

Ref: BSE/SEC-02/

May 25, 2019

The General Manager

Dept. of Corporate Services
Bombay Stock Exchange Limited
Floor 25th P.J. Towers
Dalal Street, Mumbai - 400 001.

Dear Sir,

Sub: Notice of the Extra Ordinary Meeting of the Equity Shareholders of the Company

Ref: BSE Scrip Code: 532994

NSE: Stock Code: Archidply

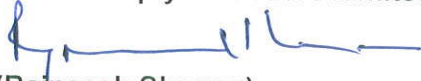
This is to inform you that the Extra-ordinary General Meeting (EGM) of the Company is scheduled to be held on Saturday, June 29, 2019 at 12:00 noon or immediately after the conclusion of the National Company Law Tribunal (NCLT) meeting at Regd. Office: Plot No. 7 Sector 9, Integrated Industrial Estate, Sidcul, Pant Nagar, Rudrapur, Udham Singh Nagar, Uttarakhand – 263153. We enclose a copy of the Notice of the Meeting along with the Explanatory Statement and other relevant annexures which are being sent to the Shareholders of the Company.

This is for your information and record.

Thanking you.

Yours faithfully,

For Archidply Industries Limited



(Rajneesh Sharma)
Company Secretary

CC: The Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

ARCHIDPLY INDUSTRIES LIMITED

(CIN: L85110UR1995PLC008627)

Regid. Office : Plot No. 7, Sector 9, Integrated Industrial Estate, Sidcul, Pant Nagar,
Rudrapur, Udham Singh Nagar, Uttarakhand – 263153
Tel. No.:05944-252270 /011-45642555 / 080 -23445607
E-mail: info@archidply.com; [website: www.archidply.com](http://www.archidply.com)

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Archidply Industries Limited will be held on Saturday, the 29th day of June, 2019 at the Registered Office of the Company situated at Plot no.7, Sector - 9, Integrated Industrial Estate, SIDCUL, Pant Nagar, Udham Singh Nagar, Uttarakhand -263153 at 12.00 noon or immediately after the conclusion of the National Company Law Tribunal (NCLT) meeting to transact the following business:

Special Business:

1. To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT subject to the sanction of the Scheme of Arrangement by way of a Demerger and transfer of the Demerged Undertaking i.e. Chintamani Undertaking of Archidply Industries Limited (AIL) the Demerged Company into Archidply Décor Limited (ADL), the Resulting Company ("the Scheme") by the National Company Law Tribunal, Allahabad Bench, Allahabad ("the NCLT") and other appropriate authorities, if any, proposed by the Company pursuant to the provisions of Sections 230 to 232 read alongwith Section 52 and Section 66 of the Companies Act, 2013, the debit balance of Demerger/ Reconstruction Adjustment Account shall be adjusted/written off against Securities Premium Account of the Company to the maximum extent of Rs. 44,22,48,275/- (Rupees Forty Four Crore Twenty Two Lakhs Forty Eight Thousand Two Hundred Seventy Five only).

RESOLVED FURTHER THAT the utilization of the balance lying to the credit of the Securities Premium Account shall be done to such an extent as determined by the Board of Directors of the Company and as proposed herein above is subject to *inter-alia* the following terms and conditions:

- a) The reduction of Securities Premium Account in terms of the above resolution shall be effected and carried out by the Company as a consequence and as an integral part of and in the manner specified in the Scheme subject to the approval of the National Company Law Tribunal, pursuant to the provisions of Sections 230 to 232 read alongwith Section 52 and Section 66 of the Companies Act, 2013;
- b) Under and pursuant to the Scheme, the Company subject to the approval of National Company Law Tribunal, to write off the debit balance of Demerger / Reconstruction Adjustment Account against Securities Premium as mentioned in the Scheme.
- c) Subsequent to the Scheme being approved by the Members and the National Company Law Tribunal, on or after the Effective Date (as defined in the Scheme), the Company shall reduce the Securities Premium Account by such an extent as determined by the Board of Directors of the Company pursuant to the Scheme;
- d) To the extent the amount is utilized by the Company as mentioned in the Scheme, there shall be consequential reduction of the Securities Premium Account which shall be effected as an integral part of the Scheme itself in accordance with the provisions of Sections 230 to 232 read alongwith Section 52 and Section 66 of the Companies Act, 2013 as the same does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of paid-up share capital and the Creditors are in no way affected by the proposed reduction of the company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board (including any Committee formed by them) be authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions or difficulties or doubts that may arise with regard to utilization /adjustment of the Securities Premium Account in the books of account as considered necessary to give effect to the above Resolutions or to carry out such modifications/directions as may be ordered by the Hon'ble National Company Law Tribunal, Allahabad Bench, Allahabad and any other appropriate statutory or regulatory authority to implement the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers which may be so delegated by law, to any director or committee of directors of the Company to give effect to aforesaid Resolutions."

2. 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 149, 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with Schedule IV of the Companies Act, 2013 and SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Mohammed Shahid Aftab, (DIN 01363518) who was appointed as an Independent Director of the Company for a term of Five Years up to March 31, 2019, by members at the 19th Annual General Meeting , in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of Five consecutive years commencing from April 1,2019 up to March 31,2024, not liable to retire by rotation."

3. 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 149, 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with Schedule IV of the Companies Act, 2013 and SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Bharath Kumar Hukumchand Rathi, (DIN 01857860) who was appointed as an Independent Director of the Company for a term of Five Years up to March 31, 2019, by members at the 19th Annual General Meeting , in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of Five consecutive years commencing from April 1,2019 up to March 31,2024, not liable to retire by rotation."

For **Archidply Industries Limited**

Shyam Daga

Director

DIN:-00561803

Registered office: Plot no.7, Sector- 9,
Integrated Industrial Estate, SIDCUL,
Pant Nagar, Udham Singh Nagar,
Uttrakhand -263153

Date : 22nd May, 2019

Place : Bengaluru

Notes:

1. A member entitled to attend and vote at the meeting, is entitled to appoint one or more proxies to attend and vote instead of himself /herself and a proxy need not be a member. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Proxies to be effective must be received by the company not less than 48 hours before the commencement of the meeting.
2. Corporate members intending to send their Authorized Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. The Members holding shares in physical form are requested to notify the following to the Company's Registrars and Share Transfer Agent Karvy Computershare Private Limited, Unit: - Archidply Industries Limited , Karvy Selenium, tower – B, Plot No. 31 & 32, financial district, Nanakramguda, Serillingampally Mandal, Hyderabad – 500 032.
 - i. any change in their address, email id, nominations under the signature of the registered holder(s)
 - ii. Particulars of their bank account, pan no. & e-mail ids in case the same have not been sent earlier;
 - iii. Members who hold shares in physical form in multiple folios in identical names are requested to send the share certificate for consolidation into single folio.
 - iv. Shareholders are advised to dematerialize their physical securities since requests for effecting transfer of physical securities (except in case of transmission or transposition of securities) shall not be permitted from 1st April, 2019.
4. As per the provision of Section 72 of the Companies Act 2013, the facility for making Nomination is available for the members in respect of their shareholding in the Company either in single or with joint names. The members are requested to submit the complete and signed form SH-13 with their Depository Participant (DP) who holds the shares in dematerialized form and those who are holding physical shares shall send the same to the Registrar and Share Transfer Agent – Karvy Computershare Private Limited.
5. Members/proxies should bring their copies of the Notice, admission slip duly filled in along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license for attending the meeting.
6. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Businesses at the meeting, is annexed hereto and forming part of this Notice.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agent.
8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, electronic copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

9. Members may note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website www.archidply.com for their download. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of EOGM i.e. Saturday, the 29th day of June, 2019. For any communication, the shareholders may also send requests to the Company's investor email id: info@archidply.com

10. **Voting through electronic means**

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide E-voting facility to the Equity shareholders to cast their votes electronically on the resolution mentioned in the Notice convening the meeting of the equity shareholders of the company (EOGM). The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EOGM ("remote e-voting") will be provided by Karvy Fintech Private Limited ("Karvy").

II. The facility for voting through ballot paper shall be made available at the EOGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the EOGM may also attend the Meeting but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on 26th day of June, 2019 (9:00 am) and ends on 28th day of June, 2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd day of June, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. **The process and manner for remote e-voting are as under:**

(A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:

i. Launch internet browser by typing the URL: <https://evoting.karvy.com>

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., "Archidply Industries Limited"
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email csdeepak.sadhu@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name Event No."
- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:
- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- II. Voting at the EOGM: The Members, who have not cast their vote through Remote e-voting, can exercise their voting rights at the EOGM. The Company will make necessary arrangements in this regard at the meeting Venue. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the EOGM; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the Meeting. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the meeting shall be treated as invalid.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. B. Venkata Kishore (Unit: ARCHIDPLY INDUSTRIES LIMITED) of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040-6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. In case a person has become a Member of the Company after dispatch of Notice but on or before the cut-off date for E-voting i.e., 22nd June, 2019, he/she may obtain the User ID and Password in the manner as mentioned below :
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS:

MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399

Example for NSDL:
MYEPWD <SPACE> IN30039412345678 (DP-ID + CL-ID)

Example for CDSL:
MYEPWD <SPACE> 1202300012345678 (16 DIGITS NUMERIC)

Example for Physical:
MYEPWD <SPACE> XXXX1234567890 (EVEN NO. + FOLIO NO.)
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Member may call Karvy's toll free number 1800-3454-001.
 - iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavor to send User ID and Password to those new Members whose mail ids are available.
- (1) In case of any query pertaining to e-voting, please visit Help & FAQ's section of e-voting user manual for shareholders available at the download section of <http://evoting.karvy.com> or contact M/s. Karvy Fintech Private Limited at toll free no.1-800-3454-001.
 - (2) Member can cast their vote online from 9:00 A.M on 26th June, 2019 to 5:00 P.M on 28th June, 2019.
 - (3) The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut- off date, being 22nd June, 2019.
 - (4) The Board of Directors have appointed Mr. Deepak Sadhu, Company Secretary in practice, as a Scrutinizer to scrutinize the e- voting process in a fair and transparent manner
 - (5) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting unblock the votes in the presence of at least two (2) witnesses, not in employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
 - (6) The results on resolution shall be declared on or after the Meeting of the Company and the resolution will be deemed to be passed on the EOGM date subject to receipt of the requisite number of votes in favor of the Resolution (s)
 - (7) The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company, www.archidply.com and Service provider's Website (<https://evoting.karvy.com>) within 2 days of the passing of the resolutions at the EOGM of the Company and communicated to the Stock Exchanges

ANNEXURE TO NOTICE:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Board of Directors of the Company at their meeting held on 30th May, 2018 have subject to the approval of Hon'ble National Company Law Tribunal, Allahabad Bench, Allahabad, Shareholders, Stock Exchanges where the shares are listed and other relevant authorities, approved the Scheme of Arrangement between Archidply Industries Limited,(AIL) the Demerged Company and Archidply Décor Limited (ADL) the Resulting Company and their respective shareholders and Creditors ("**the Scheme**"). The proposed Scheme provides for the demerger and transfer of Demerged undertaking i.e. Chintamani Undertaking of AIL into ADL.

As per Clause 11 of the Scheme, the Debit balance if any, remaining in the Demerger / Reconstruction Adjustment Account shall be written off / adjusted against Securities Premium account of the Company.

The debit balance of the Demerger / Reconstruction Adjustment Account of the company will be adjusted against Securities Premium Account of the Company to the maximum extent of Rs. 44,22,48,275/- (Rupees Forty Four Crore Twenty Two Lakhs Forty Eight Thousand Two Hundred Seventy Five only).

The reduction of Securities Premium account will not cause any prejudice to the creditors of the Company. For sake of clarity, it is specified that the reduction in Securities Premium Account does not involve either the diminution of any liability in respect of any unpaid capital or the payment to any shareholder of any paid-up capital nor is any call being waived. The Creditors of the Company are in no way affected by the proposed restructuring by way of the reduction and utilization of Securities Premium Account as there is no reduction in the amount payable to any of the creditors, no compromise or arrangement is contemplated with the creditors. Further, the proposed adjustment would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of business.

In this connection, in order to give effect to the proposed reduction of Securities Premium (which tent amounts to Reduction of Capital) as part of the Scheme, approval of the shareholders is required in terms of Section 52 read alongwith Section 66 of the Companies Act, 2013, before the company files a petition to obtain the sanction of the National company law Tribunal, Allahabad Bench, Allahabad for the Scheme.

The utilization/application of Securities Premium account otherwise than the purpose mentioned in Section 52 of the Companies Act, 2013 will tantamount to reduction of Capital. As the debit balance of Demerger/ Reconstruction Adjustment Account will be adjusted against Securities Premium account and hence there will be reduction of Capital to that extent. However the above reduction of Securities Premium account is subject to the confirmation of the Hon'ble National company Law Tribunal, Allahabad Bench, Allahabad and/or approval of such other regulatory authority as may be required according to the laws in force pursuant to the provisions of Section 230 to 232 read alongwith Section 52 and Section 66 of the Companies Act, 2013.

The pre and post reduction share holding pattern of the Demerged Company (AIL) is as under.

Category of Equity Shareholders	Pre Reduction (as on 17th May, 2019) Percentage (%)	Post Reduction (expected) Percentage (%)
Promoter and Promoter Group	72.67	72.67
Mutual Funds/UTI	0.00	0.00
Financial Institutions / Banks	0.00	0.00
Insurance Companies	0.00	0.00
Foreign Institutional Investors	0.00	0.00
Foreign Portfolio Investors	0.14	0.14
Bodies Corporate	1.67	1.67
Individuals	24.77	24.77
NBFCs Registered with RBI	0.04	0.04
Any others – (NRI & OCB)	0.68	0.68
Clearing Members	0.03	0.03
GRAND TOTAL	100	100

There is no change in the pre and post reduction shareholding pattern of the company (AIL) as only debit balance of Demerger/Reconstruction Adjustment Account will be adjusted against Securities Premium Account.

The pre and post reduction Capital Structure of the Demerged Company (AIL) is as under:

Particulars	Pre Reduction (Rs.)	Post Reduction (Rs.)
Authorized Share Capital: 2,50,00,000 Equity Shares of Rs.10/- each	25,00,00,000	25,00,00,000
Total	25,00,00,000	25,00,00,000
Issued, Subscribed and Paid up Capital: 2,20,65,000 Equity Shares of Rs.10/- each	22,06,50,000	22,06,50,000
Total	22,06,50,000	22,06,50,000

The Pre and Post Demerger shareholding pattern of the Resulting Company (ADL) as on 17thMay, 2019 are as under.

Category of Equity Shareholders	Pre Demerger (Face Value Rs.10/-) Percentage (%)	Post Demerger (Expected) (Face Value Rs.10/-) Percentage (%)
Promoter and Promoter Group	100	72.92
Mutual Funds/UTI	0	0
Financial Institutions / Banks	0	0.00
Insurance Companies	0	0
Foreign Institutional Investors	0	0
Foreign Portfolio Investors	0	0.14
Bodies Corporate	0	1.65
Individuals	0	24.55
NBFCs Registered with RBI	0	0.04
Any others – (NRI & OCB)	0	0.67
Clearing Members	0	0.03
GRAND TOTAL	100	100

The Pre and Post Demerger Share Capital Structure of the Resulting Company (ADL) as on 17thMay, 2019 is envisaged to be as under:

Pre and Post Demerger Share Capital Structure			
Archidply Décor Limited (ADL)			
Authorized Share Capital: (Face value Rs.10/-)			
Pre		Post	
No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
1,00,000	10,00,000/-	60,00,000	6,00,00,000
Issued, Subscribed and paid up Share Capital: (Face value Rs.10/-)			
Pre		Post	
No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
50,000	5,00,000/-	55,66,250	5,56,62,500

The members are requested to read the entire text of the Scheme to get acquainted with the provisions thereof.

The company has obtained the approval to the Scheme in terms of Regulation 37 SEBI(LODR) Regulations 2015 from BSE limited and National Stock Exchange of India Limited (NSE) vide their observation letters dated 30th November, 2018 and 30th November, 2018 respectively.

The resolution is subject to the confirmation of the Scheme of Arrangement by the Hon'ble National Company Law Tribunal, Allahabad Bench, Allahabad and / or appropriate authority/(ies) as may be applicable.

None of the Directors and the Key Managerial Personnel(as defined under the companies Act, 2013) and their relatives have any interest in the Scheme of Arrangement between the Demerged company and the resulting company except as shareholders in general of the respective Companies, the extent of which is as stated below.

Sr. No.	Name of the Directors of the Demerged Company	Position	Number of Equity shares (Face Value Rs.10/- per share)	
			Demerged Company (AIL)	Resulting Company (ADL)
1.	Deendayal Daga	Chairman	771620	0
2.	Shyam Daga	Director	573685	25000
3.	Mohammad Shahid Aftab	Director	0	0
4.	Rajiv Daga	Mg. Director	646500	10
5.	Bharat Kumar Rathi	Director	0	0
6.	Shanthi Mallar	Director	0	0
7.	Anil Sureka	CFO (KMP)	3250	0
8.	Rajneesh Sharma	Company Secretary (KMP)	1	10

The Board of Directors commends the resolution for acceptance by the Members.

Item No.2

Mr. Mohammed Shahid Aftab, (DIN 01363518) was appointed as an Independent Director on the Board of the Company in line with the requirements of the Listing Agreement on September 9, 2007. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 19th Annual General Meeting held on September 19, 2014 approved the appointment of Mr. Mohammed Shahid Aftab as an Independent Director of the Company for a period of 5 years up to March 31, 2019.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Mr. Mohammed Shahid Aftab that, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and his consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mr. Mohammed Shahid Aftab as an Independent Director of the Company commencing from April 1, 2019 up to March 31, 2024 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board, Mr. Mohammed Shahid Aftab fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. M.S Aftab, the Board of Directors at its meeting held on February 11, 2019 approved the continuance of office of Mr. Mohammed Shahid Aftab as mentioned in the resolution.

Mr. Mohammed Shahid Aftab aged 73 years holds a Master's Degree in Commerce in 1965. He began his professional career by winning the position of Chairman at Geep Industries Limited. He graduated to Punjab National Bank to work as a General Manager, and later Vijaya Bank as an executive director. He is having over 40 years' experience in the field of Banking and Finance. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. M.S.Aftab as an Independent Director.

Mr. Mohammed Shahid Aftab does not hold any shares of the Company. He is not related to any other Directors/ KMPs of the Company.

He is the Chairman of Audit Committee, Nomination & Remuneration Committee and member of Stakeholders Relationship Committee of the Company. He has attended three meeting out of the four (4) meetings of the Board held during the year 2018-19.

He is a Director in Jhajjar Power Ltd and Chairman of Audit Committee of Jhajjar Power Ltd.

The Nomination & Remuneration Committee and the Board evaluated the performance of Mr. Mohammed Shahid Aftab rated him satisfactory on all parameters and recommended his re-appointment.

Copy of the draft letter for re-appointment of Mr. M.S.Aftab as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. M.S.Aftab, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

Board recommends the resolution set-forth in Item No.2 for approval of the members by way of Special Resolution.

Item No.3

Mr. Bharath Kumar Hukumchand Rathi, (DIN 01857860) was appointed as an Independent Director on the Board of the Company in line with the requirements of the Listing Agreement on September 3, 2007. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 19th Annual General Meeting held on September 19, 2014 approved the appointment of Mr. Bharath Kumar Hukumchand Rathi, as an Independent Director of the Company for a period of 5 years up to March 31, 2019.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Mr. Bharath Kumar Hukumchand Rathi, that, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and his consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mr. Bharath Kumar Hukumchand Rathi, as an Independent Director of the Company commencing from April 1, 2019 up to March 31, 2024 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board, Mr. Mr. Bharath Kumar Hukumchand Rathi, fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Bharath Kumar Hukumchand Rathi, (DIN 01857860), the Board of Directors at its meeting held on February 11, 2019 approved the continuance of office of Mr. Bharath Kumar Hukumchand Rathi, (DIN 01857860) as mentioned in the resolution.

Mr. Bharath Kumar Hukumchand Rathi, aged 72 years holds a the Bachelor's degree in Architecture at Visveshwaraiah Regional College of Engineering, Nagpur. On being associated with M/s. Skidmore, Owings & Merrills Chicago, USA & M/s. Delbinco Schwartz and Donatoni, Chicago, USA for a long time, he has gained a valuable experience in dealing with interior designing and architectural projects. He is having over 40 years' experience in the field of Architecture & Interior Designing .The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Bharath Kumar Hukumchand Rathi as an Independent Director.

Mr. Bharath Kumar Hukumchand Rathi does not hold any shares of the Company. He is not related to any other Directors/KMPs of the Company.

He is the member of Audit Committee, Nomination & Remuneration Committee and Chairman of Stakeholders Relationship Committee of the Company. He has attended all the four (4) meetings of the Board held during the year 2018-19.

He is a not a Director in any other Company excluding Alternate Directorship and Private Companies.

The Nomination & Remuneration Committee and the Board evaluated the performance Mr. Bharath Kumar Hukumchand Rathi rated him satisfactory on all parameters and recommended his re-appointment.

Copy of the draft letter for re-appointment of Mr. Bharath Kumar Hukumchand Rathi as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. Bharath Kumar Hukumchand Rathi, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

Board recommends the resolution set-forth in Item No.3 for approval of the members by way of Special Resolution.

For **Archidply Industries Limited**

Shyam Daga

Director

DIN:-00561803

Registered office: Plot no.7, Sector- 9,
Integrated Industrial Estate, SIDCUL,
Pant Nagar, Udham Singh Nagar,
Uttarakhand -263153

Date : 22nd May, 2019

Place : Bengaluru

ARCHIDPLY INDUSTRIES LIMITED

(CIN: L85110UR1995PLC008627)

Regid. Office : Plot No. 7 Sector 9, Integrated Industrial Estate, Sidcul, Pant Nagar,
Rudrapur, Udham Singh Nagar, Uttarakhand – 263153
Tel. No.:05944-252270 /011-45642555 / 080 -23445607
E-mail: info@archidply.com; website: www.archidply.com

FORM OF PROXY

(As per Form MGT -11 and Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies(Management and Administration) Rules, 2014)

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No. / DPID and client ID*	

***Applicable in case of shares held in electronic form**

I/We, being the member(s) holding _____ shares of ArchidplyIndustriesLimited, hereby appoint:

- 1) Name
- Address.....
-
- E-Mail ID.....Signatureor failing him

- 2) Name
- Address.....
-
- E-Mail ID.....Signatureor failing him

- 3) Name
- Address.....
-
- E-Mail ID.....Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra – Ordinary General Meeting of the Company, to be held on Saturday, the 29th day of June, 2019 at 12.00 noon or immediately after the conclusion of the National Company Law Tribunal (NCLT) meeting at Plot No.7, Sector- 9, Integrated Industrial Estate, SIDCUL, Pant Nagar, Udham Singh Nagar, Utrkhand - 263153 and at any adjournment thereof in respect of such Resolution as are indicated below:

**I wish my above proxy to vote in the manner as indicated in the box below:

Item No.	Resolutions	Type of Resolution	For	Against
1	To approve writing off the debit balance of Demerger / Reconstruction Adjustment Account against the Securities Premium Account of the Company arising on account of the Scheme of Arrangement to Demerge the Demerged Undertaking i.e. Chintamani Undertaking of Archidply Industries Limited (Demerged Company) into Archidply Décor Limited (Resulting Company) pursuant to Sections 230 to 232 read alongwith Section 52 and Section 66 of the Companies Act, 2013.	Special		
2	Reappointment of Mr. Mohammed Shahid Aftab, (DIN 01363518) as an Independent Director for a Second term of five Consecutive years commencing from April 1, 2019 up to March 31,2024	Special		
3	Reappointment of Mr. Bharath Kumar Hukumchand Rathi, (DIN 01857860) as an Independent Director for a Second term of five Consecutive years commencing from April 1, 2019 up to March 31, 2024.	Special		

Signed this _____ day of _____ 2019

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Notes:

- (1) This form of proxy must be deposited at the registered office of Archidply Industries Limited at, Plot No.7, Sector- 9, Integrated Industrial Estate, SIDCUL, Pant Nagar, Udham Singh Nagar, Utrkhand - 263153 at least 48 hours before the commencement of this said Meeting.
- (2) All alterations made in the form of proxy should be initialed.
- (3) Please affix appropriate revenue stamp before putting signature
- (4) In case of multiple proxies, the proxy later in time shall be accepted.
- (5) A proxy need not be a shareholder of Archidply Industries Limited.
- (6) No person shall be appointed as a proxy who is a minor
- (7) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting results. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (8) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

ARCHIDPLY INDUSTRIES LIMITED

(CIN: L85110UR1995PLC008627)

Regid. Office : Plot No. 7, Sector 9, Integrated Industrial Estate, Sidcul, Pant Nagar,

Rudrapur, Udham Singh Nagar, Uttarakhand – 263153

Tel. No.:05944-252270 /011-45642555 / 080 -23445607

E-mail: info@archidply.com; website: www.archidply.com

EQUITY SHAREHOLDERS ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND OVER AT THE ENTRANCE OF THE MEETING HALL

MEETING OF THE EQUITY SHAREHOLDERS ON SATURDAY THE 29TH DAY OF JUNE, 2019 AT 12.00 NOON OR IMMEDIATELY AFTER THE CONCLUSION OF THE NATIONAL COMPANY LAW TRIBUNAL (NCLT) MEETING

I /We hereby record my/ our presence at the Extra Ordinary General Meeting of the Equity shareholders of Archidply Industries Limited, held on Saturday the 29th day of June, 2019 at 12.00 noon or immediately after the conclusion of the National Company Law Tribunal (NCLT) meeting

Name and address of Equity Shareholder.

Name and address of Equity Shareholder

(IN BLOCK LETTER) : _____

Signature : _____

Reg. Folio No. : _____

Client ID : _____

D.P.ID : _____

No of Shares : _____

Name of the Proxy * : _____

(IN BLOCK LETTERS) : _____

Signature : _____

*(To be filled in by the proxy in case he /she attends instead of the shareholder)

Notes:

1. Equity shareholders attending the meeting in person or by proxy or through authorized representatives are requested to complete and bring the Attendance slip with them and hand it over at the entrance of the meeting hall.
2. Equity shareholders who come to attend the meeting are requested to bring their copy of the Scheme with them
3. Equity shareholders who hold shares in dematerialized form are requested to bring their client ID and DP ID for easy identification of attendance at the meeting.
4. Equity shareholders are informed that in case of joint holders attending the meeting, only such joint holders whose name stands first in the Register of Members of Archidply Industries Limited in respect of such joint holding will be entitled to vote.

ROUTE MAP FOR THE VENUE OF THE MEETING

