

Ref: BSE/SEC-02/

July 1, 2019

The General Manager

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

Dear Sir,

Ref: BSE Scrip Code: 532994

NSE: Stock Code: Archidply

Sub: Disclosure of Voting Results & Scrutinizer Report of the Hon'ble National Company Law Tribunal, Allahabad Bench (NCLT) convened meeting of the Equity Shareholders of the Company held on 29th June, 2019


Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the disclosure of Voting Results of Hon'ble National Company Law Tribunal, Allahabad Bench (NCLT) convened meeting of the Equity Shareholders of the Company of the Company held on 29th day of June, 2019 at 11:00 p.m. at Plot no.7, Sector- 9, Integrated Industrial Estate, SIDCUL, Pant Nagar, Udham Singh Nagar, Uttarakhand – 263153 for the purpose of considering and if thought fit, approving with or without modification(s) the Scheme of Arrangement (Demerger) between Archidply Industries Limited the Demerged Company and Archidply Décor Limited the Resulting Company and their respective Shareholders and Creditors and the copy of the scrutinizer on the e-voting, postal Ballot and poll conducted.

The proposed resolution approving the Scheme was passed with requisite majority by Equity Shareholders of the Company (including Public Shareholders), as required by NCLT Order and the SEBI Circular.

This is for your information and record.

Thanking you.
Yours faithfully,

For Archidply Industries Limited


(Rajneesh Sharma)
Company Secretary




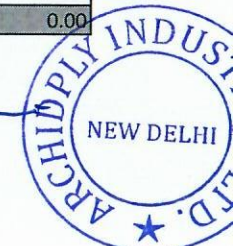
**CC: The Listing Department
National Stock Exchange of India Ltd.**

Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

Encl:a/a

	ARCHIDPLY INDUSTRIES LIMITED
Date of the AGM/EGM	29-06-2019
Total number of shareholders on record date	11203
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	6
Public:	25
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	SPECIAL: Approval of the Scheme of Arrangement between Archidply Industries Limited, the Demerged company And Archidply Décor Limited the Resulting Company and their respective shareholders and creditors for Demerger of Chintamani Undertaking of Archidply Industries Limited into Archidply Décor Limited							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16,034,645	16,034,645	100.00	16,034,645	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		16,034,645	100.00	16,034,645	0	100.00	0.00
Public- Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	6,030,355	21,272	0.35	21,072	200	99.06	0.94
	Poll		546	0.01	546	0	100.00	0.00
	Postal Ballot (if applicable)		400	0.01	400	0	0.00	0.00
	Total		22,218	0.37	22,018	200	99.10	0.90
Total		22,065,000	16,056,863	72.77	16,056,663	200	100.00	0.00

CS Babita Jain

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Practicing Company Secretary & Resolution Professional

35B/6 Rammohan Plaza Madhokunj

Allahabad 211002

Phone: 9335115227

CONSOLIDATED SCRUTINIZER'S REPORT

To

Mr. Abhimanyu Jhamba (Advocate),

Chairman Appointed by the Honble' National Company Law Tribunal,
Allahabad Bench, Allahabad,

Ms Aparna Trivedi (Advocate)

Alternate Chairman Appointed by the Honble' National Company Law
Tribunal, Allahabad Bench, Allahabad,

for the Meeting of Equity Shareholders of Archidply Industries Limited,
Regd Off. Plot no.7, Sector- 9,

Integrated Industrial Estate, SIDCUL,

Pant Nagar, Udham Singh Nagar,

Uttrakhand -263153

Dear Sir,

Reg.: Report on Passing of Resolution through e-voting, Postal Ballot and poll conducted at the Honble' National Company Law Tribunal (NCLT) convened Meeting of the Equity Shareholders of Archidply Industries Limited ("the Company") held on Saturday, 29th June, 2019 at 11.00 A.M.

1. I, Babita Jain, (FCS 3824 /CP – 19136), Practicing Company Secretary Allahabad (U.P) have been appointed by the Hon'ble National Company Law Tribunal, Allahabad Bench, Allahabad (NCLT) by its order dated 14th May, 2019, as "the Scrutinizer" for the purpose of conducting the voting done through the e-voting process, the Postal Ballot process and the voting done at the venue of the meeting of the Equity shareholders of **Archidply Industries Limited held on Saturday, 29th June, 2019 at 11.00 a.m.** at Plot no.7, Sector- 9, Integrated Industrial Estate, SIDCUL, Pant Nagar, Udham Singh Nagar, Uttrakhand -263153 pursuant to the provisions of the Companies Act, 2013 (the Act) read with applicable rules made there under as



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amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015) on the resolution, seeking approval of the Equity shareholders to the Scheme of **Arrangement between Archidply Industries Limited** the Demerged Company and **Archidply Décor Limited** the Resulting Company and their respective shareholders in the terms of the notice dated 22nd May, 2019 convening the said Meeting.

2. The voting through postal ballot and remote e-voting process (electronic voting) held between 28th May, 2019 (9.00 a.m. IST) to 28th June, 2019 (5.00 p.m. IST) pursuant to the provisions of Section 108 of the Act with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules) as amended and Regulation 44 of SEBI (LODR) Regulations, 2014.
3. The Poll conducted under the provisions of Section 109 of the Act read with Rule 21 of the Rules in respect of the Resolution contained in the Notice dated 22nd May, 2019 of the NCLT convened Meeting of the Equity Shareholders of the Company (the Meeting) held on Saturday, 29th June, 2019 at 11 am at Registered Office of the Company at Plot no.7,, Sector- 9, Integrated Industrial Estate, SIDCUL, Pant Nagar, Udham Singh Nagar, Utrakhnad -263153 in the matter of Scheme of Arrangement between Archidply Industries Limited and Archidply Décor Limited and their respective shareholders and Creditors.
4. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and the SEBI (LODR) Regulations, 2015 relating to Voting through e-voting, postal ballot and poll on the Resolution contained in the Notice of the Meeting.

Babita Jain



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5. The Company had appointed Karvy Fintech Private Limited ("Karvy") the service provider for extending the facility of Electronic voting to the shareholders of the company, the Agency authorized under Rule 20 of the Companies (Management and Administration Rules, 2014 as amended and the provisions of SEBI (LODR) Regulations, 2015. The Service provider had provided a system for recording the votes of shareholders electronically on Item of the Business sought to be transacted at the Meeting of Shareholders of the Company from 28th May, 2019 (9.00 a.m. IST) to 28th June, 2019 (5.00 p.m. IST).
6. My responsibility as Scrutinizer for the Voting Process (through Postal ballot, remote e-voting and poll at Meeting) was restricted to scrutinize the postal ballot papers, remote e-voting process, poll conducted at Meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer Report of the Votes cast in favour and against the resolution stated in the Notice, based on postal ballots, the reports generated from remote e-voting system and voting conducted through poll at the Meeting.
7. The Voting was conducted to consider, and if thought fit, to pass the following Resolution with or without modification:

"RESOLVED THAT pursuant to the provisions of Sections 230 – 232 read alongwith Section 52 and 66 and other applicable provisions of the Companies Act, 2013 , the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017, the observation letters issued by each of the BSE Limited dated 30th November, 2018 and the National Stock Exchange of India Limited, dated 30th November, 2018 and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Allahabad Bench at Allahabad ("NCLT") and subject

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to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted / to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Arrangement between Archidply Industries Limited and Archidply Décor Limited and their respective shareholders ("Scheme") placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT *the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."*

8. The shareholders holding shares as on 'cutoff' date i.e. 17th May, 2019 were entitled to vote on proposed resolution reproduced as above.
9. The e-voting period commenced on 28th May, 2019 (9.00 a.m. IST) and ended on 28th June, 2019 (5.00 p.m. IST) , accordingly the electronic votes were taken into



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account and at the end of this Voting period, on 28th June, 2019 (at 5 Pm IST) the e-voting portal was blocked for voting.

10. The Votes cast were unblocked on 29th June, 2019 after conclusion of insta poll in presence of two witness Ms Aparna Trivedi and Mr Vinod Singh Negi who are not in employment with the Company.
11. The Register has been maintained electronically to record the assent or dissent received mentioning the particulars of name, address, folio no or client ID of the Shareholders and no of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company. Hence, there is no requirement of maintaining the List of shares with differential voting rights.
12. The details containing, inter alia, List of Equity Shareholders, who voted 'FOR' or 'AGAINST' the Resolution through e-voting were generated from e-voting website of Karvy i.e. <https://evoting.karvy.com/>
13. 31 (Thirty one) shareholders holding 14479172 Shares in aggregate were present in person or through proxy at NCLT convened Meeting of Equity Shareholders.
14. The postal ballot papers and votes cast through the e-voting module of Karvy were diligently scrutinized. The ballot papers and votes cast through e-voting module of Karvy were reconciled with records maintained by Company / Registrar and Transfer Agent (Karvy) and the authorizations/ proxies lodged with the Company. The Votes were scrutinized for eliminating duplicate voting.
15. The Company had provided the facility of voting through Postal ballot from 28th May, 2019 to 28th June, 2019 to the Equity shareholders of the Company on the Resolution contained in the notice dated 22nd May, 2019. I have issued separate

Scrutinizer's Report dated 1st July, 2019 on the Postal Ballot Forms, which is annexed herewith.

16. At the Honble' National Company Law Tribunal (NCLT) convened Meeting of the Company held Saturday, 29th June, 2019, the Chairman of the meeting had, as statutorily required, called for a poll to facilitate the Members present in the meeting who could not participate in the e-voting and postal ballot process to record their votes through the poll process. The Chairman of the NCLT Convened meeting has appointed me as the Scrutinizer for the same. For further details kindly refer my Scrutinizers Report in Form MGT-13 dated 1st July, 2019, which is annexed herewith.

17. The Summary of the E-voting, Postal Ballot together with that of the Poll is as under:

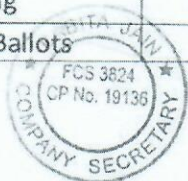
i) Voted in favour of the Resolution

Mode of Voting	Number of Members voted	% of total numbers of members	No of votes cast by members	% of total no of valid votes cast
E- voting	31	54.39	16055717	99.993
Postal Ballots	2	3.51	400	0.002
Voting Conducted at the venue of the Meeting	23	40.35	546	0.003
Total	56	98.25	16056663	99.999

ii) Voted Against of the Resolution

Mode of Voting	Number of Members voted	% of total numbers of members	No of votes cast by members	% of total no of valid votes cast
E- voting	1	1.75	200	0.0013
Postal Ballots	0	0	0	0

B. Jain



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Voting Conducted at the venue of the Meeting	0	0	0	0
Total	1	1.75	200	0.001

Note: Excluding In valid votes

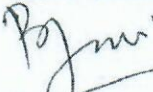
- iii) Invalid Votes – There is one shareholder holding 300 shares whose vote was considered as invalid due to difference in signature.

Based on the foregoing, the Resolution as mentioned in Point No 7 forming part of the Notice dated 22nd May, 2019 stands passed with requisite majority under E-voting, Postal Ballot process and poll.

Based on the foregoing, the Resolution as mentioned in Point No 7 forming part of the Notice dated 22nd May, 2019 stands passed with requisite majority under E-voting, Postal Ballot process and poll.

Thanking You.

Yours faithfully,



Babita Jain

Company Secretary in Practice
Scrutinizer



PLACE: ALLAHABAD

DATE: 1st JULY, 2019

CS Babita Jain
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Practicing Company Secretary & Resolution Professional

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Allahabad 211002
Phone: 9335115227

SCRUTINIZER'S REPORT
(In Respect of Public Shareholding)

To

Mr. Abhimanyu Jhamba (Advocate),
Chairman Appointed by the Honble' National Company Law Tribunal,
Allahabad Bench, Allahabad,

Ms Aparna Trivedi (Advocate)
Alternate Chairman Appointed by the Honble' National Company Law
Tribunal, Allahabad Bench, Allahabad,
for the Meeting of Equity Shareholders of Archidply Industries Limited,

Regd Off. Plot no.7, Sector- 9,
Integrated Industrial Estate, SIDCUL,
Pant Nagar, Udham Singh Nagar, Uttrakhand -263153

Dear Sir,

Reg.: Report on Passing of Resolution through e-voting, Postal Ballot and poll conducted at the Honble' National Company Law Tribunal (NCLT) convened Meeting of the Equity Shareholders of Archidply Industries Limited ("the Company") held on Saturday, 29th June, 2019 at 11.00 A.M.

1. I, Babita Jain, (FCS 3824 /CP – 19136), Practicing Company Secretary Allahabad (U.P) have been appointed by the Hon'ble National Company Law Tribunal, Allahabad Bench, Allahabad (NCLT) by its order dated 14th May, 2019, as "the Scrutinizer" for the purpose of conducting the voting done through the e-voting process, the Postal Ballot process and the voting done at the venue of the meeting of the Equity shareholders of **Archidply Industries Limited held on Saturday, 29th June, 2019 at 11.00 a.m. at Plot no.7, Sector- 9, Integrated Industrial Estate, SIDCUL, Pant Nagar, Udham Singh Nagar, Uttrakhand -263153** pursuant to the provisions of the Companies Act, 2013 (the Act) read with applicable rules made there under as



A handwritten signature in black ink, appearing to be "Bjain", written over a horizontal line.

CS Babita Jain

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amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015) on the resolution, seeking approval of the Equity shareholders to the Scheme of **Arrangement between Archidply Industries Limited** the Demerged Company and **Archidply Décor Limited** the Resulting Company and their respective shareholders in the terms of the notice dated 22nd May, 2019 convening the said Meeting.

2. The voting through postal ballot and remote e-voting process (electronic voting) held between 28th May, 2019 (9.00 a.m. IST) to 28th June, 2019 (5.00 p.m. IST) pursuant to the provisions of Section 108 of the Act with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules) as amended and Regulation 44 of SEBI (LODR) Regulations, 2014.
3. The Poll conducted under the provisions of Section 109 of the Act read with Rule 21 of the Rules in respect of the Resolution contained in the Notice dated 22nd May, 2019 of the NCLT convened Meeting of the Equity Shareholders of the Company (the Meeting) held on Saturday, 29th June, 2019 at 11 am at Registered Office of the Company at Plot no.7,, Sector- 9, Integrated Industrial Estate, SIDCUL, Pant Nagar, Udham Singh Nagar, Uttrakhand -263153 in the matter of Scheme of Arrangement between Archidply Industries Limited and Archidply Décor Limited and their respective shareholders and Creditors.
4. Further, to my consolidated Scrutinizers' Report of even date, I submit my Report in respect of Public Shareholders as under:



A handwritten signature of Babita Jain, located to the right of the circular stamp.

CS Babita Jain
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Practicing Company Secretary & Resolution Professional

35B/6 Rammohan Plaza Madhokunj
Allahabad 211002
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5. Voted in favour of the Resolution

Mode of Voting	Number of Members voted	% of total numbers of members	No of votes cast by members	% of total no of valid votes cast
E- voting	20	35.09	21072	0.131
Postal Ballots	2	3.51	400	0.002
Voting Conducted at the venue of the Meeting	23	40.35	546	0.003
Total	45	78.95	22018	0.137

6. Voted Against of the Resolution

Mode of Voting	Number of Members voted	% of total numbers of members	No of votes cast by members	% of total no of valid votes cast
E- voting	1	1.75	200	0.001
Postal Ballots	0	0	0	0
Voting Conducted at the venue of the Meeting	0	0	0	0
Total	1	1.75	200	0.001

Note: Excluding Invalid votes

7. Invalid Votes – There is one shareholder holding 300 shares whose vote was considered as invalid due to difference in signature.

Thanking You.
Yours faithfully,

Babita Jain
Company Secretary in Practice
Scrutinizer

PLACE: ALLAHABAD
DATE: 1ST JULY, 2019

