIN : 03543956)

DATE : 08-09-2026

PLACE : NEW DELHI

Annexure-II

AOC -1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures:

Part A Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in lakhs)

S. No.	Details
Name of the subsidiary	Skyrix Ventures Private Limited (Formerly known as Aum Texfab Private Limited)
The date since when subsidiary was acquired	2006
Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	N.A.
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.
Share capital	79
Reserves & surplus	175.04
Total assets	576.50
Total Liabilities	576.50
Investments	86.33
Turnover	
Total Income	530.24
Profit before taxation	19.30
Provision for taxation	4.92
Profit after taxation	14.38
Proposed Dividend	0
% of shareholding	100

Notes:

1. Names of subsidiaries which are yet to commence operations: Nil
2. Names of subsidiaries which have been liquidated or sold during the year: Nil
3. Name of subsidiaries which have been merged with the Company during the: Nil

For and on the behalf of

ADDI INDUSTRIES LIMITED

S/D

SANDEEP MITTAL

WHOLE TIME DIRECTOR

(DIN: 00225089)

S/D

RAJAT GOYAL

DIRECTOR

(DIN : 03543956)

DATE : 08-09-2026

PLACE : NEW DELHI

Annexure-III

MANAGEMENT DISCUSSION & ANALYSIS REPORT

ECONOMY

GLOBAL

After withstanding higher trade barriers and elevated uncertainty last year, global activity now faces a major test from the outbreak of war in the Middle East. Assuming that the conflict remains limited in duration and scope, global growth is projected to slow to 3.1 percent in 2026 and 3.2 percent in 2027. Global headline inflation is projected to rise modestly in 2026 before resuming its decline in 2027. Slowdown in growth and increase in inflation are expected to be particularly pronounced in emerging market and developing economies. Fostering adaptability, maintaining credible policy frameworks, and reinforcing international cooperation are essential to navigating the current shock while preparing for future disruptions in an increasingly uncertain global environment.

INDIA

India continued to demonstrate strong macroeconomic resilience during 2026 despite global economic uncertainties. Although India slipped to the sixth-largest economy in nominal GDP terms due to factors such as the weakening rupee, global geopolitical tensions, foreign capital outflows, and GDP base-year revision, its underlying economic fundamentals remained robust. Supportive government policies, moderating inflation, healthy banking and corporate sectors, strong credit growth, and favourable agricultural prospects contributed to sustained economic stability.

According to the IMF and the United Nations, India is expected to remain the fastest-growing major economy, with GDP growth projected at 6.4% in 2026 and 6.6% in 2027. While rising crude oil prices due to geopolitical tensions in the Middle East may increase import costs and exert pressure on the rupee, India's strong economic fundamentals are expected to support long-term growth and resilience.

INDUSTRY STRUCTURE & DEVELOPMENT

It is a recognized fact that the knitwear sector in the textile industry plays an important role in the Indian Economy. This industry, however, is highly competitive and fragmented. During the year 2025-26 the exports of readymade garments have been reduced substantially, and the export growth was severely affected due to several internal and external developments. Stiff Global Competition, Changing Technology & Fashion industry and above all failure to resume production have an adverse impact on business prospects and profitability.

The Company endeavours into real estate to upward the profit of the Company. However the Company has not entered into any contracts relating to real estate during the year under review.

OPERATING RESULTS

The Company's results for the year present a mixed picture — strong top-line expansion at the group level, offset by materially higher costs that weighed on profitability across both standalone and consolidated views.

Standalone performance:

- Total income (including other income) declined marginally by about 1.98%, from ₹537.03 lakhs in FY 2024-25 to ₹526.38 lakhs in FY 2025-26.
- Total expenses rose sharply by around 90.00%, from ₹123.05 lakhs to ₹233.80 lakhs, driven largely by a steep increase in finance cost (from ₹1.55 lakhs to ₹38.84 lakhs).
- Profit before tax fell by about 29.32%, from ₹413.98 lakhs to ₹292.58 lakhs.
- Profit after tax (PAT) declined by approximately 28.65%, from ₹310.89 lakhs to ₹221.83 lakhs.

Consolidated performance:

- Total income (including other income) grew strongly by about 90.57%, from ₹553.90 lakhs in FY 2024-25 to ₹1,055.58 lakhs in FY 2025-26 — nearly doubling at the group level.

- Total expenses increased significantly to ₹743.68 lakhs (from ₹123.59 lakhs), reflecting the scale-up of group operations and higher finance costs.
- Profit before tax stood at ₹311.90 lakhs, a decline of about 27.52% over the previous year (₹430.31 lakhs).
- Profit after tax (PAT) came in at ₹236.25 lakhs against ₹324.81 lakhs in the previous year, a decrease of around 27.27%.

OPPORTUNITIES & THREATS

The opportunities in the Textile Industry and the increasing growth in export of knitted garments augur well for this vital segment. There is a perceptible change in the outlook and shift for diversified and high value added products.

Textile Companies are always experiencing pricing pressures, lately due to stiff international competition. Besides, lack of modern technology and archaic personnel laws are some of the other areas of significant threats.

Addi Industries is seized of all such factors having adverse effect on its exports.

It is always eager and endeavoring to constantly update its plant & equipment for producing the best quality products. A capital expenditure of Nil was incurred during the year on technology upgradation and modernization of machinery & equipment, wherever considered necessary.

SEGMENT-WISE PERFORMANCE

The Company exploring market in real estate and textile industries, However as of now there is no projects in the Company.

FUTURE PROSPECTS AND OUTLOOK

The Company will continue to explore various options to strengthen its capital base and balance sheet to augment the long-term resources for meeting funds requirements of its business activities, the future growth opportunities, general corporate purposes and other purposes.

RISKS & CONCERNS

The Company places its thrust on product excellence. Judicious risk management policies, strong systems, constant monitoring of various risk factors and a focus on greater market penetration continue to guide the business strategy of the Company. Strict monitoring is done to cut-down costs and overheads, whatever feasible, to make the product more price-competitive.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Internal Audits are also carried out to review the adequacy of the internal control systems, compliance with policies and procedures. The Company has instituted a system of internal control and checks, which are supplemented by an on-going programme of internal audits and Management Information System (MIS). An annual planning and budgeting system has been put into practice. The Audit Committee of the Board actively reviews internal control systems as well as financial disclosures normally on every quarterly period.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCE

Personal relations during the year under report have been cordial. To conform to international standards, the Company conducts different training programs in-house. The Company has also identified and included specific programs on Health, Safety & Environment in every employee/es performance targets. A self-assessment system is in vogue amongst the staff, and a code of conduct amongst the senior management personnel, which is reviewed by the top management from time to time.

MEDIUM- AND LONG-TERM STRATEGY

The Company is committed to creating long-term value for shareholders through sustainable growth and profitability. The Company is committed to investing in its employees and fostering a culture of innovation and excellence. The Company is also committed to being a responsible corporate citizen and contributing to the communities in which it operates.

DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREFOR, INCLUDING:

Ratio	FY 2025-26	FY 2024-25	Change (%)	Explanation (if change > 25%)
Current Ratio	114.21	105.74	8.02%	NA
Debt-Equity Ratio	-	-	-	-
Debt Service Coverage ratio	-	-	-	-
Inventory Turnover ratio	-	-	-	-
Trade Receivable Turnover Ratio	-	-	-	-
Trade Payable Turnover Ratio	-	-	-	-
Net Capital Turnover Ratio	-	-	-	-
Net Profit ratio	-	-	-	-
Return on Equity ratio	0.70%	1.01%	-30.45%	Due to decrease in profit in March 31, 2026
Return on Capital Employed	4.15%	5.35%	-22.45%	NA
Return on Investment	1.83%	2.07%	-11.62%	NA

DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF:

Return on Net worth for the FY 2025-26:

Return on Net worth for the FY 2024-25: 4.024% Change in Return on Net worth:

Explanation: Increased on account of improvement in the working capital during the year as compared to the previous year.

CAUTIONARY STATEMENT

The Statements in the Report of the Board of Directors and the Management Discussion & Analysis Report describing the Company's projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied since the Company's operations are influenced by many external and internal factors beyond the control of the Company.

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

S/D
SANDEEP MITTAL
WHOLE TIME DIRECTOR
(DIN : 00225089)
DATE: 08-09-2026
PLACE: NEW DELHI

S/D
RAJAT GOYAL
DIRECTOR
(DIN: 03543956)



Rawal & Co.

(Company Secretaries)

Office: 631/101, Surendra Nagar, Lucknow-226016.

Email Id: vivekrawal89@gmail.com, Tel: +91-7827794619

Registration No. S2020UP717200, Peer Review No. 5722/2024

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

[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 Limited
Apra Plaza , Plot no. 29, First Floor ,Unit no-106A ,
Road No-44 , Community Centre Rani Bagh,
Pitampura, North West Delhi, 110034.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ADDI INDUSTRIES LIMITED** (“the Company”). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Auditor’s responsibility

My responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. I have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards require that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Based on my verification of the Company’s 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, I hereby report that in my opinion, the Company has, during the audit period from **April 01, 2025 to March 31, 2026 (“the audit period”)** 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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2026 according to the provisions of the following list of laws and regulations. The following are our observations on the same:

- I. **The Companies Act, 2013 (the Act) and the rules made thereunder:** The Company has satisfactorily complied with the provisions of the Companies Act, 2013 and the Rules made there under and there are no discrepancies observed during the period under review.
- II. **The Securities Contracts (Regulation) Act, 1956 (SCRA’) and the rules made thereunder:** The Company has complied with the provisions of The Securities Contracts (Regulation) Act 1956 (SCRA’).
- III. **The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder:** The Company is a listed public company the Company has complied with the provisions of The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- IV. **The Company has satisfactorily complied with the provisions of the Foreign Exchange Management Act, 1999** and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings and there are no discrepancies observed during the period under review.
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India



Rawal & Co.

(Company Secretaries)

Office: 631/101, Surendra Nagar, Lucknow-226016.

Email Id: vivekrawal89@gmail.com, Tel: +91-7827794619

Registration No. S2020UP717200, Peer Review No. 5722/2024

Act, 1992 ('SEBI Act'):

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- d. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. **(Not applicable to the Company during the Audit Period);**
- e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021. **(Not applicable to the Company during the Audit Period);**
- f. 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;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. **(Not applicable to the Company during the Audit Period);**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(Not applicable to the Company during the Audit Period);**
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015: The Company has satisfactorily complied up to an extent with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as applicable to the Company. However, delay in appointment of Chief financial officer within 3 months from the date of vacancy arise as specified in Regulation 26A(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

VI. Other laws applicable specifically to the Company.

I have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards (SS-1 and SS -2) issued by The Institute of Company Secretaries of India
- b. The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Important events during the year:

1. The existing promoters of the Company have entered into share purchase agreement with the acquirers namely Mr. Rajat Goyal, Mrs. Neha Agarwal, M/s Rajat Goyal HUF, Mr. Sandeep Mittal, Mrs. Ruchi Mittal and M/s Sandeep Mittal & Sons HUF to sale their entire stake of 74.27% along with complete management control of Addi Industries Limited and accordingly an Open Offer has been made to the shareholders by the acquirers through public announcement made on May 20, 2025. The Open Offer has been completed during the year 2025-26. The the acquirers have taken over management control of the Company along with substantial shareholding of the Company.
2. The older management resigned as per December 11, 2025 and subsequently New management were appointed as Mr. Sandeep Mittal(Whole time director) and Mr. Rajat Goyal (Non-Executive Director) and Mr. Jai Kishan and Ms. Preeti Jain were appointed as Independent Director of the Company.

During the financial year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

I further report that:



Rawal & Co.

(Company Secretaries)

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Email Id: vivekrawal89@gmail.com, Tel: +91-7827794619

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The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Women director 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 notices were 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.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be and no dissenting views have been recorded.

I further report that 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.

I further report that during the audit period there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards have taken place.

For and on behalf of

Rawal & Co.

(Company Secretaries)

FRN: S2020UP717200

Sd/-

Vivek Rawal

Membership No: A43231

C.P No: 22687

Peer Review No. 5722/2024

UDIN: A043231H001343057

Date: 02.09.2026

Place: New Delhi



Rawal & Co.

(Company Secretaries)

Office: 631/101, Surendra Nagar, Lucknow-226016.

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ANNEXURE A

Our Secretarial Audit Report of even date issued to M/s. Addi Industries Limited (CIN: L51109DL1980PLC256335) is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial record and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For and on behalf of

Rawal & Co.

(Company Secretaries)

Sd/-

Vivek Rawal

Membership No: A43231

C.P No: 22687

UDIN: A043231H001343057

Date: 02.09.2026

Place: New Delhi



Date: 30.05.2026

To,

The Board of Directors

Addi Industries Limited

Apra Plaza, Plot No-29, 1st Floor, Unit 106A, Road No-44,
Community Centre Rani Bagh, Pitampura, New Delhi -110034.

SECRETARIAL COMPLIANCE REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2026

(Pursuant to Regulation 24A (2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015)

We have conducted the review of compliance of the applicable statutory provisions and the adherence to good corporate practices by Addi Industries Limited Bearing **CIN: L51109DL1980PLC256335** (hereinafter referred as the listed entity), having its registered office Apra Plaza, Plot No-29, 1st Floor, Unit 106A, Road No-44, Community Centre Rani Bagh, Pitampura, New Delhi -110034, in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, during the conduct of Review, we hereby report that the listed entity has, during the Review Period covering the Financial Year ended on March 31, 2026, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter.

We, Rawal & Co., Practicing Company Secretaries, have examined:

- (a) All the documents and records made available to us and explanation provided by **Addi Industries Limited** ("the listed entity"),
- (b) The filings/submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/filing, as may be relevant, which has been relied upon to make this certification.

For the year ended 31st March, 2026 in respect of compliance with the provisions of:

1. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
2. The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



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The specific Regulations, whose provisions and the Circulars/Guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable for the period under review)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable for the period under review)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable for the period under review)**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2021; **(Not applicable for the period under review)**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and circulars/guidelines issued thereunder;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:



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- I. A. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guide- lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Appointment of Chief Financial officer within the period of 3 months under regulation 26A(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 26A(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay by 42 days	-	-	Any vacancy in the office of Chief Executive Officer shall be filled within the period of 3 months from the date of such vacancy. However, it was not appointed within the timelines provided under regulation 26A(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	-	The Company had delayed in Appointment of Chief Financial Officer which should be appointed within 3 months from the date of such vacancy i.e. 11 th March, 2026 under the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The delay was inadvertent in nature and not intentional. The Company has taken note of the lapse and has strengthened its internal compliance monitoring mechanism to ensure timely intimations and adherence to the applicable provisions of SEBI (LODR) Regulations, 2015 going forward.	-

- B. The listed entity has taken the following actions to comply with the observations made in previous reports



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Sr. No.	Compliance Requirement (Regulations/circulars/guide-lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NA										

- II. We further hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

S. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observation/ Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2.	Adoption and timely updating of the Policies: ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	-
3.	Maintenance and disclosures on Website: ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/ information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes Yes Yes	-
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5.	Details related to Subsidiaries of listed entities	Yes	-



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	have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries		
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes Not Applicable	-
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	It is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. However, due to a change in management, the earlier data was lost. The current management has provided and updated all entries that could be traced and made available for the



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			financial year 2025-26.
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	NA	-
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has /have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular (SEBI Circular CIR/CFD/CMD1/114/2019) on compliance with the provisions of the LODR Regulations by listed entities.	NA	No such reportable event
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No further Non-Compliance observed.

- III. Compliances related to 'Resignation of Statutory Auditors' from listed entities and their material subsidiaries as per **SEBI Circular CIR/CFD/CMD1/114/2019** dated 18th October, 2019:

S. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observation/ Remarks by PCS
Compliances with the following conditions while appointing/re-appointing an Auditor:			
1.	(i) If the auditor resigns within 45 days from the end of a quarter of a financial year, then the auditor shall, before such resignation, issue the limited review/ audit report for such quarter. (ii) If the auditor resigns after 45 day from the end of a quarter of a financial year, then the auditor shall, before such resignation, issue the limited review/ audit report for such quarter as well as the next quarter. (iii) Notwithstanding the above, if the auditor has signed the limited review/ audit report for the first three quarters of a financial year, then the auditor shall, before such resignation, issue the limited review/ audit report for the last quarter of such	NA	For the period under review, the Statutory Auditors of the company have not resigned therefore; the said clause is not applicable.



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	financial year as well as the audit report for such financial year.		
Other conditions relating to resignation shall include:			
2.	i) Reporting of concerns with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which may hamper the audit process, the auditor shall approach the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents shall be brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor shall inform the Audit Committee of the details of information / explanation sought and not provided by the management, as applicable. c. On receipt of such information from the auditor relating to the proposal to resign as mentioned above, the Audit Committee / board of directors, as the case may be, shall deliberate on the matter and communicate its views to the management and the auditor. ii) Disclaimer in case of non-receipt of information: In case the listed entity/its material subsidiary does not provide information required by the auditor, to that extent, the auditor shall provide an appropriate disclaimer in the audit report, which may be in accordance with the Standards of Auditing as specified by ICAI/NFRA.	NA	For the period under review, the Statutory Auditors of the company have not resigned therefore; the said clause is not applicable.



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3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	For the period under review, the Statutory Auditors of the company have not resigned therefore; the said clause is not applicable.
----	--	----	--

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
5. It is the responsibility of the Company's management to maintain records and establish appropriate systems for ensuring compliance with applicable SEBI Regulations, circulars, and guidelines issued from time to time and to ensure the adequacy and operational effectiveness of such systems.
6. The audit was conducted in accordance with the **Guidance Note on Annual Secretarial Compliance Report** issued by the **Institute of Company Secretaries of India (ICSI)**, involving such examinations and verifications as deemed necessary and adequate for the purpose.

For Rawal & Co.
(Company Secretaries)
FRN: S2020UP717200

Date: 30.05.2026

Place: Gurugram

UDIN: A043231H000550452

Vivek Rawal
Practicing Company
Secretary
C. P. No: 22687
M. No.: A43231

Annexure-VI

FORM NO. AOC-2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1.	Details of contracts or arrangements or transactions not at arm's length basis	Amount
a)	Name(s) of the related party and nature of relationship	NA
b)	Nature of contracts/arrangements/transactions	
c)	Duration of the contracts/arrangements/transactions	
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions	
f)	date(s) of approval by the Board	
g)	Amount paid as advances, if any:	
h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

S.No	Particulars	Amount
1.	Details of material contracts or arrangement or transactions at arm's length basis	
a	Name(s) of the related party and nature of relationship	During the Financial Year 2025-26, the Company did not enter into any Related Party Transactions which were material in nature as defined under the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, disclosure of material Related Party Transactions in Form AOC-2 is not applicable. However, for the sake of completeness and transparency, details of Related Party Transactions entered into by the Company during the Financial Year 2025-26, for which prior approval of the Audit Committee and the Board of
b	Nature of contracts/arrangements/transactions	
c	Duration of the contracts/arrangements/transactions	
d	Salient terms of the contracts or arrangements or transactions including the value, if any:	
e	Date(s) of approval by the Board, if any:	
f	Amount paid as advances, if any:	

		Directors was obtained, are annexed herewith. As per table 1 attached below
--	--	--

TABLE 1:

During the Financial Year 2025-26, the Company did not enter into any Related Party Transactions which were material in nature as defined under the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, disclosure of material Related Party Transactions in Form AOC-2 is not applicable. However, for the sake of completeness and transparency, details of Related Party Transactions entered into by the Company during the Financial Year 2025-26, for which prior approval of the Audit Committee and the Board of Directors was obtained, are annexed herewith.

Sr. No.	Related Party	Nature of Relationship	Nature of Transaction	Value (Rs.)
1	Chaman Lal Jain	Managing Director	Remuneration	42,34,000
2	Sandeep Mittal	Whole time Director	Remuneration	5,52,000
3	Atul Jain	Chief Financial officer	Remuneration	31,70,000
4	Skyrix Ventures Private Limited (Formerly known as 'Aum Texfab Private Limited')	Wholly Owned Subsidiary	Loan	1,00,00,000
5	Taranjeet Kaur	Company Secretary	Remuneration	1,81,000
6	Amandeep	Company Secretary	Remuneration	32,000
7	Skyrix Ventures Private Limited (Formerly known as 'Aum Texfab Private Limited')	Wholly Owned Subsidiary	Interest Received	72,000
8	Rajat Goyal	Director	Any other Transaction	25,000

For and behalf of
ADDI INDUSTRIES LIMITED

S/D
SANDEEP MITTAL
WHOLE TIME DIRECTOR
(DIN: 00225089)

S/D
RAJAT GOYAL
DIRECTOR
(DIN : 03543956)

DATE : 08-09-2026
PLACE : NEW DELHI

Annexure- VII

PARTICULARS OF EMPLOYEES

Information required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016)

- The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2025-26:

Name of the Director	Designation	% Increase/Decrease over the Previous year	Ratio
Chaman Lal Jain	Managing Director – resigned	N.A.	60.69:1
Subrata Panda	Director	0.00%	1.00:1
Achal Kapoor	Director	0.00%	1.00:1
Sandeep Mittal	Managing Director & CFO	N.A.	7.89:1

- Remuneration paid to Non – executive Directors:

Preeti Jain	Independent Director	N.A.	0.71:1
Jai Kishan	Independent Director	N.A.	0.71:1
Apra Sharma	Non-Executive Director	116.67%	0.93:1

- Remuneration paid to other Key Managerial Personnel (KMP)

Name of the KMP	Designation	%Increase over previous year
Mr. Amandeep	Company secretary	-

- Percentage increase in the Median Remuneration of employees in the financial year: Nil
- Number of Permanent Employees on the Pay roll of the Company at the end of the year: 4
- Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Percentile Increase for Employees other than Managerial Personnel: Nil

Percentile Increase for Managerial Personnel: 47.69%

- Affirmation that the remuneration is as per the remuneration policy of the company.

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, KMPs, Senior Management and other employees of the Company is as per the Remuneration Policy of the Company.

8. The names of the top ten employees in terms of remuneration drawn is as provided hereunder

Details of the top ten employees in terms of remuneration drawn from the period 1st April 2025 to 31st March 2026: Not applicable

Names of employees who are in receipt of aggregate remuneration of not less than rupees one crore and two lakh during the FY2025- 2026 or not less than rupees eight lakh and fifty-thousand per month (if employed for part of the FY2025 -2026): There was no such employee in the company who were in receipt of the remuneration exceeding rupees one crore and two lakh during the FY2025- 2026 exceeding rupees eight lakh and fifty-thousand per month (if employed for part of the FY2025 -2026).

9. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration policy of the Company.

**For and behalf of
ADDI INDUSTRIES LIMITED**

**S/D
SANDEEP MITTAL
WHOLE TIME DIRECTOR
(DIN: 00225089)**

**S/D
RAJAT GOYAL
DIRECTOR
(DIN : 03543956)**

**DATE : 08-09-2026
PLACE : NEW DELHI**



Rawal & Co.

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CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Board of Directors,
Addi Industries Limited
Apra Plaza , Plot no. 29, First Floor ,Unit no-106A ,
Road No-44 , Community Centre Rani Bagh,
Pitampura, North West Delhi, 110034.

I have examined the compliance of conditions of Corporate Governance by Addi Industries Limited (“the Company”), for the year ended March 31, 2026, as prescribed in Regulations 17 to 27, 46(2)(b) to (i) and (t) and para C, D and E of Schedule V of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

I state that the compliance of conditions of Corporate Governance is the responsibility of the Company’s management and, our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion, and to the best of our information and according to the explanations given to us, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI LODR.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For Rawal & Co.
(Company Secretaries)
FRN: S2020UP717200

Sd/-
Vivek Rawal
Company Secretary
M. No.: A-43231
CP No.: 22687
Peer Review No. 5722/2024
UDIN: A043231H001342067

Date: 02/09/2026
Place: **Gurugram**



Rawal & Co.

(Company Secretaries)

Office: 631/101, Surendra Nagar, Lucknow-226016.

Email Id: vivekrawal89@gmail.com, Tel: +91-7827794619

Registration No. S2020UP717200, Peer Review No. 5722/2024

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) read with Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Board of

Addi Industries Limited

Apra Plaza , Plot no. 29, First Floor ,Unit no-106A ,

Road No-44 , Community Centre Rani Bagh, Pitampura,

Rani Bagh, North West Delhi, Delhi, India, 110034

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Addi Industries Limited** having CIN **L51109DL1980PLC256335** and having registered office at Apra Plaza, Plot no. 29, First Floor ,Unit no-106A, Road No-44 , Community Centre Rani Bagh, Pitampura, Rani Bagh, North West Delhi, Delhi, India, 110034 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs (MCA) or any such other Statutory Authority:

Sr. No	Name of Director	DIN	Date of appointment in the Company*
1	Mr. Sandeep Mittal	00225089	11-12-2025
2	Mr. Rajat Goyal	03543956	11-12-2025
3	Mr. Jai Kishan	11033609	11-12-2025
4	Ms. Preeti Jain	08803345	11-12-2025

*the date of appointment is as per the MCA Portal.



Rawal & Co.

(Company Secretaries)

Office: 631/101, Surendra Nagar, Lucknow-226016.

Email Id: vivekrawal89@gmail.com, Tel: +91-7827794619

Registration No. S2020UP717200, Peer Review No. 5722/2024

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For and on behalf of

Rawal & Co.

(Company Secretaries)

FRN: S2020UP717200

Sd/-

Vivek Rawal

Membership No: A43231

C.P No: 22687

Peer Review No. 5722/2024

UDIN: A043231H001342562

Date: 02.09.2026

Place: Gurugram

COMPLIANCE CERTIFICATE

(Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)

To,

The Board of Directors

Addi Industries Limited,

Apra Plaza , Plot no. 29, First Floor ,Unit no-106A ,

Road No-44 , Community Centre Rani Bagh, Pitampura,

Rani Bagh, North West Delhi, Delhi, India, 110034

I, Sandeep Mittal, Chief Financial Office of Addi Industries Limited, to the best of our knowledge and belief certify that:

- A. I have reviewed financial statements and the cash flow statement for the Financial Year 2025-26 and that to the best of our knowledge and belief:
 - 1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading,
 - 2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws & regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- D. I have indicated to the auditors and the Audit Committee –
 - 1. Significant changes in internal control over the financial reporting during the year;
 - 2. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - 3. Instances of significant fraud, of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of

Addi Industries Limited

S/D

Sandeep Mittal

Chief Financial Officer

Date: 28-05-2026

Place: New Delhi

CERTIFICATION BY CHIEF FINANCIAL OFFICER (CFO)

(Pursuant to Regulation 33(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015)

To,
The Board of
Addi Industries Limited
Apra Plaza , Plot no. 29, First Floor ,Unit no-106A ,
Road No-44 , Community Centre Rani Bagh, Pitampura,
Rani Bagh, North West Delhi, Delhi, India, 110034

I, Sandeep Mittal, the Undersigned, in the capacity as Chief Financial Officer (“CFO”) of Addi Industries Limited (“the Company”) hereby certify, to the best of my knowledge and belief, that:

3. The standalone and consolidated financial results of the Company for the quarter and financial year ended 31st March,2026 (“Financial Results”), as placed before the Board of Directors, do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.
4. The Financial Results have been prepared in accordance with the applicable accounting standards and other applicable requirements prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.
5. This certificate is issued for placing before the Board of Directors of the Company in compliance with the requirements of Regulation 33(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

For and on behalf of
Addi Industries Limited

S/D
Sandeep Mittal
Chief Financial Officer

Date: 28-05-2026
Place: New Delhi

DECLARATION ON CODE OF CONDUCT

To,
The Members of
Addi Industries Limited
Apra Plaza , Plot no. 29, First Floor ,Unit no-106A ,
Road No-44 , Community Centre Rani Bagh, Pitampura,
Rani Bagh, North West Delhi, Delhi, India, 110034

This is to certify that the Company has laid down a Code of Conduct (the Code) for all Board Members and Senior Management Personnel of the Company and a copy of the Code is put on the website of the Company viz www.addiindustries.com.

It is further confirmed that all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for Board of Directors and Senior Management Personnel, as approved by the Board, for the financial year ended on March 31, 2026.

For and on behalf of
Addi Industries Limited

S/D
SANDEEP MITTAL
WHOLE TIME DIRECTOR
(DIN: 00225089)

DATE: 08-09-2026
PLACE: NEW DELHI

Independent Auditor's Report

To The Members of Addi Industries Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Addi Industries Limited** ("the Company"), which comprise the balance sheet as at March 31, 2026, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, the profit (financial performance including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Material Uncertainty Related to Going Concern

Note 2 of the standalone financial statements, which specify that the Company is in process of exploring the modalities to start new business venture, however the Company has not yet implemented the same. These situations indicate the existence of material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, in view of future business opportunities, having significant cash & bank balances with positive net worth and no borrowings, the Management is of the view that going concern basis of accounting is appropriate for preparation of the accompanying standalone financial statement. Our opinion is not modified in respect of this matter.

Emphasis of Matter

Note 12(a) of the standalone financial statements regarding restructuring of the Company pursuant to a Share Purchase Agreement entered into between the existing shareholders and the acquirer. Consequent to this, a change in control and management of the Company has occurred whereby acquirer has acquired 8018175 equity shares of the Company representing 74.27% of its paid up equity share capital on December 17, 2025. There is no impact on the carrying value of assets and liabilities as at the balance sheet date. Our opinion is not modified in respect of this matter.



Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report w.r.t the Company:

S. No.	Key Audit Matters	How our audit addressed the key audit matter
1	Loans and Investments in subsidiary & others and investment property (Refer to the accompanying Notes 8, 4 and 5 forming integral part of the standalone financial statements) The Company carries its loans to subsidiaries & others amounting to ₹ 3,808.49 lakh, investment property amounting to ₹ 433.64 lakh (net of depreciation) and investments in subsidiary & others amounting to ₹ 363.44 lakh at cost/amortized cost as at March 31, 2026. The amount being significant to the standalone financial statements, the determination of impairment charge required the application of significant judgments by Management, in particular with respect to determination of recoverable/fair value amount of these loans, investments and investment property which in aggregate is significant to the standalone financial statements. Accordingly, the impairment of loans, investments & investment property was determined to be a key audit matter in our audit of the standalone financial statements.	Our procedure in relation to the appropriateness of judgements and estimates in valuation and determination of impairment include: a) Substantive testing: • Comparing the carrying amount of investments with audited financial statements of investee-company to identify whether its net assets, being an approximation of their minimum recoverable amount, was in excess of its carrying amount. • Obtained balance confirmations of loans granted. • Obtaining and reviewing recoverable amounts as determined by the Management for each loans, investment and investment property. • Discussed and evaluated Management assessment of impairment of loans, investment and investment property. • Evaluated the objectivity and independence of specialists involved in the valuation process. • Assessed the valuation method used and evaluated the key assumptions used. • Considered the disclosures in the standalone financial statements for compliance with disclosure requirements. b) Controls testing: Wherever appropriate, our substantive work was supplemented by controls testing work which encompassed understanding, evaluating and testing key controls in respect of judgement, estimates, valuation, impairment & presentation of loans, investments and investment property. Our procedures as mentioned above did not identify any findings that are significant for the financial statements as whole in respect of judgement, estimates, valuation, impairment & presentation of loans, investments and investment property.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the standalone financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.



In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibility of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - I. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - II. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2 (VIII) (f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 and that instead of daily backups, periodic backups of books of account and other relevant documents have been maintained in electronic format.
 - III. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Change in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - IV. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - V. On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
 - VI. The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2 (II) above on reporting under Section 143(3)(b) of the Act and paragraph 2 (VIII) (f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - VII. With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
 - VIII. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (a) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements- Refer Note No. 27(II) to the standalone financial statements.
 - (b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.



(d)

- i. The Management has represented that, to the best of its knowledge and belief, as disclosed in the Note 35 to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- ii. The Management has represented, that, to the best of its knowledge and belief, as disclosed in the Note 35 to the accounts, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- iii. Based on such audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) & (ii) above, contain any material misstatement.

(e) The Company has neither proposed nor declared or paid any dividend during the year.

(f) Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that the feature of recording audit trail (edit log) facility was not enabled throughout the year. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

3. With respect to the matter to be included in the Auditors' report under Section 197(16):
In our opinion and according to the information and explanation given to us, the Company has paid remuneration to its directors during the year is in accordance with the provisions of and limit laid down under section 197 read with Schedule V of the Act.

For B.R. Gupta & Co.

Chartered Accountants,

Firm's Registration Number 008352N



(Deepak Agarwal)

Partner

Membership Number 073696

UDIN: 26073696 KNZJIT 3734



Place of Signature: New Delhi

Date: May 28, 2026

Annexure 'A' to the Independent Auditors' Report of even date on the standalone financial statements of Addi Industries Limited

The Annexure referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended March 31, 2026, we report that:

i) In respect of Property, Plant and Equipment:

- a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
(B) The Company does not have any Intangible assets. Accordingly, the provisions of clause 3(i) (a)(B) of the Order are not applicable.

- b) The Property, Plant and Equipment have been physically verified by the management during the year and according to the information and explanation given to us, no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the Property, Plant and Equipment is reasonable having regard to the size of the Company and the nature of its assets.

- c) According to the information and explanations given to us and the records examined by us, the title deeds of all the immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) as disclosed in the financial statements are held in the name of the Company except for the following property:

Description of property	Gross carrying Value (₹ in lakh)	Held in the name of	Whether promoter, director or their relative or Employee	Period held	Reason for not being held in name of company
Building under investment property	490.90	International Recreation Parks Pvt. Ltd.	NA	Since 2019	Title deed is pending to be transferred in the name of the Company

- d) According to the records examined by us, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) during the year. Accordingly, the provisions of clause 3(i) (d) of the Order are not applicable.

- e) According to the information and explanations given to us, no proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) and rules made thereunder. Accordingly, the provisions of clause 3(i) (e) of the Order are not applicable.

ii)

- a) According to the information and explanations given to us, the Company does not have any inventory. Accordingly, the provisions of clause 3(ii) (a) of the Order are not applicable.

- b) According to the information and explanations given to us and the records examined by us, the Company has not been sanctioned working capital limits during the year in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, the provisions of clause 3(ii) (b) of the Order are not applicable.

- iii) According to the information and explanations given to us and based on the audit procedures performed by us, during the year, the Company has neither provided any guarantee or security nor granted any advances in the nature of loans, secured or unsecured to companies, firms and Limited Liability Partnerships (LLPs) or any other parties. However, during the year, the Company has made investment in the equity shares of listed companies and has granted unsecured loans to companies and other parties, in respect of which:



- a) The Company has granted unsecured loans to companies and other parties during the year and detail of which is given below:

	Loan (₹ in lakh)
Aggregate amount granted/provided during the year	
- Wholly owned Subsidiary	100.00
- Other	4,173.50
Balance outstanding as at balance sheet date in respect of above cases	
- Wholly owned Subsidiary	100.00
- Other	3,708.50

- b) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the terms and conditions of the investment made and the grant of all loans during the year are not prejudicial to the Company's interest.
- c) The schedule of repayment of principal and payment of interest has been stipulated and the principal and interest amount are not due for repayment currently (read with para (iii) (e) as reported below);
- d) There is no overdue amount in respect of loans granted.
- e) The Company has extended loans which has been granted and has fallen due during the year, detail of which is as follows:

Name of the parties	Aggregate amount of overdue of existing loans extended (₹ in lakh)	Percentage of the aggregate to the total loans or advances in the nature of loans granted during the year
Bima Pay Technology Pvt. Ltd.	1200.00	28.08%
Chaser Financial Services Pvt. Ltd.	825.00	19.31%
RGI Infra	48.50	1.13%

The Company has not renewed any loans that has fallen due during the year or the Company has not granted any fresh loans to settle the overdue of existing loans given to the same parties. The Company has not given any advances in the nature of loan.

- f) The Company has granted unsecured loan which is repayable on demand, the detail of which is follow:

Particulars	Amount (₹ in lakh)
Aggregate amount of loans/advances in nature of loans	
- Repayable on demand to a wholly owned subsidiary	100.00
Percentage of loans/advances in nature of loans to the total loans	2.34%

The Company has not granted any loans or advances in the nature of loans without specifying any terms or period of repayment. The Company has not granted any loans to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013.

- iv) According to the information and explanations given to us, Company has complied with the provisions of Section 186 of the Act in respect of loans given and investment made during the year. The Company has not entered into any transaction covered under Section 185 of the Act. The Company has also neither given any guarantees nor provided any security.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits during the year and had no unclaimed deposits at the beginning of the year within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.



vi) On the basis of available information and explanation provided to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Amendment Rules, 2014 dated December 31, 2014 (as amended from time to time) to the current operations carried out by the Company. Accordingly, the provisions of clause 3(vi) Order are not applicable.

vii) In respect of statutory dues:

- a) The Company is generally regular in depositing undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales-Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other material statutory dues applicable to it with the appropriate authorities except delays of certain days in deposition of advance tax. Further there were no undisputed outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable.
- b) According to the records of the Company examined by us and the information and explanations given to us, there were no dues in respect of statutory dues referred to in sub-clause (vii) (a) above that have not been deposited with the appropriate authorities on account of any dispute except the following:

Name of the Statute	Nature of Dues	Amount involved (in ₹ in lakh)	Amount Deposited (in ₹ in lakh)	Period	Forum where dispute is pending
ESI Act	ESI	77.42	-	During 1995-1996 to 1998-1999	Allahabad High Court

viii) According to the information and explanations given to us and the records examined by us, there are no unrecorded transactions that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the provisions of clause 3(viii) of the Order are not applicable.

ix) In respect of loans or other borrowings, according to the information and explanations given to us and audit procedures performed by us:

- a) the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to a bank. The Company has not taken any loan from any other lender.
- b) the Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- c) the Company has not obtained any term loans. Accordingly, the provisions of clause 3(ix)(c) of the Order are not applicable.
- d) no funds raised on short-term basis have been used for long-term purposes by the Company
- e) the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary. Accordingly, the provisions of clause 3(ix)(e) of the Order are not applicable.

x)

- a) During the year, the Company did not raise moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, the provisions of clause 3(x) (a) of the Order are not applicable.
- b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible). Accordingly, provisions of clause 3 (x) (b) of the Order are not applicable.

xi)

- a) As per the information and explanations given to us on our enquiries on this behalf, no fraud of material significance on or by the Company has been noticed or reported during the year.
- b) In our opinion and according to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed during the year and upto the date of this report in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.



- c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.
- xii) The Company is not a Nidhi company. Accordingly, provisions of clause 3(xii) (a) to (c) of the Order are not applicable.
- xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- xiv) In respect to internal audit system in the Company:
- a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- b) We have considered the internal audit reports of the Company issued till date, for the year under audit.
- xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act. Accordingly, provisions of clause 3 (xv) of the Order are not applicable.
- xvi)
- a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, provisions of clause 3 (xvi) (a) of the Order are not applicable.
- b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- d) According to the information and explanations given to us, there are no core investment company (CIC) within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016). Accordingly, provisions of clause 3 (xvi) (d) of the Order are not applicable.
- xvii) According to the information and explanations given to us, the Company has neither incurred any cash losses in the current financial year nor in the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors of the Company during the year. Accordingly, provisions of clause 3 (xviii) of the Order are not applicable.
- xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and Management's plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention (read with Note 2), which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date (read with Note 2 of the financial statements). We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx) The requirements as stipulated by the provisions of Section 135 are not applicable to the Company. Accordingly, clause 3 (xx) (a) and 3(xx)(b) of the Order are not applicable.



xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report

For B.R. Gupta & Co.

Chartered Accountants,

Firm's Registration Number 008352N



(Deepak Agarwal)

Partner

Membership Number 073696

UDIN: 26073696 KNZIT3134



Place of Signature: New Delhi

Date: May 28, 2026

Annexure 'B' to the Independent Auditors' Report of even date on the Standalone Financial Statements of Addi Industries Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of Addi Industries Limited ("the Company") as of March 31, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.



Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2026, based on "the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For B.R. Gupta & Co.

Chartered Accountants,

Firm's Registration Number 008352N



(Deepak Agarwal)

Partner

Membership Number 073696

UDIN : 26073696 KNZ IT 3734



Place of Signature: New Delhi

Date: May 28, 2026

Addi Industries Limited

Standalone Balance Sheet as at March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Particulars	Notes	As March 31, 2026	At March 31, 2025
ASSETS			
I. Non-Current Assets			
(a) Property, Plant and Equipment	3	1.97	2.45
(b) Right of Use Assets	30	-	0.41
(c) Investment Property	4	433.64	441.82
(d) Financial Assets			
(i) Investments	5	622.13	363.44
(ii) Loans	8	3,708.49	-
(iii) Other Financial Assets	6	122.15	276.98
(e) Deferred Tax Assets (Net)	7	-	8.49
(f) Other Non-Current Assets	9	290.32	247.07
Total Non-Current Assets		5,178.70	1,340.66
Current Assets			
(a) Financial Assets			
(i) Loans	8	100.00	-
(ii) Cash and Cash Equivalents	10	190.09	7.18
(iii) Bank Balances other than Cash and Cash Equivalents	11	2,413.46	6,180.11
(iv) Others Financial Assets	6	128.81	309.79
(b) Other Current Assets	9	1.68	1.56
(c) Current tax assets (net)	15	11.38	-
Total Current Assets		2,845.42	6,498.64
Total Assets		8,024.12	7,839.30
II. Equity And Liabilities			
Equity			
(a) Equity Share Capital	12	540.00	540.00
(b) Other Equity	13	7,445.66	7,224.58
Total Equity	Total	7,985.66	7,764.58
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Lease Liabilities	30	-	-
(ii) Other Financial Liabilities	17	12.58	-
(b) Provisions	14	0.01	13.26
(c) Deferred tax liabilities (Net)	7	0.96	-
Total Non-Current Liabilities		13.55	13.26
Current Liabilities			
(a) Financial Liabilities			
(i) Lease Liabilities	30	-	0.50
(ii) Trade Payables	16	-	0.14
a) Total Outstanding Dues to Micro and Small Enterprises		-	-
b) Total Outstanding Dues to Parties Other than Micro and Small Enterprises		11.76	8.61
(iii) Other Financial Liabilities	17	12.43	26.62
(b) Other Current Liabilities	18	0.72	2.11
(c) Provisions	14	0.00	20.14
(d) Current tax liabilities (net)	15	-	3.34
Total Current Liabilities		24.91	61.46
Total Equity And Liabilities		8,024.12	7,839.30

Summary of Material Accounting Policy Information

2A

The accompanying notes form an integral part of the financial statements

As per our Report of even date attached

For B.R. Gupta & Co.,

Chartered Accountants

Firm's Registration Number 0083524

(Deepak Agarwal)

Partner

Membership Number 073696



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

(Preeti Jain)

Director

DIN 08803345

(Amandeep)

Company Secretary

ICSI M. No. A76320

(Rajat Goyal)

Director

DIN 03543956

(Sandeep Mittal)

Whole-time Director and
CFO

DIN 00225089

Place of Signature: New Delhi

Date: 28.05.2026

Addi Industries Limited**Standalone Statement of Profit and Loss for the year Ended March 31, 2026***(All amounts in ₹ lakh, unless otherwise stated)*

Particulars	Notes	For the year ended March 31, 2026	For the year ended March 31, 2025
I. Revenue From Operations		-	-
II. Other Income	19	526.38	537.03
III. Total Income (I + II)		526.38	537.03
IV. Expenses			
(a) Employee Benefits Expense	20	94.76	72.18
(b) Finance Cost	21	38.84	1.55
(c) Depreciation and Amortisation Expense	22	9.34	13.93
(d) Other Expenses	23	90.86	35.39
Total Expenses		233.80	123.05
V. Profit/ (Loss) Before Exceptional Items and Tax (III-IV)		292.58	413.98
VI. Exceptional Items		-	-
VII. Profit/ (Loss) Before Tax (V-VI)		292.58	413.98
VIII. Tax Expense:			
(a) Current tax	24	64.49	103.84
(b) Deferred tax charge/(release)		9.69	(0.77)
(c) Income tax Adjustment for earlier year		(3.43)	0.02
Total Tax Expense		70.75	103.09
IX. Profit/(Loss) For The Year (VII-VIII)		221.83	310.89
X. Other Comprehensive Income			
(A) (i) Items that will not be reclassified to profit or loss			
(a) Remeasurement gain/(loss) of defined benefit plans		(1.00)	1.27
(ii) Income tax on items that will not be reclassified to profit or loss		0.25	(0.32)
(B) (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax on items that will be reclassified to profit or loss		-	-
Other comprehensive income for the year, net of tax		(0.75)	0.95
XI Total comprehensive income for the year, net of tax (IX+X)		221.08	311.84
XII Earnings Per Share: (Face Value ₹ 5 Per Share)	25		
1) Basic (amount in ₹)		2.05	2.88
2) Diluted (amount in ₹)		2.05	2.88

Summary of Material Accounting Policy Information 2A

The accompanying notes form an integral part of the financials statements

As per our Report of even date attached

For B.R. Gupta & Co.,

Chartered Accountants

Firm's Registration Number 008352N

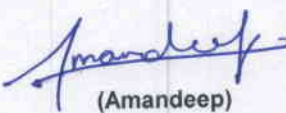

(Deepak Agarwal)
Partner

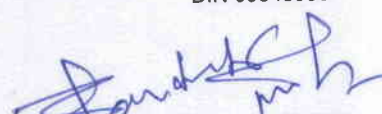
Membership Number 073696

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


(Preeti Jain)
Director
DIN 08803345


(Rajat Goyal)
Director
DIN 03543956


(Amandeep)
Company Secretary
ICSI M. No. A76320


(Sandeep Mittal)
Whole-time Director
and CFO
DIN 00225089

Place of Signature: New Delhi

Date: 28.05.2026

Addi Industries Limited

Standalone Statement of Cash Flows for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
A. Cash Flow From Operating Activities		
Net Profit Before Tax	292.58	413.98
Adjustments for :		
Depreciation (Net)	9.34	13.93
Finance cost	38.84	1.55
Unwinding of discount on deposits	(0.24)	(1.07)
Advances Written off	1.87	-
Interest Income	(477.19)	(488.11)
Loss on Fair Valuation of : Equity Shares (measured at FVTPL) (Net)	25.90	-
Property, plant & equipments written off	0.05	-
Rental Income	(48.94)	(47.86)
Operation Profit Before Working Capital Changes	(157.79)	(107.57)
Movement In Working Capital:		
Increase/(Decrease) in Trade Payables & Other Current Liabilities	1.63	0.01
Increase/(Decrease) in Financial Liabilities	(0.01)	9.64
Increase/(Decrease) in Provisions	(34.39)	7.82
(Increase)/Decrease in Other Current Assets	(1.99)	0.05
(Increase)/Decrease in Other Financial Assets	(22.09)	402.49
(Increase)/Decrease in Other Non-Current Assets	(3.82)	0.01
Net Cash Generated From Operations	(218.48)	312.45
Direct Taxes Paid/(Net of Refund Received)	(75.78)	(89.76)
Net Cash Inflow From/(Used In) Operating Activities	(A) (294.25)	222.69
B. Cash Flow From Investing Activities		
Capital advance	(39.43)	(31.50)
Purchase of Property, Plant and Equipment	(0.31)	-
Redemption/(Purchase) of Fixed Deposits (Net)	4,001.65	(604.07)
Purchase of Investment	(284.59)	0.00
Rent Received	48.94	47.86
Interest Received	600.07	488.11
Net Cash From/ (Used In) Investing Activities	(B) 4,326.33	(99.60)
C. Cash Flow From Financing Activities		
Payment of lease liability	(0.50)	(5.63)
Loans given (Net)	(3,808.49)	-
Interest on lease liability	-	(0.30)
Interest on Bank Overdraft	(38.25)	-
Interest on security deposit	-	(1.12)
Interest on shortfall of advance tax	(0.32)	(0.14)
Dividend paid during the year	(1.62)	(134.96)
Net cash inflow from/(used in) Financing Activities	(C) (3,849.18)	(142.14)
Net Increase (Decrease) In Cash And Cash Equivalents (A+B+C)	182.90	(19.05)
Opening Balance of Cash and Cash Equivalents	7.18	26.23
Total Cash And Cash Equivalent (Note No. 10)	190.08	7.18
Components Of Cash And Cash Equivalents		
Cash on hand	0.55	0.02
With banks - on current account and deposits with banks	189.54	7.16
Total Cash and Cash equivalent (Note No. 10)	190.08	7.18

Note: The cash flow statement has been prepared under indirect method as set out in Indian Accounting Standard (IND AS-7)

Summary of Material Accounting Policy Information

2A

The accompanying notes are an integral part of the financials statements

As per our Report of even date attached

For B.R. Gupta & Co.

Chartered Accountants

Firm's Registration Number 008352N

(Deepak Agarwal)

Partner

Membership Number 073696



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

(Preeti Jain)

Director

DIN 08803345

(Amandeep)

Company Secretary

ICSI M. No. A76320

(Rajat Goyal)

Director

DIN 03543956

(Sandeep Mittal)

Whole-time Director
and CFO

DIN 00225089

Place of Signature: New Delhi

Date: 28.05.2026

Addi Industries Limited

Standalone Statement of changes in equity for the year March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

A. Equity Share Capital

Closing Balance as at March 31, 2024

Changes in equity share capital during the current year

Closing Balance as at March 31, 2025

Changes in equity share capital during the current year

Closing Balance as at March 31, 2026

Amount

540.00

-

540.00

540.00

B. Other Equity

Reserves and surplus

	Capital Reserve	Security Premium	Retained earnings	Total Equity
Balance as at April 01, 2024	57.99	1,318.51	5,671.19	7,047.69
Net Income / Loss for the year	-	-	310.89	310.89
Add: Other comprehensive income *	-	-	0.96	0.96
Less- Dividend Paid (F.Y 2023-24)			(134.96)	(134.96)
Balance as at March 31, 2025	57.99	1,318.51	5,848.08	7,224.59
Balance as at April 01, 2025	57.99	1,318.51	5,848.08	7,224.59
Net Income / Loss for the year	-	-	221.83	221.83
Add: Other comprehensive income *	-	-	(0.75)	(0.75)
Balance as at March 31, 2026	57.99	1,318.51	6,069.16	7,445.66

* Represents Re-measurement of defined benefit plans (net)

Summary of Material Accounting Policy Information

2A

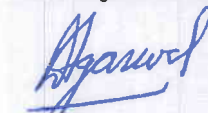
The accompanying notes form an integral part of the financials statements

As per our Report of even date attached

For B.R. Gupta & Co.,

Chartered Accountants

Firm's Registration Number 008352N



(Deepak Agarwal)

Partner

Membership Number 073696



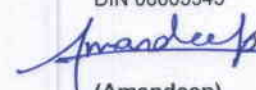
For and on behalf of the Board of Directors of
Addi Industries Limited



(Preeti Jain)

Director

DIN 08803345



(Amandeep)

Company Secretary

ICSI M. No. A76320



(Rajat Goyal)

Director

DIN 03543956



(Sandeep Mittal)

Whole-time Director
and CFO

DIN 00225089

Place of Signature: New Delhi

Date: 28.05.2026

Addi Industries Limited

Notes to standalone financial statements for the year ended March 31, 2026

Note 1 : Corporate Information

Addi Industries limited (the company) is a public limited company incorporated in the year 1980 under the provisions of the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange in India. The Company is engaged in the manufacturing and marketing of readymade garments. The Registered office of the company is located at Apra Plaza, Plot no. 29, First Floor, Unit no-106A, Road No-44, Community Centre Rani Bagh, Pitampura, Delhi-110034.

The Financial Statements for the year ended March 31, 2026 were approved by the Board of Directors on May 28, 2025

Note 2 : Statement of Compliance

The Financial Statements are prepared on an accrual basis under historical cost Convention except for certain financial instruments which are measured at fair value. These financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Companies Act, 2013, as applicable. The accounting policies are applied consistently to all the periods presented in the financial statements.

Basis of preparation and presentation:

The standalone financial statements have been prepared on the historical cost convention on accrual basis except for certain class of financial assets/liabilities and net liability for defined benefit plans that are measured at fair value, as explained in the relevant accounting policies mentioned. The financial statements are presented in and all values are rounded to the nearest lakh except otherwise stated.

Going Concern

The Board of Directors is in process of exploring the modalities to start new business venture, however the Company has not yet implemented the same. This situation indicates the existence of material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, in view of future business opportunities, having significant cash & bank balances with positive net worth and no borrowings, these accounts have been prepared on going concern basis.

Recent accounting pronouncements notified by Ministry of Corporate Affairs are as under:-

Recent Accounting Pronouncement

The Ministry of Corporate Affairs ("MCA") notifies new standards and amendments to existing standards under the Companies (Indian Accounting Standards) Rules from time to time

a) In May 2025, the MCA notified amendments to Ind AS 21, applicable with effect from April 1, 2025. The Company has evaluated the amendment and concluded that it does not have a significant impact on its financial statements.

b) In August 2025, the MCA notified the following amendments:

i) Ind AS 1 (effective April 1, 2025): The amendment pertains to the classification of liabilities as current or non-current, including non-current liabilities with covenants. It clarifies that the right to defer settlement must exist and have substance as at the reporting date. It also introduces guidance on liabilities subject to covenants. The Company has assessed the amendment and determined that it does not impact its classification of current and non-current liabilities.

ii) Ind AS 7 and Ind AS 107 (effective April 1, 2025): The amendment to Ind AS 7 requires disclosure of supplier finance arrangements, including their nature, carrying amount of related liabilities, and payment terms. Ind AS 107 has been amended to include such arrangements as a factor in assessing concentration of liquidity risk. The Company has evaluated these amendments and concluded that they do not have a significant impact on its financial statements.

iii) Ind AS 12- International Tax Reform: Pillar Two Model Rules (effective immediately): The amendment provides a temporary mandatory relief from deferred tax accounting for top-up taxes and requires disclosure of the application of such relief. The Company has reviewed the amendment and determined that it does not have a significant impact on its financial statements.

Note 2A: Material Accounting Policy Information

a) Accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amount of revenues and expenses for the years presented. Actual results may differ from the estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods affected.

b) Use of Estimates and Judgements

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur. Also, the company has made certain judgements in applying accounting policies which have an effect on amounts recognized in the financial statements.

i) Income taxes

The Company is subject to income tax laws as applicable in India. Significant judgment is required in determining provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. Where tax positions are uncertain, accruals are recorded within income tax liabilities for management's best estimate of the ultimate liability that is expected to arise based on the specific circumstances and the Company's historical experience. Factors that may have an impact on current and deferred taxes include changes in tax laws, regulations or rates, changing interpretations of existing tax laws or regulations, future levels of research and development spending and changes in pre-tax earnings.

ii) Contingencies

Contingent Liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal and other claims. By virtue of their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgements and the use of estimates regarding the outcome of future events.

iii) Recoverability of deferred taxes

In assessing the recoverability of deferred tax assets, management considers whether it is probable that taxable profit will be available against which the losses can be utilised. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the projected future taxable income and tax planning strategies in making this assessment.

iv) Defined benefit plans

The present value of the gratuity and compensated absences are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.



Addi Industries Limited

Notes to standalone financial statements for the year ended March 31, 2026

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the actuary considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

v) Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

vi) Leases

Where the Company is the lessee, key judgements include assessing whether arrangements contain a lease and determining the lease term. To assess whether a contract contains a lease requires judgement about whether it depends on a specified asset, whether the Company obtains substantially all the economic benefits from the use of that asset and whether the Company has a right to direct the use of the asset. In order to determine the lease term judgement is required as extension and termination options have to be assessed along with all facts and circumstances that may create an economic incentive to exercise an extension option, or not exercise a termination option. The Company revises the lease term if there is a change in the non-cancellable period of a lease. Estimates include calculating the discount rate which is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Where the Company is the lessor, the treatment of leasing transactions is mainly determined by whether the lease is considered to be an operating or finance lease. In making this assessment, management looks at the substance of the lease, as well as the legal form, and makes a judgement about whether substantially all of the risks and rewards of ownership are transferred. Arrangements which do not take the legal form of a lease but that nevertheless convey the right to use an asset are also covered by such assessments.

c) Property, Plant and Equipment

The Company has applied for the one time transition exemption of considering the carrying cost of the transition date i.e., April 01, 2016 as the deemed cost under Ind AS

Property, plant and equipment and capital work in progress are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Such cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct services, any other costs directly attributable to bringing the assets to its working condition for their intended use and cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Glow sign boards, which have no salvage value are charged to Standalone statement of profit and loss.

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the standalone statement of profit and loss within other income / expense (as applicable).

Subsequent costs: The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item of property, plant and equipment, if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably with the carrying amount of the replaced part getting derecognised. The cost for day-to-day servicing of property, plant and equipment are recognised in standalone statement of profit and loss as and when incurred.

Decommissioning Costs : The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Capital work in progress: Capital work in progress comprises the cost of property, plant and equipment that are not ready for their intended use at the reporting date.

Depreciation : Depreciation on PPE are provided to the extent of depreciable amount on straight line basis (SLM). Depreciation is provided at the rates and in the manner prescribed in Schedule II to the Companies Act, 2013. Leasehold Land and Leasehold Improvements are amortised over the period of lease or useful life of assets whichever is lower. The residual values, useful lives are reviewed at each financial year end and adjusted appropriately.

Asset costing less than ₹ 5000/- has been depreciated fully in the year of purchase only.

Intangible Assets

Recognition and measurement

Software, if any, which are not an integral part of related hardware, is treated as intangible asset and amortized over a period of three years or its licensed period, whichever is less. Leasehold Improvements are amortized over period of lease.

Transition to Ind AS: On transition to Ind AS, the Company has elected to continue with the carrying value of all its intangible assets recognized as at April 1, 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such intangible assets.

d) Borrowing Costs

Borrowing costs consists of interest and amortization of ancillary costs that an entity incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the interest cost.

e) Foreign Currency Transactions

Functional and presentational currency

The Company's financial statements are presented in Indian Rupees (₹ in lakhs) which is also the Company's functional currency. Functional currency is the currency of the primary economic environment in which a Company operates and is normally the currency in which the Company primarily generates and expends cash.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at the functional currency using exchange rates at the date the transaction. Foreign exchange gains and losses from settlement of these transactions are recognised in the Standalone standalone statement of profit and loss. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency using spot rates of exchange at the reporting date, the gain or loss arising from such translations are recognised in the Standalone statement of profit and loss. Differences arising on settlement of Non-monetary items that are measured in terms of historical cost in a foreign currencies are not retranslated.

f) Revenue recognition & Purchase Recognition

Revenue is to be recognized upon transfer of control of promised products or services to our customers for an amount that reflects the consideration the Company expects to receive in exchange for those products or services and when there are no longer any unfulfilled obligations. To recognize revenues, the Company apply the following five step approach:

- (1) Identify the contract with a customer
- (2) Identify the performance obligations in the contract
- (3) Determine the transaction price,



(4) Allocate the transaction price to the performance obligations in the contract

(5) Recognize revenues when a performance obligation is satisfied.

At contract inception, the Company assesses its promise to transfer products or services to a customer to identify separate performance obligations. The Company applies judgement to determine whether each product or services promised to a customer are capable of being distinct, and are distinct in the context of the contract, if not, the promised product or services are combined and accounted as a single performance obligation. The Company allocates the arrangement consideration to separately identifiable performance obligation based on their relative stand-alone selling price or residual method. Stand-alone selling prices are determined based on sale prices for the components when it is regularly sold separately, in cases where the Company is unable to determine the stand-alone selling price the Company uses third-party prices for similar deliverables or the company uses expected cost plus margin approach in estimating the stand-alone selling price.

For performance obligations where control is transferred over time, revenues are recognized by measuring progress towards completion of the performance obligation. The selection of the method to measure progress towards completion requires judgment and is based on the nature of the promised products or services to be provided.

The method for recognizing revenues and costs depends on the nature of the goods sold & services rendered:

Interest income is recognized on a time proportion basis using the effective interest rate (EIR) method.

Purchases are recognized upon receipt of such goods by the company. Purchases of imported goods, if any are to be recognised after completion of custom clearance formalities and upon receipt of such goods by the company at the warehouse. All other Purchases are accounted for on accrual basis.

g) Inventories

Items of inventories are to be measured at lower of cost and net realizable value after providing for obsolescence, wherever considered necessary. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. The cost of various components of inventory is determined as follows:-

Raw Materials, Stores, Spares and Packing Material	Cost includes purchase price, non refundable duties, taxes and all other costs incurred in bringing the inventories to their present location. Cost is determined on First In First Out (FIFO) basis.
Stocks-in-process and Finished Goods	Cost includes material cost and also includes an appropriate portion of allocable overheads. Cost is determined on First In First Out basis.
Traded Goods	Cost includes purchase cost, duties, taxes and all other costs incurred in bringing the inventory to their present location. Cost is determined on First In First Out (FIFO) basis.

h) Employee's Benefits

Short Term Employee Benefits: All employees' benefits falling due wholly within twelve months of rendering the services are classified as short term employee benefits. The benefits like salaries, wages, short term compensated absences etc. and the expected cost of bonus are recognized in the period in which the employee renders the related services at undiscounted amount.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions to a statutory authority and will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance Schemes are defined contribution scheme and contributions paid / payable are recognised as an expense in the Standalone statement of profit and loss during the year in which the employee renders the related service. For Defined Contribution Retirements Benefit Schemes, payments are charged as an expense as they fall due.

Defined Benefit Plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment. The Company accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation report using the projected unit credit method as at the year end.

The obligations are measured at the present value of the estimated future cash flows. The discount rate is generally based upon the market yields available on Government bonds at the reporting date with a term that matches that of the liabilities.

Re-measurements, comprising actuarial gains and losses including, the effect of the changes to the asset ceiling (if applicable), is reflected immediately in Other Comprehensive Income in the Standalone statement of profit and loss. All other expenses related to defined benefit plans are recognised in Standalone standalone statement of profit and loss as employee benefit expenses. Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs.

Other Long Term Employee Benefits

Long term compensated absences are provided for on the basis of actuarial valuation, using the projected unit credit method, at the end of each financial year. Actuarial gains / loss are recognised in Standalone statement of Profit & Loss.

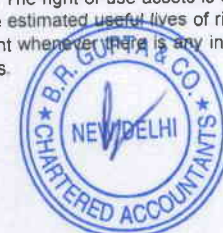
i) Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the Standalone statement of profit and loss.



The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and standalone statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in standalone statement of profit and loss.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Company as Lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term.

j) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liability is disclosed in the case of ;

- i) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle obligation;
- ii) a present obligation arising from past events, when no reliable estimate is possible.

Contingent assets are neither recognised nor disclosed. However, when realisation of income is virtually certain, related asset is recognised.

Provision, contingent liabilities and contingent assets are reviewed at each balance sheet date and adjusted where necessary to reflect the current best estimate of obligation or asset.

k) Financial instruments

A financial instrument is a contract that gives rise to a financial asset for one entity and a financial liability or equity instrument for another entity. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

(i) Initial recognition and measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the company becomes a party to the contractual provisions of the instrument.

A financial asset is initially recognised at fair value. In case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the Standalone statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

(ii) Classification and subsequent measurement**a) Financial assets**

For purposes of subsequent measurement, financial assets are classified in following categories:

- Financial Asset carried at amortised cost
- Financial Asset at fair value through other comprehensive income (FVTOCI)
- Financial Asset at fair value through profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

•Financial Asset carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

•Financial Asset at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

•Financial Asset at fair value through profit and loss (FVTPL)

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

• Equity investment in Subsidiary

The Company had elected for one time Ind AS 101 exemption and adopted carrying cost of its investment in equity shares of its wholly owned subsidiary as its deemed cost as at the date of transition.

De-recognition

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised (i.e. removed from the Company's Balance Sheet) when:

- (i) The contractual rights to receive cash flows from the asset has expired, or
- (ii) The Company has transferred its contractual rights to receive cash flows from the financial asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

(b) Financial Liabilities

A Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest rate method.

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at amortised cost
- Financial liabilities at fair value through profit and loss (FVTPL)



Financial liabilities at Amortized cost**Loans and borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the Standalone statement of profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Standalone statement of profit and loss. This category generally applies to borrowings.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference (if any) in the respective carrying amounts is recognised in the Standalone statement of profit and loss.

(c) Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

l) Impairment of Financial Assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgments in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

m) Impairment of Non-Financial Assets

The carrying amounts of the Company's non-financial assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit ('CGU') is the greater of its value in use or its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets ('CGU').

An impairment loss is recognized, if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount and is recognised in Standalone statement of profit and loss.

Impairment losses recognised in prior periods are assessed at end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

n) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) In the principal market for the asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

o) Taxes on Income : Tax expense comprises current and deferred tax.**Current Income Tax**

Current tax is the expected tax payable/receivable on the taxable income/loss for the year using applicable tax rates for the relevant period. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income (OCI) or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets are offset against current tax liabilities if, and only if, a legally enforceable right exists to set off the recognised amounts and there is an intention either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred Tax

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses (if any). Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and is adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).



Addi Industries Limited

Notes to standalone financial statements for the year ended March 31, 2026

p) Investment Property

Investment property are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment Properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16 requirements for cost model.

As investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the assets) is included in profit or loss in the period in which the property is derecognised.

Depreciation on property are provided to the extent of depreciable amount on straight line basis (SLM). Depreciation is provided at the rates and in the manner prescribed in Schedule II to the Companies Act, 2013.

q) Assets Held for Sale:

Non-current assets are classified as 'held for sale' when all the following criteria are met: (i) decision has been made to sell, (ii) the assets are available for immediate sale in its present condition, (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.



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Addi Industries Limited

Notes to standalone financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Notes 3 : Property, Plant and Equipment

Particulars	Furniture & fixtures	Vehicles	Computer System	Office equipment	Total
Gross Carrying Amount :					
As At April 1, 2024	0.03	5.60	0.24	0.08	5.95
Add: Additions made during the year	-	-	-	-	-
Less: Disposals/adjustments during the year	-	-	-	-	-
As At March 31, 2025	0.03	5.60	0.24	0.08	5.95
Add: Additions made during the year	-	-	-	0.32	0.32
Less: Disposals/adjustments during the year	0.03	-	0.24	0.08	0.35
As At March 31, 2026	-	5.60	-	0.32	5.92
Accumulated Depreciation:					
As At April 1, 2024	-	2.50	0.13	0.07	2.69
Add: Depreciation charge for the year	-	0.70	0.09	0.02	0.81
Less: Disposals/adjustments during the year	-	-	-	-	-
As At March 31, 2025	-	3.20	0.22	0.08	3.50
Add: Depreciation charge for the year	-	0.70	-	0.05	0.75
Less: Disposals/adjustments during the year	-	-	0.22	0.08	0.30
As At March 31, 2026	-	3.90	-	0.05	3.95
		0.53	0.06	0.01	
Net Carrying Amount :					
Net block as at March 31, 2025	0.03	2.40	0.02	0.00	2.45
Net block as at March 31, 2026	-	1.70	-	0.27	1.97



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Addi Industries Limited

Notes to standalone financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 4 : Investment Property (Cost)

Particulars	Building*
Gross Amount :	
Balance as at April 1, 2024	490.90
Addition during the year	-
Balance as at March 31, 2025	490.90
Addition during the year	-
Balance as at March 31, 2026	490.90
Accumulated Depreciation	
Balance as at April 1, 2024	40.90
Depreciation charge for the year	8.18
Balance as at March 31, 2025	49.08
Depreciation charge for the year	8.18
Balance as at March 31, 2026	57.26
Net carrying amount	
Balance as at March 31, 2026	433.64
Balance as at March 31, 2025	441.82

* Title deed is pending to be transferred in the name of the Company.

Investment Property disclosures under Ind AS 40

(a) Amount recognized in Statement of Profit and Loss on account of Investment property

Particulars	2025-26	2024-25
Rental Income	48.94	47.86
Direct operating expenses from property that generated rental income	-	-
Income from investment properties before depreciation	48.94	47.86
Depreciation	8.18	8.18
Income from investment properties after depreciation	40.76	39.68

(b) Fair value

The fair value of the Company's investment properties as at March 31, 2026 and March 31, 2025 are required to be arrived at on the basis of circle rate of the property.

Information about the fair value of the Company's investment properties and fair value hierarchy are as follows:

Particulars	2025-26	2024-25
Fair value of Building	491.55	491.55
Fair valuation Hierarchy	Level 3	Level 3

(c) Company as a Lessor

The Company has given its building space on cancellable operating lease through operating lease arrangements. Income from operating leases is recognised as revenue on a straight-line basis over the lease term.

Lease income of ₹ 48.94 Lakh (March 31, 2025: ₹ 47.86 Lakh) has been recognised and included under Other Income.



Addi Industries Limited

Notes to standalone financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 12 : Equity Share Capital

Authorised:

150,00,000 (March 31, 2025: 150,00,000) equity shares of ₹ 5 each*

As March 31, 2026	At March 31, 2025
750.00	750.00
750.00	750.00

Issued, Subscribed & fully paid up:

107,96,574 (March 31, 2025: 107,96,574) equity shares of ₹ 5 each*

539.83	539.83
--------	--------

Add: Amount paid up on shares forfeited

3,400 (March 31, 2025: 3,400) equity shares of ₹ 5 each*

0.17	0.17
540.00	540.00

Note (a): During the year, the company underwent a restructuring pursuant to a Share Purchase Agreement entered into between the existing shareholders and the acquirer. Consequent to the completion of the Share Purchase Agreement and the mandatory Open Offer in accordance with Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011, a change in control and management of the company has occurred whereby acquirer has acquired 8018175 equity shares of the company representing 74.27% of its paid-up equity share capital on December 17, 2025 from its existing shareholders.

The restructuring has resulted in a change in the shareholding pattern of the company. However, there is no impact on the carrying value of assets and liabilities as at the balance sheet date.

b) Reconciliation of Issued and Subscribed Share Capital:

Balance as at April 1, 2024

Add: Increase/(Decrease) During The Year

Balance as at March 31, 2025

Add: Increase/(Decrease) During The Year

Balance as at March 31, 2026

No. of Shares	Amount
10,796,574	539.83
-	-
10,796,574	539.83
-	-
10,796,574	539.83

c) Terms/rights Attached to Equity Shares

The company has only one class of equity shares having a par value of Rs. 5 per share. Each holder of Equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. During the year ended March 31, 2026, the amount of final dividend distributed to equity shareholders is Rs. Nil per equity share for FY 24-25 (March 31, 2025: Rs. 1.25 per equity share for FY 23-24) as approved by shareholders in Annual general meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. No dividend is proposed by Board of Directors of the Company.

d) Details of shareholders holding more than 5% shares in the company

	As March 31, 2026	At March 31, 2025	As March 31, 2025	At March 31, 2025
	No. of Shares	% holding	No. of Shares	% holding
a. Mr. Hari B.Bansal	-	0.00%	996,118	9.23%
b. Mr.Abhishek Bansal	-	0.00%	1,000,666	9.27%
c. Mr. Chaman Lal Jain	-	0.00%	1,745,818	16.17%
d. Mrs. Urmila Jain	-	0.00%	3,714,493	34.40%
e. Global Credit Capital Limited	-	0.00%	796,308	7.38%
f. Rajat Goyal	3,564,493	33.02%	-	-
g. Sandeep Miital	1,150,674	10.66%	-	-
h. Neha Agarwal	1,745,818	16.17%	-	-
i. Sandeep Miital & Sons HUF	996,118	9.23%	-	-

e) The Company has not issued any shares pursuant to any contract without payment being received in cash or as fully paid up by way of bonus shares. The Company has not bought back any shares.

* Number of Shares are given in absolute numbers.



Addi Industries Limited

Notes to standalone financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

f) Details of Promoter's Shareholding:

Promoter Name	As at March 31, 2026		As at March 31, 2025		% Change during the year
	No. of Shares	%of total shares	No. of Shares	%of total shares	
Abhishek Bansal	-	0.00%	1,000,666	9.27%	-9.27%
Anju Bhaskar	-	0.00%	59,100	0.55%	-0.55%
Chaman Lal Jain	-	0.00%	1,745,818	16.17%	-16.17%
Hari Bansal	-	0.00%	996,118	9.23%	-9.23%
Urmila Jain	-	0.00%	3,714,493	34.40%	-34.40%
Ultimate Investments LLP	-	0.00%	501,980	4.65%	-4.65%
Rajat Goyal	3,564,493	33.02%	-	0.00%	33.02%
Sandeep Mittal	1,150,674	10.66%	-	0.00%	10.66%
Ruchi Mittal	501,988	4.65%	-	0.00%	4.65%
Neha Agarwal	1,745,818	16.17%	-	0.00%	16.17%
Rajat Goyal HUF	59,100	0.55%	-	0.00%	0.55%
Sandeep Mittal & Sons HUF	996,118	9.23%	-	0.00%	9.23%

Promoter Name	As at March 31, 2025		As at March 31, 2024		% Change during the year
	No. of Shares	%of total shares	No. of Shares	%of total shares	
Abhishek Bansal	1,000,666	9.27%	1,000,666	9.27%	0%
Anju Bhaskar	59,100	0.55%	59,100	0.55%	0%
Chaman Lal Jain	1,745,818	16.17%	1,745,818	16.17%	0%
Hari Bansal	996,118	9.23%	996,118	9.23%	0%
Urmila Jain	3,714,493	34.40%	3,714,493	34.40%	0%
Ultimate Investments LLP	501,980	4.65%	501,980	4.65%	0%

Note 13 : Other Equity

	As March 31, 2026	At March 31, 2025
Capital Reserve	57.99	57.99
Securities Premium	1,318.51	1,318.51
Retained Earnings	6,069.16	5,848.08
Total	7,445.66	7,224.58

Note:

i) For Movement during the period in Other Equity, refer "Statement of Change in Equity".

ii) Nature and purpose of reserves

a) Capital Reserve:

During 2000-01, specific reserves such as investment allowance reserve, investment allowance utilization reserve, generator subsidy and capital subsidy were transferred into capital reserve.

b) Securities Premium:

The amount received in excess of face value of the equity shares is recognised in securities premium. The reserve will utilised in accordance with provisions of the companies Act 2013.

c) Retained Earnings:

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.



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Addi Industries Limited

Notes to standalone financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 14 : Provisions

Provision for Compensated Absences
Provision for Gratuity (Refer Note No. 26)

Non-Current				Current			
As March 31, 2026	At March 31, 2025	As March 31, 2026	At March 31, 2025	As March 31, 2026	At March 31, 2025	As March 31, 2026	At March 31, 2025
			2.41				7.46
	0.01		10.85		0.00		12.68
	0.01		13.26		0.00		20.14

Note 15 : Current Tax (Liability)/Asset (Net)

Provision for Income Tax (Net of advance tax Rs.75.92 lakh (March 31, 2025: Rs.100.63 lakh))

As March 31, 2026	At March 31, 2025	As March 31, 2026	At March 31, 2025
		(11.38)	3.34
		(11.38)	3.34

Note 16 : Trade Payables

- Outstanding Dues to Micro and Small Enterprises
- Total Outstanding Dues to Parties Other than Micro and Small Enterprises

As March 31, 2026	At March 31, 2025	As March 31, 2026	At March 31, 2025
		-	0.14
		11.76	8.61
		11.76	8.75

Trade Payables ageing schedule as on March 31, 2026

Particulars	Outstanding for following periods from due date of payment					Unbilled Dues	Total
	Not due	Less than 1 year	1-2 years	2-3 years			
(i) MSME		-	-	-		-	-
(ii) Others	-	8.93	-	-		2.83	11.76
(iii) Disputed dues — MSME	-	-	-	-		-	-
(iv) Disputed dues — Others	-	-	-	-		-	-

Trade Payables ageing schedule as on March 31, 2025

Particulars	Outstanding for following periods from due date of payment					Unbilled Dues	Total
	Not due	Less than 1 year	1-2 years	2-3 years			
(i) MSME		0.14	-	-		-	0.14
(ii) Others	-	5.32	-	-		3.29	8.61
(iii) Disputed dues — MSME	-	-	-	-		-	-
(iv) Disputed dues — Others	-	-	-	-		-	-

(a) As per Schedule III of the Companies Act, 2013 and as certified by the management, the amount due to Micro, & small enterprises as defined in Micro, Small and Medium Enterprises Development Act, 2006 is as under:

	As March 31, 2026	At March 31, 2025	As March 31, 2026	At March 31, 2025
- The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year.			-	0.14
- The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.			-	-
- The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.			-	-
- The amount of interest accrued and remaining unpaid at the end of each accounting year.			-	-
- The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.			-	-

(b) 'Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act and as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date except disclosed above.



Addi Industries Limited

Notes to standalone financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 17 : Other Financial Liabilities

	Non-Current				Current			
	As March 31, 2026	At March 31, 2026	As March 31, 2025	At March 31, 2025	As March 31, 2026	At March 31, 2026	As March 31, 2025	At March 31, 2025
Security Deposits recieved(at amortised Cost)		12.58	-	-	-	-		12.32
Unclaimed dividends(Refer Note(a) below)		-	-	-	12.43	-		14.06
Deferred Income		-	-	-	-	-		0.24
		12.58	-	-	12.43	-		26.62

(a) The amount does not include any amount due to be transferred to Investor Protection and Education fund.

Note 18 : Other Current Liabilities

Statutory dues payable

As March 31, 2026	At March 31, 2026	As March 31, 2025	At March 31, 2025
	0.72		2.11
	0.72		2.11



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Addi Industries Limited

Notes to standalone financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 19: Other Income

	For The Year Ended March 31, 2026	For The Year Ended March 31, 2025
Interest on		
- Fixed Deposits	361.30	468.57
- Tax Free Bonds	14.06	14.05
- Taxable Bonds	5.00	5.01
- Interest on Income tax refund	-	0.48
- Inter Corporate Deposit	96.84	-
Rental Income	48.94	47.86
Unwinding of discount on deposits	0.24	1.07
	526.38	537.03

Note 20 : Employee Benefits Expense

	For The Year Ended March 31, 2026	For The Year Ended March 31, 2025
Salary, Wages & Bonus	90.78	65.24
Contribution to Provident & Other Funds	1.33	1.82
Gratuity (Refer Note No. 26)	1.55	4.10
Compensated Absences	0.90	0.71
Staff Welfare Expenses	0.20	0.31
	94.76	72.18

Note 21: Finance Cost

	For The Year Ended March 31, 2026	For The Year Ended March 31, 2025
Interest on bank overdraft	38.25	-
Interest expense on lease liabilities (Refer Note 30)	-	0.30
Interest on security deposits	0.27	1.12
Interest on delay in deposition of TDS and advance tax	0.32	0.14
	38.84	1.55

Note 22 : Depreciation and Amortisation Expense

	For The Year Ended March 31, 2026	For The Year Ended March 31, 2025
Depreciation on Tangible Assets (Refer Note 3)	0.75	0.81
Depreciation on Right of Use Assets (Refer Note 30)	0.41	4.94
Depreciation on Investment Property (Refer Note 4)	8.18	8.18
	9.34	13.93

Note 23 : Other Expenses

	For The Year Ended March 31, 2026	For The Year Ended March 31, 2025
Electricity & Water Expenses	0.47	0.75
Repairs & Maintenance - Others	0.87	1.86
Rent	4.47	-
Insurance	0.08	0.05
Legal & Professional Charges	32.94	12.79
Rates and taxes	7.50	3.25
Payment to Auditors (Refer Note 'a' below)	6.75	5.90
Travelling & conveyance expenses	0.65	1.35
Vehicle Running Expenses	1.56	2.51
Director Sitting Fee	3.05	1.70
Property, plant & equipments written off	0.05	-
Advances written off	1.87	-
Loss on Fair Valuation of : Equity Shares (measured at FVTPL) (Net)	25.90	-
Miscellaneous Expenses	4.70	5.22
	90.86	35.39

a) Details of payment made to auditors is as follows:

As Auditor:

- For Audit
- For Other Services



	For The Year Ended March 31, 2026	For The Year Ended March 31, 2025
	3.65	3.65
	3.10	2.25
	6.75	5.90

Addi Industries Limited

Notes to standalone financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 24: Income tax

The major components of income tax expense for the years ended March 31, 2026 and March 31, 2025 are:

24.1 Income tax recognised in profit or loss

Tax Expense:

a) Current tax	
b) Deferred tax	
b) Adjustments in respect of current income tax of previous year	
Income tax expense reported in the statement of profit or loss	

For the year ended March 31, 2026	For the year ended March 31, 2025
64.49	103.84
9.69	(0.77)
(3.43)	0.02
70.74	103.09

24.2 Income tax recognised in other comprehensive income

Income-tax on Re-measuresemt of Defined Benefit Plans

For the year ended March 31, 2026	For the year ended March 31, 2025
0.25	(0.32)
0.25	(0.32)

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2026 and March 31, 2025

Accounting profit before tax from continuing operations

Accounting profit before income tax

At India's statutory income tax rate of 25.168% (March 31, 2025: 25.168%)

Adjustments in respect of current income tax of previous years

Exempt income

Non-deductible/Taxable expenses for tax purposes:

Expenses not allowed for tax purpose

Other non deductible expenses

At the effective income tax rate

Income tax expense reported in the statement of profit and loss

Variance

As March 31, 2026	At March 31, 2025
292.58	413.98
292.58	413.98
73.64	104.19
(3.43)	0.02
(6.94)	(7.15)
8.36	3.05
(0.88)	2.98
70.74	103.09
70.74	103.09
-	-

The tax rate used for the current year reconciliation above is the corporate tax rate of 25.168% (March 31, 2025: 25.168%) payable by corporate entities in India on taxable profits under the Indian tax law.



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Addi Industries Limited

Notes to standalone financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 25 : Earnings per share (EPS)

Earning per share (EPS) is determined based on the net profit attributable to the shareholder before other comprehensive Income. Basic earning per share is computed using the weighted average number of equity shares outstanding during the year whereas Diluted Earning per share is computed using the weighted average number of common and dilutive equivalent shares except for the case where the result becomes anti- dilutive.

	For the year ended March 31, 2026	For the year ended March 31, 2025
Profit attributable to the equity holders	221.83	310.89
Weighted average number of equity shares for basic and diluted EPS (in absolute numbers)	10,796,574	10,796,574
Basic and diluted earnings per share (in ₹) (face value ₹ 5 per share)	2.05	2.88



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Addi Industries Limited

Notes to standalone financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 27 : Contingent Liabilities (to the extent not provided for) and Commitments

I) Commitments

a) Estimated amount of contracts remaining to be executed on capital account (net of advances) and which have not been provided for in the financial statements, amounts to ₹ 1,705.96 (March 31, 2025: ₹ Nil). The Company does not have any other long term commitments or material non-cancellable Contractual Commitments, which may have a material impact on the standalone financial statements.

II) Contingent Liabilities

The Company has reviewed all its pending claims, litigations and other proceedings and has adequately provided for wherever required. However, wherever it is difficult for the Company to estimate the timings of cash outflows, if any, in respect of the below as it is determinable only on receipt of judgement/decisions pending with various forums/authorities, the Company has disclosed the same as Contingent Liabilities (pending resolution of the respective proceedings).

The Company does not expect the outcome of these proceedings to have a material or adverse effect on financial position of the Company. Also, the Company does not expect any reimbursements in respect of the below contingent liabilities.

	As March 31, 2026	At March 31, 2025
(i) Claims against the Company, not accepted and not provided	77.42	77.42

Note 28 : Related Party Disclosures

a) Name of the Related Parties and Description of Relationship:

Name of Related Party	Nature of relationship
Wholly Owned Subsidiary Company	Skyrix Ventures Private Limited (Formerly known as 'Aum Tefab Private Limited')
Key Management Personnel	Mr.C.L.Jain,Chairman and Managing Director (till 11.12.2025)
	Mr. Sandeep Miital - CFO and Whole time Director (wef 11.12.2025)
	Mr. Subrata Panda Director (till 11.12.2025)
	Mr. Achal Kapoor-Director (till 11.12.2025)
	Mr. Rajat Goyal - Director (wef 11.12.2025)
	Ms. Apra Sharma - Non-Executive Director (till 11.12.2025)
	Ms. Preeti Jain - Independent Director (wef 11.12.2025)
	Mr. Jai Kishan - Independent Director (Wef 11.12.2025)
	Mr. Atul Jain, Chief Financial Officer (till 11.12.2025)
	Mr. Hari Bansal - Director(till 11.12.2025)
	Mrs. Taranjeet Kaur, Company Secretary (till 11.12.2025)
	Ms. Amandeep, Company Secretary (wef 13.2.2026)

b) Transactions with related parties (Including bifurcation of material transaction)

Name of Related Party	Relationship	Nature of Transaction	For the Year ended March 31, 2026	For the Year ended March 31, 2025
Sh.Chaman Lal Jain	Managing Director	Salary	24.00	36.00
		Perquisites	-	4.86
		Leave Encashment	12.00	-
		Ex-Gratia	6.34	4.86
Mr. Sandeep Miital	Chief Financial Officer & Whole-time Director	Salary	5.52	-
		Perquisites	-	-
Mr. Atul Jain	Chief Financial Officer	Salary	6.00	7.62
		Gratuity	8.99	-
		Leave Encashment	6.91	-
		Notice Pay	0.70	-
		Ex-Gratia	9.10	-
		Reimbursement of Expenses Incurred on our behalf	-	0.53
Skyrix Ventures Private Limited (Formerly known as 'Aum Tefab Private Limited')	Wholly owned Subsidiary	ICD given	100.00	-
		Interest earned	0.72	-
Ms. Apra Sharma	Non-Executive Director	Director Sitting Fees	0.65	0.30
Mr. Subrata Panda	Director	Director Sitting Fees	0.70	0.70
Mr. Achal Kapoor	Director	Director Sitting Fees	0.70	0.70
Ms. Preeti Jain	Independent Director	Director Sitting Fees	0.50	-
Mr. Jai Kishan	Independent Director	Director Sitting Fees	0.50	-
Mrs. Taranjeet Kaur	Company Secretary	Salary	1.51	1.81
		Notice Pay	0.30	-
Ms. Amandeep	Company Secretary	Salary	0.32	-



Addi Industries Limited

Notes to standalone financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

c) Year end balances of related parties

Name of Related Party	Nature of Balance	For the Year ended March 31, 2026	For the Year ended March 31, 2025
Sh.Chaman Lal Jain	Director remuneration payable	-	2.18
Mr. Sandeep Mittal	Director remuneration payable	5.52	-
Mr. Atul Jain	Salary payable	-	0.57
Mr. Rajat Goyal	Expenses Incurred on our behalf	0.25	-
Ms. Amandeep	Salary payable	0.20	-
Mrs. Taranjeet Kaur	Salary payable	-	0.15
Skyrix Ventures Private Limited (Formerly known as 'Aum Textfab Private Limited')	Salary payable	100.65	-

d) Terms and conditions of transactions with related parties

All the transaction with the related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and carried no interest. No expenses has been recognized in the current year in respect of bad or doubtful debts/advances and further no specific provision for doubtful debts/advances has been made in respect of outstanding balances.



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Addi Industries Limited

Notes to standalone financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 26 : Gratuity And Other Post-Employment Benefit Plans

a) Defined Contribution Plans

The company makes contribution towards provident fund/ pension fund. Under the scheme, the company is required to contribute a specified percentage of payroll cost, as specified in the rules of the schemes, to the defined contribution scheme. The company during the year recognised the following amount in the Standalone Statement of profit and loss account under company's contribution to defined contribution plan.

	For the year ended March 31, 2026	For the year ended March 31, 2025
Provident Fund	1.21	1.67
Other funds	0.12	0.15
Total	1.33	1.82

b) Defined benefit plans

In accordance with Ind AS 19 "Employee benefits", an actuarial valuation on the basis of "Projected Unit Credit Method" was carried out, through which the company is able to determine the present value of obligations. "Projected Unit Credit Method" recognizes each period of service as giving rise to additional unit of employees benefit entitlement and measures each unit separately to build up the final obligation.

i) Gratuity scheme

The company operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 days salary last drawn for each completed year of service. The same is payable on termination of service, or retirement, or death, whichever is earlier. The benefit vests after five years of continuous service.

c) The following tables summarize the components of net benefit expense recognised in the Statement of profit and loss and the funded status and amounts recognised in the balance sheet for the defined benefit plan (viz. gratuity).

	As March 31, 2026	At March 31, 2025
Change in benefit obligation	Gratuity (Unfunded)	Gratuity (Unfunded)
1 Opening defined benefit obligation	23.53	20.70
2 Add: Interest cost	1.54	1.49
3 Add: Current service cost	0.01	2.61
4 Add: Past service cost	-	-
5 Less: Benefits paid	(26.07)	-
6 Add: Actuarial (gain) / loss	1.00	(1.27)
Present value of obligation as at the end of the year	0.01	23.53

c) The following tables summarise the components of net benefit expense recognised in the Statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

	As March 31, 2026	At March 31, 2025
Cost for the year included under employee benefit	Gratuity (Unfunded)	Gratuity (Unfunded)
Add: Current service cost	0.01	2.61
Add: Past service cost	-	-
Add: Interest cost	1.54	1.49
Less: Return on plan assets	-	-
Add: Actuarial (gain) / loss	1.00	-1.27
Net cost	2.55	2.83

c) Detail of actuarial gain/loss recognised in OCI is as follows:

- Actuarial gain / (loss) for the year – obligation
- Actuarial gain / (loss) for the year - plan assets
- Total gain / (loss) for the year**
- Actuarial gain / (loss) recognised in the year
- Unrecognised actuarial gains / (losses) at the end of year



As March 31, 2026	At March 31, 2025
Gratuity (Unfunded)	Gratuity (Unfunded)
-1.00	1.3
-	-
-1.00	1.3
-1.00	1.3
-	-

Addi Industries Limited

Notes to standalone financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 29 : Fair Values Disclosure

a) Financial Instruments by category

Set out below, is a comparison by class of the carrying amounts and fair value of the company's financial instruments. Here the disclosure is made for non-current financial assets and non-current financial liabilities, carrying value of current financial assets and current financial liabilities including trade receivable, cash and cash equivalent, other bank balances, other financial assets, trade payables, current borrowing, other current financial liabilities etc. which represent the best estimate of fair value.

The Management assessed that fair value of these short term financial assets and liabilities significantly approximate their carrying amount largely due to short term maturities of these instruments and are measured at amortised cost.

b) Fair value of Financial Assets:

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the standalone financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard.

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input that has a significant effect on the fair value measurement are observable, either directly or indirectly.

Level 3: Valuation techniques for which the lowest level input which has a significant effect on the fair value measurement is not based on observable market data.

As at March 31, 2026:

Particulars	Carrying amount			Fair value			Total
	Other financial assets - amortised cost	Other financial liabilities - amortised cost	Total carrying amount	Level 1	Level 2	Level 3	
Financial assets Measured At Amortised Cost							
Investment in Equity Share - subsidiary	75.24	-	75.24	-	-	-	-
Investment in Equity Share - quoted	-	-	-	258.69	-	-	258.69
Investment Others	288.20	-	288.20	-	-	-	-
Loans	3,808.49	-	3,808.49	-	-	-	-
Security Deposits	0.15	-	0.15	-	-	-	-
Others	215.80	-	215.80	-	-	-	-
Cash and Cash Equivalents	190.09	-	190.09	-	-	-	-
Bank deposits with more than 12 months maturity	35.00	-	35.00	-	-	-	-
Bank balance other than Cash and cash equivalent	2,413.46	-	2,413.46	-	-	-	-
	7,026.43	-	7,026.43	258.69	-	-	258.69
Financial Liabilities Measured At Amortised Cost							
Trade payables	-	11.76	11.76	-	-	-	-
Security Deposits	-	12.58	12.58	-	-	-	-
Others	-	12.43	12.43	-	-	-	-
	-	36.78	36.78	-	-	-	-

As at March 31, 2025:

Particulars	Carrying amount			Fair value			Total
	Other financial assets - amortised cost	Other financial liabilities - amortised cost	Total carrying amount	Level 1	Level 2	Level 3	
Financial assets Measured At Amortised Cost							
Investment in Equity Share - subsidiary	75.24	-	75.24	-	-	-	-
Investment Others	288.20	-	288.20	-	-	-	-
Security Deposits	1.05	-	1.05	-	-	-	-
Others	315.72	-	315.72	-	-	-	-
Cash and Cash Equivalents	7.18	-	7.18	-	-	-	-
Bank deposits with more than 12 months maturity	270.00	-	270.00	-	-	-	-
Bank balance other than Cash and cash equivalent	6,180.11	-	6,180.11	-	-	-	-
	7,137.50	-	7,137.50	-	-	-	-



Addi Industries Limited

Notes to standalone financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Financial Liabilities Measured At Amortised Cost

Trade payables	-	8.75	8.75	-	-	-	-
Lease Liability	-	0.50	0.50	-	-	-	-
Security Deposits	-	12.32	12.32	-	-	-	-
Others	-	14.06	14.06	-	-	-	-
Deferred Income	-	0.24	0.24	-	-	-	-
	-	35.86	35.86	-	-	-	-

c) Discount Rate Used in Determining Fair Value

The interest rate used to discount estimated future cash flows, where applicable, are based on the incremental borrowing rate of borrower which in case of financial liabilities is average market cost of borrowings of the company and in case of financial asset is the average market rate of similar credit rated instrument. The company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available.

The company has an established control framework with respect to the measurement of fair values. The finance and accounts team that has overall responsibility for overseeing all significant fair value measurements and reports directly to the board of directors. The team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified. Significant valuation issues are reported to the company's board of directors.

The following methods and assumptions were used to estimate the fair values:

a) Fair value for security deposits (other than perpetual security deposits) has been presented based on the discounting factor as at the reporting date. Fair value for all other non-current assets and liabilities is equivalent to the amortised cost, interest rate on them is equivalent to the market rate of interest.

b) For other financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.



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Addi Industries Limited

Notes to standalone financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 31 : Segment Information

The company is engaged in the business of Export of Garments and operates within India. The company has determined single reporting segments based on the information reviewed by the Group's Chief Operating Decision Maker ('CODM') and hence there is no other reportable segment as per Ind AS 108 "Operating Segment".

Major Customer: No single customers contributed 10% or more to the company's revenue for both March 31, 2026 and March 31, 2025.

Note 32: Capital Management

The company's objective for managing capital is to

- Ensure ability to continue as a going concern, so that the company can continue to provide returns to shareholders and benefits for other stakeholders, and
- maintain optimal capital structure to reduce the cost of capital.

The company manages its capital structure and makes adjustments to it in the light of changes in economic conditions. In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The company monitors capital structure using Gearing Ratio, which is calculated as under:

	As March 31, 2026	At March 31, 2025
Lease Liabilities	-	0.50
Less: Cash and Bank Balance	(2,603.55)	(6,187.29)
Adjusted Net debt (A)	(2,603.55)	(6,186.79)
Equity Share Capital	540.00	540.00
Other Equity	7,445.66	7,224.58
Total Capital (B)	7,985.66	7,764.58
Net Debt and Capital (C= A+B)	5,382.11	1,577.79
Gearing ratio	-0.33	-0.80

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2026 and March 31, 2025.

For the purpose of capital management, capital includes issued equity capital and all other reserves attributable to the equity holders of the company.



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Addi Industries Limited

Notes to standalone financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 33: Financial risk management objectives and policies

The company's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the company's operations and to provide guarantees to support its operations.

The company's principal financial assets includes loans, security deposits, trade receivables, cash and cash equivalents, deposits with bank, interest accrued in deposits, receivables from related and other parties and interest accrued thereon.

The company is exposed to credit risk, liquidity risk and market risk.

A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk borrowings, short term deposits and derivative financial instruments.

The sensitivity analyses in the following sections relate to the position as at March 31, 2026 and March 31, 2025.

i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. However, the company doesn't have any interest rate risk.

ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company's exposure to the risk of changes in foreign exchange rates relates primarily to the company's operating activities (when revenue or expense is denominated in a foreign currency)

The company is not exposed to foreign currency sensitivity because company does not have any outstanding foreign currency exposure as on March 31, 2026 and March 31, 2025

B. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and other financial instruments.

i) Trade receivables

Customer credit risk is managed by each business unit subject to the company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating. Outstanding customer receivables are regularly monitored.

ii) Financial instruments and cash deposits

Credit risk from balances with banks and financial instruments is managed by the company's treasury department in accordance with the company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the company's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the company's finance committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

C. Liquidity risk

Liquidity risk is the risk that the company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

The company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including loans from banks at an optimised cost.

The table below summarises the maturity profile of the company's financial liabilities based on contractual undiscounted payments.

As at March 31, 2026	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
Trade payables	-	11.76	-	-	-	11.76
Lease liability	-	-	-	-	-	-
Security Deposit	-	-	-	12.58	-	12.58
Others	-	-	12.43	-	-	12.43
Deferred Payment Liability (Refer Note 17)	-	-	-	-	-	-
Total	-	11.76	12.43	12.58	-	36.78
As at March 31, 2025	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
Trade payables	-	8.75	-	-	-	8.75
Lease liability	-	0.50	-	-	-	0.50
Security Deposit	-	12.32	-	-	-	12.32
Others	-	-	14.06	-	-	14.06
Deferred Payment Liability (Refer Note 17)	-	0.24	-	-	-	0.24
Total	-	21.80	14.06	-	-	35.86

Addi Industries Limited

Notes to standalone financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 34: Ratio Analysis

Description	Numerator	Denominator	March 31, 2026	March 31, 2025	% change	Reason for variance*
Current ratio	Current Assets	Current Liabilities	114.21	105.74	8.02%	NA
Return on Equity ratio	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	0.70%	1.01%	-30.45%	Due to decrease in profit in March 31, 2026
Return on Capital Employed	Earnings before interest and taxes	Capital Employed *	4.15%	5.35%	-22.45%	NA
Return on investment	Earnings from investment	Average Investment	1.83%	2.07%	-11.62%	NA

* Tangible Net Worth + Total Debt + Deferred Tax Liability

* Reasons for variance have been disclosed where there is change more than 25%



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Addi Industries Limited

Notes to standalone financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 35:

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).

The Company has not received any fund from any party (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entity identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note 36:

Details of disclosure pursuant to Regulation 34 of the SEBI (Listing, Obligations & Disclosure Requirements) Regulations, 2015 and disclosure under section 186(4) of the Act:

Particulars	As at March 31, 2026	As at March 31, 2025
Investments:		
Investments at the beginning of the year	75.24	75.24
Investments at the end of the year	333.93	75.24
Loans:		
Loans at the beginning of the year	-	-
Loans at the end of the year	3,808.49	-

There are no guarantees and advances in the nature of loans which are given during the year.

Note 37: Other Statutory Information

(a) The company did not have any transactions with companies struck off under Section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 neither in the current financial year nor in the previous financial year.

(b) The Company does not have any Benami property, where any proceeding under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder has been initiated or pending against the company.

(c) The Company has not been declared wilful defaulter by any bank or financial Institution or other lender.

(d) The Company has not traded or invested in Crypto currency or Virtual Currency.

(e) The Company has no any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

(f) As per Section 135 of the Companies Act, 2013, the Company is not required to incur any expenditure on Corporate Social Responsibility.

Note 38:

The Company has assessed the financial impact arising from the implementation of the New Labour Codes. These Codes have been made effective from November 21, 2025. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. The financial impact, though not material, has been recognised in the financial statements for the year ended on March 31, 2026. The Company continues to monitor further developments and additional impact, if any, will be evaluated and accounted for appropriately.

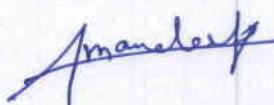
Note 39: The figures are rounded off to the nearest rupees in lakh and decimal thereof.

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




(Preeti Jain)
Director

DIN 08803345


(Amandeep)

Company Secretary

ICSI M. No. A76320


(Rajat Goyal)
Director

DIN 03543956


(Sandeep Mittal)
Whole-time Director
and CFO

DIN 00225089

Place of Signature: New Delhi

Date: 28.05.2026

Independent Auditor's Report

To The Members of Addi Industries Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Addi Industries Limited** ("the Holding Company") and its Subsidiary (Holding Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2026, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2026, of the consolidated profit (consolidated financial performance including other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on consolidated financial statements.

Material Uncertainty Related to Going Concern

Note 2 in the Consolidated financial statements, which specify that the Holding Company is in process of exploring the modalities to start new business venture, however the Holding Company has not yet implemented the same. This situation indicate the existence of material uncertainty that may cast significant doubt about the Holding Company's ability to continue as a going concern. However, in view of future business opportunities, having significant cash & bank balances with positive net worth and no borrowings, the Management is of the view that going concern basis of accounting is appropriate for preparation of the accompanying consolidated financial statement. Our opinion is not modified in respect of this matter.

Emphasis of Matter

Note 14(a) in the Consolidated financial statements regarding restructuring of the Holding Company pursuant to a Share Purchase Agreement entered into between the existing shareholders and the acquirer. Consequent to this, a change in control and management of the Holding Company has occurred whereby acquirer has acquired 8018175 equity shares of the Holding Company representing 74.27% of its paid up equity share capital on December 17, 2025. There is no impact on the carrying value of assets and liabilities as at the balance sheet date. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2026. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each key audit matter below, our description of how our audit addressed the matter is provided in that context.



We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the 'Auditor's responsibilities for the audit of the consolidated financial statements' section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

S. No.	Key Audit Matters	How our audit addressed the key audit matter
1	Loans and Investments in others and investment property (Refer to the accompanying Notes 6, 4 and 5 forming integral part of the consolidated financial statements) The Company carries its loans to others amounting to ₹ 3,708.49 lakh, investment property amounting to ₹ 433.64 lakh (net of depreciation) and investments in others amounting to ₹ 374.53 lakh at cost/amortized cost as at March 31, 2026. The amount being significant to the consolidated financial statements, the determination of impairment charge required the application of significant judgments by Management, in particular with respect to determination of recoverable/fair value amount of these loans, investments and investment property which in aggregate is significant to the consolidated financial statements. Accordingly, the impairment of loans, investments & investment property was determined to be a key audit matter in our audit of the consolidated financial statements.	Our procedure in relation to the appropriateness of judgements and estimates in valuation and determination of impairment include: a) Substantive testing: - Obtaining and reviewing recoverable amounts as determined by the Management for each loans, investments and investment property. - Obtained balance confirmations of loans granted. - Discussed and evaluated Management assessment of impairment of loans, investment and investment property. - Evaluated the objectivity and independence of specialists involved in the valuation process. - Assessed the valuation method used and evaluated the key assumptions used. - Considered the disclosures in the consolidated financial statements for compliance with disclosure requirements. b) Controls testing: Wherever appropriate, our substantive work was supplemented by controls testing work which encompassed understanding, evaluating and testing key controls in respect of judgement, estimates, valuation, impairment & presentation of loans, investments and investment property. Our procedures as mentioned above did not identify any findings that are significant for the financial statements as whole in respect of judgement, estimates, valuation, impairment & presentation of loans, investments and investment property.

Information other than Consolidated Financial Statements and Auditor's Reports thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.



In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibility of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the Companies included in the group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing their financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Companies included in the Group has adequate internal financial controls with reference to the consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors are responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of one subsidiary, whose financial statement reflects total assets (before eliminating inter-company balances ₹ Nil) of ₹ 573.92 lakh as at March 31, 2026, total revenue (before eliminating inter-company transaction ₹ Nil) of ₹ 512.07 lakh and net cash flow amounting (before eliminating inter-company balances ₹ Nil) to ₹ 3.11 lakh for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose report has been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditor.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the report of the other auditor.

Report on Other Legal and Regulatory Requirements

1. With respect to the matters specified in the paragraph 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 ("the Order"/"CARO"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Holding Company and CARO report issued by the statutory auditors of the subsidiary which have been included in the consolidated financial statements of the Company & to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.



2. As required by Section 143(3) of the Act, based on our audit we report that:

- I. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- II. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors except for the matters stated in the paragraph 2 (VIII) (f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 and that instead of daily backups, periodic backups of books of account and other relevant documents have been maintained in electronic format.
- III. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- IV. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- V. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2026 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group Companies incorporated in India is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
- VI. The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2 (II) above on reporting under Section 143(3)(b) of the Act and paragraph 2 (VIII) (f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- VII. With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Group incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- VIII. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - a) The consolidated financial statements disclose impact of pending litigations on the consolidated financial position of the Group - Refer Note No. 29 to the consolidated financial statements.
 - b) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary company incorporated in India.
 - d)
 - i. The respective Managements of the Holding Company and its Subsidiary which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of such subsidiary have reported that, to the best of their knowledge and belief, as disclosed in the Note 38 to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or such subsidiary to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or such subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - ii. The respective Managements of the Holding Company and its subsidiary which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of such subsidiary have reported that, to the best of their knowledge and belief, as disclosed in the Note 38 to accounts, no funds (which are material either individually or in the aggregate) have been received by the Holding Company



or such subsidiary from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or such subsidiary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- iii. Based on audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditor of the subsidiary which is a company incorporated in India, whose financial statements has been audited under the Act, nothing has come to our or other auditor notice that has caused us or the other auditor to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) & (ii) above, contain any material misstatement.
- e) The Company and its subsidiary has neither proposed nor declared or paid any dividend during the year.
- f) Based on our examination which included test checks and that performed by the respective auditor of the subsidiary which is a company incorporated in India whose financial statements have been audited under the Act, the holding Company and its subsidiary have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that the feature of recording audit trail (edit log) facility was not enabled throughout the year in accounting software of the Holding Company. Further, during the course of our audit we and the auditor of the subsidiary company did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the Holding and subsidiary Company as per the statutory requirements for record retention.
3. With respect to the matter to be included in the Auditors' report under Section 197(16):
In our opinion and according to the information and explanation given to us and based on the consideration of reports of other statutory auditors of the subsidiaries incorporated in India, the managerial remuneration for the year ended March 31, 2026 has been paid by the Holding Company to their directors in accordance with the provisions of section 197 read with Schedule V to the Act. However, the subsidiary company which is incorporated in India has not paid or provided any managerial remuneration to any director during the year.

For B.R. Gupta & Co.

Chartered Accountants,

Firm Registration Number 008352N

Agarwal

(Deepak Agarwal)

Partner

Membership Number 073696

UDIN: 260736962WTCRD 2676

Place of Signature: New Delhi

Date: May 28, 2026



Annexure 'A' to the Independent Auditors' Report of even date on the Consolidated Financial Statement of Addi Industries Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of Addi Industries Limited (hereinafter referred to as "the Holding Company") as of and for the year ended March 31, 2026, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



Inherent Limitations of Internal Financial Controls With reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2026, based on the internal control with reference to financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143 (3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements of the Holding Company, in so far as it relates to one subsidiary company, which is a company incorporated in India, is based on the corresponding report of the auditor of such subsidiary company, incorporated in India.

For B.R. Gupta & Co.

Chartered Accountants,

Firm's Registration Number 008352N

(Deepak Agarwal)

Partner

Membership Number 073696

UDIN: 26073696 ZWTCRD 2676

Place of Signature: New Delhi

Date: May 28, 2026

Addi Industries Limited
Consolidated Balance Sheet as at March 31, 2026
(All amounts in ₹ lakh, unless otherwise stated)

Particulars	Notes	As March 31, 2026	At March 31, 2025
ASSETS			
I. Non-Current Assets			
(a) Property, Plant and Equipment	3	1.97	2.45
(b) Right of Use Assets	33	-	0.41
(c) Investment Property	4	433.64	441.82
(d) Financial Assets			
(i) Investments	5	633.21	374.53
(ii) Loans	6	3,708.49	-
(iii) Other Financial Assets	7	122.15	276.98
(e) Deferred Tax Assets (Net)	8	-	8.49
(f) Other Non-Current Assets	9	290.32	247.07
Total Non-Current Assets		5,189.78	1,351.75
Current Assets			
(a) Financial Assets			
(i) Trade Receivables	10	348.30	-
(ii) Cash and Cash Equivalents	11	194.53	8.53
(iii) Bank Balances other than Cash and Cash Equivalents	12	2,413.46	6,332.13
(iv) Others Financial Assets	7	128.31	309.94
(b) Other Current Assets	9	138.95	1.56
(c) Current tax assets (net)	13	8.82	-
Total Current Assets		3,232.37	6,652.16
Total Assets		8,422.15	8,003.91
II. Equity And Liabilities			
Equity			
(a) Equity Share Capital	14	540.00	540.00
(b) Other Equity	15	7,624.50	7,389.00
Total Equity	Total	8,164.50	7,929.00
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Other Financial Liabilities	16	12.58	-
(b) Provisions	17	0.01	13.26
(c) Deferred tax liabilities (Net)	8	0.96	-
Total Non-Current Liabilities		13.55	13.26
Current Liabilities			
(a) Financial Liabilities			
(i) Lease Liabilities	33	-	0.50
(ii) Trade Payables	18	-	0.29
a) Total Outstanding Dues to Micro and Small Enterprises		-	0.29
b) Total Outstanding Dues to Parties Other than Micro and Small Enterprises		230.45	8.76
(iii) Other Financial Liabilities	16	12.43	26.61
(b) Other Current Liabilities	19	1.22	2.11
(c) Provisions	17	-	20.14
(d) Current tax liabilities (net)	13	-	3.24
Total Current Liabilities		244.10	61.65
Total Equity And Liabilities		8,422.15	8,003.91

Summary of Material Accounting Policy Information

2A

The accompanying notes form an integral part of the financials statements

As per our Report of even date attached

For B.R. Gupta & Co.,

Chartered Accountants

Firm's Registration Number 008352N


 (Deepak Agarwal)
 Partner

Membership Number 073696



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


 (Preeti Jain)
 Director
 DIN 08803345

 (Amandeep)
 Company Secretary
 ICSI M. No. A76320


 (Rajat Goyal)
 Director
 DIN 03543956

 (Sandeep Mittal)
 Whole-time Director and
 CFO
 DIN 00225089

Addi Industries Limited

Consolidated Statement of Profit and Loss for the year Ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2026	For the year ended March 31, 2025
I. Revenue From Operations	20	512.07	-
II. Other Income	21	543.81	553.90
III. Total Income (I + II)		1,055.88	553.90
IV. Expenses			
(a) Purchase of Stock in Trade	22	508.21	-
(b) Employee Benefits Expense	23	94.76	72.18
(c) Finance Cost	24	39.56	1.55
(d) Depreciation and Amortisation Expense	25	9.34	13.93
(e) Other Expenses	26	92.11	35.93
Total Expenses		743.98	123.59
V. Profit/(Loss) Before Exceptional Items and Tax (III-IV)		311.90	430.31
VI. Exceptional Items		-	-
VII. Profit/(Loss) Before Tax (V-VI)		311.90	430.31
VIII. Tax Expense:			
(a) Current tax	27	69.34	106.25
(b) Deferred tax charge/(release)		9.69	(0.77)
(c) Income tax Adjustment for earlier year		(3.38)	0.02
Total Tax Expense		75.65	105.50
IX. Profit/(Loss) For The Year (VII-VIII)		236.25	324.81
X. Other Comprehensive Income			
(A) (i) Items that will not be reclassified to profit or loss			
(a) Remeasurement gain/(loss) of defined benefit plans		(1.00)	1.27
(ii) Income tax on items that will not be reclassified to profit or loss		0.25	(0.32)
(B) (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax on items that will be reclassified to profit or loss		-	-
Other comprehensive income for the year, net of tax		(0.75)	0.95
XI Total comprehensive income for the year, net of tax (IX+X)		235.50	325.76
XII Earnings Per Share: (Face Value ₹ 5 Per Share)	28		
1) Basic (amount in ₹)		2.19	3.00
2) Diluted (amount in ₹)		2.19	3.00

Summary of Material Accounting Policy Information 2A

The accompanying notes form an integral part of the financials statements

As per our Report of even date attached

For B.R. Gupta & Co.,

Chartered Accountants

Firm's Registration Number 008352N



(Deepak Agarwal)

Partner

Membership Number 073696

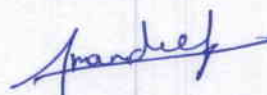


For and on behalf of the Board of Directors of
Addi Industries Limited

(Preeti Jain)

Director

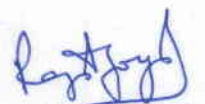
DIN 08803345



(Amandeep)

Company Secretary

ICSI M. No. A76320



(Rajat Goyal)

Director

DIN 03543956



(Sandeep Mittal)

Whole-time Director
and CFO

DIN 00225089

Place of Signature: New Delhi

Date: 28.05.2026

Addi Industries Limited

Consolidated Statement of Cash Flows for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
A. Cash Flow From Operating Activities		
Net Profit Before Tax	311.90	430.31
Adjustments for :		
Depreciation (Net)	9.34	13.93
Finance cost	39.56	1.55
Unwinding of discount on deposits	(0.24)	(1.07)
Advances Written off	1.87	-
Interest Income	(494.63)	(504.98)
Loss on Fair Valuation of : Equity Shares (measured at FVTPL) (Net)	25.90	-
Property, plant & equipments written off	0.05	-
Rental Income	(48.94)	(47.86)
Operation Profit Before Working Capital Changes	(155.18)	(108.10)
Movement In Working Capital:		
Increase/(Decrease) in Trade Payables & Other Current Liabilities	220.52	0.14
Increase/(Decrease) in Financial Liabilities	(0.01)	9.63
Increase/(Decrease) in Provisions	(34.39)	7.82
(Increase)/Decrease in Trade Receivables	(348.30)	-
(Increase)/Decrease in Other Current Assets	(139.26)	(0.11)
(Increase)/Decrease in Other Financial Assets	(22.10)	402.49
(Increase)/Decrease in Other Non-Current Assets	(3.82)	-
Net Cash Generated From Operations	(482.55)	311.87
Direct Taxes Paid(Net of Refund Received)	(78.02)	(92.19)
Net Cash Inflow From/(Used In) Operating Activities	(A) (560.56)	219.68
B. Cash Flow From Investing Activities		
Capital advance	(39.43)	(31.50)
Purchase of Property, Plant and Equipment	(0.31)	-
Redemmtion/(Purchase) of Fixed Deposits (Net)	4,153.67	(617.26)
Purchase of Investment	(284.58)	-
Rent Received	48.94	47.86
Interest Received	618.19	504.98
Net Cash From/ (Used In) Investing Activities	(B) 4,496.48	(95.92)
C. Cash Flow From Financing Activities		
Payment of lease liability	(0.50)	(5.62)
Interest on lease liability	-	(0.30)
Loans given (Net)	(3,708.49)	-
Interest on Bank Overdraft	(38.99)	-
Interest on security deposit	-	(1.12)
Interest on shortfall of advance tax	(0.32)	(0.14)
Dividend paid during the year	(1.62)	(134.96)
Net cash inflow from/(used in) Financing Activities	(C) (3,749.92)	(142.13)
Net Increase (Decrease) In Cash And Cash Equivalents (A+B+C)	186.00	(18.37)
Opening Balance of Cash and Cash Equivalents	8.53	26.90
Total Cash And Cash Equivalent (Note No. 11)	194.53	8.53
Components Of Cash And Cash Equivalents		
Cash on hand	0.55	0.13
With banks - on current account and deposits with banks	193.98	8.40
Total Cash and Cash equivalent (Note No. 11)	194.53	8.53

Note: The cash flow statement has been prepared under indirect method as set out in Indian Accounting Standard (IND AS-7)

Summary of Material Accounting Policy Information

2A

The accompanying notes are an integral part of the financials statements

As per our Report of even date attached

For B.R. Gupta & Co.

Chartered Accountants

Firm's Registration Number 008352N


(Deepak Agarwal)
Partner

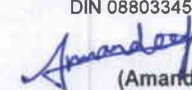
Membership Number 073696



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


(Preeti Jain)

Director
DIN 08803345


(Amardeep)

Company Secretary

ICSI M. No. A76320


(Rajat Goyal)

Director
DIN 03543956


(Sandeep Mittal)

Whole-time Director
and CFO

DIN 00225089

Place of Signature: New Delhi

Date: 28.05.2026

Addi Industries Limited**Consolidated Statement of changes in equity for the year March 31, 2026***(All amounts in ₹ lakh, unless otherwise stated)***A. Equity Share Capital**

	Amount
Closing Balance as at March 31, 2024	540.00
Changes in equity share capital during the current year	-
Closing Balance as at March 31, 2025	540.00
Changes in equity share capital during the current year	-
Closing Balance as at March 31, 2026	540.00

B. Other Equity

	Reserves and surplus			
	Capital Reserve	Security Premium	Retained earnings	Total Equity
Balance as at April 01, 2024	61.75	1,318.51	5,817.94	7,198.20
Net Income / Loss for the year	-	-	324.81	324.81
Add: Other comprehensive income *	-	-	0.95	0.95
Less- Dividend Paid (F.Y 2023-24)			(134.96)	(134.96)
Balance as at March 31, 2025	61.75	1,318.51	6,008.74	7,389.00
Balance as at April 01, 2025	61.75	1,318.51	6,008.74	7,389.00
Net Income / Loss for the year	-	-	236.25	236.25
Add: Other comprehensive income *	-	-	(0.75)	(0.75)
Balance as at March 31, 2026	61.75	1,318.51	6,244.24	7,624.50

* Represents Re-measurement of defined benefit plans (net)

Summary of Material Accounting Policy Information

2A

The accompanying notes form an integral part of the financials statements

As per our Report of even date attached

For B.R. Gupta & Co.,

Chartered Accountants

Firm's Registration Number 008352N

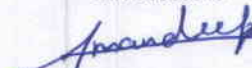

(Deepak Agarwal)
 Partner

Membership Number 073696

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

(Preeti Jain)
 Director

DIN 08803345

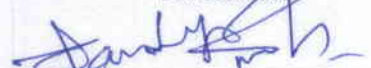

(Amandeep)

Company Secretary

ICSI M. No. A76320


(Rajat Goyal)
 Director

DIN 03543956


(Sandeep Mittal)
Whole-time Director and
CFO

DIN 00225089

Place of Signature: New Delhi

Date: 28.05.2026

Addi Industries Limited

Notes to Consolidated financial statements for the year ended March 31, 2026

Note 1 : Corporate Information

Addi Industries limited (the holding company) is a public limited company incorporated in the year 1980 under the provisions of the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange in India. The Company is engaged in the manufacturing and marketing of readymade garments. The Registered office of the company is located at Apra Plaza, Plot no. 29, First Floor, Unit no-106A, Road No-44, Community Centre Rani Bagh, Pitampura, Delhi-110034.

Skyrix Ventures Private Limited (Formerly known as 'Aum Texfab Private Limited') (the subsidiary company) is a Private company incorporated in the year 1991 under the provisions of the Companies Act, 1956. The Company is engaged in the business of manufacturing and trading of food products including coffee, cashew and grain-based products. The company is wholly owned subsidiary of Addi Industries Limited. The Registered office of the company is located at H-1/208, Garg Tower, Netaji Subhash Place, Pitampura, Shakur Pur I Block, North West Delhi, Delhi, India, 110034.

Holding Company and its subsidiary together referred to as "the Group" or "the Company"

The Financial Statements for the year ended March 31, 2026 were approved by the Board of Directors on May 28, 2025

Note 2 : Statement of Compliance

The Financial Statements are prepared on an accrual basis under historical cost Convention except for certain financial instruments which are measured at fair value. These financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Companies Act, 2013, as applicable. The accounting policies are applied consistently to all the periods presented in the financial statements.

Basis of preparation and presentation:

The Consolidated financial statements have been prepared on the historical cost convention on accrual basis except for certain class of financial assets/liabilities and net liability for defined benefit plans that are measured at fair value, as explained in the relevant accounting policies mentioned. The financial statements are presented in ₹ and all values are rounded to the nearest lakh except otherwise stated.

Basis of consolidation:

The holding company consolidate the entities which are controlled by it.

The holding company establishes control when; it has power over the entity, is exposed, or has rights, to variable return from its involvement with the entity and has the ability to effect the entity's returns by using its power over relevant activities of the entity.

Entities controlled by the company are consolidated from the date of control commences until the date of control ceases.

Consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances. The accounting policies adopted in the preparation of consolidated financial statements are consistent with those of previous year. The consolidated financial statements of the holding company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating all inter-company transactions, balances, income and expenses.

The consolidated financial statements are presented in ₹ and all values are rounded to the nearest lakh upto two decimal places except otherwise stated.

Going Concern

The Board of Directors of the holding company is in process of exploring the modalities to start new business venture, however the holding company has not yet implemented the same. This situation indicates the existence of material uncertainty that may cast significant doubt about the company's ability to continue as a going concern. However, in view of future business opportunities, having significant cash & bank balances with positive net worth and no borrowings, these accounts have been prepared on going concern basis.

Recent accounting pronouncements notified by Ministry of Corporate Affairs are as under:-

Recent Accounting Pronouncement

The Ministry of Corporate Affairs ("MCA") notifies new standards and amendments to existing standards under the Companies (Indian Accounting Standards) Rules from time to time.

a) In May 2025, the MCA notified amendments to Ind AS 21, applicable with effect from April 1, 2025. The Group has evaluated the amendment and concluded that it does not have a significant impact on its financial statements.

b) In August 2025, the MCA notified the following amendments:

i) Ind AS 1 (effective April 1, 2025): The amendment pertains to the classification of liabilities as current or non-current, including non-current liabilities with covenants. It also introduces guidance on liabilities subject to covenants. The Group clarifies that the right to defer settlement must exist and have substance as at the reporting date. It also introduces guidance on liabilities subject to covenants. The Group has assessed the amendment and determined that it does not impact its classification of current and non-current liabilities.

ii) Ind AS 7 and Ind AS 107 (effective April 1, 2025): The amendment to Ind AS 7 requires disclosure of supplier finance arrangements, including their nature, carrying amount of related liabilities, and payment terms. Ind AS 107 has been amended to include such arrangements as a factor in assessing concentration of liquidity risk. The Group has evaluated these amendments and concluded that they do not have a significant impact on its financial statements.

iii) Ind AS 12- International Tax Reform: Pillar Two Model Rules (effective immediately): The amendment provides a temporary mandatory relief from deferred tax accounting for top-up taxes and requires disclosure of the application of such relief. The Group has reviewed the amendment and determined that it does not have a significant impact on its financial statements.

Note 2A: Material Accounting Policy Information

a) Accounting judgements, estimates and assumptions

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amount of revenues and expenses for the years presented. Actual results may differ from the estimates. Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods affected.

b) Use of Estimates and Judgements

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur. Also, the Group has made certain judgements in applying accounting policies which have an effect on amounts recognized in the financial statements.



i) Income taxes

The Group is subject to income tax laws as applicable in India. Significant judgment is required in determining provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. Where tax positions are uncertain, accruals are recorded within income tax liabilities for management's best estimate of the ultimate liability that is expected to arise based on the specific circumstances and the Group's historical experience. Factors that may have an impact on current and deferred taxes include changes in tax laws, regulations or rates, changing interpretations of existing tax laws or regulations, future levels of research and development spending and changes in pre-tax earnings.

ii) Contingencies

Contingent Liabilities may arise from the ordinary course of business in relation to claims against the Group, including legal and other claims. By virtue of their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgements and the use of estimates regarding the outcome of future events.

iii) Recoverability of deferred taxes

In assessing the recoverability of deferred tax assets, management considers whether it is probable that taxable profit will be available against which the losses can be utilised. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the projected future taxable income and tax planning strategies in making this assessment.

iv) Defined benefit plans

The present value of the gratuity and compensated absences are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the actuary considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

v) Useful lives of property, plant and equipment

The Group reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

vi) Leases

Where the Group is the lessee, key judgements include assessing whether arrangements contain a lease and determining the lease term. To assess whether a contract contains a lease requires judgement about whether it depends on a specified asset, whether the Group obtains substantially all the economic benefits from the use of that asset and whether the Group has a right to direct the use of the asset. In order to determine the lease term judgement is required as extension and termination options have to be assessed along with all facts and circumstances that may create an economic incentive to exercise an extension option, or not exercise a termination option. The Group revises the lease term if there is a change in the non-cancellable period of a lease. Estimates include calculating the discount rate which is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Where the Group is the lessor, the treatment of leasing transactions is mainly determined by whether the lease is considered to be an operating or finance lease. In making this assessment, management looks at the substance of the lease, as well as the legal form, and makes a judgement about whether substantially all of the risks and rewards of ownership are transferred. Arrangements which do not take the legal form of a lease but that nevertheless convey the right to use an asset are also covered by such assessments.

c) Property, Plant and Equipment

The Group had applied for the one time transition exemption of considering the carrying cost of the transition date i.e., April 01, 2016 as the deemed cost under Ind AS. Property, plant and equipment and capital work in progress are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Such cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct services, any other costs directly attributable to bringing the assets to its working condition for their intended use and cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Glow sign boards, which have no salvage value are charged to Consolidated statement of profit and loss.

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Consolidated statement of profit and loss within other income / expense (as applicable).

Subsequent costs: The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item of property, plant and equipment, if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably with the carrying amount of the replaced part getting derecognised. The cost for day-to-day servicing of property, plant and equipment are recognised in Consolidated statement of profit and loss as and when incurred.

Decommissioning Costs : The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Capital work in progress: Capital work in progress comprises the cost of property, plant and equipment that are not ready for their intended use at the reporting date.

Depreciation : Depreciation on PPE are provided to the extent of depreciable amount on straight line basis (SLM). Depreciation is provided at the rates and in the manner prescribed in Schedule II to the Companies Act, 2013. Leasehold Land and Leasehold Improvements are amortised over the period of lease or useful life of assets whichever is lower. The residual values, useful lives are reviewed at each financial year end and adjusted appropriately.

Asset costing less than ₹ 5000/- has been depreciated fully in the year of purchase only.

Intangible Assets**Recognition and measurement**

Software, if any, which are not an integral part of related hardware, is treated as intangible asset and amortized over a period of three years or its licensed period, whichever is less. Leasehold Improvements are amortized over period of lease.



Addi Industries Limited

Notes to Consolidated financial statements for the year ended March 31, 2026

Transition to Ind AS: On transition to Ind AS, the Group has elected to continue with the carrying value of all its intangible assets recognized as at April 1, 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such intangible assets.

d) Borrowing Costs

Borrowing costs consists of interest and amortization of ancillary costs that an entity incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the interest cost.

e) Foreign Currency Transactions

Functional and presentational currency

The Group's financial statements are presented in Indian Rupees (₹ in lakhs) which is also the Group's functional currency. Functional currency is the currency of the primary economic environment in which a Group operates and is normally the currency in which the Group primarily generates and expends cash.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Group at the functional currency using exchange rates at the date the transaction. Foreign exchange gains and losses from settlement of these transactions are recognised in the Consolidated Consolidated statement of profit and loss. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency using spot rates of exchange at the reporting date, the gain or loss arising from such translations are recognised in the Consolidated statement of profit and loss. Differences arising on settlement of Non-monetary items that are measured in terms of historical cost in a foreign currencies are not retranslated.

f) Revenue recognition

Revenue from contracts with customers:

- Revenue is recognized on the basis of approved contracts regarding the transfer of goods or services to a customer for an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.
- Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract. Any amounts receivable from the customer are recognised as revenue after the control over the goods sold are transferred to the customer which is generally on dispatch of goods.
- Variable consideration - This includes incentives, volume rebates, discounts etc. It is estimated at contract inception considering the terms of various schemes with customers and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. It is reassessed at the end of each reporting period.
- Significant financing component - Generally, the Group receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Group does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised goods or services to the customer and when the customer pays for that goods or services will be one year or less.
- Assets and liabilities arising from rights of return Refund liability-The amount of revenue recognised is adjusted for expected returns, which are estimated based on the historical data. In these circumstances, a refund liability and a right to recover returned goods asset are recognised. The Group updates its estimates of Refund liabilities at the end of each reporting year. Corresponding right of return asset represents the Group's right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the inventory and a corresponding adjustment is made in cost of sales. The Group updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products.

Use of significant Judgements in Revenue Recognition

- Judgement is required to determine the transaction price for the contract. The transaction price could be either a fixed amount of consideration or variable consideration with elements such as volume discounts, price concessions, incentives etc. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.
- The Group estimates variable considerations to be included in the transaction price for the sale of goods with volume rebates. The Group's expected volume rebates are analysed on a per customer basis. Determining whether a customer will be entitled to rebate will depend on the customer's historical rebates entitlement and accumulated purchases to date. The Group updates its assessment of volume rebates on regular basis.
- The Group assesses its revenue arrangements against specific recognition criterias like exposure to the significant risks and rewards associated with the sale of goods. When deciding the most appropriate basis for presenting revenue or costs of revenue, both the legal form and substance of the agreement between the Group and its customers are reviewed to determine each party's respective role in the transaction.

Other Operating Revenue

Dividend income is recognized when the right to receive payment is established.

Income, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset

Claims receivables on account of insurance are accounted for to the extent the Group is reasonably certain of their ultimate collection.

g) Inventories

Items of inventories are to be measured at lower of cost and net realizable value after providing for obsolescence, wherever considered necessary. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. The cost of various components of inventory is determined as follows:-

Raw Materials, Stores, Spares and Packing Material	Cost includes purchase price, non refundable duties, taxes and all other costs incurred in bringing the inventories to their present location. Cost is determined on First In First Out (FIFO) basis.
Stocks-in-process and Finished Goods	Cost includes material cost and also includes an appropriate portion of allocable overheads. Cost is determined on First In First Out basis.
Traded Goods	Cost includes purchase cost, duties, taxes and all other costs incurred in bringing the inventory to their present location. Cost is determined on First In First Out (FIFO) basis.

h) Employee's Benefits

Short Term Employee Benefits: All employees' benefits falling due wholly within twelve months of rendering the services are classified as short term employee benefits. The benefits like salaries, wages, short term compensated absences etc. and the expected cost of bonus are recognized in the period in which the employee renders the related services at undiscounted amount.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions to a statutory authority and will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance Schemes are defined contribution scheme and contributions paid / payable are recognised as an expense in the Consolidated statement of profit and loss during the year in which the employee renders the related service. For Defined Contribution Retirement Benefit Schemes, payments are charged as an expense as they fall due.



Defined Benefit Plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

The Group has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment. The Group accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation report using the projected unit credit method as at the year end.

The obligations are measured at the present value of the estimated future cash flows. The discount rate is generally based upon the market yields available on Government bonds at the reporting date with a term that matches that of the liabilities.

Re-measurements, comprising actuarial gains and losses including, the effect of the changes to the asset ceiling (if applicable), is reflected immediately in Other Comprehensive Income in the Consolidated statement of profit and loss. All other expenses related to defined benefit plans are recognised in Consolidated statement of profit and loss as employee benefit expenses. Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs.

Other Long Term Employee Benefits

Long term compensated absences are provided for on the basis of actuarial valuation, using the projected unit credit method, at the end of each financial year. Actuarial gains / loss are recognised in Consolidated statement of Profit & Loss.

i) Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the Consolidated statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For leases with reasonably similar characteristics, the Group, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and Consolidated statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in Consolidated statement of profit and loss.

The Group has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Group as Lessor

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term.

j) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liability is disclosed in the case of ;

- a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle obligation;
- a present obligation arising from past events, when no reliable estimate is possible.

Contingent assets are neither recognised nor disclosed. However, when realisation of income is virtually certain, related asset is recognised.

Provision, contingent liabilities and contingent assets are reviewed at each balance sheet date and adjusted where necessary to reflect the current best estimate of obligation or asset.

k) Financial Instruments

A financial instrument is a contract that gives rise to a financial asset for one entity and a financial liability or equity instrument for another entity. Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

(i) Initial recognition and measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset is initially recognised at fair value. In case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the Consolidated statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

(ii) Classification and subsequent measurement**a) Financial assets**

For purposes of subsequent measurement, financial assets are classified in following categories:

- Financial Asset carried at amortised cost
- Financial Asset at fair value through other comprehensive income (FVTOCI)
- Financial Asset at fair value through profit and loss (FVTPL)



Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

•Financial Asset carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

•Financial Asset at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

•Financial Asset at fair value through profit and loss (FVTPL)

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

De-recognition

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised (i.e. removed from the Group's Balance Sheet) when:

- (i) The contractual rights to receive cash flows from the asset has expired, or
- (ii) The Group has transferred its contractual rights to receive cash flows from the financial asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or
- (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

(b) Financial Liabilities

A Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest rate method.

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at amortised cost
- Financial liabilities at fair value through profit and loss (FVTPL)

Financial liabilities at Amortized cost

Loans and borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the Consolidated statement of profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Consolidated statement of profit and loss. This category generally applies to borrowings.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference (if any) in the respective carrying amounts is recognised in the Consolidated statement of profit and loss.

(c) Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

l) Impairment of Financial Assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Group uses judgments in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

m) Impairment of Non-Financial Assets

The carrying amounts of the Group's non-financial assets, are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit ('CGU') is the greater of its value in use or its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets ('CGU').

An impairment loss is recognized, if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount and is recognised in Consolidated statement of profit and loss.

Impairment losses recognised in prior periods are assessed at end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

n) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) In the principal market for the asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.



Addi Industries Limited

Notes to Consolidated financial statements for the year ended March 31, 2026

o) **Taxes on Income** : Tax expense comprises current and deferred tax.

Current Income Tax

Current tax is the expected tax payable/receivable on the taxable income/loss for the year using applicable tax rates for the relevant period. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income (OCI) or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets are offset against current tax liabilities if, and only if, a legally enforceable right exists to set off the recognised amounts and there is an intention either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred Tax

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses (if any). Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and is adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

p) **Investment Property**

Investment property are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment Properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16 requirements for cost model.

As investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the assets) is included in profit or loss in the period in which the property is derecognised.

Depreciation on property are provided to the extent of depreciable amount on straight line basis (SLM). Depreciation is provided at the rates and in the manner prescribed in Schedule II to the Companies Act, 2013.

q) **Assets Held for Sale:**

Non-current assets are classified as 'held for sale' when all the following criteria are met: (i) decision has been made to sell, (ii) the assets are available for immediate sale in its present condition, (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.



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Addi Industries Limited

Notes to Consolidated financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Notes 3 : Property, Plant and Equipment

Particulars	Furniture & fixtures	Vehicles	Computer System	Office equipment	Total
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Gross Carrying Amount :

As At April 1, 2024	0.03	5.60	0.24	0.08	5.95
Add: Additions made during the year	-	-	-	-	-
Less: Disposals/adjustments during the year	-	-	-	-	-
As At March 31, 2025	0.03	5.60	0.24	0.08	5.95
Add: Additions made during the year	-	-	-	0.32	0.32
Less: Disposals/adjustments during the year	0.03	-	0.24	0.08	0.35
As At March 31, 2026	-	5.60	-	0.32	5.92

Accumulated Depreciation:

As At April 1, 2024	-	2.50	0.13	0.07	2.69
Add: Depreciation charge for the year	-	0.70	0.09	0.02	0.81
Less: Disposals/adjustments during the year	-	-	-	-	-
As At March 31, 2025	-	3.20	0.22	0.08	3.50
Add: Depreciation charge for the year	-	0.70	-	0.05	0.75
Less: Disposals/adjustments during the year	-	-	0.22	0.08	0.30
As At March 31, 2026	-	3.90	-	0.05	3.95

Net Carrying Amount :

Net block as at March 31, 2025	0.03	2.40	0.02	0.00	2.45
Net block as at March 31, 2026	-	1.70	-	0.27	1.97



Addi Industries Limited

Notes to Consolidated financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 4 : Investment Property (Cost)

Particulars	Building*
Gross Amount :	
Balance as at April 1, 2024	490.90
Addition during the year	-
Balance as at March 31, 2025	490.90
Addition during the year	-
Balance as at March 31, 2026	490.90
Accumulated Depreciation	
Balance as at April 1, 2024	40.90
Depreciation charge for the year	8.18
Balance as at March 31, 2025	49.08
Depreciation charge for the year	8.18
Balance as at March 31, 2026	57.26
Net carrying amount	
Balance as at March 31, 2026	433.64
Balance as at March 31, 2025	441.82

* Title deed is pending to be transferred in the name of the Company.

Investment Property disclosures under Ind AS 40

(a) Amount recognized in Statement of Profit and Loss on account of Investment property

Particulars	2025-26	2024-25
Rental Income	48.94	47.86
Direct operating expenses from property that generated rental income	-	-
Income from investment properties before depreciation	48.94	47.86
Depreciation	8.18	8.18
Income from investment properties after depreciation	40.76	39.68

(b) Fair value

The fair value of the Company's investment properties as at March 31, 2026 and March 31, 2025 are required to be arrived at on the basis of circle rate of the property.

Information about the fair value of the Company's investment properties and fair value hierarchy are as follows:

Particulars	2025-26	2024-25
Fair value of Building	491.55	491.55
Fair valuation Hierarchy	Level 3	Level 3

(c) Company as a Lessor

The Company has given its building space on cancellable operating lease through operating lease arrangements. Income from operating leases is recognised as revenue on a straight-line basis over the lease term.

Lease income of ₹ 48.94 Lakh (March 31, 2025: ₹ 47.86 Lakh) has been recognised and included under Other Income.



Addi Industries Limited

Notes to Consolidated financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 5 : Non Current Investments

Quoted Investment (At Fair Value through Profit and Loss)

Investment in Equity Instruments (Quoted):

32,000 (March 31, 2025: Nil) Equity Shares of ₹ 2 each fully paid up in SAR Televenture Limited

24,300 (March 31, 2025: Nil) Equity Shares of ₹ 10 each fully paid up in Z-Tech (India) Limited

1,00,000 (March 31, 2025: Nil) Equity Shares of ₹ 10 each fully paid up in Integrated Industries Limited

40,000 (March 31, 2025: Nil) Equity Shares of ₹ 10 each fully paid up in Ambey Laboratories Limited

12,000 (March 31, 2025: Nil) Equity Shares of ₹ 10 each fully paid up in Nukleus Office Solutions Limited

39,000 (March 31, 2025: Nil) Equity Shares of ₹ 10 each fully paid up in SSMD Agrotech India Limited

Investment At Cost

Investment in Tax Free Bonds

Investment in Infrastructure 7.51% Bonds of HUDCO

15,000 (March 31, 2025: 15,000) Bonds of ₹ 1,000 each

Investment in infrastructure 7.28% bonds of NTPC

625 (March 31, 2025: 625) Bonds of ₹ 1,000 each

Investment in infrastructure 7.35% Bonds of NHAI

1,428 (March 31, 2025: 1,428) Bonds of ₹ 1,000 each

Investment in infrastructure 7.28% Bonds of IRFC

1510 (March 31, 2025: 1510) Bonds of ₹ 1,000 each

Investment in infrastructure 7.28% Bonds of PFC

257 (March 31, 2025: 257) Bonds of ₹ 1,000 each

Investment in Bonds

Investment in Taxable Bonds

Investment in infrastructure 5.00% Bonds of NHAI

500 (March 31, 2025: 500) Bonds of ₹ 10,000 each

Investment in infrastructure 5.00% Bonds of PFC

500 (March 31, 2025: 500) Bonds of ₹ 10,000 each

Aggregate amount of Quoted investments

Aggregate market value of Quoted investments

Aggregate amount of Unquoted investments

Aggregate amount of impairment in Value of investments

As March 31, 2026	At March 31, 2025
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46.58

123.29

34.96

7.56

25.32

20.98

258.68

150.00

150.00

6.25

6.25

14.28

14.28

15.10

15.10

2.57

2.57

86.33

86.33

50.00

50.00

50.00

50.00

374.53

374.53

633.21

374.53

633.21

374.53

557.44

304.30

-

-

-

-

Non-Current

Current

As March 31, 2026	At March 31, 2025	As March 31, 2026	At March 31, 2025
----------------------	----------------------	----------------------	----------------------

3,708.49

-

-

-

3,708.49

-

-

-

Intercompany Deposits



Addi Industries Limited

Notes to Consolidated financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 7 : Other Financial Assets

(Unsecured, considered good, unless otherwise stated)

	Non-Current		Current	
	As March 31, 2026	At March 31, 2025	As March 31, 2026	At March 31, 2025
Bank deposits with more than 12 months maturity(Refer Note 12) *	35.00	270	-	-
Security Deposits	0.15	0.15	0.15	1.05
Rent Receivable	-	-	16.45	8.86
Interest Accrued on ICD	86.55	-	-	-
Interest Accrued on FDR	0.45	6.83	89.02	292.73
Interest Accrued on Tax Free Bonds	-	-	3.21	3.21
Interest Accrued on Taxable Bonds	-	-	4.08	4.09
Other recievables	-	-	15.40	-
	122.15	276.98	128.31	309.94

* Figures for March 31, 2026 represetns pledged with bank as margin money against overdraft facility.

Note 8: Deferred Tax Assets/(Liabilities) (Net)

	As March 31, 2026	At March 31, 2025
Gross Deferred Tax Assets	0.00	8.59
Gross Deferred Tax Liabilities	0.96	0.10
	(0.96)	8.49

Movement in Deferred Tax Liabilities (Net)

	As March 31, 2025	Recognised in Statement of Profit and Loss	Recognised in Statement of Other Comprehensive Income	As March 31, 2026
Deferred tax assets relates to the following:				
Provision for employee benefits	8.41	(8.66)	0.25	0.00
Lease liability	0.12	(0.12)	-	-
Deffered Lease-SD Rent deposit	0.06	(0.06)	-	-
	8.59	(8.84)	0.25	0.00
Deferred tax liability relates to the following:				
ROU Asset	0.10	(0.10)	-	-
Lease equilisation receivable	-	0.96	-	0.96
	0.10	0.86	-	0.96
Total deferred tax assets/(liabiities) (Net)	8.49	(9.69)	0.25	(0.96)

	As March 31, 2024	Recognised in Statement of Profit and Loss	Recognised in Statement of Other Comprehensive Income	As March 31, 2025
Deferred tax assets relates to the following:				
Provision for employee benefits	7.52	1.21	(0.32)	8.41
Lease liability	1.54	(1.42)	-	0.12
Deffered Lease-SD Rent deposit	0.33	(0.27)	-	0.06
Provision for doubtful advances	-	-	-	-
	9.39	(0.48)	(0.32)	8.59
Deferred tax liability relates to the following:				
ROU Asset	1.35	(1.24)	-	0.10
	1.35	(1.24)	-	0.10
Total deferred tax assets/(liabiities) (Net)	8.04	0.77	(0.32)	8.49



Addi Industries Limited

Notes to Consolidated financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 9 : Other Assets

(Unsecured, considered good, unless otherwise stated)

	Non-Current		Current	
	As March 31, 2026	At March 31, 2025	As March 31, 2026	At March 31, 2025
Capital Advances	286.50	247.07	-	-
Lease equilisation receivable	3.82	-	-	-
Balance with government authorities	-	-	1.63	0.32
Advance to Suppliers	-	-	137.27	-
Advance to Employee	-	-	-	0.87
Prepaid Expenses	-	-	0.05	0.23
Other recievables	-	-	-	0.14
	290.32	247.07	138.95	1.56

Note 10 : Trade Receivables

Unsecured, considered good

As March 31, 2026	At March 31, 2025
348.30	-
348.30	-

Note 11 : Cash and Cash Equivalents

Balances With Scheduled Banks :

- Current Accounts

Cash on hand

As March 31, 2026	At March 31, 2025
193.98	8.40
0.55	0.13
194.53	8.53

Note 12 : Bank Balances other than Cash and Cash Equivalents

Earmarked balance with Banks:

-Unpaid Dividend account

Deposit accounts with original maturity of more than 3 months but less than 12 months *

Deposit accounts with original maturity of more than 12 months *

Less: Amount disclosed under other Financial assets (Refer Note 7)

Non Current		Current	
As March 31, 2026	At March 31, 2025	As March 31, 2026	At March 31, 2025
-	-	12.44	14.06
-	-	7.50	153.22
35.00	270.00	2,393.52	6,164.85
(35.00)	(270.00)	-	-
-	-	2,413.46	6,332.13

* Figures for March 31, 2026 represetns pledged with bank as margin money against overdraft facility.

Note 13 : Current Tax (Liability)/Asset (Net)

Provision for Income Tax (Net of advance tax Rs.75.92 lakh (March 31, 2025: Rs.100.63 lakh))

As March 31, 2026	At March 31, 2025
8.82	(3.24)
8.82	(3.24)



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Addi Industries Limited

Notes to Consolidated financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 14 : Equity Share Capital

Authorised:

150,00,000 (March 31, 2025: 150,00,000) equity shares of ₹ 5 each*

Issued, Subscribed & fully paid up:

107,96,574 (March 31, 2025: 107,96,574) equity shares of ₹ 5 each*

Add: Amount paid up on shares forfeited

3,400 (March 31, 2025: 3,400) equity shares of ₹ 5 each*

As March 31, 2026	At March 31, 2025
750.00	750.00
750.00	750.00
539.83	539.83
0.17	0.17
540.00	540.00

Note (a): During the year, the holding company underwent a restructuring pursuant to a Share Purchase Agreement entered into between the existing shareholders and the acquirer. Consequent to the completion of the Share Purchase Agreement and the mandatory Open Offer in accordance with Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011, a change in control and management of the holding company has occurred whereby acquirer has acquired 8018175 equity shares of the holding company representing 74.27% of its paid-up equity share capital on December 17, 2025 from its existing shareholders.

The restructuring has resulted in a change in the shareholding pattern of the company. However, there is no impact on the carrying value of assets and liabilities as at the balance sheet date.

b) Reconciliation of Issued and Subscribed Share Capital:

Balance as at April 1, 2024

Add: Increase/(Decrease) During The Year

Balance as at March 31, 2025

Add: Increase/(Decrease) During The Year

Balance as at March 31, 2026

No. of Shares	Amount
10,796,574	539.83
-	-
10,796,574	539.83
-	-
10,796,574	539.83

c) Terms/rights Attached to Equity Shares

The company has only one class of equity shares having a par value of Rs. 5 per share. Each holder of Equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. During the year ended March 31, 2026, the amount of final dividend distributed to equity shareholders is Rs. Nil per equity share for FY 24-25 (March 31, 2025: Rs. 1.25 per equity share for FY 23-24) as approved by shareholders in Annual general meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. No dividend is proposed by Board of Directors of the Company.

d) Details of shareholders holding more than 5% shares in the company

	As March 31, 2026	At March 31, 2025		
	No. of Shares	% holding	No. of Shares	% holding
a. Mr. Hari B.Bansal	-	0.00%	996,118	9.23%
b. Mr.Abhishek Bansal	-	0.00%	1,000,666	9.27%
c. Mr. Chaman Lal Jain	-	0.00%	1,745,818	16.17%
d. Mrs. Urmila Jain	-	0.00%	3,714,493	34.40%
e. Global Credit Capital Limited	-	0.00%	796,308	7.38%
f. Rajat Goyal	3,564,493	33.02%	-	-
g. Sandeep Miital	1,150,674	10.66%	-	-
h. Neha Agarwal	1,745,818	16.17%	-	-
i. Sandeep Miital & Sons HUF	996,118	9.23%	-	-

e) The Company has not issued any shares pursuant to any contract without payment being received in cash or as fully paid up by way of bonus shares. The Company has not bought back any shares.

* Number of Shares are given in absolute numbers.

f) Details of Promoter's Shareholding:

Promoter Name	As at March 31, 2026		As at March 31, 2025		% Change during the year
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Abhishek Bansal	-	0.00%	1,000,666	9.27%	-9.27%
Anju Bhaskar	-	0.00%	59,100	0.55%	-0.55%
Chaman Lal Jain	-	0.00%	1,745,818	16.17%	-16.17%
Hari Bansal	-	0.00%	996,118	9.23%	-9.23%
Urmila Jain	-	0.00%	3,714,493	34.40%	-34.40%
Ultimate Investments LLP	-	0.00%	501,980	4.65%	-4.65%
Rajat Goyal	3,564,493	33.02%	-	0.00%	33.02%
Sandeep Miital	1,150,674	10.66%	-	0.00%	10.66%
Ruchi Miital	501,988	4.65%	-	0.00%	4.65%
Neha Agarwal	1,745,818	16.17%	-	0.00%	16.17%
Rajat Goyal HUF	59,100	0.55%	-	0.00%	0.55%
Sandeep Miital & Sons HUF	996,118	9.23%	-	0.00%	9.23%

Addi Industries Limited

Notes to Consolidated financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Promoter Name	As at March 31, 2025		As at March 31, 2024		% Change during the year
	No. of Shares	%of total shares	No. of Shares	%of total shares	
Abhishek Bansal	1,000,666	9.27%	1,000,666	9.27%	0%
Anju Bhaskar	59,100	0.55%	59,100	0.55%	0%
Chaman Lal Jain	1,745,818	16.17%	1,745,818	16.17%	0%
Hari Bansal	996,118	9.23%	996,118	9.23%	0%
Urmila Jain	3,714,493	34.40%	3,714,493	34.40%	0%
Ultimate Investments LLP	501,980	4.65%	501,980	4.65%	0%

Note 15 : Other Equity

Capital Reserve
Securities Premium
Retained Earnings

Total

As March 31, 2026	At March 31, 2025
61.75	61.75
1,318.51	1,318.51
6,244.24	6,008.74
7,624.50	7,389.00

Note:

i) For Movement during the period in Other Equity, refer "Statement of Change in Equity".

ii) Nature and purpose of reserves

a) Capital Reserve:

During 2000-01, specific reserves such as investment allowance reserve, investment allowance utilization reserve, generator subsidy and capital subsidy were transferred into capital reserve.

b) Securities Premium:

The amount received in excess of face value of the equity shares is recognised in securities premium. The reserve will utilised in accordance with provisions of the companies Act 2013.

c) Retained Earnings:

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.



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Addi Industries Limited

Notes to Consolidated financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 16 : Other Financial Liabilities

Security Deposits recieved(at amortised Cost)
Unclaimed dividends(Refer Note(a) below)
Deferred Income

Non-Current				Current			
As March 31, 2026	At March 31, 2025	As March 31, 2026	At March 31, 2025	As March 31, 2026	At March 31, 2025	As March 31, 2026	At March 31, 2025
	12.58	-	-	-	12.32		
	-	-	-	12.43	14.06		
	-	-	-	-	0.24		
	12.58	-	-	12.43	26.61		

(a) The amount does not include any amount due to be transferred to Investor Protection and Education fund.

Note 17 : Provisions

Provision for Compensated Absences
Provision for Gratuity (Refer Note No. 31)

Non-Current				Current			
As March 31, 2026	At March 31, 2025	As March 31, 2026	At March 31, 2025	As March 31, 2026	At March 31, 2025	As March 31, 2026	At March 31, 2025
	-	2.41	-	-	7.46		
	0.01	10.85	-	0.00	12.68		
	0.01	13.26	-	0.00	20.14		

Note 18 : Trade Payables

-Outstanding Dues to Micro and Small Enterprises
-Total Outstanding Dues to Parties Other than Micro and Small Enterprises

As March 31, 2026	At March 31, 2025
-	0.29
230.45	8.76
230.45	9.05

Trade Payables ageing schedule as on March 31, 2026

Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	Unbilled Dues	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	-	227.62	-	-	2.83	230.45
(iii) Disputed dues — MSME	-	-	-	-	-	-
(iv) Disputed dues — Others	-	-	-	-	-	-

Trade Payables ageing schedule as on March 31, 2025

Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	Unbilled Dues	Total
(i) MSME	-	0.29	-	-	-	0.29
(ii) Others	-	5.47	-	-	3.29	8.76
(iii) Disputed dues — MSME	-	-	-	-	-	-
(iv) Disputed dues — Others	-	-	-	-	-	-

(a) As per Schedule III of the Companies Act, 2013 and as certified by the management, the amount due to Micro, & small enterprises as defined in Micro, Small and Medium Enterprises Development Act, 2006 is as under:

- The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year.

- The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.

-The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.

-The amount of interest accrued and remaining unpaid at the end of each accounting year.

-The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.

As March 31, 2026	At March 31, 2025
-	0.29

(b) 'Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act and as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date except disclosed above.

Note 19 : Other Current Liabilities

Statutory dues payable
Expenses Payable



As March 31, 2026	At March 31, 2025
0.72	2.11
0.50	-
1.22	2.11

Addi Industries Limited

Notes to Consolidated financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 20 : Revenue from Operations

Sale of Products

For The Year Ended
March 31, 2026

For The Year Ended
March 31, 2025

512.07

-

512.07

-

Note 21: Other Income

Interest on

- Fixed Deposits

- Tax Free Bonds

- Taxable Bonds

- Interest on Income tax refund

- Inter Corporate Deposit

Rental Income

Unwinding of discount on deposits

For The Year Ended
March 31, 2026

For The Year Ended
March 31, 2025

369.82

478.38

21.11

21.11

5.00

5.01

2.59

0.48

96.11

-

48.94

47.86

0.24

1.07

543.81

553.90

Note 22 : Purchase of stock in trade

For The Year Ended
March 31, 2026

For The Year Ended
March 31, 2025

508.21

-

508.21

-

Note 23 : Employee Benefits Expense

Salary, Wages & Bonus

Contribution to Provident & Other Funds

Gratuity (Refer Note No. 31)

Compensated Absences

Staff Welfare Expenses

For The Year Ended
March 31, 2026

For The Year Ended
March 31, 2025

90.78

65.24

1.33

1.82

1.55

4.10

0.90

0.71

0.20

0.31

94.76

72.18

Note 24: Finance Cost

Interest on bank overdraft

Interest expense on lease liabilities (Refer Note 33)

Interest on security deposits

Interest on delay in deposition of TDS and advance tax

For The Year Ended
March 31, 2026

For The Year Ended
March 31, 2025

38.98

-

-

0.30

0.27

1.12

0.32

0.14

39.56

1.55

Note 25 : Depreciation and Amortisation Expense

Depreciation on Tangible Assets (Refer Note 3)

Depreciation on Right of Use Assets (Refer Note 33)

Depreciation on Investment Property (Refer Note 4)

For The Year Ended
March 31, 2026

For The Year Ended
March 31, 2025

0.75

0.81

0.41

4.94

8.18

8.18

9.34

13.93



Addi Industries Limited

Notes to Consolidated financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 26 : Other Expenses

	For The Year Ended March 31, 2026	For The Year Ended March 31, 2025
Electricity & Water Expenses	0.47	0.75
Repairs & Maintenance - Others	0.87	1.86
Rent	4.47	-
Insurance	0.08	0.05
Legal & Professional Charges	33.07	12.94
Rates and taxes	7.81	3.32
Payment to Auditors (Refer Note 'a' below)	7.25	6.04
Travelling & conveyance expenses	0.65	1.35
Vehicle Running Expenses	1.56	2.51
Director Sitting Fee	3.05	-
Property, plant & equipments written off	0.05	-
Advances written off	1.87	-
Loss on Fair Valuation of : Equity Shares (measured at FVTPL) (Net)	25.90	-
Miscellaneous Expenses	5.00	7.10
	92.11	35.93

a) Details of payment made to auditors is as follows:

As Auditor:

- For Audit	4.15	3.79
- For Other Services	3.10	2.25
	7.25	6.04



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Addi Industries Limited

Notes to Consolidated financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 27: Income tax

The major components of income tax expense for the years ended March 31, 2026 and March 31, 2025 are:

27.1 Income tax recognised in profit or loss

Tax Expense:

a) Current tax	
b) Deferred tax	
b) Adjustments in respect of current income tax of previous year	
Income tax expense reported in the statement of profit or loss	

For the year ended March 31, 2026	For the year ended March 31, 2025
69.34	106.25
9.69	(0.77)
(3.38)	0.02
75.65	105.50

27.2 Income tax recognised in other comprehensive income

Income-tax on Re-measuresement of Defined Benefit Plans

For the year ended March 31, 2026	For the year ended March 31, 2025
0.25	(0.32)
0.25	(0.32)

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2026 and March 31, 2025

Accounting profit before tax from continuing operations

Accounting profit before income tax

At India's statutory income tax rate of 25.168% (March 31, 2025: 25.168%)

Adjustments in respect of current income tax of previous years

Exempt income

Non-deductible/Taxable expenses for tax purposes:

Expenses not allowed for tax purpose

Other non deductible expenses

At the effective income tax rate

Income tax expense reported in the statement of profit and loss

Variance

As March 31, 2026	At March 31, 2025	As March 31, 2026	At March 31, 2025
311.90	430.31		
311.90	430.31		
78.50	108.30		
(3.38)	0.02		
(8.72)	(8.85)		
8.36	3.05		
0.90	2.98		
75.65	105.50		
75.65	105.50		
-	-		

The tax rate used for the current year reconciliation above is the corporate tax rate of 25.168% (March 31, 2025: 25.168%) payable by corporate entities in India on taxable profits under the Indian tax law.



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Addi Industries Limited

Notes to Consolidated financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 28 : Earnings per share (EPS)

Earning per share (EPS) is determined based on the net profit attributable to the shareholder before other comprehensive Income. Basic earning per share is computed using the weighted average number of equity shares outstanding during the year whereas Diluted Earning per share is computed using the weighted average number of common and dilutive equivalent shares except for the case where the result becomes anti- dilutive.

	For the year ended March 31, 2026	For the year ended March 31, 2025
Profit attributable to the equity holders	236.25	324.81
Weighted average number of equity shares for basic and diluted EPS (in absolute numbers)	10,796,574	10,796,574
Basic and diluted earnings per share (in ₹) (face value ₹ 5 per share)	2.19	3.00



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Addi Industries Limited

Notes to Consolidated financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 29 : Contingent Liabilities (to the extent not provided for) and Commitments

I) Commitments

a) Estimated amount of contracts remaining to be executed on capital account (net of advances) and which have not been provided for in the financial statements, amounts to ₹ 1,705.96 (March 31, 2025: ₹ Nil). The Company does not have any other long term commitments or material non-cancellable Contractual Commitments, which may have a material impact on the Consolidated financial statements.

II) Contingent Liabilities

The Company has reviewed all its pending claims, litigations and other proceedings and has adequately provided for wherever required. However, wherever it is difficult for the Company to estimate the timings of cash outflows, if any, in respect of the below as it is determinable only on receipt of judgement/decisions pending with various forums/authorities, the Company has disclosed the same as Contingent Liabilities (pending resolution of the respective proceedings).

The Company does not expect the outcome of these proceedings to have a material or adverse effect on financial position of the Company. Also, the Company does not expect any reimbursements in respect of the below contingent liabilities.

	As March 31, 2026	At March 31, 2025
(i) Claims against the Company, not accepted and not provided	77.42	77.42

Note 30 : Related Party Disclosures

a) Name of the Related Parties and Description of Relationship:

Name of Related Party	Nature of relationship
Key Management Personnel	Mr.C.L.Jain,Chairman and Managing Director (till 11.12.2025)
	Mr. Sandeep Miital - Chief Financial Officer and Whole time Director (wef 11.12.2025)
	Mr. Subrata Panda Director (till 11.12.2025)
	Mr. Achal Kapoor-Director (till 11.12.2025)
	Mr. Rajat Goyal - Director (wef 11.12.2025)
	Ms. Apra Sharma - Non-Executive Director (till 11.12.2025)
	Ms. Preeti Jain - Independent Director (wef 11.12.2025)
	Mr. Jai Kishan - Independent Director (Wef 11.12.2025)
	Mr. Atul Jain, Chief Financial Officer (till 11.12.2025)
	Mr. Hari Bansal - Director(till 11.12.2025)
	Mrs. Taranjeet Kaur, Company Secretary (till 11.12.2025)
	Ms. Amandeep, Company Secretary (wef 13.2.2026)

b) Transactions with related parties (Including bifurcation of material transaction)

Name of Related Party	Relationship	Nature of Transaction	For the Year ended March 31, 2026	For the Year ended March 31, 2025
Sh.Chaman Lal Jain	Managing Director	Salary	24.00	36.00
		Perquisites	-	4.86
		Leave Encashment	12.00	-
		Ex-Gratia	6.34	-
Mr. Sandeep Miital	Chief Financial Officer and Whole time Director	Salary	5.52	-
		Perquisites	-	-
Mr. Atul Jain	Chief Financial Officer	Salary	6.00	7.62
		Gratuity	8.99	-
		Leave Encashment	6.91	-
		Notice Pay	0.70	-
		Ex-Gratia	9.10	-
		Reimbursement of Expenses Incurred on our behalf	-	0.53
Ms. Apra Sharma	Non-Executive Director	Director Sitting Fees	0.65	0.30
Mr. Subrata Panda	Director	Director Sitting Fees	0.70	0.70
Mr. Achal Kapoor	Director	Director Sitting Fees	0.70	0.70
Ms. Preeti Jain	Independent Director	Director Sitting Fees	0.50	-
Mr. Jai Kishan	Independent Director	Director Sitting Fees	0.50	-
Mrs. Taranjeet Kaur	Company Secretary	Salary	1.51	1.81
		Notice Pay	0.30	-
Ms. Amandeep	Company Secretary	Salary	0.32	-

c) Year end balances of related parties

Name of Related Party	Nature of Balance	For the Year ended March 31, 2026	For the Year ended March 31, 2025
Sh.Chaman Lal Jain	Director remuneration payable	-	2.18
Mr. Sandeep Miital	Director remuneration payable	5.52	-
Mr. Atul Jain	Salary payable	-	0.57
Mr. Rajat Goyal	Expenses Incurred on our behalf	0.25	-
Ms. Amandeep	Salary payable	0.20	-
Mrs. Taranjeet Kaur	Salary payable	-	0.15

d) Terms and conditions of transactions with related parties

All the transaction with the related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and carried no interest. No expenses has been recognized in the current year in respect of bad or doubtful debts/advances and further no specific provision for doubtful debts/advances has been made in respect of outstanding balances.

Addi Industries Limited

Notes to Consolidated financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 31 : Gratuity And Other Post-Employment Benefit Plans

a) Defined Contribution Plans

The company makes contribution towards provident fund/ pension fund. Under the scheme, the company is required to contribute a specified percentage of payroll cost, as specified in the rules of the schemes, to the defined contribution scheme. The company during the year recognised the following amount in the Consolidated Statement of profit and loss account under company's contribution to defined contribution plan.

	For the year ended March 31, 2026	For the year ended March 31, 2025
Provident Fund	1.21	1.67
Other funds	0.12	0.15
Total	1.33	1.82

b) Defined benefit plans

In accordance with Ind AS 19 "Employee benefits", an actuarial valuation on the basis of "Projected Unit Credit Method" was carried out, through which the company is able to determine the present value of obligations. "Projected Unit Credit Method" recognizes each period of service as giving rise to additional unit of employees benefit entitlement and measures each unit separately to build up the final obligation.

i) Gratuity scheme

The company operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 days salary last drawn for each completed year of service. The same is payable on termination of service, or retirement, or death, whichever is earlier. The benefit vests after five years of continuous service.

c) The following tables summarize the components of net benefit expense recognised in the Statement of profit and loss and the funded status and amounts recognised in the balance sheet for the defined benefit plan (viz. gratuity).

	As March 31, 2026	At March 31, 2025
Change in benefit obligation		
1 Opening defined benefit obligation	23.53	20.70
2 Add: Interest cost	1.54	1.49
3 Add: Current service cost	0.01	2.61
4 Add: Past service cost	-	-
5 Less: Benefits paid	(26.07)	-
6 Add: Actuarial (gain) / loss	1.00	(1.27)
Present value of obligation as at the end of the year	0.01	23.53

c) The following tables summarise the components of net benefit expense recognised in the Statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

	As March 31, 2026	At March 31, 2025
Cost for the year included under employee benefit		
Add: Current service cost	0.01	2.61
Add: Past service cost	-	-
Add: Interest cost	1.54	1.49
Less: Return on plan assets	-	-
Add: Actuarial (gain) / loss	1.00	-1.27
Net cost	2.55	2.83

c) Detail of actuarial gain/loss recognised in OCI is as follows:

	As March 31, 2026	At March 31, 2025
Actuarial gain / (loss) for the year – obligation		
1 Actuarial gain / (loss) for the year – obligation	-1.00	1.27
2 Actuarial gain / (loss) for the year – plan assets	-	-
Total gain / (loss) for the year	-1.00	1.27
4 Actuarial gain / (loss) recognised in the year	-1.00	1.27
5 Unrecognised actuarial gains / (losses) at the end of year	-	-



Addi Industries Limited

Notes to Consolidated financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

d) Principal actuarial assumptions at the balance sheet date are as follows:

	As March 31, 2026	At March 31, 2025
	Gratuity (Unfunded)	Gratuity (Unfunded)
Economic assumptions		
1 Discount rate	7.90%	6.54%
2 Rate of increase in compensation levels	8.00%	8.00%
Demographic assumptions		
1 Expected average remaining working lives of employees (years)	29.83	2.48
2 Retirement Age (years)	60	60
3 Mortality Rate	Indian Assured Lives Mortality (2012-2014)	
Withdrawal Rate		
1 Ages up to 30 Years	3.00%	3.00%
2 Ages from 31-44 Years	2.00%	2.00%
3 Above 44 years	1.00%	1.00%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

h) Net (assets) / liabilities recognized in the Balance Sheet and experience adjustments on actuarial gain / (loss) for benefit obligation and plan assets.

	As March 31, 2026	At March 31, 2025
	Gratuity (Unfunded)	Gratuity (Unfunded)
Present value of obligation	(0.01)	(23.53)
Less: Fair value of plan assets	-	-
Net (assets) / liability	(0.01)	(23.53)

i) A quantitative sensitivity analysis for significant assumption as is as shown below:

	As March 31, 2026	At March 31, 2025
	Gratuity (Unfunded)	Gratuity (Unfunded)
A. Discount rate		
Effect on DBO due to 0.5% increase in Discount Rate	(0.00)	(0.24)
Effect on DBO due to 0.5% decrease in Discount Rate	0.00	0.25
B. Salary escalation rate		
Effect on DBO due to 0.5% increase in Salary Escalation Rate	0.00	0.25
Effect on DBO due to 0.5% decrease in Salary Escalation Rate	-0.00	-0.24

j) Maturity profile of defined benefit obligation is as follows:

Years	As March 31, 2026	At March 31, 2025
	Gratuity (Unfunded)	Gratuity (Unfunded)
0 to 1 years	-	12.68
1 to 2 years	-	5.56
2 to 3 years	-	0.09
3 to 4 years	-	0.68
4 to 5 years	-	1.38
5 to 6 years	-	0.05
6 year onwards	-	3.10



(d) Other long term employee benefits-Compensated Absences

As per the Company's policy, eligible leaves can be accumulated by the employees and carried forward to future periods to be utilised during the service. Encashment can be made on early retirement, on withdrawal of scheme, at resignation by employee and upon death of employee. The scale of benefits is determined based on the seniority and the respective employee's salary. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation for leave encashment is a unfunded plan. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method.

Addi Industries Limited

Notes to Consolidated financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

c) Discount Rate Used in Determining Fair Value

The interest rate used to discount estimated future cash flows, where applicable, are based on the incremental borrowing rate of borrower which in case of financial liabilities is average market cost of borrowings of the company and in case of financial asset is the average market rate of similar credit rated instrument. The company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available.

The company has an established control framework with respect to the measurement of fair values. The finance and accounts team that has overall responsibility for overseeing all significant fair value measurements and reports directly to the board of directors. The team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified. Significant valuation issues are reported to the company's board of directors.

The following methods and assumptions were used to estimate the fair values:

a) Fair value for security deposits (other than perpetual security deposits) has been presented based on the discounting factor as at the reporting date. Fair value for all other non-current assets and liabilities is equivalent to the amortised cost, interest rate on them is equivalent to the market rate of interest.

b) For other financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.



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Addi Industries Limited

Notes to Consolidated financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 33 : Leases

Lease contract entered by the Company pertains for building taken on lease to conduct its business in the ordinary course. The Company does not have any lease restrictions and commitment towards variable rent as per the contract.

	Buildings
Right-of-use assets: movements in carrying value of assets	
Gross Carrying Value As at March 31, 2024	14.82
Add: Additions during the year	-
Less: Disposals / adjustments during the year	-
Gross Carrying value As at March 31, 2025	14.82
Add: Additions during the year	-
Less: Disposals / adjustments during the year	-
Gross Carrying value As at March 31, 2026	14.82
Accumulated Depreciation :	
As at April 01, 2024	9.47
Add: Depreciation charge for the year	4.94
Less: Disposals/adjustments during the year	-
As at March 31, 2025	14.41
Add: Depreciation charge for the year	0.41
Less: Disposals/adjustments during the year	-
As at March 31, 2026	14.82
Net Carrying value :	
As at March 31, 2026	-
As at March 31, 2025	0.41

In 2025-26 and 2024-25, there were no impairment charges recorded for right-of-use assets.

	As March 31,2026	At March 31,2025
Leases: movements in carrying value of recognised liabilities		
Balance at the beginning of year	0.50	6.13
Addition in lease liabilities	-	-
Interest exepnse on lease liabilities	-	0.30
Repayment of lease liabilities	(0.50)	(5.93)
Balance at the end of the year	-	0.50
Non-current lease liabilities	-	-
Current lease liabilities	-	0.50
Total lease liabilities	-	0.50

The maturity analysis of lease liabilities is given in Note 33 in the 'Liquidity risk' section.

Leases: Cash Flows

Included in cash flows from operating activities is ₹4.47 lakh (March 31, 2025: ₹0.30 lakh) and Included in cash flows from financing activities ₹0.5 lakh (March 31, 2025: ₹ 5.93 lakh).



Addi Industries Limited

Notes to Consolidated financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 34 : Segment Information

The company is engaged in the business of Export of Garments and operates within India. The company has determined single reporting segments based on the information reviewed by the Group's Chief Operating Decision Maker ('CODM') and hence there is no other reportable segment as per Ind AS 108 "Operating Segment".
Major Customer: No single customers contributed 10% or more to the company's revenue for both March 31, 2026 and March 31, 2025.

Note 35: Capital Management

The company's objective for managing capital is to

- Ensure ability to continue as a going concern, so that the company can continue to provide returns to shareholders and benefits for other stakeholders, and
- maintain optimal capital structure to reduce the cost of capital.

The company manages its capital structure and makes adjustments to it in the light of changes in economic conditions. In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The company monitors capital structure using Gearing Ratio, which is calculated as under:

	As March 31, 2026	At March 31, 2025
Lease Liabilities		0.50
Less: Cash and Bank Balance	(2,607.99)	(6,340.66)
Adjusted Net debt (A)	(2,607.99)	(6,340.15)
Equity Share Capital	540.00	540.00
Other Equity	7,624.50	7,389.00
Total Capital (B)	8,164.50	7,929.00
Net Debt and Capital (C= A+B)	5,556.51	1,588.86
Gearing ratio	-0.32	-0.80

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2026 and March 31, 2025.

For the purpose of capital management, capital includes issued equity capital and all other reserves attributable to the equity holders of the company.



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Addi Industries Limited

Notes to Consolidated financial statements for the year ended March 31, 2026

(All amounts in ₹ lakh, unless otherwise stated)

Note 38:

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).

The Company has not received any fund from any party (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entity identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note 39: Other Statutory Information

(a) The company did not have any transactions with companies struck off under Section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 neither in the current financial year nor in the previous financial year.

(b) The Company does not have any Benami property, where any proceeding under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder has been initiated or pending against the company.

(c) The Company has not been declared wilful defaulter by any bank or financial Institution or other lender.

(d) The Company has not traded or invested in Crypto currency or Virtual Currency.

(e) The Company has no any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

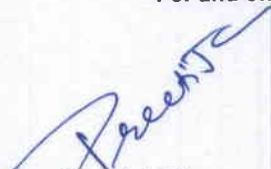
(f) As per Section 135 of the Companies Act, 2013, the Company is not required to incur any expenditure on Corporate Social Responsibility.

Note 40:

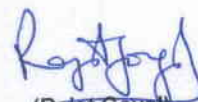
The Company has assessed the financial impact arising from the implementation of the New Labour Codes. These Codes have been made effective from November 21, 2025. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. The financial impact, though not material, has been recognised in the financial statements for the year ended on March 31, 2026. The Company continues to monitor further developments and additional impact, if any, will be evaluated and accounted for appropriately.

Note 41: The figures are rounded off to the nearest rupees in lakh and decimal thereof.

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


(Preeti Jain)
Director
DIN 08803345


(Amandeep)
Company Secretary
ICSI M. No. A76320


(Rajat Goyal)
Director
DIN 03543956


(Sandeep Mittal)
Whole-time Director and
CFO
DIN 00225089

Place of Signature: New Delhi

Date: 28.05.2026

